

5 August 2011

**BY ELECTRONIC FILING**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
12th Street S.W.  
Washington, D.C. 20554

*Re: Level 3 Communications, Inc.'s Petition for Declaratory Ruling under Section 310(b)(4) and Applications for Transfer of Control, IB Docket No. 11-78*

Dear Ms. Dortch:

On July 28, 2011, Level 3 Communications, Inc. ("Level 3 Parent") filed an update to its Petition for Declaratory Ruling ("Petition") and Applications for Transfer of Control ("Applications"). One of the updated exhibits included with that filing, Exhibit C to the Petition, contained a small error. Level 3 incorrectly indicated the post-consummation ownership percentages for Southeastern Asset Management, Inc., and for "other shareholders of U.S. nationality." Those percentages have been updated and Level 3 Parent hereby submits a corrected version of Exhibit C.

Should you have any questions about this filing, please contact me by telephone at +1 202 730 1338 or by e-mail at [kdevine@wiltshiregrannis.com](mailto:kdevine@wiltshiregrannis.com).

Yours sincerely,



Kristine Laudadio Devine  
*Counsel for Level 3 Communications, Inc.,  
and Its Subsidiaries*

Attachment

cc: Carrie-Lee Early  
David Krech  
Susan O'Connell