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EX-111 SECRETARY

## VIA OVERNIGHT MAIL

Mr. David Waddell, Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Attn: Mr. Darrell Whitis

Re: Application of Level 3 Communications, LLC for a Certificate of Convenience and  
Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange  
Telecommunications Services Throughout the State of Tennessee;  
Docket No. 9800610

Dear Mr. Waddell:

Attached please find a copy of Level 3 Communications, LLC's Small and Minority-Owned Telecommunications Business Participation Plan, which is being filed as a supplement to Level 3's above-referenced application.

Should you have any questions regarding the attached supplemental information, please do not hesitate to contact us.

Respectfully submitted,

*Terrence J. Ferguson/kar*

Terrence J. Ferguson  
Senior Vice President and Special Counsel

cc: Mr. Darrell Whitis (*via facsimile*)  
Abby Jensen

LEVEL 3 COMMUNICATIONS, LLC

SMALL AND MINORITY OWNED  
TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

**Objective**

Level 3 Communications, LLC ("Level 3") will seek, to the maximum extent feasible, and with due regard for price and quality factors, to purchase goods and services from small and minority telecommunications businesses in connection with the provision of Level 3's telecommunications services in Tennessee, and to provide, to the maximum extent feasible, technical assistance to such businesses in Tennessee.

**Definitions**

As used in this Plan,

"Level 3" means Level 3 Communications, LLC, a Delaware company.

"Small Business" means a telecommunications business with annual gross receipts of less than four million dollars, pursuant to T.C.A. § 65-5-212.

"Minority Business" means a telecommunications business that is solely owned, or at least fifty-one percent of the assets or outstanding stock of which is owned by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars, pursuant to T.C.A. § 65-5-212.

**Participation Plan**

Level 3 will advise all personnel of the existence of the plan and of the Company's goals established in the plan.

Level 3 will exercise diligence and sensitivity to ensure that opportunities for small and minority owned telecommunications businesses to do business with Level 3 are equivalent to those provided to those entities which are not small and/or minority owned.

Level 3 will undertake efforts, as described below, to identify eligible small business and minority business providers of goods and services of the type it expects to use in its Tennessee operations. Level 3 will invite bids or proposals, or otherwise solicit offers from small and minority-owned telecommunications businesses to furnish goods and services to Level 3 in connection with its Tennessee operations. Selection of contractors will be based upon price and quality considerations, with full and equal consideration given to proposals submitted by small businesses and minority businesses.

## **Plan Administration**

The administration of this Plan will be under the direction of:

Plan Administrator  
Level 3 Communications, LLC  
1450 Infinite Drive  
Louisville, CO 80027  
(303) 926-3000 (Tel.)  
(303) 926-3400 (Fax)

## **Administrator's Responsibilities**

The Plan Administrator will develop policies and procedures to assure the success of the plan. Specifically, the Administrator's responsibilities pursuant to this plan include the following:

1. To develop and maintain a list of eligible Small and Minority-Owned Telecommunications Businesses.
2. To obtain available resources for identifying Small and Minority-Owned Telecommunications Businesses interested in furnishing goods and services to Level 3 to cultivate an awareness among such businesses as to any opportunities to develop business relations with Level 3.
3. To ensure that Small and Minority-Owned Telecommunications Businesses are included in the solicitation for goods and services which they are capable of providing.
4. To review solicitations to ensure that they do not inhibit and/or restrict competition from Small and Minority-Owned Telecommunications Businesses for contracts for goods and services which they are capable of providing.
5. To maintain Level 3's records of solicitations and contract awards, and any related correspondence.
6. To review and evaluate Level 3's annual performance on Small and Minority-Owned Telecommunications Business contracting.
7. To provide required records and reports and to cooperate in any authorized review or reasonable and appropriate surveys or studies by the Tennessee Regulatory Authority.
8. To ensure that Level 3 submit reports, as may be required, for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee.
9. To prepare and submit annual updates to this Plan as required by T.C.A. § 65-5-212.

## **Sources for Identifying and Contacting Qualified Businesses**

Among others, the resources that the Plan Administrator will use to identify qualified businesses will include: the Chambers of Commerce, the Tennessee Department of Economic and Community Development, the U.S. Small Business Administration, and the Office of Minority Business of the U.S. Department of Commerce, the National Minority Supplier Development Council, the National Association of Women Business Owners, and the National Association of Minority Contractors. The Plan Administrator will also identify qualified businesses through participation in trade fairs and industry meetings and through local associations and Minority Supplier Development Councils.

## **Record Maintenance**

If and when Level 3 outsources any goods and services in Tennessee in connection with its Tennessee operations, Level 3 will maintain records relating to its Plan for the purpose of evidencing the implementation of this policy, for use by Level 3 in evaluating the effectiveness of the Plan and in obtaining the goals of the Plan, and for use in updating the Plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required. In conjunction with this Record Maintenance, Level 3 reserves the right to designate documents, reports, surveys and/or studies as “confidential” or “proprietary.”