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BEFORE THE ARIZONA CORPORATION COMMISSION

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JEFF HATCH-MILLER
Chairman

2006 DEC 19 P 4: 35

WILLIAM A. MUNDELL
Commissioner

AZ CORP COMMISSION
DOCUMENT CONTROL

MIKE GLEASON
Commissioner

Arizona Corporation Commission
DOCKETED
DEC 19 2006
DOCKETED BY

KRISTIN K. MAYES
Commissioner

BARRY WONG
Commissioner

In the Matter of the Application of Level 3 Communications, LLC for a Limited Waiver of the Public Utility Holding Companies and Affiliated Interest Rules (A.A.C. R14-2-801 et seq.) and Encumbrance of Assets	)	Docket No. T-03654A-06-0689

SUPPLEMENT TO APPLICATION

On October 25, 2006, Level 3 Communications, LLC ("Level 3 LLC" or "Petitioner") submitted an Application (the "Application") to the Arizona Corporation Commission ("Commission") requesting approval to participate in certain financing arrangements whereby Level 3 LLC will provide guarantees for an aggregate of up to approximately $1.5 billion in notes (the "Aggregate Offering") issued by Level 3 Financing, Inc. ("Level 3 Financing" or "Issuer") to qualified institutional buyers ("Buyers"). As described in the Application, the issuances of these notes, and the associated guarantees by Level 3 LLC, will take place through a series of offerings. The first series, described in the Application, was for an issuance in the amount of $600 million (the "First Series Offering"). This Supplement notifies the Commission of a second series offering of an amount of approximately $650 million in fixed rate notes (the

"Second Series Offering") to Buyers under the terms and conditions initially described in the Application. As part of the Aggregate Offering pending approval by the Commission, Level 3 LLC will provide a guarantee for this $650 million offering under the terms and conditions outlined in the Application. As with the First Series Offerings, the Second Series Offering will be due in 2014 with interest at the rate of 9.25%. The funds from this Second Series Offering will be used to buy back older notes that were issued at the rate of 10.75%.

Level 3 LLC files this Supplement to inform the Commission of the Second Series Offering of approximately $650 million, which is part of the Aggregate Offering described in the Application, and to the extent required, request approval of the guarantee associated with the Second Series Offering, concurrently with the Commission's approval of the pending Application.

Respectfully submitted this 19th day of December, 2006,

Thomas H. Campbell
Michael T. Hallam
Lewis and Roca LLP
40 North Central Avenue
Phoenix, Arizona 85004-4429
Tel: (602) 262-5723
Fax: (602) 734-3841
Email: TCampbell@lrlaw.com
Email: Mhallam@lrlaw.com

Counsel for Level 3 Communications, LLC

Original and 13 copies of the
foregoing filed this 19th day of
December, 2006, with:

The Arizona Corporation Commission
Utilities Division - Docket Control
1200 W. Washington Street
Phoenix, Arizona 85007

Copy of the foregoing hand-
delivered this 19th day of December,
2006, to:

Kevin O. Torrey
Legal Department
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Ernest Johnson, Director
Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Lyn Farmer, Chief Administrative Law Judge
Hearing Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

Jayne Williams