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BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

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In the Matter of the Application of Frontier :
Communications Corporation, New :
Communications Holdings, Inc. and Verizon :
Communications Inc. for Consent and :
Approval of a Change in Control :


PUCO

Case No. 09-454-TP-ACO

MOTION TO APPEAR

Level 3 Communications, LLC, by the undersigned counsel, respectfully moves this Commission, pursuant to Rule 4901-1-08(B), Ohio Administrative Code, for an entry admitting its attorneys, Henry T. Kelley and Rogelio Peña, to practice before this Commission in the above-captioned proceeding. The grounds for this motion are set forth in the attached Memorandum in Support.

Respectfully submitted,



David A. Turano (0025819)
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Attorney for Level 3 Communications, LLC

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Communications Holdings, Inc. and Verizon	:	Case No. 09-454-TP-ACO
Communications Inc. for Consent and	:	
Approval of a Change in Control	:	

MEMORANDUM IN SUPPORT

Level 3 Communications, LLC ("Level 3") desires to have Henry T. Kelley, its coordinating counsel for state regulatory matters, admitted to practice before this Commission on its behalf in the above-captioned proceeding. Mr. Kelley is admitted to practice and a member of good standing before the state courts of Illinois, the United States District Court for the Northern District of Illinois, the United States Court of Appeals for the Seventh Circuit, and the United States Supreme Court (see Affidavit attached as Exhibit A). Level 3 also desires to have Rogelio Peña, its Corporate Counsel-Regulatory, admitted to practice in this proceeding on its behalf. Mr. Peña is admitted to practice and a member of good standing before the state courts of Texas and Colorado (see Affidavit attached as Exhibit B).

Mr. Kelley and Mr. Peña are familiar with and, if permitted to appear in this proceeding, will abide by the rules and regulations of this Commission and the Code of Professional Responsibility. Mr. Kelley and Mr. Peña are sponsored by David A. Turano, an attorney admitted to practice before the Ohio Supreme Court and regularly practicing before this Commission. Mr. Turano is acting as local counsel in this proceeding for Level 3.

Under Rule 4901-1-08(B), O.A.C., this Commission, upon motion of an attorney admitted to practice in Ohio, may permit persons authorized to practice in other jurisdictions to

appear and practice in a particular proceeding. Level 3 respectfully requests this Commission to enter its entry accordingly.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David A. Turano", with a long, sweeping horizontal line extending to the right.

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Email: dturano@midohiolaw.com
Attorney for Level 3 Communications, LLC

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing was served by electronic service and/or first class mail, postage prepaid, on the parties listed below on this 24th day of August, 2009.

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A handwritten signature in black ink, appearing to read "David A. Turano", with a long horizontal flourish extending to the right.

David A. Turano (0025819)

EXHIBIT A

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Frontier	:	
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Communications Inc. for Consent and	:	
Approval of a Change in Control	:	

**AFFIDAVIT OF HENRY T. KELLY
IN SUPPORT OF MOTION TO APPEAR**

Henry T. Kelly states as follows under penalties of perjury:

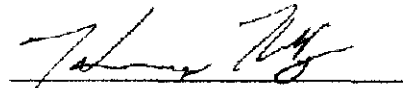
1. I am over the age of 18 years and make the statements in this Affidavit from my personal knowledge. I respectfully seek leave of this Commission, pursuant to Rule 4901-1-08(B), Ohio Administrative Code, to appear in this proceeding as counsel for Level 3 Communications, LLC ("Level 3") along with David A. Turano and the law firm of Shoemaker & Howarth, LLP.

2. I am a partner in the law firm of Kelley Drye & Warren LLP, and resident in our firm's Chicago, Illinois office, which is located at 333 West Wacker Drive, Chicago, Illinois 60606.

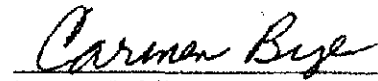
3. I am admitted to practice in, and am a member of good standing before, the state courts of Illinois, the District of Columbia, the United States District Court for the Northern District of Illinois, the United States Court of Appeals for the Seventh Circuit, and the United States Supreme Court.

4. I am familiar with and, if permitted to appear in this proceeding, will abide by the Rules and Regulations of this Commission and the Code of Professional Responsibility.

Executed this 21st day of August, 2009 at Chicago, Illinois.


Henry T. Kelly

Sworn to and subscribed before me this 21st day of August, 2009.


Notary Public

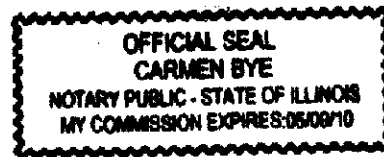


EXHIBIT B

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of Frontier
Communications Corporation, New
Communications Holdings, Inc. and Verizon
Communications Inc. for Consent and
Approval of a Change in Control

Case No. 09-454-TP-ACD

**AFFIDAVIT OF ROGELIO PEÑA
IN SUPPORT OF MOTION TO APPEAR**

Rogelio Peña states as follows under penalties of perjury:


1. I am over the age of 18 years and make the statements in this Affidavit from my personal knowledge. I respectfully seek leave of this Commission, pursuant to Rule 4901-7-08(B), Ohio Administrative Code, to appear in this proceeding as counsel for Level 3 Communications, LLC ("Level 3") along with David A. Turano and the law firm of Shoemaker & Howarth, LLP.

2. I am employed as Corporate Counsel-Regulatory for Level 3 and maintain my office at 1025 Eldorado Boulevard, Broomfield, Colorado 80021.

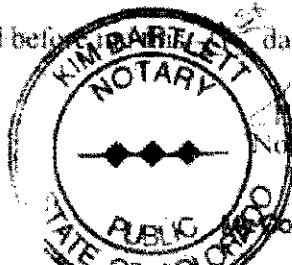
3. I am admitted to practice in, and am a member of good standing before, the Bar of the state courts of Texas and Colorado.


4. I am familiar with and, if permitted to appear in this proceeding, will abide by the Rules and Regulations of this Commission and the Code of Professional Responsibility

Executed this 21 day of August, 2009 at Broomfield, Colorado.


Rogelio Peña

Sworn to and subscribed before me this 21 day of August, 2009.




Notary Public