

LEVEL 3 COMMUNICATIONS INC

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/03/94

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

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(Additional Proxy Soliciting Materials (definitive))

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Address	1025 ELDORADO BOULEVARD BLDG 2000 BROOMFIELD, Colorado 80021
Telephone	720-888-1000
CIK	0000794323
Industry	Communications Services
Sector	Services
Fiscal Year	12/31

PROXY - CLASS C STOCK
PETER KIEWIT SONS', INC.

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JUNE 4, 1994.**

I appoint Glenn L. Farris and Gregory M. Broz, or either of them, with full power to act alone, or any substitute appointed by either of them, as my agents and proxies to vote the number of shares I would be entitled to vote if personally present at the annual meeting of stockholders of Peter Kiewit Sons', Inc. to be held at the Cloud Room, 1600 Kiewit Plaza, Omaha, Nebraska on June 4, 1994, at 9:00 a.m. and at any adjournment of that meeting, according to the following instructions:

ELECTION OF CLASS C DIRECTORS

Richard W. Colf
Richard Geary
Bruce E. Grewcock
William L. Grewcock
Robert E. Julian

Leonard W. Kearney
Peter Kiewit, Jr.
Walter Scott, Jr.
Kenneth E. Stinson
George B. Toll, Jr.

(MARK ONE BOX ONLY)

[] Vote FOR ALL 10 nominees listed above.

[] Vote FOR ALL nominees listed above EXCEPT (list nominees to
be excluded):

[] WITHHOLD AUTHORITY to vote for all nominees listed above.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES LISTED ABOVE.

Dated: _____, 1994 X _____

(Please sign exactly as typed above)

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.

End of Filing

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