

BEFORE THE ARIZONA CORPORATION COMMISSION

MIKE GLEASON
Chairman

WILLIAM A. MUNDELL
Commissioner

JEFF HATCH-MILLER
Commissioner

KRISTIN K. MAYES
Commissioner

GARY PIERCE
Commissioner

Arizona Corporation Commission

DOCKETED

MAR 28 2007

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AZ CORP COMMISSION
DOCUMENT CONTROL

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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

NOTICE OF FILING AFFIDAVIT OF PUBLICATION

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"), submit the attached Affidavit of Publication
of the Notice of Filing in the above-captioned docket. The Notice of Filing was published in the
following newspaper on the corresponding date:

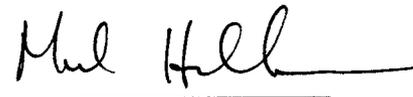
The Arizona Republic

March 20, 2007

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RESPECTFULLY SUBMITTED this 28th day of March, 2007.

LEWIS AND ROCA LLP



Thomas H. Campbell
Michael T. Hallam
40 N. Central Avenue
Phoenix, Arizona 85044

Attorneys for Applicants

Original and 13 copies of the foregoing filed this 28th day of March, 2007, with:

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

COPY of the foregoing hand-delivered this 28th day of March, 2007, to:

Maureen Scott,
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

1 Lyn Farmer, Chief Administrative Law Judge
2 Hearing Division
3 Arizona Corporation Commission
4 1200 W. Washington Street
5 Phoenix, Arizona 85007

6 Alexander Igwe, Utilities Division
7 Arizona Corporation Commission
8 1200 W. Washington Street
9 Phoenix, Arizona 85007

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Betty J. Griffin

THE ARIZONA REPUBLIC

PUBLIC NOTICE OF FILING OF LEVEL 3 COMMUNICATIONS, LLC, WITEL COMMUNICATIONS, LLC, WITEL LOCAL NETWORK, LLC AND BROADWING COMMUNICATIONS, LLC for APPROVAL of WAIVER of PUBLIC UTILITY HOLDING COMPANIES and AFFILIATED INTEREST RULES and ENCUMBRANCE OF ASSETS

Docket Nos. T-03654A-07-0101, T-03708A-07-0101, T-03779A-07-0101, T-04176A-07-0101

Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC, and WITel Communications, LLC (collectively, the "Guarantor Applicants"), filed an application with the Arizona Corporation Commission ("Commission") on February 16, 2007, requesting a limited waiver of the Commission's Public Utility Holding Companies and Affiliated Interests Rules, A.A.C. R14-2-801 to R14-2-806 in connection with two separate financing arrangements and approval of the encumbrance of the Guarantor Applicants' assets. WITel Local Network, LLC ("WITel-LN") also requests approval to encumber its Arizona assets pursuant to A.R.S. § 40-285 as part of the second transaction. In the first transaction, Level 3 Financing, Inc., the immediate corporate parent of Level 3 LLC, plans to issue approximately \$1 billion in notes to qualified institutional buyers to refinance existing notes, and the Guarantor Applicants will act as guarantors with respect to the note issuance. In the second transaction, Level 3 Financing, Inc. will enter into a Credit Agreement for up to \$1.4 billion. The Guarantor Applicants will act as guarantors of that agreement, and the Guarantor Applicants and WITel-LN will pledge their Arizona assets as part of the agreement.

The Application is available for inspection during regular business hours at the offices of the Commission located at 1200 West Washington Street, Phoenix, Arizona 85007, and at the office of Level 3 LLC's legal counsel, Lewis and Roca LLP, 40 North Central Avenue, Suite 1900, Phoenix, Arizona 85004. The Commission may grant the Application without a hearing.

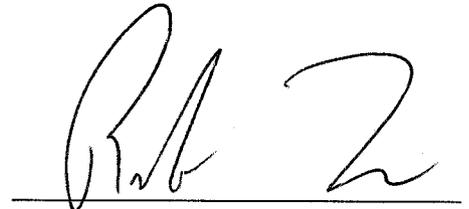
If you have any questions concerning this Application, have objections to its approval, or want information on intervention, you may contact the Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007, or call 1-800-222-7000. The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request a reasonable accommodation such as a sign language interpreter, as well as request this document in an alternative format, by contacting Linda Hogan, ADA Coordinator, voice phone number 602-542-3931, e-mail LHogan@cc.state.az.us. Requests should be made as early as possible to allow time to arrange the accommodation.
Published: March 20, 2007

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

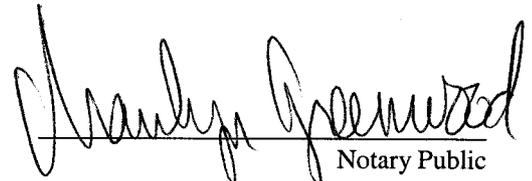
Robert Lane, being first duly sworn, upon oath deposes and says: That he is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

March 20, 2007



Sworn to before me this
20TH day of
March A.D. 2007


Notary Public