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Our File No.: 0000322517

October 26, 2006

Via FedEx

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Blanca S. Bayó, Director
Division of the Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Notification of Transfer of Control of Broadwing Communications, LLC to Level 3 Communications, Inc. and Related Transactions

Dear Ms. Bayó:

Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

Level 3 Communications, Inc. ("Level 3"), Broadwing Corporation ("Broadwing Parent") and Broadwing Communications, LLC ("Broadwing") (collectively, the "Parties") notify the Florida Public Service Commission ("Commission") of a transaction whereby Level 3 will acquire indirect control of Broadwing, a non-dominant carrier that holds 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 proposed transaction will result in a change in the ownership of Broadwing, no transfer of certificates, assets, or customers will occur at this time. Broadwing will continue to provide service to its customers in Florida pursuant to those authorizations under the same rates, terms, and conditions. This transaction will be transparent to the customers of Broadwing.

In addition, the Parties state:

Description of the Parties

A. Broadwing Corporation and Broadwing Communications, LLC

Broadwing Corporation is a publicly traded (NASDAQ: BWNG) Delaware corporation with principal offices at 1122 Capital of Texas Highway South, Austin, Texas 78746. Broadwing Corporation, through its subsidiaries, is a provider of data, Internet, broadband transport, and voice communications services to small and large enterprise customers and other communications service providers over a nationwide facilities-based network connecting 137 cities nationwide. Broadwing Corporation has an all-optical network capable of transmitting up to 800 Gbs per fiber.

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Broadwing, an indirect subsidiary of Broadwing Parent, is a telecommunications provider that is authorized to provide telecommunications service in all fifty states and the District of Columbia; Broadwing is authorized to provide local exchange telecommunications services in 19 states and the District of Columbia. In Florida, Broadwing is authorized to provide competitive local exchange telecommunications services pursuant to CLEC Certificate No. 5618 granted by the Commission in Docket No. 040823-TX and authorized to provide interexchange services pursuant to Interexchange Certificate No. 4031 (now Intrastate Interexchange Registration TJ778) granted by the Commission in Docket No. 030288-TI as amended in Docket No. 030670-TI. Broadwing is authorized to provide interstate and international telecommunications services pursuant to Section 214 authorization granted by the Federal Communications Commission.

B. Level 3 Communications, Inc.

Level 3 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, WilTel Communications of Virginia, Inc., Progress Telecom, LLC, Looking Glass Networks, Inc., Looking Glass Networks of Virginia, Inc., ICG Telecom Group, Inc., and various TelCove operating companies (collectively, the “Level 3-Ops”) — Level 3 provides high-quality voice and data services to carriers, ISPs, and other business customers over its IP-based network.¹ The Level 3-Ops are non-dominant

¹ 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)). WilTel 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). WilTel 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, LLC 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. Looking Glass Networks, Inc. is authorized to provide competitive local exchange service pursuant to CLEC Certificate No. 7587 granted in Docket No. 000695-TX. 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

(Footnote Continued on Next Page.)

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.

Description of Transfer of Control and Related Transactions

On October 16, 2006, Broadwing Parent, Level 3, and Level 3's wholly owned subsidiary, Level 3 Services, LLC ("Level 3-Services"), entered into an Agreement and Plan of Merger (the "Agreement") to allow Broadwing Parent to merge with and into Level 3-Services as described below. As a result, control of Broadwing will be transferred to Level 3. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit A.

Level 3 LLC will acquire Broadwing Parent in a multi-step transaction, with all steps occurring in immediate succession on the day of consummation, resulting in Level 3-Services and Broadwing being wholly-owned subsidiaries of Level 3 LLC. *First*, Broadwing Parent will merge with Level 3-Services, with Level 3-Services surviving. *Second*, Level 3 will contribute all of the membership interest in Level 3-Services to Level 3 Financing, Inc. ("Level 3 Financing"), another Level 3 direct, wholly owned subsidiary. *Third*, Level 3 Financing will contribute all of the membership interest in Level 3-Services to Level 3 LLC, Level 3's principal, indirect operating subsidiary in the United States. Following the completion of these three steps, Level 3-Services will be a direct subsidiary of Level 3 LLC, and Broadwing will be an indirect subsidiary of Level 3 LLC.

Under terms of the Agreement, Level 3 will pay total consideration of approximately \$1.4 billion for approximately 89.9 million shares of stock of Broadwing Parent. Broadwing Parent stockholders will receive \$8.18 in cash for each share of Broadwing Parent stock plus 1.3411 shares of Level 3 stock. In total, Level 3 currently expects to pay approximately \$744 million of cash and issue approximately 122 million shares Broadwing Parent's debt and cash, in the approximate amount of \$180 million and \$300 million, respectively, would remain with Level 3-Services, as the surviving company of the merger.

The transaction will be conducted in a manner that will be transparent to customers of Broadwing. The transfer of control of Broadwing will not result in a change of carrier for

(Footnote continued from Previous Page.)

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).

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customers or any transfer of authorizations. Following consummation of the proposed transaction, Broadwing will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

Conclusion

An original and fifteen (15) copies of this notification letter are enclosed for filing. Please date-stamp the extra copy of this letter and return it in the envelope provided. Please contact Brett Ferenchak at (202) 373-6697 if you have any questions regarding this filing.

Bingham McCutchen LLP
bingham.com

Respectfully submitted,

A handwritten signature in black ink that reads "Brett P. Ferenchak". The signature is written in a cursive, slightly slanted style.

Catherine Wang
Brett P. Ferenchak

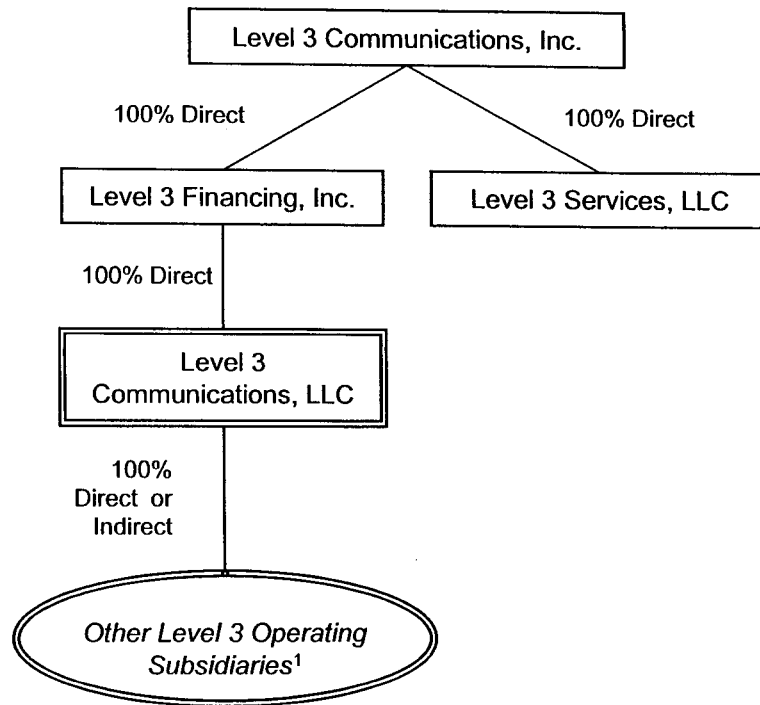
Enclosure

EXHIBIT A

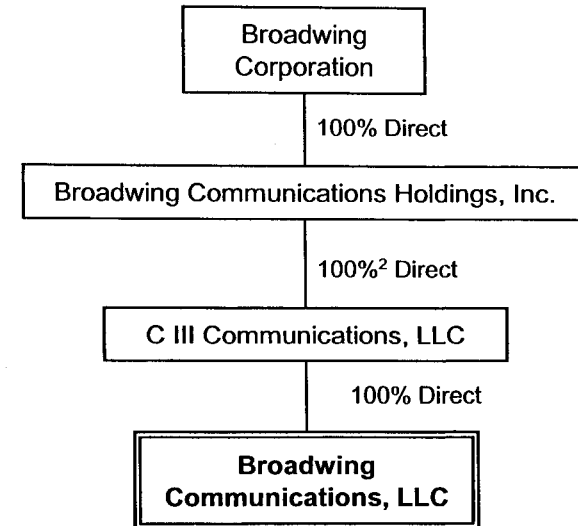
Pre- and Post-Transaction Organizational Charts

Level 3 Communications, Inc. – Broadwing Corporation Pre- and Post-Transaction Illustrative Chart

PRE-TRANSACTION



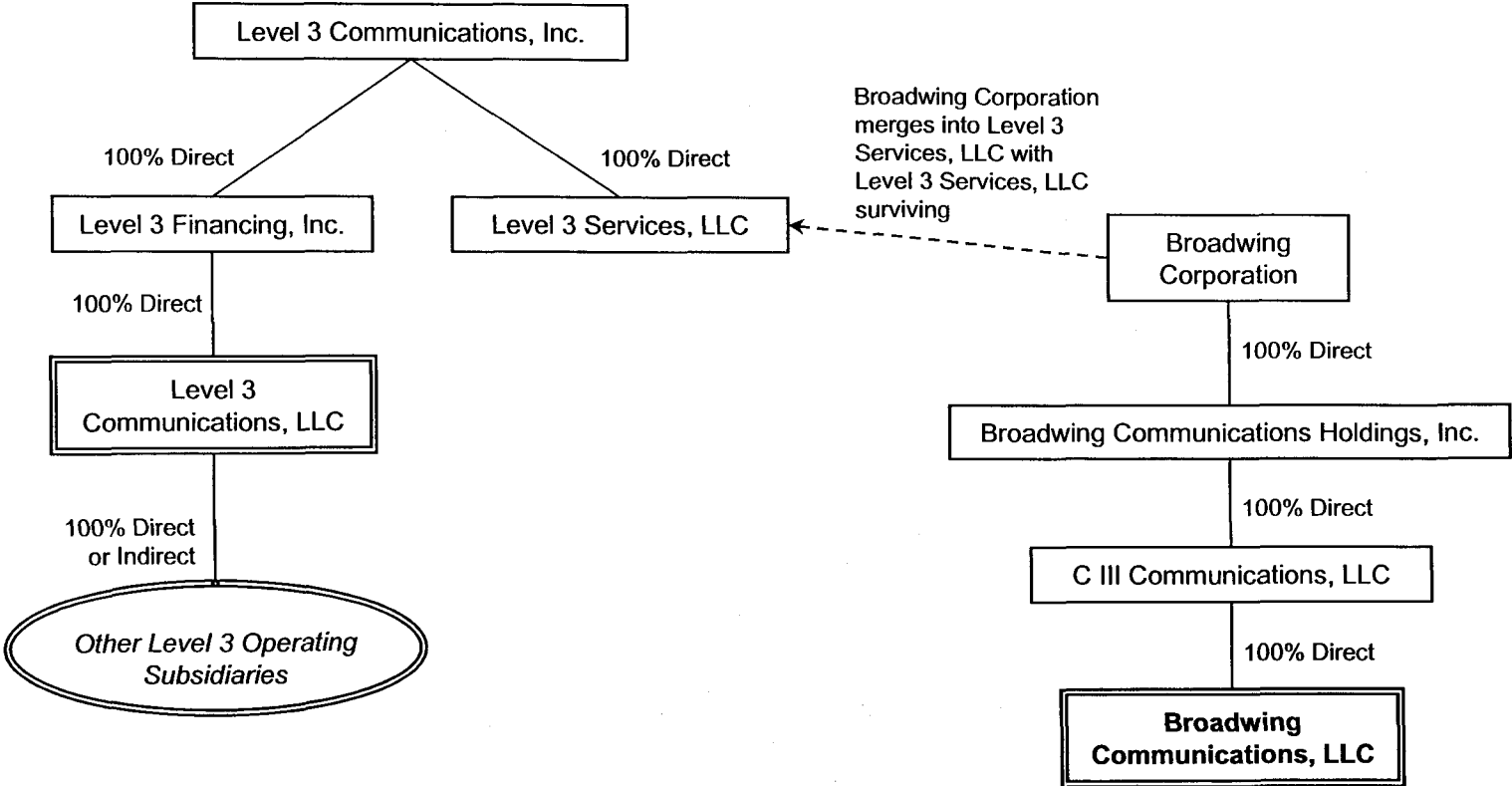
¹ The “Other Level 3 Operating Subsidiaries” include: (1) the WilTel operating companies, (2) Progress Telecom, LLC, (3) Looking Glass Networks, Inc. and Looking Glass Networks of Virginia, Inc., (4) ICG Telecom Group, Inc., and (5) the TelCove operating companies



² After signing the Agreement and prior to closing, the minority interest in C III Communications, LLC (“CIII”) will be extinguished by (1) a merger between CIII and a merger subsidiary of Broadwing Communications Holdings, Inc., with CIII surviving or (2) the purchase of the minority interest by Broadwing Corporation.

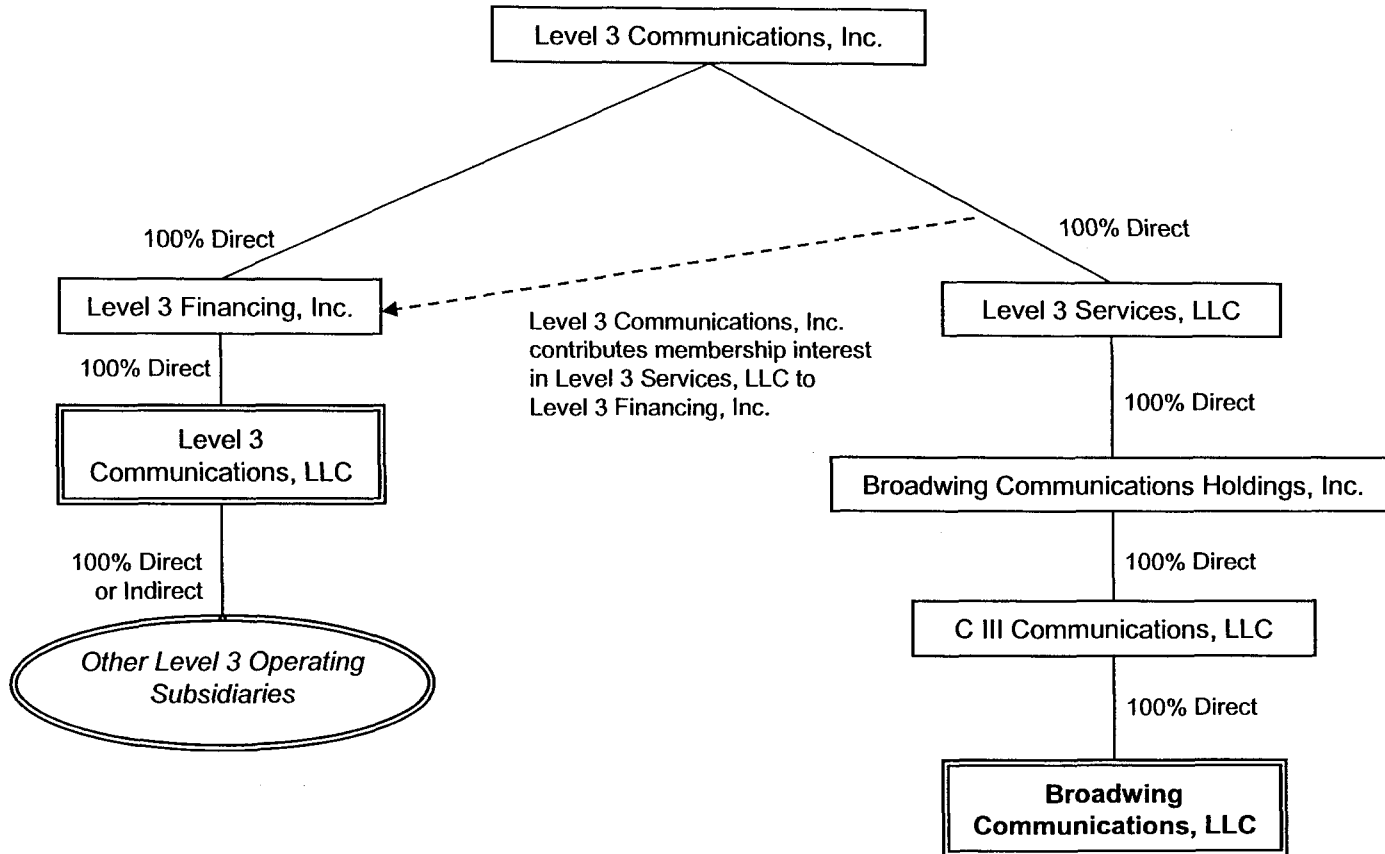
**Level 3 Communications, Inc. – Broadwing Corporation
Pre- and Post-Transaction Illustrative Chart**

STEP 1 - Merger



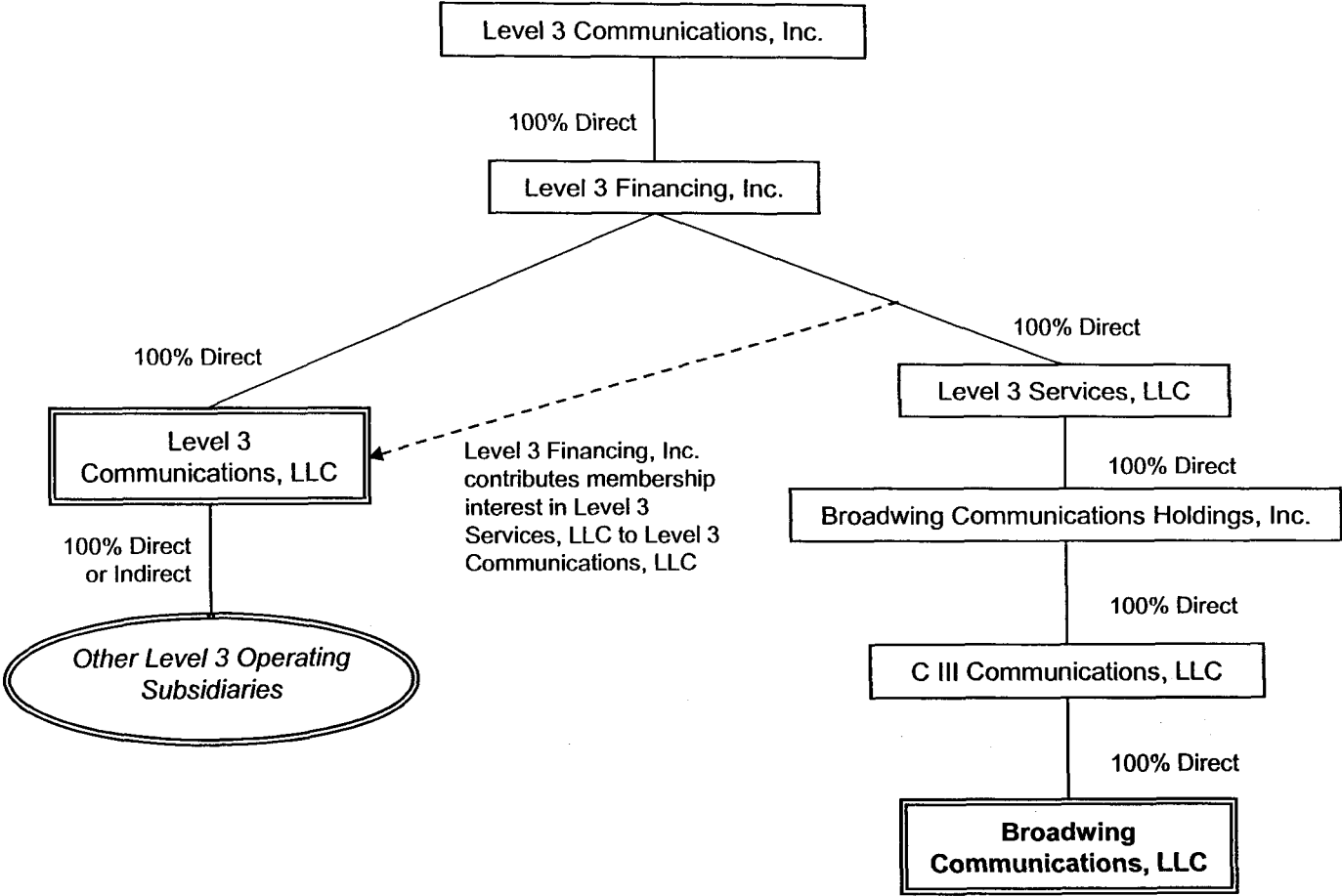
**Level 3 Communications, Inc. – Broadwing Corporation
Pre- and Post-Transaction Illustrative Chart**

STEP 2(a) – Contribution of Membership Interest



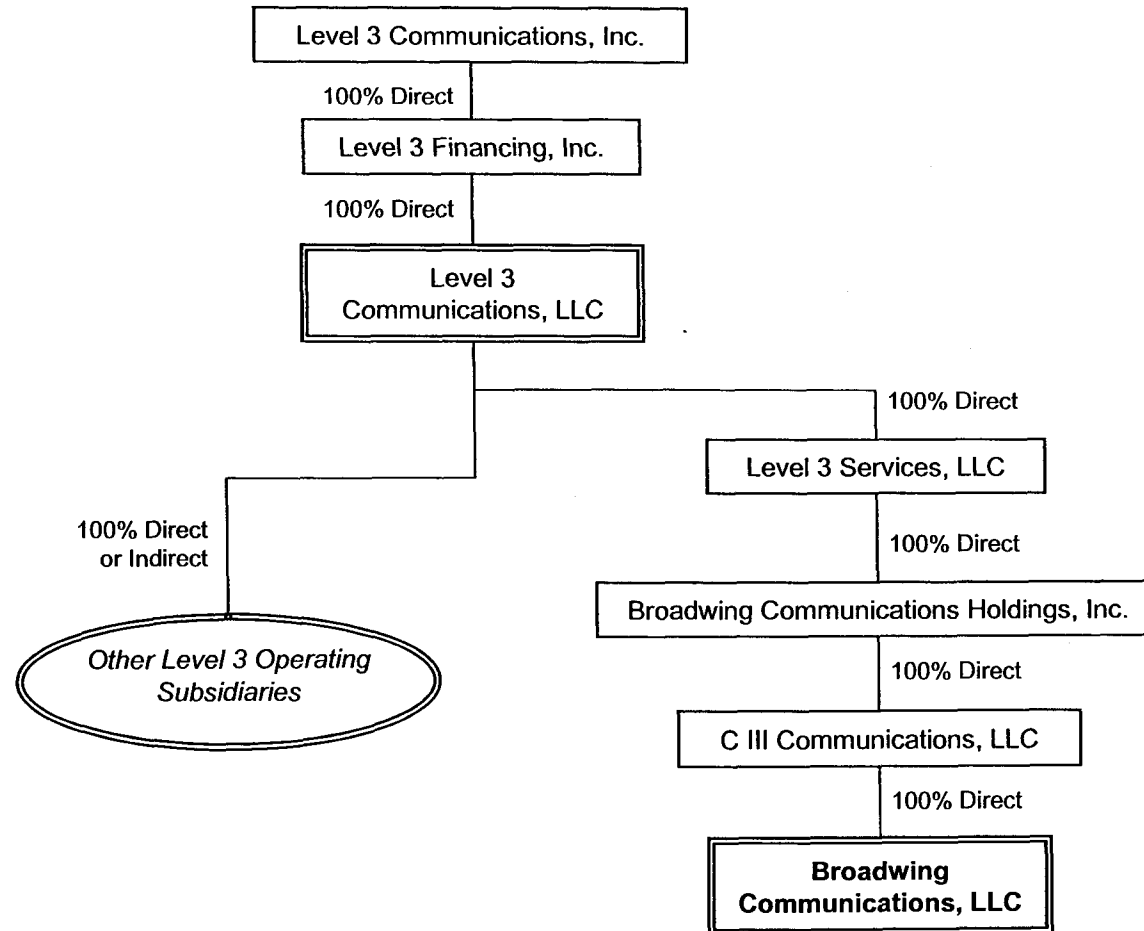
**Level 3 Communications, Inc. – Broadwing Corporation
Pre- and Post-Transaction Illustrative Chart**

STEP 2(b) – Contribution of Membership Interest



Level 3 Communications, Inc. – Broadwing Corporation Pre- and Post-Transaction Illustrative Chart

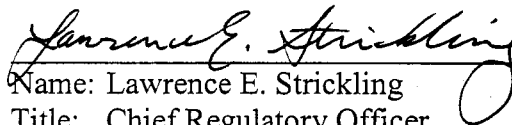
POST TRANSACTION



VERIFICATION

I, Lawrence E. Strickling, state that I am Chief Regulatory Officer for Broadwing Corporation, parent company of Broadwing Communications, LLC, Parties in the foregoing filing; that I am authorized to make this Verification on behalf of both Broadwing Corporation and Broadwing Communications, LLC; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing filing 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 October, 2006.

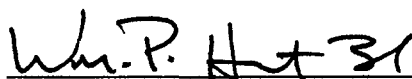

Name: Lawrence E. Strickling
Title: Chief Regulatory Officer
Broadwing Corporation

Florida

VERIFICATION

I, William P. Hunt, III, state that I am Vice President of Public Policy for Level 3 Communications, Inc., a Party in the foregoing filing; 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 filing 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 15th day of October, 2006.



Name: William P. Hunt, III
Title: Vice President of Public Policy
Level 3 Communications, Inc.

Florida