



WILLIAMS MULLEN

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PUBLIC SERVICE
COMMISSION

November 20, 2007

VIA OVERNIGHT DELIVERY

Beth O'Donnell, Executive Secretary
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

Re: TelCove Operations, LLC
Pro Forma Transfer of Control of An Authorized Intrastate Carrier

Dear O'Donnell:

TelCove Operations, LLC ("TelCove Operations"), through its undersigned counsel, hereby advises the Kentucky Public Service Commission ("Commission") of a proposed internal reorganization at the holding company level. Specifically, TelCove Operations proposes to complete a transaction whereby its direct corporate parent, Eldorado Acquisition Three, LLC ("Eldorado") will be merged with and into Level 3 Communications, LLC ("Level 3 LLC"), Eldorado's immediate corporate parent, with Level 3 LLC being the surviving entity. As a result of that transaction, TelCove Operations, which is already an indirect wholly owned subsidiary of Level 3 LLC, will become a direct wholly owned subsidiary of Level 3 LLC.

Based on a review of Kentucky law, it is TelCove Operations' understanding that no Commission approval is required in connection with the proposed transaction. TelCove Operations nonetheless files this letter as a courtesy to advise the Commission of the proposed transaction and ensure the continuing accuracy of the Commission's records.

Description of TelCove Operations

In Kentucky, TelCove Operations is authorized to provide to provide local exchange and long distance telecommunications services pursuant to its registration and tariff filings on October 16, 1998 (ID Number 5019900) and amended on November 20, 2006 (TFS2006-01618; TFS2006-01619; TFS2006-01620). TelCove Operations is a wholly owned subsidiary of Eldorado, which in turn is a wholly owned subsidiary of Level 3 LLC. Level 3 LLC is, in turn, a wholly owned subsidiary of Level 3 Communications, Inc., a Delaware corporation publicly traded on the NASDAQ (Ticker Symbol: LVLT), which is headquartered in Broomfield,

Colorado. Through its various operating subsidiaries, Level 3 is authorized to provide competitive telecommunications services throughout the United States. Level 3, through its operating subsidiaries, is also authorized to provide domestic interstate and international services by virtue of authority granted by the Federal Communications Commission. TelCove Operations emphasizes, however, that none of the operations of the Level 3 operating companies, including those of TelCove Operations, will be affected by the proposed reorganization.¹

Description of the Proposed Transaction

As indicated above, TelCove Operations proposes to complete an internal reorganization at the holding company level whereby TelCove Operations' direct corporate parent, Eldorado will be merged with and into Eldorado's direct parent, Level 3 LLC. As a result of that transaction, TelCove Operations, which is already an indirect wholly owned subsidiary of Level 3 LLC, will become a direct wholly owned subsidiary of Level 3 LLC. An illustrative chart showing the proposed transaction is provided in Exhibit A.

Although the proposed transaction will technically result in a *pro forma* change in the intermediate corporate chain of ownership of TelCove Operations, the proposed change in holding company structure will not affect the ultimate ownership or control of TelCove Operations. Furthermore, as a holding company level transaction, the proposed change will not affect the operations, operating authority, assets or customers of TelCove Operations.² Immediately following the closing of the proposed transaction, TelCove Operations will continue to provide service to its existing customers in Kentucky under the TelCove name, pursuant to its existing authority, and under the same rates, terms and conditions as those services are currently provided. Accordingly, the proposed transaction will be completely transparent to the customers of TelCove Operations.

* * * * *

¹ Operating companies affiliated with TelCove Operations include: Broadwing Communications, LLC, Level 3 Communications, LLC, WilTel Communications, LLC, WilTel Local Network, LLC, Looking Glass Networks, Inc., Progress Telecom, LLC, and ICG Telecom Group, Inc.

² In connection with the acquisition of the TelCove companies by Level 3 in 2006, TelCove Operations advised the Commission of the intention of the TelCove Operating companies, including TelCove Operations, to participate in certain pre-existing Level 3 financial arrangements. For the avoidance of doubt, those financial arrangements also will not be affected by the proposed reorganization.

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Questions regarding this letter may be addressed to the undersigned at (703) 760-5200. An original and four copies of this letter are enclosed. Please date-stamp and return the enclosed extra copy of this letter.

Respectfully submitted,



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COUNSEL FOR
TELCOVE OPERATIONS, LLC

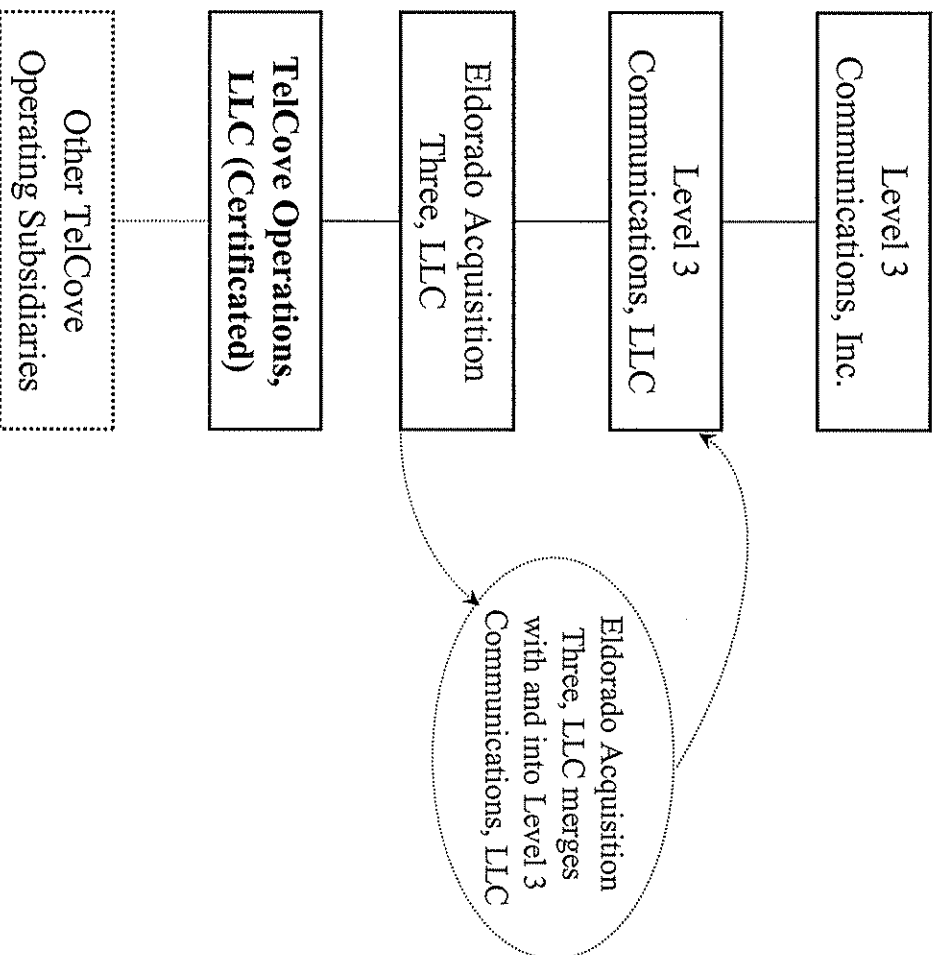
cc: Michael Donahue (Level 3 Communications, LLC)

EXHIBIT A

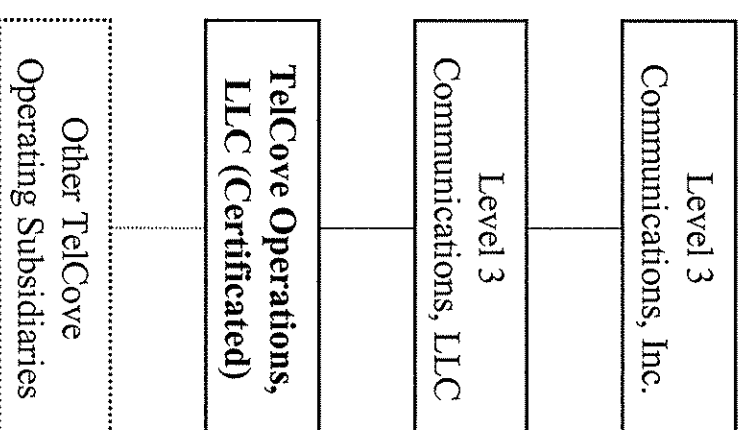
Pre- and Post-Transaction Illustrative Chart

Illustrative Chart

Pre-Reorganization



Post-Reorganization

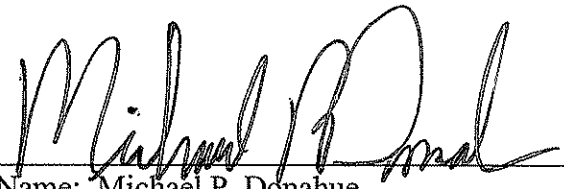


Verification

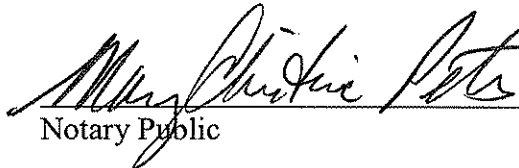
VERIFICATION

COMMONWEALTH OF VIRGINIA)
)
FAIRFAX COUNTY) ss:

I, Michael P. Donahue, being first duly sworn, state that I am Senior Regulatory Counsel of Level 3 Communications, LLC; that I am authorized to make this Verification on behalf of TelCove Operations, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.


Name: Michael P. Donahue
Title: Senior Regulatory Counsel, Level 3
Communications, LLC

Sworn and subscribed before me this 15th day of November, 2007.


Notary Public



My commission expires July 31, 2009.