

William J. Evans (5276)
PARSONS BEHLE & LATIMER
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
Telephone: (801) 532-1234
Facsimile: (801) 536-6111
Bevans@parsonsbehle.com

**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,
WilTel 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

SUPPLEMENTAL FILING

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 Application in this docket, through the undersigned counsel, and pursuant to the provision at Utah Admin. Code R746-394-7, hereby submit the following supplemental materials in support of the Joint Application:

1. Consolidated Application – Streamlined Processing Requested, Fed. Communications Comm’n, IB Docket No. 11-78 (filed May 12, 2011);
2. Notice of Withdrawal of Joint Application, Regulatory Comm’n of Alaska,

Docket No. U-11-58 (filed May 12, 2011);

3. Application, DC Pub. Serv. Comm'n (filed April 18, 2011);

4. Memorandum (and Staff Recommendation), Docket No. 11-219, Delaware Pub. Serv. Comm'n (May 4, 2011).

These documents are attached hereto at Attachments 1 through 4.

Dated this 16th day of May, 2011.

Respectfully submitted,

By: /s/ William J. Evans

Catherine Wang
Danielle Burt
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: catherine.wang@bingham.com
danielle.burt@bingham.com

William J. Evans
Parsons, Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, UT 84111
(801) 536-6817
(801) 536-6111 (Fax)
WEvans@parsonsbehle.com

Counsel for Level 3 Communications, Inc., Apollo Amalgamation Sub, Ltd., Level 3 Communications, LLC, Broadwing Communications, LLC, and WilTel Communications, LLC

Matthew Brill
Brian Murray
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004-1304
Tel: (202) 637-2200
Fax: (202) 637-2201
Email: matthew.brill@lw.com
brian.murray@lw.com

Counsel for Global Crossing North America, Inc., Global Crossing Telecommunications, Inc. and Global Crossing Local Services, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on the 16th day of May, 2011, I caused a true and correct copy of the foregoing **SUPPLEMENTAL FILING**, to be sent via electronic mail to the following:

Patricia Schmid
ASSISTANT ATTORNEYS GENERAL
500 Heber Wells Building
160 East 300 South
Salt Lake City, UT 84111
pschmid@utah.gov

Michele Beck
Executive Director
UTAH OFFICE OF CONSUMER SERVICES
500 Heber Wells Building
160 East 300 South, 2nd Floor
Salt Lake City, UT 84111
mbeck@utah.gov

Paul H. Proctor
ASSISTANT ATTORNEYS GENERAL
500 Heber Wells Building
160 East 300 South
Salt Lake City, UT 84111
pproctor@utah.gov

Christopher R. Parker
Director
UTAH DIVISION OF PUBLIC UTILITIES
160 East 300 South, 2nd Floor
Salt Lake City, UT 84111
cmurray@utah.gov
dgimble@utah.gov

/s/ Colette V. Dubois
