



WILLIAMS MULLEN

November 20, 2007

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COMMISSION
CLERK

VIA OVERNIGHT DELIVERY

Blanca S. Bayo
Commission Clerk and Administrative Services Director
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

070000-0T

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

Dear Ms. Bayo:

TelCove Operations, LLC. ("TelCove Operations"), through its undersigned counsel, hereby advises the Florida Public Service Commission ("Commission") of a proposed internal reorganization at the holding company level.¹ 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 Florida 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.

- CMP
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Description of TelCove Operations

In Florida, TelCove Operations is authorized to provide competitive local exchange and interexchange services. Specifically, TelCove Operations' predecessor in interest, TelCove Investment, LLC was authorized by the Commission 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.

TelCove Operations was formerly known as TelCove Operations, Inc. By letter dated November 2, 2007, TelCove Operations advised the Commission that it had changed its name to TelCove Operations, LLC and requested that the Commission update its records to reflect the change in carrier name.

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040510-TX (Aug. 31, 2004)) and interexchange telecommunications services pursuant to amended Certificate No. 6055 (*see* Order No. PSC-00-1395-PAA-TP, Docket No. 000453-TP) and amended Intrastate Interexchange Registration No. TJ206 (*see* Docket No. 040511-TI). By Orders issued in Docket No. 060785-TP, the Commission approved the transfer of Certificate No. 6056 to TelCove Operations.

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.²

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.³ Immediately following the closing of the proposed transaction, TelCove Operations will continue to provide service to its existing customers in Florida under the TelCove name, pursuant to its existing authority, and under the same rates, terms and conditions as those services are currently

² 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.

³ 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' predecessor in interest, TelCove Investment, LLC, 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.

provided. Accordingly, the proposed transaction will be completely transparent to the customers of TelCove Operations.

* * * * *

Questions regarding this letter may be addressed to the undersigned at (703) 760-5200. An original and fifteen (15) copies of this letter are enclosed. Please date-stamp and return the enclosed extra copy of this letter.

Respectfully submitted,



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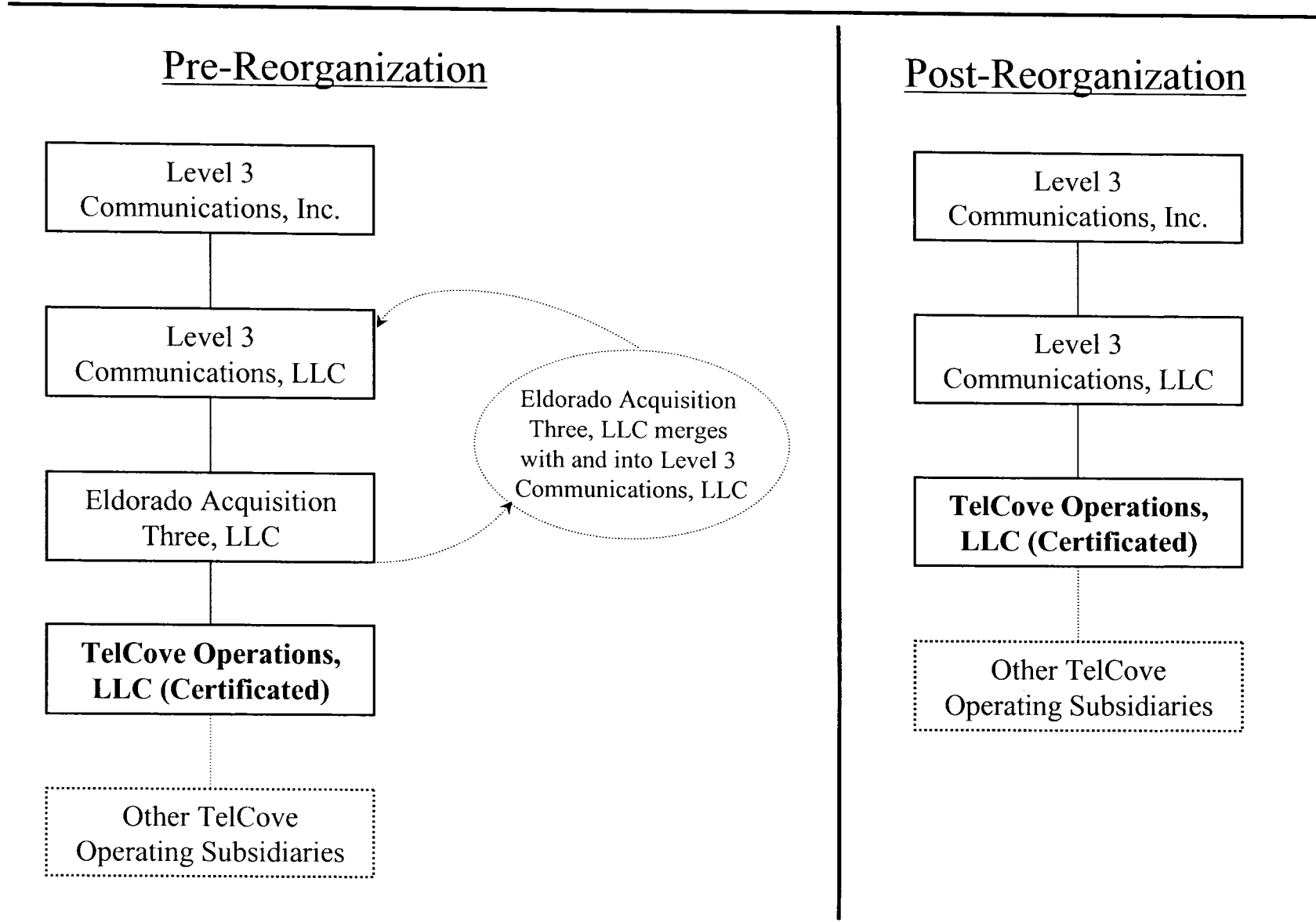
COUNSEL FOR
TELCOVE OPERATIONS

cc: Michael Donahue (Level 3 Communications, LLC)

EXHIBIT A

Pre- and Post-Transaction Illustrative Chart

Illustrative Chart

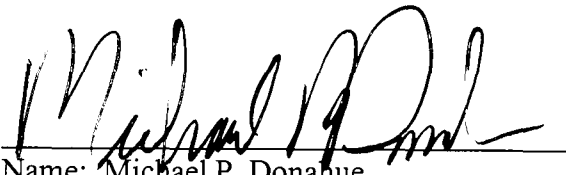


Verification

VERIFICATION

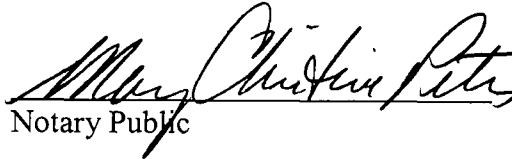
COMMONWEALTH OF VIRGINIA)
)
FAIRFAX COUNTY) SS:

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.