

NO
FILE

07-1198-TP-ACO
90-9071-TP-TRF

WILLIAMS MULLEN

November 16, 2007

VIA OVERNIGHT DELIVERY

Reneé J. Jenkins, Director and Commission Secretary
Public Utilities Commission of Ohio
180 E. Broad Street
Columbus, OH 43215-3793

PUCO

2007 NOV 19 PM 1:54

RECEIVED-DOCKETING DIV

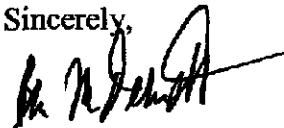
RE: Application of TelCove Operations, LLC for Approval of a *Pro Forma*
Transfer of Control

Dear Ms. Jenkins:

On behalf of TelCove Operations, LLC ("TelCove"), enclosed for filing with the Commission are an original and ten (10) copies of the above-referenced Application.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, postage-prepaid envelope provided. Please do not hesitate to contact the undersigned at (703) 760-5200 if you have any questions.

Sincerely,



Brian McDermott
Edward S. Quill, Jr.

Counsel for TelCove Operations, LLC

Cc: David A. Turano

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.

Enclosure 1528265v1

Technician JM Date Processed 11/19/2007

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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
 (Effective: 10/26/2007)
 (Pursuant to Case No. 06-1345-TP-ORD)

In the Matter of the Application of
 TelCove Operations, LLC
 for Approval of a *Pro Forma*
 Transfer of Control of
 An Authorized Intrastate Carrier and
 Related Transactions

TRF Docket No. 90-

Case No. 07-1198-TP-ACO

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) TelCove Operations, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 121 Champion Way, Canonsburg, Pennsylvania 15317

Company Web Address www.telcove.com

Regulatory Contact Person(s) Michael P. Donahue

Phone (703) 234-8891

Fax (703) 234-8830

Regulatory Contact Person's Email Address Michael.Donahue@Level3.com

Contact Person for Annual Report Michael P. Donahue

Phone (703) 234-8891

Address (if different from above) 2300 Corporate Park Drive, Suite 600, Herndon, VA 20171

Consumer Contact Information Karen Hyde

Phone (724) 743-9719

Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section I – Part II – Certificate Status and Procedural

Section II – Carrier to Carrier (Pursuant to 95-845-TP-COI), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG (Auto 90 day)	<input type="checkbox"/> NAG (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB (Non-Auto)	<input type="checkbox"/> ARB (Non-Auto)		
Introduce or change c-t-c service tariffs,		<input type="checkbox"/> ATA (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC (Non-Auto)	<input type="checkbox"/> UNC (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)		
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

VERIFICATION

I, Michael P. Donahue verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Michael P. Donahue Senior Regulatory Counsel Nov. 15, 2007
*(Signature and Title) (Date)

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division (or to the Telecommunications Division Chief if a prefiling submittal)
180 East Broad Street, Columbus, OH 43215-3793

Exhibit A

Description of the Proposed Transaction

TelCove Operations, LLC ("TelCove Operations" or "Applicant") 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.

I. Description of TelCove Operations

In Ohio, TelCove Operations is authorized to provide competitive services pursuant to amended Certificate No. 90-9071, issued by the Commission in Case No. 04-887-TP-CAN, on August 30, 2004. 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. ("Level 3"), a Delaware corporation publicly traded on the NASDAQ (Ticker Symbol: LVLN), 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. Applicant 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

II. Contact Information

For the purposes of this Application, contacts for the Applicant are as follows:

Edward S. Quill, Jr.
Brian McDermott
WILLIAMS MULLEN
8270 Greensboro Drive, Suite 700
McLean, VA 22102
Tel: (703) 760-5200
Fax: (703) 748-0244
Email: equill@williamsmullen.com
bmcdermott@williamsmullen.com

¹ Operating companies affiliated with Applicant include: Broadwing Communications, LLC, Level 3 Communications, LLC, WiTel Communications, LLC, WiTel Local Network, LLC, Looking Glass Networks, Inc., Progress Telecom, LLC, and ICG Telecom Group, Inc. Information relating to all of those entities is currently on file with the Commission. As noted above, none of the operations of those entities will be affected by the proposed transaction. Accordingly, at this time, Applicant has not provided further information regarding those entities. Applicant is however prepared to provide such further information to the Commission or Staff upon request.

With copies to:

Michael Donahue
Level 3 Communications, LLC
2300 Corporate Park Drive
Suite 600
Herndon, VA 20171
Telephone: (703) 234-8891
Facsimile: (703) 234-8830
Email: Michael.Donahue@Level3.com

III. 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 B.

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 Ohio 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.

IV. Public Interest Statement

Applicant submits that the transaction described herein will serve the public interest by streamlining the corporate ownership structure of TelCove Operations and simplifying the corporate reporting requirements of the Level 3 entities. Although the proposed transaction is expected to yield certain corporate benefits, the proposed transaction will be conducted in a manner that will be entirely transparent to customers of TelCove Operations. As a *pro forma* transaction, the transfer of control will not result in a change of carrier for customers or any transfer of authorizations. Nor will the proposed transaction result in any change in ultimate

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 financial arrangements. See Docket No. 06-702-TP-ACO. For the avoidance of doubt, those financial arrangements also will not be affected by the proposed reorganization.

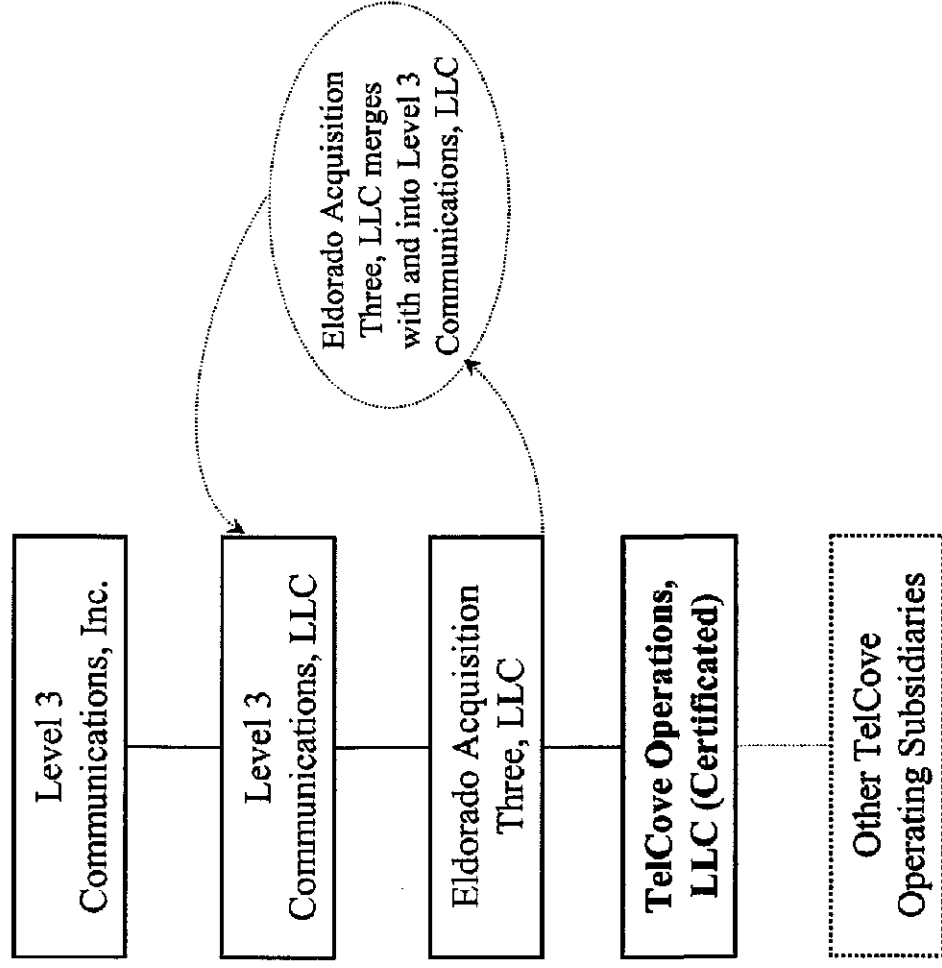
ownership or control of TelCove Operations. Following consummation of the proposed transaction, TelCove Operations will continue to provide high-quality communications services to its customers. Accordingly, Applicant respectfully requests that this Application be approved expeditiously.

Exhibit B

Pre- and Post-Transaction Illustrative Chart

Illustrative Chart

Pre-Reorganization



Post-Reorganization

