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November 19, 2014

Via Overnight Courier

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

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COMMISSION

**Re: NOTICE OF CONSUMMATION
Notice Regarding a Transfer of Control of tw telecom of kentucky llc to Level
3 Communications, Inc.**

Dear Mr. Derouen:

On behalf of Level 3 Communications, Inc. ("Level 3"), this letter notifies the Commission that the indirect transfer of control of tw telecom of kentucky llc ("tw telecom") to Level 3 as described in the letter dated July 3, 2014 was completed on October 31, 2014.

An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang
Danielle Burt

Counsel for Level 3 Communications, Inc.

cc (via email): Rick Thayer, Esq.

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