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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Joint Application of

**Level 3 Communications, Inc.,
Apollo Amalgamation Sub, Ltd.,
Level 3 Communications, LLC,
Broadwing Communications, LLC,
WiTel Communications, LLC**

and

**Global Crossing North America, Inc.,
Global Crossing Telecommunications, Inc.,
Global Crossing Local Services, Inc.**

For Approval of the Transfer of Control and
Related Transactions

REQUEST TO VACATE HEARING

Docket Nos. 11-2246-01
11-2266-01

Level 3 Communications, Inc. (“Level 3”) and Global Crossing North America, Inc. (“Global Crossing”), and their affiliates as identified in the “Joint Applicants” in these combined dockets, through the undersigned counsel, hereby request that the Commission vacate the hearing currently set for May 24, 2011, and either issue an order approving the transfer of control and related transactions (“Transaction”) without a hearing, or reschedule the hearing to take place after the Division of Public Utilities has submitted its Report to the

Commission. The grounds for this request are as follows:

1. On May 2, 2011, the Commission issued an Action Request to the Division of Public Utilities (“Division”) requesting an explanation of statements and issues to be addressed in these combined dockets. The Action Request states that the Division’s Report is due on June 1, 2011.

2. On May 4, 2011 the Commission issued a Public Notice and Notice of Hearing stating that interested parties may submit comments on the Application within 14 days of May 4, and may submit reply comments within 21 days. The Notice of Hearing sets the matter for hearing on Tuesday, May 24, 2011 at 2:00 p.m.

3. Under the current schedule, the Division’s Report is due more than one week after the hearing. Because the Division’s Report, among other things, will identify whether there are issues that need to be addressed at hearing, the hearing (if one is necessary at all) should not take place until after the Report is issued.

4. In their Joint Application for Approval of the Transfer of Control, the Joint Applicants stated that they seek approval of the proposed Transaction pursuant to the informal adjudication process set forth in Rule R746-349-7. The Rule states in part:

If no objection to the proposed transaction is submitted in any filed comments or reply comments, the Commission will presume that the approval of the transaction is in the public interest and use the information contained in the application and accompanying documents as evidence to support a Commission order.

Utah Admin. Code R746-349-7(A)(3). The deadline for parties to file comments or objections to the proposed Transaction expired on May 18, 2011. To this date, there have been no comments or objections filed. Thus, unless the Division’s Report raises an objection to the

proposed transaction or proposes some other reasonable basis for converting the proceeding to a formal adjudicative proceeding, the Rule allows the Commission to dispense with a hearing altogether and to issue an order approving the proposed Transaction based on the information contained in the Joint Application. R746-349-7(A)(3)-(4).

For the foregoing reasons, the Joint Applicants respectfully request that the Commission (1) vacate the hearing currently set for May 24, 2011; (2) issue an order approving the proposed Transaction if the Division's Report does not raise an objection, seek to impose a condition on the proposed Transaction, or request a hearing; and (3) if a hearing is required as a result of the Division's Report, set the matter for hearing at the earliest opportunity after having received the Report.

The undersigned has consulted with counsel for the Division of Public Utilities and the Office of Consumer Services, and they have authorized the undersigned to represent that they do not oppose the relief requested herein.

Dated this 19th day of May, 2011.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on the 19th day of May, 2011, I caused a true and correct copy of the foregoing **REQUEST TO VACATE HEARING**, to be sent via electronic mail to the following:

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