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February 20, 2009

**VIA HAND-DELIVERY**

Public Utilities Commission of Ohio  
Attn: Renee J. Jenkins, Secretary  
Docketing Division  
180 East Broad Street, 13<sup>th</sup> Floor  
Columbus, Ohio 43215

RECEIVED-DOCKETING DIV  
2009 FEB 20 PM 1:51  
PUCO

Re: Case No. 09-<sup>134</sup>-TP-AMT  
Level 3 Communications, LLC and Looking Glass Networks, Inc.  
(Corporate Restructuring Approval)

Secretary Jenkins:

This office will be serving as local counsel for Level 3 Communications, LLC and Looking Glass Networks, Inc. (collectively, the "Applicants") in the above-captioned matter. Enclosed for filing on behalf of the Applicants, please find the original and ten (10) copies of an application for approval of corporate restructuring submitted pursuant to Rule 4901:1-6-14, O.A.C., and Section 4905.49, O.R.C. Please acknowledge receipt by date-stamping and returning the additional copies of the submitted application.

Thank you, in advance, for your prompt attention to this matter.

Sincerely,



David A. Turano

DAT/tlh  
Enclosure

cc: Rogelio Pena, Esq.  
Greg Diamond, Esq.

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.  
Technician TM Date Processed 2/20/2009

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS**  
(Effective: 01/18/2008)

RECEIVED-DOCKETING DIV.  
2009 FEB 20 PM 1:51  
PUCO

In the Matter of the Joint Application of Level 3  
Communications, LLC and Looking Glass Networks, Inc.  
For Approval of Corporate Restructuring

TRF Docket No. 90-\_\_\_\_\_  
Case No. ~~88~~ - 134 -TP - AMT

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

Name of Registrant(s) Looking Glass Networks, Inc. and Level 3 Communications, LLC

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 1025 Eldorado Blvd., Broomfield, CO 80021

Company Web Address www.level3.com

Regulatory Contact Person(s) Rogelio Peña

Phone 720-888-7043

Fax 720-888-5134

Regulatory Contact Person's Email Address greg.diamond@level3.com

Contact Person for Annual Report Ed Baumgardner

Phone 814-260-2416

Address (if different from above) 712 N. Main Street, Coudersport, PA 16915

Consumer Contact Information Rogelio Peña

Phone 720-888-7043

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](http://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
<b>Tier 1 Regulatory Treatment</b>				
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)		
<b>Tier 2 Regulatory Treatment</b>				
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	

## Section I – Part II – Certificate Status and Procedural

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 a current CLEC 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)	X 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)
<b>Procedural</b>				
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 II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (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 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
<b>CMRS Providers</b> 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)	
<b>Other*</b> (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 interit 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).

**Section III. – Attestation**

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

**AFFIDAVIT**

***Compliance with Commission Rules and Service Standards***


I am an officer/agent of the applicant corporation, LGN Telecom Group, Inc. and Level 3 Communications, LLC, and am authorized to make this statement on their behalf.

(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio. **I further attest that the notice attached as Exhibit D will be provided to LGN's customers in accordance with applicable rules.**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) 1/19/09 at (Location) Broomfield, CO

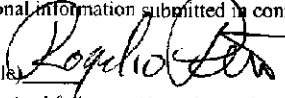
X \*(Signature and Title)  (Date) 1/19/09

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

**VERIFICATION**

I, Rogelio Peña

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission 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.

\*(Signature and Title)  Rogelio Peña, Regulatory Counsel (Date) 1/19/09

\*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  
180 East Broad Street, Columbus, OH 43215-3793**

***Or***

***Make such filing electronically as directed in Case No 06-900-AU-WVR***

Case No. 09-\_\_\_\_-TP-AMT  
Level 3 Communications/Looking  
Glass Networks  
(Corporate Restructuring)

## EXHIBITS A & B

Tariff Pages Subject to Proposed Change(s)

*NOT APPLICABLE*

Case No. 09-\_\_\_\_-TP-AMT  
Level 3 Communications/Looking  
Glass Networks  
(Corporate Restructuring)

## EXHIBIT C

### Description of Transaction

## **EXHIBIT C**

### **DESCRIPTION OF THE NATURE OF THE CHANGE(S)**

#### **A. Overview**

Level 3 Communications, LLC ("Level 3") and Looking Glass Networks, Inc. ("LGN") (collectively, "Applicants") hereby request that the Commission grant such authority as may be necessary or required to enable Applicants to consummate a transaction whereby LGN, an indirect, wholly-owned subsidiary of Level 3, will be merged into Level 3. The transaction will result in duplicate operating authority. Following consummation, LGN will voluntarily withdraw or surrender its certificate issued by this Commission to provide telecommunication services in Ohio.

#### **B. The Applicants**

Level 3, a Delaware limited-liability company headquartered at 1025 Eldorado Blvd., Broomfield, Colorado 80021, is a provider of domestic and international communications and information services. As pertinent here, Level 3 holds authority to provide local exchange and inter-exchange telecommunication services in Ohio pursuant to Certificate No. 90-9062 issued in Case No. 02-415-TP-AAC, on May 9, 2002.

LGN, a Delaware corporation also headquartered at 1025 Eldorado Blvd., Broomfield, Colorado 80021, is authorized by this Commission to provide inter-exchange telecommunication services pursuant to Certificate No. 90-5966, issued in Case No. 00-1655-CT-ACE on November 8, 2000. LGN is a wholly-owned subsidiary of Looking Glass Networks Holding Co., Inc. ("LGN Holding"), a Delaware corporation wholly-owned by Level 3. This Commission approved Level 3's indirect ownership and control of LGN in Case No. 06-792-TP-CIO effective June 13, 2006.

**C. Description of Transaction**

For the past several years Level 3 has been integrating the networks and systems of its various subsidiaries, including LGN. As a result, the independent existence of LGN is not necessary for providing service to those customers and can be consolidated within Level 3. In order to streamline and better organize the business and operations of Level 3's various operating companies, LGN will be merged LGN Holding and then LGN Holding will be merged into Level 3. LGN's Ohio customers will then become Level 3 customers. A chart describing the corporate structure before and after the merger is attached as exhibit C-1.

The transfer of customers from LGN to Level 3 will have no adverse impact on customers. The LGN customers will continue to receive their existing services over the same facilities and at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. The bills LGN customers receive prominently identify LGN as a Level 3 company and, as such, the transfer will not cause customer confusion. Immediately following the transfer, existing customers will continue to receive service under the same billing system and the proposed transfer will not involve any interruption or discontinuation of service or customer terminations.

Level 3 will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer to ensure a seamless transition and to avoid customer confusion or inconvenience. A copy of the notification letter is attached as Exhibit D.

Level 3 will file amended tariffs to include both all grandfathered legacy LGN services and all legacy LGN services that will continue to be marketed by Level 3. Customers transferred



from LGN to Level 3 will not experience any change in their telecommunications services. The only change will be their new provider.

In connection with the proposed restructuring, Applicants are also requesting that the Commission accept and approve LGN's voluntary withdrawal of its intrastate operating authority granted in Certificate No. 90-5966, as well as the corresponding withdrawal of LGN's intrastate tariff that is on file with the Commission. Such withdrawals will be effective once the restructuring is completed.

**D. Public Interest Statement**

Applicants respectfully submit that the proposed transaction serves the public interest. In particular, Applicants submit that the proposed transaction will ensure that LGN's customers can continue to receive service on an uninterrupted basis, and that the proposed transaction will be seamless in nature and, therefore, virtually transparent to LGN's customers. The proposed transaction will also reduce the administrative burdens associated with operating multiple entities whose businesses and operations overlap. This will eliminate duplicative functions and inefficiencies. In turn, the more efficient corporate structure resulting from the proposed transaction will allow Level 3 to devote additional resources to the provision of improved services to all customers. In return, Level 3's ability to compete in the fiercely competitive market for telecommunication services in Ohio and elsewhere will be enhanced.

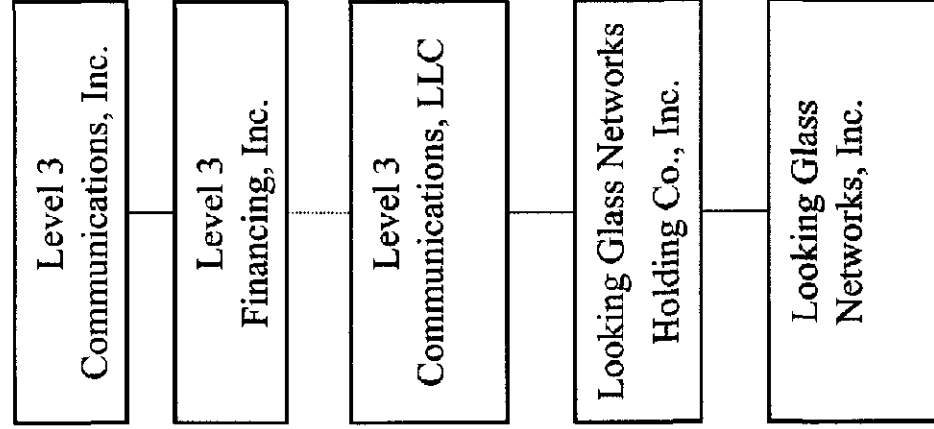
Case No. 09-\_\_\_\_-TP-AMT  
Level 3 Communications/Looking  
Glass Networks  
(Corporate Restructuring)

## EXHIBIT C-1

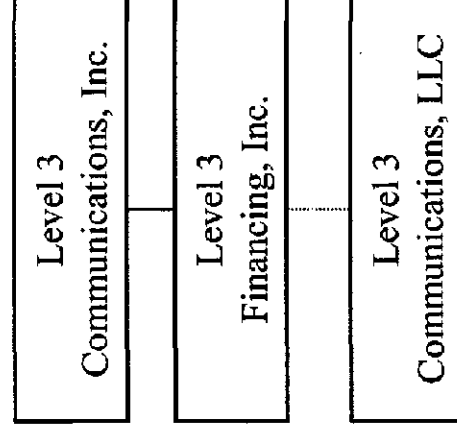
### Pre- and Post- Transaction Chart

## Looking Glass Networks/Level 3 Communications Merger

### Pre-Transaction



### Post-Transaction



Case No. 09-\_\_\_\_-TP-AMT  
Level 3 Communications/Looking  
Glass Networks  
(Corporate Restructuring)

## EXHIBIT D

### Customer Notice



February 2, 2009

**IMPORTANT NOTICE REGARDING YOUR SERVICES FROM LOOKING  
GLASS NETWORKS**

Dear Looking Glass Networks Customer:

Through an affiliate, Level 3 Communications, LLC (Level 3) became the indirect parent company of Looking Glass Networks in 2006. We are now pleased to announce that the services you receive from Looking Glass Networks will now be provided by Level 3. As an existing customer, the only change you will see will be a change in the name of your provider from Looking Glass Networks to Level 3. Otherwise, your services will remain with the Level 3 family of companies.

You will continue to use the same services you currently do and, of course, there will be no fees or charges to you in connection with this transfer and there will be no disruption in service. As a Level 3 customer, you will continue to receive services at the same rates, terms and conditions specified in your existing contract with Looking Glass Networks or, if applicable, filed and/or posted tariffs and/or price lists.

Level 3 anticipates the date of the transfer will be March 31, 2009, provided any necessary regulatory approvals have been obtained; and, at that time, the name of your service provider will become Level 3.

Payments by check should now be made payable to Level 3 Communications. The remittance address will not change. For your convenience, an executed W-9 is enclosed with this letter.

If you have any questions about the transfer or about Level 3 in general, please visit [www.level3.com](http://www.level3.com) or contact [billing@level3.com](mailto:billing@level3.com). For all questions regarding billing, repairs, service needs or complaints, please contact Level 3 at 1-877-453-8353.

We look forward to continuing to provide service to you.

Cordially,

Level 3 Communications

Case No. 09-\_\_\_\_-TP-AMT  
Level 3 Communications/Looking  
Glass Networks  
(Corporate Restructuring)

## EXHIBIT E

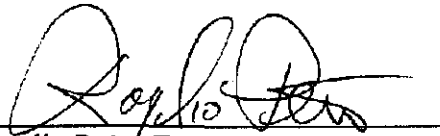
### Customer Notice Affidavit

Case No. 09-\_\_\_\_-TP-AMT  
(Joint Application of Level 3  
Communications, LLC and  
Looking Glass Networks,  
Inc. for Approval of  
Corporate Restructuring)

**AFFIDAVIT OF CUSTOMER NOTICE**

Comes now, Rogelio Peña, Regulatory Counsel for Level 3  
Communications, LLC and Looking Glass Networks, Inc., joint applicants in the above  
captioned matter, to attest to the fact that customer notice of the proposed transaction in  
compliance with Rule 4901:1-6-14(B)(3), Ohio Administrative Code, and as reflected in  
Exhibit D to the application, was sent by direct mail on Friday, February 7, 2009.

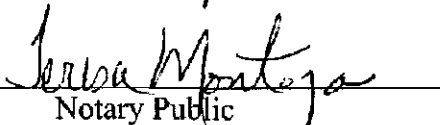
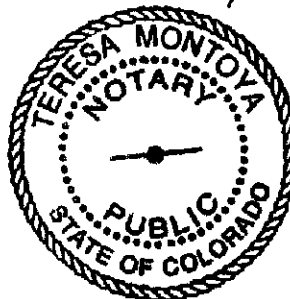
Respectfully submitted,



Rogelio Peña, Esq.  
Regulatory Counsel  
Level 3 Communications, LLC and Looking  
Glass Networks, Inc.

Sworn to and subscribed before me this 19th day of February, 2009.

My commission expires 10-11-2010

  
Notary Public

Case No. 09-\_\_\_\_-TP-AMT  
Level 3 Communications/Looking  
Glass Networks  
(Corporate Restructuring)

## EXHIBIT F

### Certificate of Good Standing



**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show LEVEL 3 COMMUNICATIONS, LLC, a Delaware Limited Liability Company, Registration Number LF5309, filed on February 06, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 15th day of December, A.D. 2008*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2008349D11CA2

Case No. 09-\_\_\_\_-TP-AMT  
Level 3 Communications/Looking  
Glass Networks  
(Corporate Restructuring)

## EXHIBIT G

### Officers and Directors

## **EXHIBIT F**

### **Officers and Managers of Level 3 Communications, LLC**

Douglas A. Richards	Senior Vice President
Eric J. Mortensen	Senior Vice President & Controller
James Q. Crowe	President, Chief Executive Officer, Manager
John M. Ryan	Assistant Chief Legal Officer
Neil J. Eckstein	Senior Vice President, Group General Counsel
Robert M. Yates	Assistant Chief Legal Officer
Robin M. Grey	Senior Vice President & Treasurer
Sunit Patel	Executive Vice President & Chief Financial Officer
Thomas C. Stortz	Executive Vice President, Chief Legal Officer, Manager

### **Officers and Directors of Looking Glass Networks, Inc.**

Douglas A. Richards	Senior Vice President
Eric J. Mortensen	Senior Vice President & Controller
James Q. Crowe	President
Jason Reed	Vice President
John M. Ryan	Senior Vice President, Assistant Chief Legal Officer & Assistant Secretary
Neil J. Eckstein	Senior Vice President, Assistant General Counsel & Assistant Secretary
Paul Rios	Assistant Secretary
Robert M. Yates	Senior Vice President, Assistant Chief Legal Officer & Assistant Secretary
Robin E. Grey	Senior Vice President & Treasurer
Sunit Patel	Group Vice President & Chief Financial Officer
Thomas C. Stortz	Direct, Executive Vice President, Chief Legal Officer & Secretary

The business address and phone number for each of the above is:

Level 3 Communications, LLC  
1025 Eldorado Blvd.  
Broomfield, CO 80021  
Telephone: (720) 888-1000