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January 16, 2008

VIA HAND DELIVERY

Julie Orchard
Utah Public Service Commission
Heber M. Wells Building
4th Floor
160 East 300 South
Salt Lake City, Utah 84111

Re: Petition of Level 3 Communications, LLC for a Change to Rule R746-349-6.

Dear Ms. Orchard:

Enclosed for filing with the Public Service Commission please find an original and five copies of the Petition of Level 3 for a Change to Rule R746-349-6. I have also caused to be filed an electronic copy of said Petition by sending it in Word format to mlivingston@utah.gov. Please note that some of the Exhibits are not available in Word format and have been submitted electronically as .pdf documents.

If you have any questions about this filing, please contact me.

Very truly yours,

PARSONS BEHLE & LATIMER

A handwritten signature in black ink, appearing to read "William J. Evans".

William J. Evans

WJE/cvd
Enclosures
cc: Parties of Record (*w/enclosure*)

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Attorneys for Level 3 Communications, LLC

BEFORE THE UTAH PUBLIC SERVICE COMMISSION

In the Matter of the Petition of Level 3 Communications, LLC for a Change to R746-349-6 to Exempt Local Exchange Carriers from Various Statutory and Regulatory Requirements

**PETITION FOR A CHANGE TO
RULE R746-349-6**

Docket No. _____

Pursuant to the provisions at Utah Code Ann. § 63-46A-12 and Rules R15-2-1 *et seq.* and R746-100-14 of the Utah Administrative Code, Level 3 Communications, LLC (“Level 3”) hereby submits this Petition for a Rule Change (“Petition”) to the Utah Public Service Commission (“Commission”), and requests that the Commission initiate a proceeding to consider a rule change to R746-349-6 of the Utah Administrative Code as proposed herein and as attached hereto as Exhibit 1. In support thereof, Level 3 states the following:

1. Level 3 filed a petition on April 3, 2006, in Docket No. 06-2266-01 seeking an amendment to its certificate of public convenience and exempting it from certain sections of the Utah Code and the Utah Administrative Rules pertaining to transfers of control, stock and security transfers, and asset transfers. A copy of Level 3’s petition in Docket 06-22-06 is attached hereto as Exhibit 2 and incorporated by reference into this Petition.

2. Subsequently, Level 3 provided certain information to the Utah Division of Public Utilities (“Division”) in response to the Division’s investigation in that docket. (A copy of the Division’s Data Requests and Level 3’s Responses are attached hereto as Exhibit 3).

3. On October 24, 2006, the Division submitted a Memorandum to the Commission stating that the subject of Docket 06-2266-01 was under consideration and that the Division was in discussions with Level 3’s counsel. The Memorandum further stated there had been no agreement between the parties on how to proceed. For that reason, the Division indicated that it was withholding its recommendation “until an agreement is reached.” A copy of the Division’s Memorandum in Docket No. 06-2266-01 is attached hereto as Exhibit 4.

4. In the ensuing months, the undersigned counsel had a number of discussions with the Division regarding the exemptions for which Level 3 had petitioned. Those discussions included a suggestion that the exemptions requested by Level 3 should be universally applicable to all telecommunication carriers similarly situated and, for that reason, would be an appropriate subject for rulemaking. Accordingly, Level 3 and the Division exchanged drafts of a proposed amendment to R746-349-6, but never finalized the specific language to be included in such an amendment.

5. Level 3 submits this current Petition, proposing that the Commission adopt an amendment to R746-349-6 that would grant the exemptions that Level 3 has requested in Docket No. 06-2266-01 to all similarly situated telecommunications carriers operating under certificates of convenience and necessity issued by the Commission.

6. In further support of this request, and pursuant to Rule R15-2-4 of the Utah Administrative Code, Level 3 states as follows:

a. This is a Petition for a Rule Change within the meaning of Title 63, Chapter 46A.

b. The Petitioner is Level 3 Communications, LLC.

c. The Petitioner has an interest in the proposed rule change as a competitive local exchange carrier operating under a certificate of convenience and necessity issued by the Utah Public Service Commission.

d. The Commission has jurisdiction to promulgate such a proposed rule under the authority granted to it by the provisions of Utah Code Annotated § 54-4-1 and 54-8b-3.

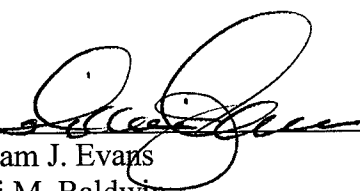
e. The rule change that Level 3 proposes is attached hereto as Exhibit 1.

f. The rule change is requested for the reasons set forth in Level 3's petition in Docket No. 06-2266-01, which is attached hereto and incorporated herein by this reference.

g. Petitioner's contact information is as follows:

LEVEL 3 COMMUNICATIONS, LLC
Attn: William P. Hunt
1025 Eldorado Boulevard
Broomfield, Colorado 80021
Tel. 720-888-2516
Email: Bill.Hunt@Level3.com

RESPECTFULLY SUBMITTED this 16th day of January, 2008.

By: 
William J. Evans
Vicki M. Baldwin
Parsons Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
Attorneys for Level 3 Communications, Inc.

CERTIFICATE OF SERVICE

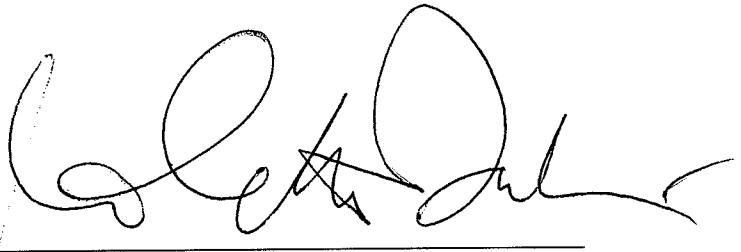
I hereby certify that on this 16th day of January, 2008, I caused a true and correct copy of the foregoing **PETITION FOR A CHANGE TO RULE R746-349-6** to be sent in the following manner to:

Via Hand Delivery

Michael Ginsberg
Assistant Attorney General
500 Heber M. Wells Building
160 East 300 South
Salt Lake City, Utah 84111

Via Hand Delivery

Paul Proctor
Assistant Attorney General
500 Heber M. Wells Building
160 East 300 South
Salt Lake City, Utah 84111



A handwritten signature in black ink, appearing to read "Paul Proctor", is written over a horizontal line. The signature is cursive and stylized.