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**Via Overnight Courier and Electronic Mail**

Chairman Mary W. Freeman  
c/o Sharla Dillon, Dockets and Records Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243  
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**Re: Docket No. 11-00038 - Supplement to Petition of Level 3 Communications, LLC  
for Approval to Participate in Certain Financing Arrangements**

To Whom It May Concern:

This letter hereby clarifies the description of the financing transaction described in the petition filed by Level 3 Communications, LLC ("Level 3 LLC" or "Applicant") on March 8, 2011. As described in that petition, Level 3 LLC's immediate holding company parent, Level 3 Financing, Inc. ("Issuer"), issued \$500 million in 9.375% Senior Notes due 2019. Level 3 LLC will issue a guaranty of the Notes upon regulatory approval. We herein clarify that these 9.375% Senior Notes will be used, together with cash on hand, to redeem a portion of the Issuer's outstanding 9.25% Senior Notes due in 2014, which were issued in 2006. The financing arrangement thus replaces an existing financing arrangement, pursuant to substantially similar terms and conditions, at a favorable extended maturity date of 2019.

An original and four (4) copies of this supplement are enclosed for filing. A copy of this filing in PDF format is also being submitted via electronic mail. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions, please do not hesitate to contact Kimberly A. Lacey at (202) 373-6288.

Respectfully submitted,

  
Catherine Wang  
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