

**LEVEL 3 COMMUNICATIONS, INC. (LVLT) – 1 FOR 15 REVERSE STOCK SPLIT**

Ex - Distribution Date:

DESCRIPTION:

Level 3 Communications, Inc. (LVLT) has announced a **1-for-15 reverse stock split**. As a result of the reverse stock split, each LVLT Common Share will be converted into the right to **receive 0.066667 (New) Level 3 Communications, Inc. Common Shares**. **The reverse stock split is expected to become effective before the open on Thursday, October 20, 2011.**

Contract Adjustments:

Pursuant to the By-Laws of the Options Clearing Corporation ("OCC"), the below Level 3 Communications, Inc. options will be adjusted as follows.

Adjustment Date: Thursday, October 20, 2011

Option Symbol: LVLT becomes LVLT2

Underlying Security: LVLT remains LVLT2

CUSIP: 52729N308

Contract Multiplier: 1

Strike Prices: unchanged

New Multiplier: 100 (e.g. Premium of 1.00 = \$100)

New Deliverable: 1) 6 (New) Level 3 Communications, Inc. (LVLT) Common Shares
2) Cash in lieu of .6667 fractional LVLT shares

Adjustment Date: Thursday, October 20, 2011

Option Symbol: LVLT1 remains LVLT1

Underlying Security: LVLT remains LVLT1

CUSIP: 52729N308

Contract Multiplier: 1

Strike Prices: unchanged

New Multiplier: 100 (e.g. Premium of 1.00 = \$100)

New Deliverable: 1) 106 (New) Level 3 Communications, Inc. (LVLT) Common Shares
2) Cash in lieu of .6667 fractional LVLT shares

GTC Order Cancellation:

On Wednesday, October 19, 2011, immediately after the BOX close, all resting orders for LVLT and LVLT1 in the order book will be canceled by the BOX Market Operations Center. If a BOX Participant wishes to enter orders for the adjusted LVLT1 and LVLT2 series, the BOX Participant will need to reenter the orders before the open on Thursday, October 20, 2011.

Pricing Considerations: The underlying price for LVLT2 will be determined as follows:
LVLT2 = .0666667 (LVLT)
The underlying price for LVLT1 will be determined as follows:
LVLT1 = 1.0666667 (LVLT)

Additional Exchange Info:

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
LVLT	C/P	1.00	10/22/2011	LVLT2	C/P	1.00	10/22/2011
LVLT	C/P	1.50	10/22/2011	LVLT2	C/P	1.50	10/22/2011
LVLT	C/P	2.00	10/22/2011	LVLT2	C/P	2.00	10/22/2011
LVLT	C/P	2.50	10/22/2011	LVLT2	C/P	2.50	10/22/2011
LVLT	C/P	3.00	10/22/2011	LVLT2	C/P	3.00	10/22/2011
LVLT	C/P	3.50	10/22/2011	LVLT2	C/P	3.50	10/22/2011
LVLT	C/P	4.00	10/22/2011	LVLT2	C/P	4.00	10/22/2011
LVLT	C/P	5.00	10/22/2011	LVLT2	C/P	5.00	10/22/2011
LVLT	C/P	6.00	10/22/2011	LVLT2	C/P	6.00	10/22/2011
LVLT	C/P	1.00	11/19/2011	LVLT2	C/P	1.00	11/19/2011
LVLT	C/P	1.50	11/19/2011	LVLT2	C/P	1.50	11/19/2011
LVLT	C/P	2.00	11/19/2011	LVLT2	C/P	2.00	11/19/2011
LVLT	C/P	2.50	11/19/2011	LVLT2	C/P	2.50	11/19/2011
LVLT	C/P	3.00	11/19/2011	LVLT2	C/P	3.00	11/19/2011
LVLT	C/P	4.00	11/19/2011	LVLT2	C/P	4.00	11/19/2011
LVLT	C/P	5.00	11/19/2011	LVLT2	C/P	5.00	11/19/2011
LVLT	C/P	6.00	11/19/2011	LVLT2	C/P	6.00	11/19/2011
LVLT	C/P	1.00	12/17/2011	LVLT2	C/P	1.00	12/17/2011
LVLT	C/P	1.50	12/17/2011	LVLT2	C/P	1.50	12/17/2011
LVLT	C/P	2.00	12/17/2011	LVLT2	C/P	2.00	12/17/2011
LVLT	C/P	2.50	12/17/2011	LVLT2	C/P	2.50	12/17/2011
LVLT	C/P	3.00	12/17/2011	LVLT2	C/P	3.00	12/17/2011
LVLT	C/P	3.50	12/17/2011	LVLT2	C/P	3.50	12/17/2011
LVLT	C/P	4.00	12/17/2011	LVLT2	C/P	4.00	12/17/2011
LVLT	C/P	5.00	12/17/2011	LVLT2	C/P	5.00	12/17/2011
LVLT	C/P	6.00	12/17/2011	LVLT2	C/P	6.00	12/17/2011
LVLT	C/P	7.00	12/17/2011	LVLT2	C/P	7.00	12/17/2011
LVLT	C/P	1.00	01/21/2012	LVLT2	C/P	1.00	01/21/2012
LVLT	C/P	1.50	01/21/2012	LVLT2	C/P	1.50	01/21/2012
LVLT	C/P	2.00	01/21/2012	LVLT2	C/P	2.00	01/21/2012
LVLT	C/P	2.50	01/21/2012	LVLT2	C/P	2.50	01/21/2012
LVLT	C/P	3.00	01/21/2012	LVLT2	C/P	3.00	01/21/2012
LVLT	C/P	3.50	01/21/2012	LVLT2	C/P	3.50	01/21/2012
LVLT	C/P	4.00	01/21/2012	LVLT2	C/P	4.00	01/21/2012
LVLT	C/P	5.00	01/21/2012	LVLT2	C/P	5.00	01/21/2012
LVLT	C/P	6.00	01/21/2012	LVLT2	C/P	6.00	01/21/2012
LVLT	C/P	7.00	01/21/2012	LVLT2	C/P	7.00	01/21/2012
LVLT	C/P	1.00	03/17/2012	LVLT2	C/P	1.00	03/17/2012
LVLT	C/P	1.50	03/17/2012	LVLT2	C/P	1.50	03/17/2012
LVLT	C/P	2.00	03/17/2012	LVLT2	C/P	2.00	03/17/2012
LVLT	C/P	2.50	03/17/2012	LVLT2	C/P	2.50	03/17/2012
LVLT	C/P	3.00	03/17/2012	LVLT2	C/P	3.00	03/17/2012
LVLT	C/P	3.50	03/17/2012	LVLT2	C/P	3.50	03/17/2012
LVLT	C/P	4.00	03/17/2012	LVLT2	C/P	4.00	03/17/2012

Old Option Symbol	Old PutCall Code	Old Strike Price	Old Contract Date	New Option Symbol	New PutCall Code	New Strike Price	New Contract Date
LVLT	C/P	4.50	03/17/2012	LVLT2	C/P	4.50	03/17/2012
LVLT	C/P	5.00	03/17/2012	LVLT2	C/P	5.00	03/17/2012
LVLT	C/P	6.00	03/17/2012	LVLT2	C/P	6.00	03/17/2012
LVLT	C/P	1.00	01/19/2013	LVLT2	C/P	1.00	01/19/2013
LVLT	C/P	1.50	01/19/2013	LVLT2	C/P	1.50	01/19/2013
LVLT	C/P	2.00	01/19/2013	LVLT2	C/P	2.00	01/19/2013
LVLT	C/P	3.00	01/19/2013	LVLT2	C/P	3.00	01/19/2013
LVLT	C/P	4.00	01/19/2013	LVLT2	C/P	4.00	01/19/2013
LVLT	C/P	5.00	01/19/2013	LVLT2	C/P	5.00	01/19/2013
LVLT1	C/P	15.00	10/22/2011	LVLT1	C/P	15.00	10/22/2011
LVLT1	C/P	17.50	10/22/2011	LVLT1	C/P	17.50	10/22/2011
LVLT1	C/P	20.00	10/22/2011	LVLT1	C/P	20.00	10/22/2011
LVLT1	C/P	22.50	10/22/2011	LVLT1	C/P	22.50	10/22/2011
LVLT1	C/P	25.00	10/22/2011	LVLT1	C/P	25.00	10/22/2011
LVLT1	C/P	30.00	10/22/2011	LVLT1	C/P	30.00	10/22/2011
LVLT1	C/P	35.00	10/22/2011	LVLT1	C/P	35.00	10/22/2011
LVLT1	C/P	40.00	10/22/2011	LVLT1	C/P	40.00	10/22/2011
LVLT1	C/P	15.00	11/19/2011	LVLT1	C/P	15.00	11/19/2011
LVLT1	C/P	17.50	11/19/2011	LVLT1	C/P	17.50	11/19/2011
LVLT1	C/P	20.00	11/19/2011	LVLT1	C/P	20.00	11/19/2011
LVLT1	C/P	22.50	11/19/2011	LVLT1	C/P	22.50	11/19/2011
LVLT1	C/P	25.00	11/19/2011	LVLT1	C/P	25.00	11/19/2011
LVLT1	C/P	30.00	11/19/2011	LVLT1	C/P	30.00	11/19/2011
LVLT1	C/P	35.00	11/19/2011	LVLT1	C/P	35.00	11/19/2011
LVLT1	C/P	12.50	12/17/2011	LVLT1	C/P	12.50	12/17/2011
LVLT1	C/P	15.00	12/17/2011	LVLT1	C/P	15.00	12/17/2011
LVLT1	C/P	17.50	12/17/2011	LVLT1	C/P	17.50	12/17/2011
LVLT1	C/P	20.00	12/17/2011	LVLT1	C/P	20.00	12/17/2011
LVLT1	C/P	22.50	12/17/2011	LVLT1	C/P	22.50	12/17/2011
LVLT1	C/P	25.00	12/17/2011	LVLT1	C/P	25.00	12/17/2011
LVLT1	C/P	30.00	12/17/2011	LVLT1	C/P	30.00	12/17/2011
LVLT1	C/P	35.00	12/17/2011	LVLT1	C/P	35.00	12/17/2011
LVLT1	C/P	40.00	12/17/2011	LVLT1	C/P	40.00	12/17/2011
LVLT1	C/P	45.00	12/17/2011	LVLT1	C/P	45.00	12/17/2011
LVLT1	C/P	50.00	12/17/2011	LVLT1	C/P	50.00	12/17/2011
LVLT1	C/P	20.00	03/17/2012	LVLT1	C/P	20.00	03/17/2012
LVLT1	C/P	22.50	03/17/2012	LVLT1	C/P	22.50	03/17/2012
LVLT1	C/P	25.00	03/17/2012	LVLT1	C/P	25.00	03/17/2012
LVLT1	C/P	30.00	03/17/2012	LVLT1	C/P	30.00	03/17/2012
LVLT1	C/P	35.00	03/17/2012	LVLT1	C/P	35.00	03/17/2012
LVLT1	C/P	40.00	03/17/2012	LVLT1	C/P	40.00	03/17/2012
LVLT1	C/P	45.00	03/17/2012	LVLT1	C/P	45.00	03/17/2012
LVLT1	C/P	50.00	03/17/2012	LVLT1	C/P	50.00	03/17/2012
LVLT1	C/P	55.00	03/17/2012	LVLT1	C/P	55.00	03/17/2012

Questions regarding this memo can be addressed to the BOX Market Operations Center at 617-235-2291 or toll free at 1-866-768-8845.