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September 28, 2007

BY E-MAIL AND MAIL

Catrice Williams, Secretary
Department of Telecommunications and Cable
One South Station, 2nd Floor
Boston, MA 02110

Re: In the Matter of the Petition of Level 3 Communications, LLC to Direct
Neutral Tandem-Massachusetts, LLC to Provide Notice to Its Customers of
the Termination of Certain Contract Arrangements: Docket No. 07-3

Dear Secretary Williams:

On behalf of Level 3 Communications, LLC ("Level 3"), enclosed please find an original and eight (8) copies of Level 3's Motion to Withdraw Petition.

Thank you for your attention to this matter. If you have any questions, do not hesitate to contact me.

Sincerely yours,


Meabh Purcell

Enclosure

cc: Service List

COMMONWEALTH OF MASSACHUSETTS

DEPARTMENT OF TELECOMMUNICATIONS AND CABLE

In the Matter of the Petition of Level 3)
Communications, LLC to Direct Neutral)
Tandem-Massachusetts, LLC to Provide)
Notice to Its Customers of the Termination)
of Certain Contract Arrangements)

D.T.C. 07-3

MOTION OF LEVEL 3 COMMUNICATIONS, LLC TO WITHDRAW PETITION

Pursuant to 220 C.M.R. §1.04(4), Level 3 Communications, LLC ("Level 3") hereby moves to withdraw its Petition to Direct Natural Tandem to Provide Notice to its Customers of the Termination of Certain Contract Arrangements, and requests that the Department of Telecommunications and Energy (the "Department") close its investigation in this docket. In support of its Motion, Level 3 states as follows:

1. As set forth in Level 3's Petition, pursuant to a negotiated traffic exchange agreement, since 2004, Neutral Tandem delivered tandem transit traffic from third party carriers to Level 3 (and its customers). On January 30, 2007, Level 3 notified Neutral Tandem that, pursuant to the contract terms, it intended to terminate the traffic exchange agreement. Efforts to negotiate a new agreement were not successful. Neutral Tandem objected to the contract termination, and ultimately initiated litigation in several states in an effort to require Level 3 to continue to perform under the terms of the agreement, although it had been terminated.

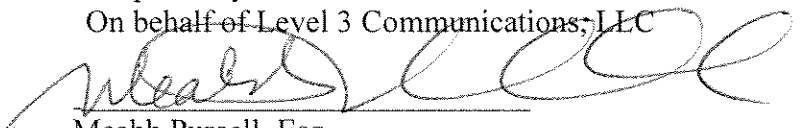
2. Level 3 initiated this proceeding before the Department to ensure that Neutral Tandem's actions did not cause service disruptions to Level 3's customers. Of particular concern to Level 3 was Neutral Tandem's apparent unwillingness to inform its customers of the termination of the traffic exchange agreement to ensure traffic continued to reach Level 3's

customers. Thus, Level 3 asked the Department to direct Neutral Tandem to notify its customers of the termination of the traffic exchange agreement, and to require Neutral Tandem to route its traffic over alternate facilities rather than its existing interconnection with Level 3's network.

3. In its Motion to Dismiss, Neutral Tandem states that, as of August 3, 2007, it "no longer delivers any traffic to Level 3 in Massachusetts via the parties' existing interconnections." Motion, at ¶4. Thus, Neutral Tandem now acknowledges that it has effectively provided Level 3 with the relief it sought in this proceeding. Based expressly on this representation, the additional representations of fact contained in the Affidavit of Dr. Surendra Saboo (Motion, Exhibit 1), and Neutral Tandem's subsequent request to disconnect certain interconnection facilities, Level 3 withdraws its Petition as moot. Level 3 has accomplished its objective, and no further proceedings are warranted at this time. To the extent that Neutral Tandem's representations become inaccurate, Level 3 reserves its right to return to the Department for relief. Additionally, Level 3 conditions its position in this matter on Neutral Tandem's representation that it will withdraw its counterclaim. Motion, at ¶5. Therefore, Level 3 respectfully requests that the Department issue an order granting Level 3's request to withdraw, and dismissing Neutral Tandem's counterclaim.

WHEREFORE, for the reasons stated herein, Level 3 hereby withdraws its Petition without prejudice, and requests that the Department dismiss Neutral Tandem's counterclaim, and close this proceeding.

Respectfully submitted,
On behalf of Level 3 Communications, LLC

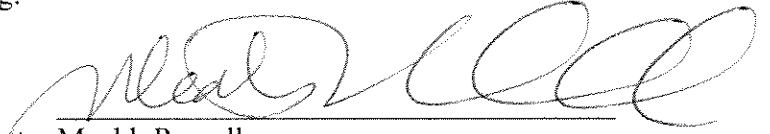
A handwritten signature in black ink, appearing to read 'Meabh Purcell', written over a horizontal line.

Meabh Purcell, Esq.
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Dated: September 28, 2007

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document by e-mail and first class mail upon the service list in this proceeding.



Meabh Purcell
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Dated: September 28, 2007