

**LEVEL 3 COMMUNICATIONS INC**  
Reported by  
**NORTHBRIDGE INDEMNITY INSURANCE CORP**

**FORM 3**  
(Initial Statement of Beneficial Ownership)

Filed 11/14/08 for the Period Ending 11/04/08

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

OMB APPROVAL  
OMB Number: 3235-0104  
Expires: February 28, 2011  
Estimated average burden  
hours per response... 0.5

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

47,852,200 Shares are held by Odyssey America Reinsurance Corporation, 45,035,021 Shares are held by Fairfax (Barbados) International Corp., 24,389,200 Shares are held by United States Fire Insurance Company, 6,626,500 Shares are held by Lombard General Insurance Company of Canada, 4,960,000 Shares are held by TIG Insurance Company, 4,504,000 Shares are held by Commonwealth Insurance Company, 2,510,000 Shares are held by Markel Insurance Company of Canada, 1,306,500 Shares are held by

Federated Insurance Company of Canada, 1,193,000 Shares are held by Lombard Insurance Company and 900,000 Shares are held by pension plans of certain subsidiaries of Fairfax Financial Holdings Limited.

- (2) The Notes are convertible into Shares at the option of the holder thereof at any time prior to the close of business on the last trading day immediately preceding October 15, 2013, the maturity date of the Notes.
- (3) The Notes are convertible into Shares based on a conversion price of \$9.991 per Share, subject to adjustment under certain circumstances.
- (4) \$294,732,000 aggregate principal amount of Notes is held by a trust all of the ownership interests of which are held by subsidiaries of Fairfax Financial Holdings Limited.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FAIRFAX FINANCIAL HOLDINGS LTD/ CAN</b> <b>95 WELLINGTON STREET WEST</b> <b>SUITE 800</b> <b>TORONTO, ONTARIO, A6 M5J 2N7</b>		X		
<b>Northbridge Financial CORP</b> <b>105 ADELAIDE STREET WEST</b> <b>7TH FLOOR</b> <b>TORONTO, ONTARIO, A6 M5H 1P9</b>		X		
<b>MARKEL INSURANCE CO OF CANADA</b> <b>55 UNIVERSITY AVENUE</b> <b>SUITE 1500</b> <b>TORONTO, ONTARIO, A6 M5J 2H7</b>		X		
<b>COMMONWEALTH INSURANCE CO</b> <b>595 BURNARD STREET, SUITE 1500</b> <b>BOX 49115 BENTALL TOWER III</b> <b>VANCOUVER, BRITISH COLUMBIA, A1 V7X 1G4</b>		X		
<b>Federated Insurance CO of Canada</b> <b>717 PORTAGE AVENUE</b> <b>WINNIPEG, MANITOBA, A2 R3C 3C9</b>		X		
<b>LOMBARD GENERAL INSURANCE CO OF CANADA</b> <b>105 ADELAIDE STREET WEST</b> <b>3RD FLOOR</b> <b>TORONTO, ONTARIO, A6 M5H 1P9</b>		X		
<b>Lombard Insurance CO</b> <b>105 ADELAIDE STREET WEST</b> <b>3RD FLOOR</b> <b>TORONTO, ONTARIO, A6 M5H 1P9</b>		X		
<b>Fairfax (Barbados) International Corp.</b> <b>C/O FAIRFAX FINANCIAL HOLDINGS LIMITED</b> <b>95 WELLINGTON STREET WEST, SUITE 800</b> <b>TORONTO, ONTARIO, A6 M5J 2N7</b>		X		

#### Signatures

**BY: /s/ Paul Rivett, NAME: Paul Rivett, TITLE: Vice President**

**11/14/2008**

\*\* Signature of Reporting Person

Date

**BY: /s/ Craig Pinnock, NAME: Craig Pinnock, TITLE: Chief Financial Officer**

**11/14/2008**

\*\* Signature of Reporting Person

Date

**BY: /s/ Craig Pinnock, NAME: Craig Pinnock, TITLE: Director**

**11/14/2008**

\*\* Signature of Reporting Person

Date

**BY: /s/ Craig Pinnock, NAME: Craig Pinnock, TITLE: Director**

**11/14/2008**

\*\* Signature of Reporting Person

Date

**BY: /s/ Craig Pinnock, NAME: Craig Pinnock, TITLE: Director**

**11/14/2008**

\*\* Signature of Reporting Person

Date

**BY: /s/ Craig Pinnock, NAME: Craig Pinnock, TITLE: Director**

**11/14/2008**

\*\* Signature of Reporting Person

Date

**BY: /s/ Craig Pinnock, NAME: Craig Pinnock, TITLE: Director**

**11/14/2008**

**\*\*** Signature of Reporting Person

Date

**BY: /s/ Ronald Schokking, NAME: Ronald Schokking, TITLE: Chairman**

**11/14/2008**

**\*\*** 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.

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