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BEFORE THE ARIZONA CORPORATION COMMISSION  
2007 MAR -9 P 4:35

MIKE GLEASON  
Chairman

AZ CORP COMMISSION  
DOCUMENT CONTROL

WILLIAM A. MUNDELL  
Commissioner

JEFF HATCH-MILLER  
Commissioner

Arizona Corporation Commission  
DOCKETED

MAR -9 2007

KRISTIN K. MAYES  
Commissioner

DOCKETED BY NR

GARY PIERCE  
Commissioner

In the Matter of the Joint Application of Level 3  
Communications, LLC, WilTel Communications,  
LLC, Wiltel Local Network, LLC and Broadwing  
Communications, LLC for a Limited Waiver of  
the Public Utility Holding Companies and  
Affiliated Interests Rules (A.A.C. R14-2-801 *et*  
*seq.*) and Encumbrance of Assets

Docket No. T-03654A-07-0101  
T-03708A-07-0101  
T-03779A-07-0101  
T-04176A-07-0101

SUPPLEMENT TO APPLICATION

On February 16, 2007, Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC ("Broadwing"), WilTel Communications, LLC ("WilTel Comm"), and WilTel Local Network, LLC ("WilTel-LN" and collectively, "Applicants"), submitted an Application (the "Application") to the Arizona Corporation Commission ("Commission") requesting approval to participate in a financing arrangement whereby Level 3 Financing, Inc. ("Financing"), the immediate corporate parent of Level 3 LLC, will enter into a Credit Agreement for a total of \$1 billion, and related financial arrangements. Since the time the Application was filed, the amount of the

1 Credit Agreement has been increased to a total of \$1.4 billion, and accordingly, Applicants  
2 submit this request to amend their Application to cover the full \$1.4 billion of the  
3 expanded Credit Agreement.  
4

5 As discussed in the Application, Applicants will pledge assets and act as guarantors  
6 under the terms of the Credit Agreement arrangement, and accordingly, Applicants request  
7 Commission approval to pledge their assets in Arizona and Level 3, Broadwing and  
8 Wiltel-Comm seek approval to issue a guarantee in support of the increased Credit  
9 Agreement. Applicants emphasize that neither the pledging of jurisdictional assets nor the  
10 guarantee of obligations described herein will apply to Applicants until required regulatory  
11 approval is obtained.

12 RESPECTFULLY SUBMITTED this 9<sup>th</sup> day of March, 2007.  
13

14 LEWIS AND ROCA LLP  
15

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17 

18 Thomas H. Campbell  
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20 40 N. Central Avenue  
21 Phoenix, Arizona 85044

22 Attorneys for Applicants  
23  
24  
25  
26

1  
2 Original and 13 copies of the  
3 foregoing filed this 9th day of  
4 March, 2007, with:

5 The Arizona Corporation Commission  
6 Utilities Division – Docket Control  
7 1200 W. Washington Street  
8 Phoenix, Arizona 85007

9 COPY of the foregoing hand-  
10 delivered this 9th day of March,  
11 2007, to:

12 Maureen Scott,  
13 Legal Department  
14 Arizona Corporation Commission  
15 1200 W. Washington Street  
16 Phoenix, Arizona 85007

17 Ernest Johnson, Director  
18 Utilities Division  
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22 Lyn Farmer, Chief Administrative Law Judge  
23 Hearing Division  
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