

LEVEL 3 COMMUNICATIONS INC

Reported by
SEAH LIM HUAT PETER

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/06/11 for the Period Ending 10/04/11

Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, CO 80021
Telephone	7208881000
CIK	0000794323
Symbol	LVLT
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEAH LIM HUAT PETER C/O LEVEL 3 COMMUNICATIONS, INC. 1025 ELDORADO BLVD. BROOMFIELD, CO 80021	X			

Signatures

<u>/s/ Pek Siok Lan, Attorney-in-Fact</u>	<u>10/6/2011</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Power of Attorney

I, Peter Seah Lim Huat, director of Level 3 Communications, Inc. (the 'Company'), hereby designate any and all of Stephen Geoffrey Miller, Senior Executive, to

- a) prepare and sign on my behalf any Form 3 required as a result of my joining the Company's Board of Directors and any Form 4 with respect to the Company and
- b) file those forms with the Securities Exchange Commission which are required to be filed in relation to, or in connection with, the Exchange; and
- c) take any other action in relation to, or in connection with, any of the foregoing actions which, in the opinion of such attorney-in-fact, is necessary, proper or advisable.

This power of attorney will remain in effect for so long as I am subject to the foregoing filing requirements with respect to the Company, unless revoked in writing.

IN WITNESS WHEREOF, I have signed this Power of Attorney as of October 5, 2011.

/s/ Peter Seah Lim Huat

Name: Peter Seah Lim Huat

Power of Attorney

I, Peter Seah Lim Huat, director of Level 3 Communications, Inc. (the 'Company'), hereby designate any and all of Thomas C. Stortz, Executive Vice President, to

- a) prepare and sign on my behalf any Form 3, Form 4 or Form 5 with respect to the Company under Section 16 of the Securities Exchange Act of 1934 or the rules thereunder;
- b) prepare and sign on my behalf any Form 144 Notice with respect to the Company under the Securities Act of 1933, as amended, in relation to, or in connection with, the Grant and/or the Withholding of the Company;
- c) file those forms with the Securities Exchange Commission which are required to be filed in relation to, or in connection with, the Grant and/or the Withholding of the Company;
- d) take any other action in relation to, or in connection with, any of the foregoing actions which, in the opinion of such attorney-in-fact, is necessary, proper and advisable.

This power of attorney will remain in effect for so long as I am subject to the foregoing filing requirements with respect to the Company, unless revoked or amended in writing.

IN WITNESS WHEREOF, I have signed this Power of Attorney as of October 5, 2011.

/s/ Peter Seah Lim Huat

Name: Peter Seah Lim Huat