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May 18, 2006

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By Overnight Mail

Blanca S. Bayó
Commission Clerk and Administrator Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: Notification of Level 3 Communications, Inc. and TelCove, Inc. of a Transfer of Control of TelCove Investment, LLC and Related Transactions

Dear Ms. Bayó:

Level 3 Communications, Inc. ("Level 3"), and TelCove, Inc. (collectively, the "Parties") notify the Commission of a transaction whereby Level 3, a competitive non-dominant carrier, will acquire indirect control of TelCove Investment, LLC ("TelCove-Investment")¹, a non-dominant carrier. TelCove-Ops are TelCove, Inc.'s Florida operating subsidiaries and hold authority from the Commission to provide intrastate telecommunications services in Florida. The Parties also notify the Commission of certain related transactions, as discussed below.

Although the transaction will result in a change in the ownership of TelCove-Ops, no transfer of certificates, assets or customers will occur. TelCove-Ops will continue to provide service to their existing customers in Florida pursuant to those authorizations under the same rates, terms and conditions. This transaction will be transparent to the customers of TelCove-Ops.

¹ TelCove-Investment holds CLEC and IXC authorizations, which do not require approval for a transfer of control. TelCove-Investment's affiliates, TelCove of Florida, Inc. ("TelCove-FL") and TelCove of Jacksonville, Inc. ("TelCove-Jacksonville") hold AAV/CLEC certificates and, therefore, must obtain approval for a transfer of control because of the AAV component of the certificate. See Fla. Stat. §§ 364.02(13) & 364.337(2). The Parties filed an application for approval to transfer control of TelCove-FL and TelCove-Jacksonville in Docket No. 060392-TP.

TelCove-Investments, TelCove-FL and TelCove-Jacksonville are collectively referred to as "TelCove-Ops." TelCove, Inc. and TelCove-Ops are collectively referred to as "TelCove".

DOCUMENT NUMBER-DATE

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Description of the Parties

A. TelCove, Inc and TelCove-Ops (“TelCove”)

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TelCove, Inc. is a privately held Delaware corporation with its principal place of business located at 121 Champion Way, Canonsburg, Pennsylvania 15317. TelCove, Inc. is the parent company of TelCove-Investment, a Delaware limited liability company with the same principal place of business.² TelCove, Inc. is authorized by the Federal Communications Commission (“FCC”) to provide international and domestic interstate services as a non-dominant carrier.

TelCove, Inc., through its operating subsidiaries,³ including TelCove-Ops, is a leading facilities-based provider of integrated communications services that serves medium and large businesses, state and local governmental agencies, educational institutions, and other communications service providers. TelCove offers local and long-distance voice, dedicated data, ATM, frame relay, and Internet services and is focused on serving communications-intensive end users. In Florida, TelCove-Investment is authorized to provide competitive local exchange services pursuant to amended CLEC Certificate No. 6056 (see Order No. PSC-04-0836-FOF-TX, Docket No. 040510-TX (Aug. 27, 2004); Order No. PSC-04-0836A-FOF-TX, Docket No. 040510-TX (Aug. 31, 2004)) and interexchange telecommunications services pursuant to amended Intrastate Interexchange Registration No. TJ206 (see Docket No. 040511-TI). TelCove-FL is authorized to provide alternative access vendor and competitive local exchange services pursuant to amended AAV/CLEC Certificate No. 2978. See Order No. PSC-04-0756-FOF-TA, Docket No. 040588-TA (Aug. 5, 2004). TelCove-Jacksonville is authorized to provide alternative access vendor and competitive local exchange services pursuant to amended AAV/CLEC Certificate No. 2973 (see Order No. PSC-04-0757-FOF-TX, Docket No. 040550-TX (Aug. 5, 2004)) and interexchange telecommunications services pursuant to amended Intrastate Interexchange Registration TJ346 (see Docket No. 040551-TI). TelCove-Ops are also authorized by the FCC to provide domestic interstate services as non-dominant carriers.

B. Level 3 Communications, Inc. (“Level 3”)

Level 3 Communications, Inc. is a publicly traded (NASDAQ: LVLT) Delaware corporation headquartered in Broomfield, Colorado. Through its wholly owned indirect subsidiaries, Level 3 Communications, LLC (“Level 3 LLC”), WilTel Communications, LLC, WilTel Local Network, LLC, and Progress Telecom, LLC (collectively, the “Level

² TelCove-FL and TelCove-Jacksonville are Florida corporations.

³ A corporate organizational chart for TelCove that includes all operating subsidiaries of TelCove, Inc. is attached as Exhibit A.

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3-Ops”),⁴ Level 3 provides high-quality voice and data services to carriers, ISPs, and other business customers over its IP-based network. The Level 3-Ops are non-dominant carriers that are authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis. The Level 3-Ops are also authorized by the FCC to provide international and domestic interstate services as non-dominant carriers.

In Florida, Level 3 Communications, LLC is authorized to provide local exchange service pursuant to CLEC Certificate No. 5725 (see Order No. PSC-98-1401-FOF-TX, Docket No. 980934-TX (Oct. 19, 1998)) and interexchange service pursuant to IXC Certificate No. 5724 (now Intrastate Interexchange Registration No. TJ154) (see Order No. PSC-98-1399-FOF-TI, Docket No. 980933-TI (Oct. 19, 1998)). WiTel Communications, LLC is authorized to provide interexchange telecommunications services pursuant to authority granted by the Commission in IXC Certificate No. 5689 (now Intrastate Interexchange Registration No. TJ131). See Order No. PSC-98-1141-FOF-TI, Docket No. 980697-TI (Aug. 28, 1998). WiTel Local Network, LLC is authorized to provide local exchange telecommunications services pursuant to CLEC Certificate No. 7195. See Order No. PSC-99-2316-PAA-TX, Docket No. 991323-TX (Dec. 2, 1999); PSC-99-2538-CO-TX, Docket No. 991323-TX (Dec. 29, 1999). Progress Telecom is authorized to provide local exchange and interexchange telecommunications services pursuant to CLEC Cert. No. 7448 and IXC Cert. No. 7058 (now Intrastate Interexchange Registration. TJ639) issued in Docket No. 020123-TP.

Further information concerning the legal, technical, managerial and financial qualifications of the Level 3-Ops to provide service was submitted with their applications for certification as well as filings related to the transfers of control of WiTel and Progress Telecom to Level 3 Communications, LLC, and is, therefore, a matter of public record. Level 3 requests that the Commission take official notice of that information and incorporate it herein by reference.

Description of the Transaction

Level 3 will acquire control of TelCove-Ops. This will be accomplished through a multi-step transaction, beginning with a merger between TelCove, Inc. and Eldorado Acquisition Three, LLC (“Eldorado”), a subsidiary of Level 3 created for the purposes of this transaction.⁵ For the Commission’s convenience, pre- and post-transaction organizational charts are provided as Exhibit B. First, TelCove, Inc. will merge into

⁴ Level 3 is also in the process of acquiring ICG Communications, Inc., which through its operating subsidiary ICG Telecom Group, Inc., provides a variety of regulated and unregulated voice and Internet services primarily in Colorado and Ohio.

⁵ Eldorado is not authorized, and does not seek authorization, to provide telecommunications services in any state.

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Eldorado, with Eldorado surviving.⁶ Level 3 will then immediately contribute the membership interests in Eldorado to Level 3 Financing, Inc.,⁷ which will then contribute the membership interests to Level 3 LLC, positioning Eldorado as a subsidiary of Level 3 LLC.⁸ Following this step, Eldorado will change its name ("New TelCove").⁹ As a result of these steps, Level 3 will control TelCove-Ops through its wholly owned indirect subsidiary Level 3 LLC, which will wholly own New TelCove. New TelCove will be the new indirect parent of TelCove-Investment and TelCove-Jacksonville and the new direct parent of TelCove-FL.

Level 3 will use a combination of cash, shares of stock in Level 3, and the assumption of certain TelCove debt to acquire all of TelCove. Of the contemplated purchase price of \$1.2375 billion, approximately \$445 million will be paid in cash, approximately \$637 million will be paid through the issuance of stock by Level 3, and approximately \$155.5 million will be paid through the assumption of debt of TelCove. At closing, Level 3 will pay all of TelCove's debt. In addition, upon closing, New TelCove and TelCove-Ops will pledge their assets as security and enter into a guaranty for existing indebtedness of Level 3 Financing, Inc.

Immediately following the consummation of this transaction, TelCove-Ops will continue to offer the services it currently offers with no change in the rates or terms and conditions of service. The transfer of control of TelCove-Ops will be seamless and transparent to consumers in the State of Florida.

* * * *

An original and five (5) copies of this notification letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in envelope provided. Please contact Brett Ferenchak at (202) 373-6697 if you have any questions.

Respectfully submitted,



Catherine Wang
Brett P. Ferenchak

⁶ See "STEP 1 – Merger" chart of Exhibit B.

⁷ See "STEP 2(a) – Contribution of Membership Interest" chart of Exhibit B.

⁸ See "STEP 2(b) – Contribution of Membership Interest" chart of Exhibit B.

⁹ See "POST TRANSACTION" chart of Exhibit B.

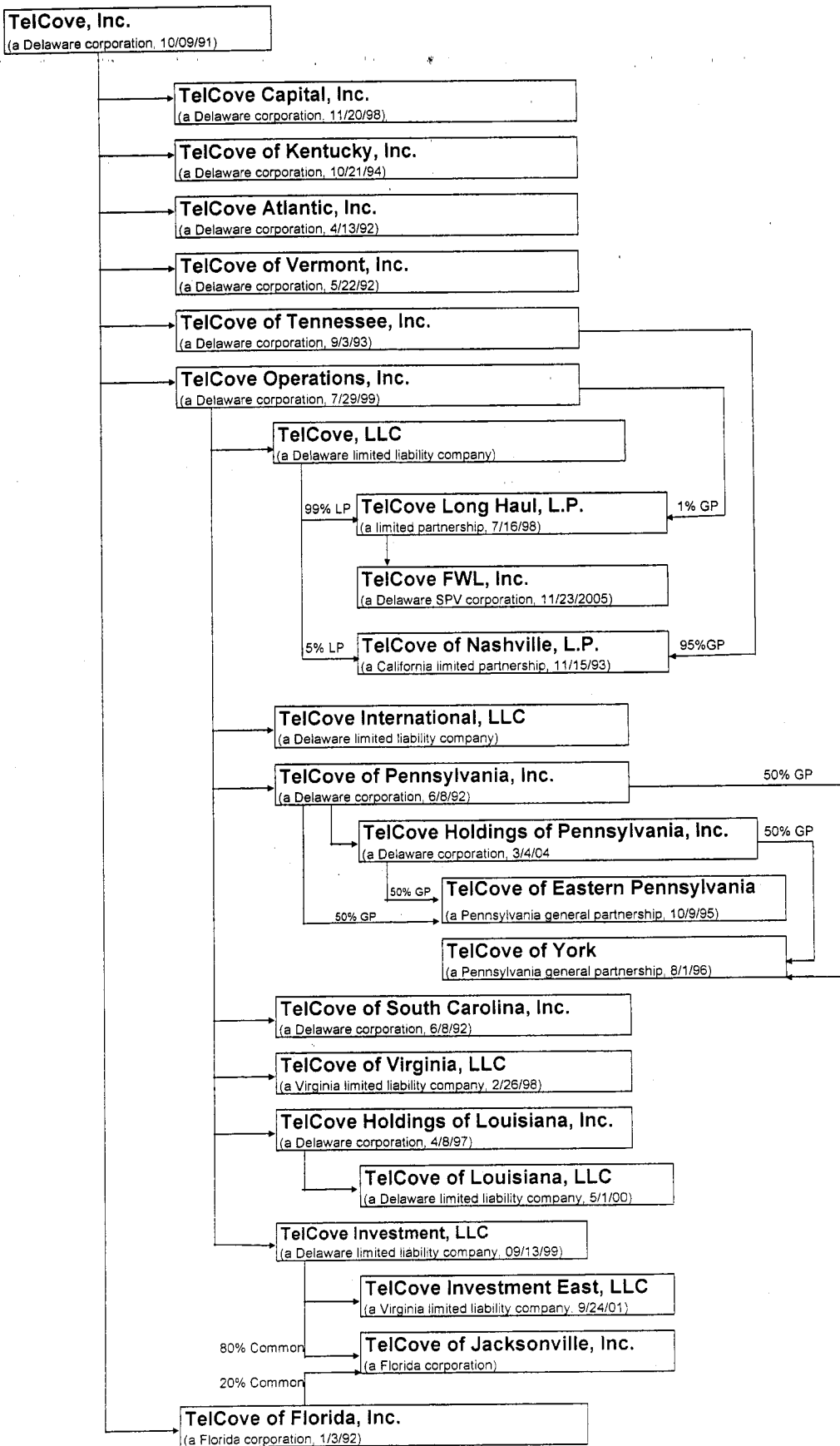
LIST OF EXHIBITS

- Exhibit A** **TelCove Corporate Organizational Chart**
- Exhibit B** **Pre- and Post-Transaction Organizational Charts**
- Verifications**

EXHIBIT A

TelCove Corporate Organizational Chart

TelCove Corporate Organization Chart as of January 1, 2006



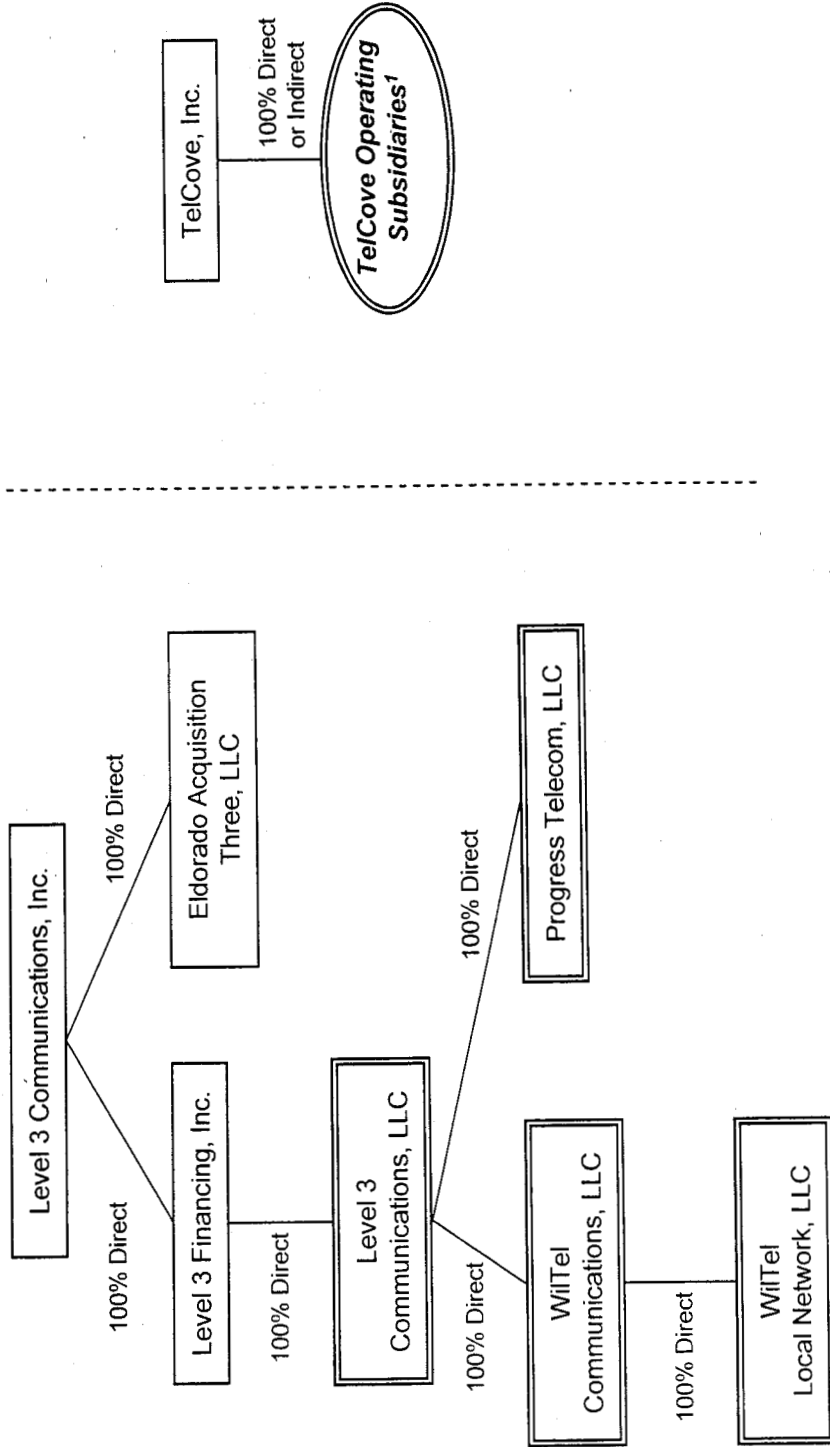
Unless otherwise indicated, all subsidiary corporations and limited liability companies are owned 100%

EXHIBIT B

Pre- and Post-Transaction Organizational Charts

**Level 3 Communications, LLC – TelCove, Inc.
Pre- and Post-Transaction Illustrative Chart**

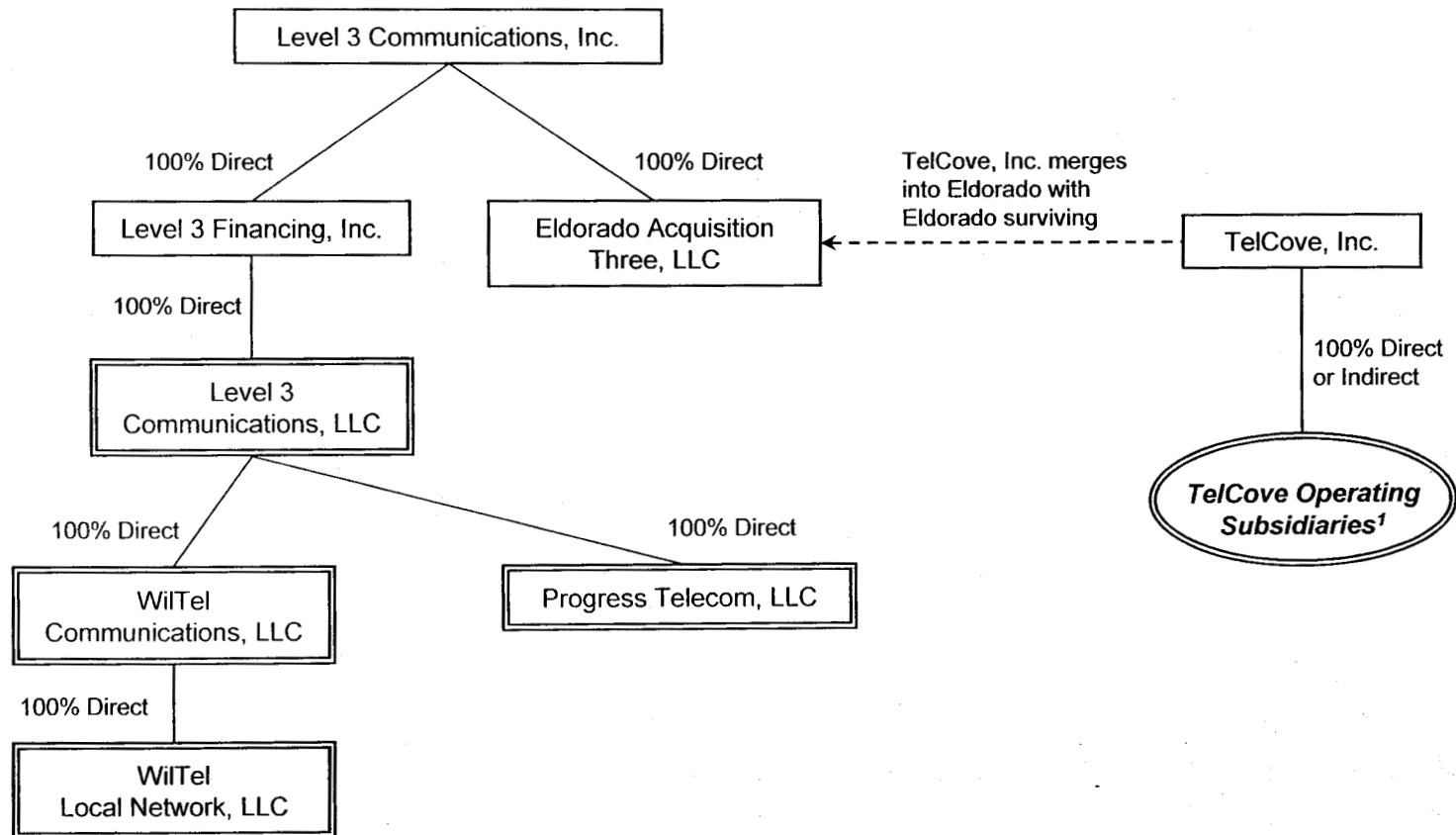
PRE-TRANSACTION



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

Level 3 Communications, LLC – TelCove, Inc. Pre- and Post-Transaction Illustrative Chart

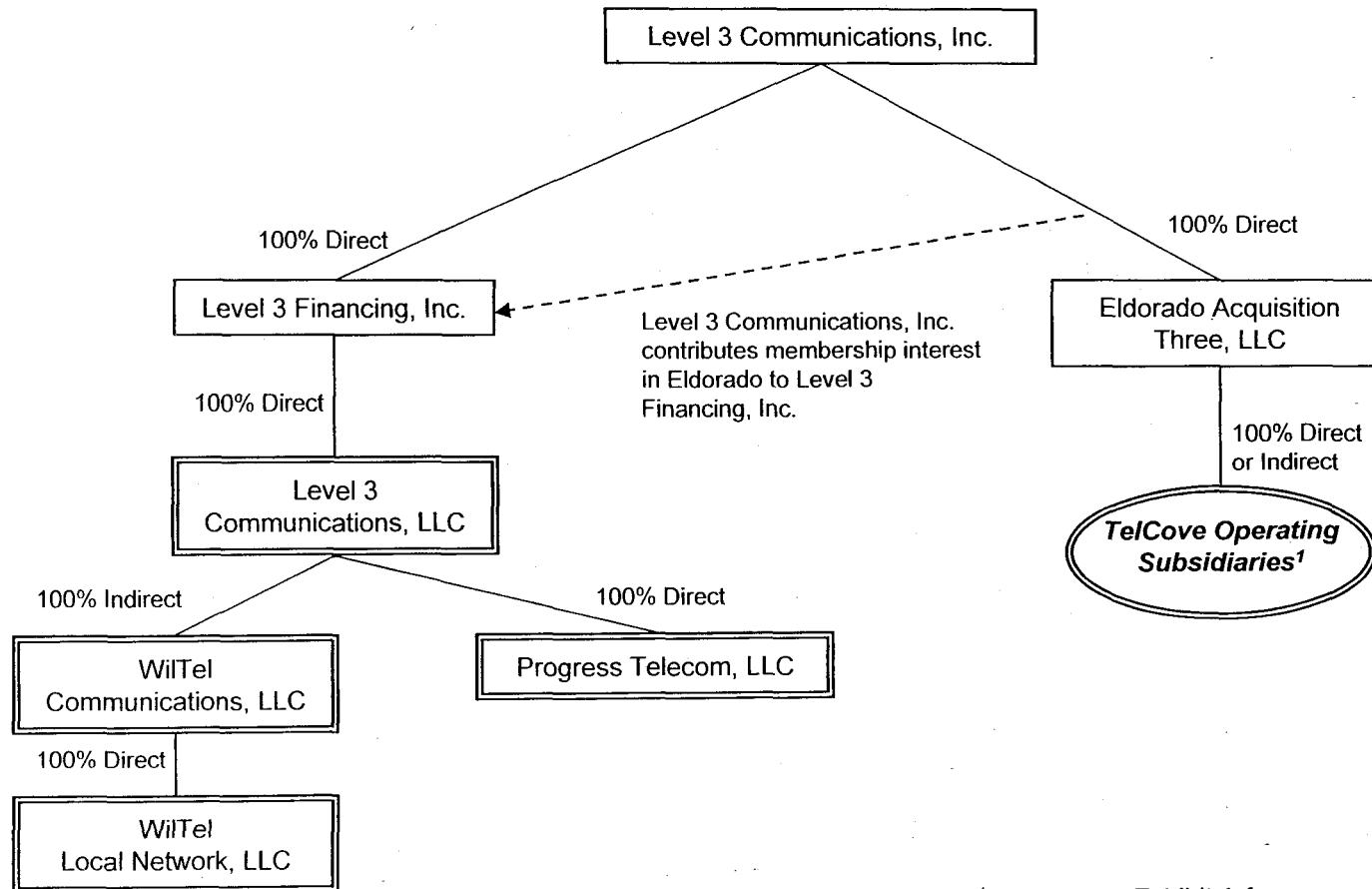
STEP 1 - Merger



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

**Level 3 Communications, LLC – TelCove, Inc.
Pre- and Post-Transaction Illustrative Chart**

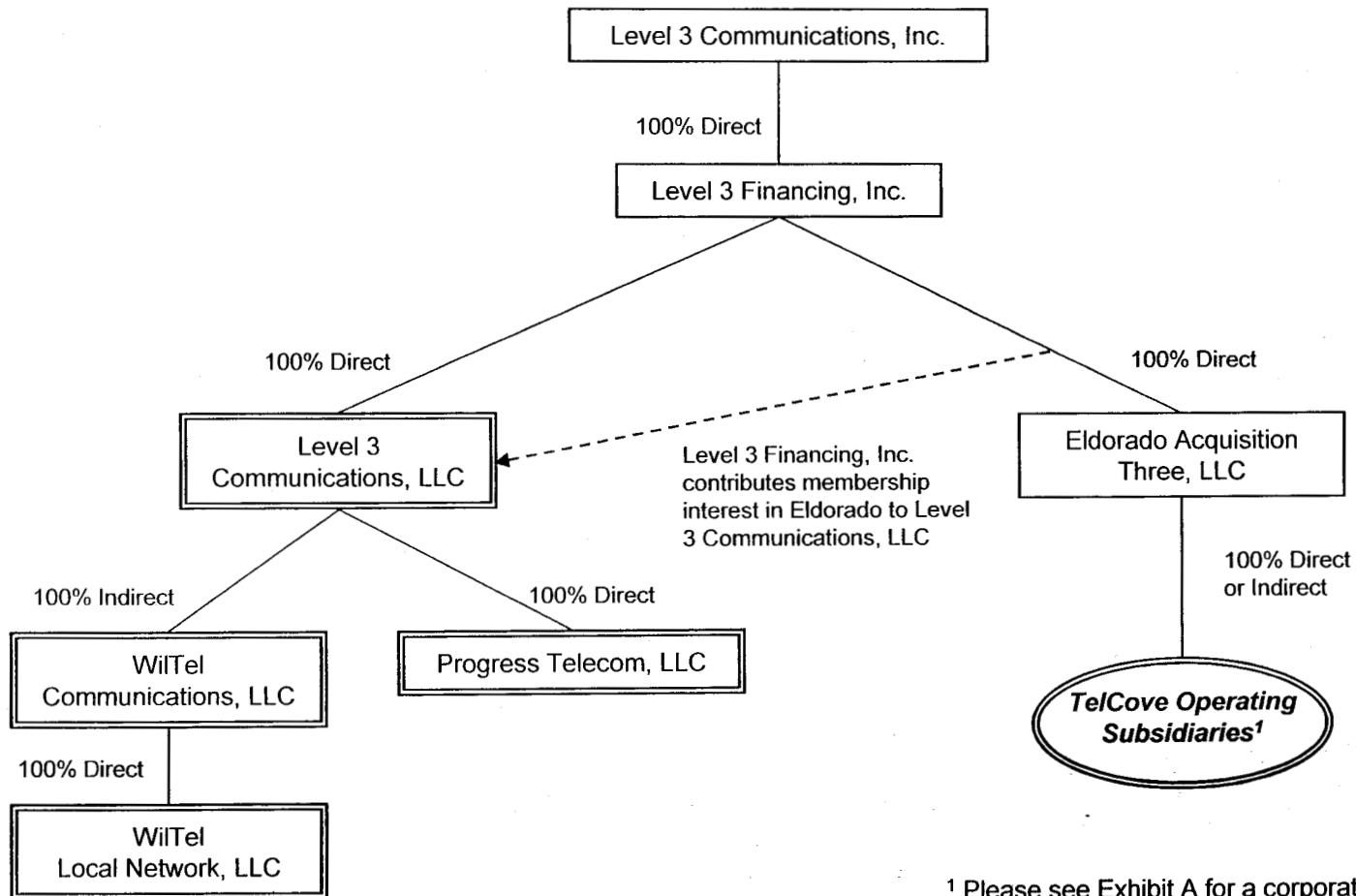
STEP 2(a) – Contribution of Membership Interest



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

**Level 3 Communications, LLC – TelCove, Inc.
Pre- and Post-Transaction Illustrative Chart**

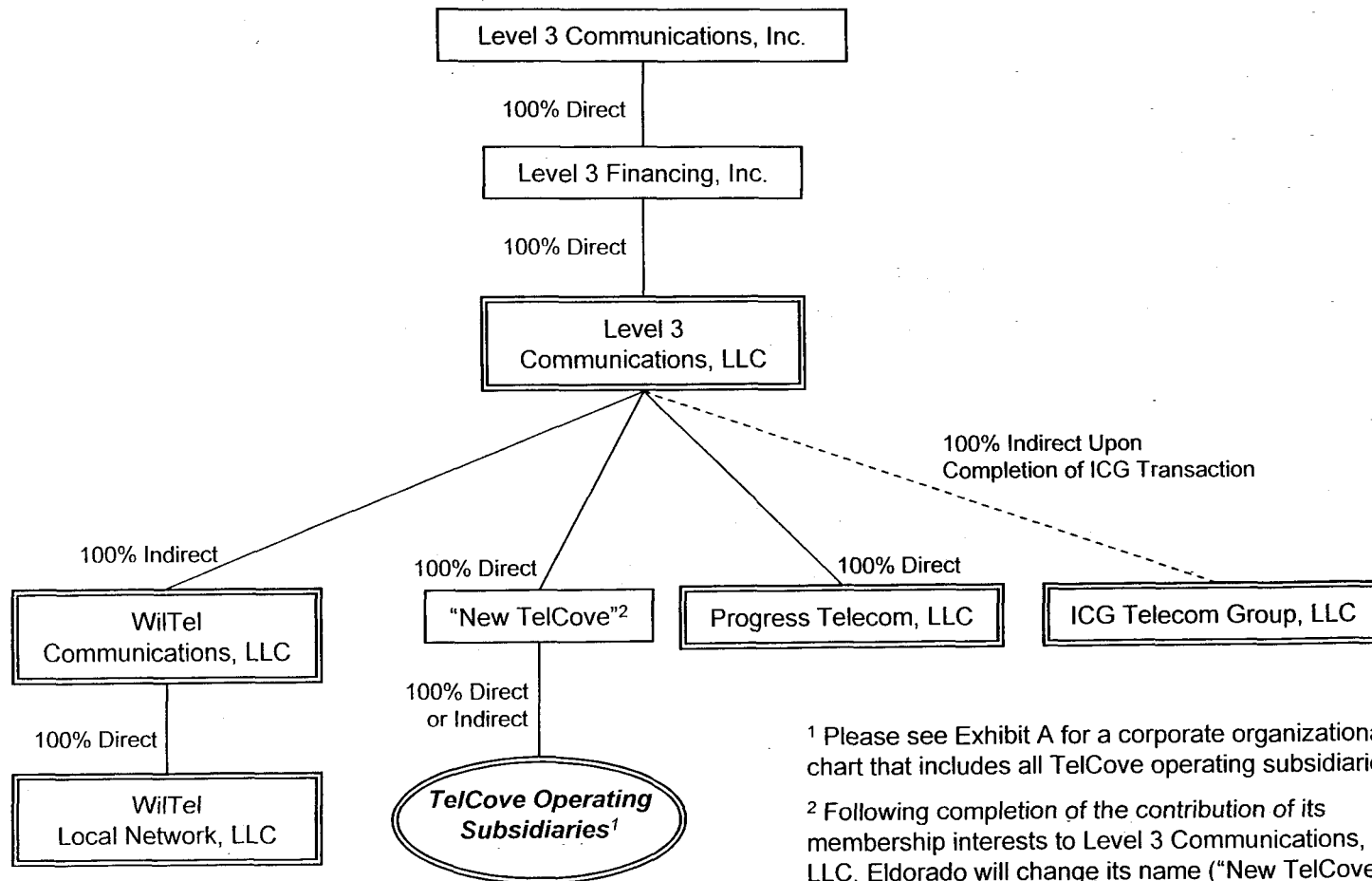
STEP 2(b) – Contribution of Membership Interest



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.

**Level 3 Communications, LLC – TelCove, Inc.
Pre- and Post-Transaction Illustrative Chart**

POST TRANSACTION



¹ Please see Exhibit A for a corporate organizational chart that includes all TelCove operating subsidiaries.


² Following completion of the contribution of its membership interests to Level 3 Communications, LLC, Eldorado will change its name ("New TelCove").

VERIFICATIONS

VERIFICATION

I, Neil J. Eckstein, state that I am Senior Vice President and Assistant General Counsel for Level 3 Communications, Inc.; that I am authorized to make this Verification on behalf of Level 3 Communications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4th day of May, 2006.



Name: Neil J. Eckstein
Title: Senior Vice President and
Assistant General Counsel
Level 3 Communications, Inc.

VERIFICATION

I, James E. Means, state that I am Vice President and General Counsel for TelCove, Inc., the parent company of a party to this filing; that I am authorized to make this **Verification** on behalf of TelCove, Inc.; that the foregoing filing was prepared under my direction **and** supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 28th day of April, 2006.



Name: James E. Means
Title: Vice President and General Counsel
TelCove, Inc.