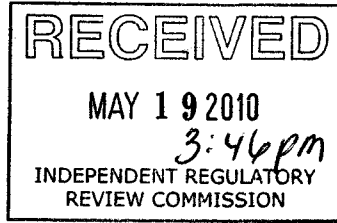


2673

May 19, 2010



K&L Gates LLP  
17 North Second Street, 18th Floor  
Harrisburg, PA 17101-1507  
T 717.231.4500 www.klgates.com

Daniel P. Delaney  
D 717.231.4516  
F 717.231.4501  
dan.delaney@klgates.com

**VIA HAND DELIVERY**

Hon. Arthur Coccodrilli, Chairman  
Pennsylvania Independent Regulatory  
Review Commission  
333 Market Street, 14th Floor  
Harrisburg, PA 17101

Re: PUC Final Regulation #57-260, "Abbreviated Procedures for Review of  
Transfer of Control and Affiliate Filings for Telecommunications Carriers"  
(IRRC #2673)

Dear Chairman Coccodrilli:

Level 3 Communications, LLC ("Level Three") provides these comments in support of the Public Utility Commission's (Commission's) Final Rulemaking Order to Amend Chapter 63 Regulations so as to Streamline Procedures for Commission Review of Transfer of Control and Affiliate Filings for Telecommunications Carriers at Docket No. L-00070188 (Order entered April 29, 2010). Level 3 is authorized to provide facilities-based competitive local exchange, interexchange and competitive access services pursuant to authority granted by the Commission. By petition filed May 31, 2006, Level 3 requested the Commission to initiate a rule-making proceeding to streamline the administrative process by which carriers holding certificates of public convenience may complete transfer of control and affiliate transactions. The petition was docketed by the Commission at P-0006222. Level 3 filed comments and reply comments to the Commission's February 9, 2008 proposed Rule-Making Order and participated in the Working Group suggested by the Independent Regulatory Review Commission ("IRRC") in comments filed in June 2009. Level 3 submits that the Commission's final form rule-making is in the public interest, consistent with its authority under the Public Utility Code and conforms with the intention of the General Assembly. Level 3 requests IRRC to approve the Commission's final form regulations.

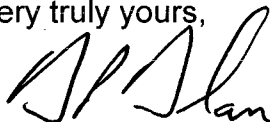
In its petition, Level 3 proposed amendments to the Commission's regulations that would eliminate outmoded approval procedures that imposed unnecessary and burdensome requirements on telecommunications providers. After an extended period of consideration, the Commission has promulgated a final rulemaking order that streamlines the administrative process while at the same time preserving the

Arthur Coccodrilli, Chairman  
May 19, 2010  
Page 2

Commission's traditional application review procedures for applications which have been protested or which raise unique issues. The procedures proposed in the Commission's initial rulemaking order resulted in the filing of numerous comments on the proposal. As suggested in IRRRC comments, the Commission convened a Working Group to consider the issues raised in the comments. The final rulemaking order incorporates the Working Group discussions and reflects a reasonable resolution of the issues raised in the comments. The final rulemaking order contains a reasoned consideration and resolution of the comments filed by a variety of parties. The Commission's final regulations adopt many of the recommendations contained in the comments including those provided by IRRRC.

The streamlined approval procedures adopted by the Commission in its Final Rulemaking Order are reasonable and should be approved by IRRRC. The purpose of these proposals is similar to those underlying Act 183 enacted by the General Assembly adding a revised Chapter 30 to Public Utility Code (66 Pa.C.S. §§ 3011-3019). The legislative policy in enacting Act 183 is identified in Section 3011 and includes the promotion and encouragement of the provision of competitive services by a variety of telecommunications service providers on equal terms throughout all geographic areas of the Commonwealth. As recognized in the Commission's order, the current approval procedures are burdensome and outmoded by the changes that have occurred as a result of increasing competition in Pennsylvania's telecommunications marketplace. The regulations contained in the Commission's Final Rulemaking Order are in the public interest, consistent with the Commission's authority under the Public Utility Code and conform with the intention of the General Assembly in the enactment of Act 189. Level 3 respectfully requests IRRRC to approve the Commission's Final Rulemaking Order.

Very truly yours,



Daniel P. Delaney  
Counsel for Level 3 Communications, LLC

c: George D. Bedwick, IRRRC Vice Chairman  
Silvan B. Lutkewitte, III, IRRRC Commissioner  
John F. Mizner, IRRRC Commissioner  
S. David Fineman, IRRRC Commissioner  
Kim Kaufman, IRRRC Executive Director  
Senate Consumer Affairs and Professional Licensure Committee Members:

Arthur Coccodrilli, Chairman

May 19, 2010

Page 3

Hon. Lisa M. Boscola

Hon. Robert M. Tomlinson

House Consumer Affairs Committee Members:

Hon. Robert W. Godshall

Hon. Joseph Preston, Jr.

Joseph K. Witmer, Esq., PA Public Utility Commission