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20 February 2004

BY HAND DELIVERY

Mr. William Maher
Chief, Wireline Competition Bureau

Mr. Donald Abelson
Chief, International Bureau

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Regulatory Escrow and Management Agreement Arrangements under Section 214 of the Communications Act, as Amended, and Part 63 of the Commission's Rules

WC Docket Nos. 04-13, 04-18;

File Nos. ITC-ASG-20040126-00029, ITC-ASG-20040112-00012

Dear Messrs. Maher and Abelson:

On February 17, 2004, Level 3 Communications, LLC ("Level 3") requested that, in considering the application for consent to transfer control of telecommunications assets from Cable & Wireless USA, Inc., Debtor-in-Possession ("C&W"), to Savvis Asset Holdings, Inc. ("Savvis"), the Commission rule on the legality of two specific devices used in that transaction: a "pre-closing" regulatory escrow and "pre-closing" management agreement. In that letter, however, Level 3 made clear that (1) it does not oppose the streamlining of the C&W-Savvis application or the ultimate transfer of control of telecommunications facilities from C&W to Savvis, and (2) Level 3's interest in this matter is solely in obtaining regulatory certainty regarding these two kinds of devices, such that all bidders in future auctions can participate on an equal footing.

As it does not object to the C&W-Savvis application itself, in order to avoid creating a delay in that transaction, Level 3 hereby withdraws its request that the Commission rule on the legality of these two specific devices as part of its consideration of the application for consent to transfer of control from C&W to Savvis. Level 3 requests that the Commission instead treat its

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February 17, 2004 letter as a request for declaratory ruling, pursuant to Sections 1.2 and 1.41 of the Commission's rules. In this way, the Commission can provide regulatory certainty regarding the future use of these increasingly common devices without delaying Applicants' closing of their transaction.

Should you have any questions regarding this letter, please contact me by telephone at +1 720 888 2516 or by e-mail at Bill.Hunt@level3.com.

Respectfully submitted,

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