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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

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WILLIAM A. MUNDELL
JEFF HATCH-MILLER
KRISTIN K. MAYES
GARY PIERCE

AZ CORP COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

MAY 30 2007

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IN THE MATTER OF THE JOINT)
APPLICATION OF TIME)
WARNER TELECOM OF)
ARIZONA, LLC, XSPEDIUS)
MANAGEMENT CO. SWITCHED)
SERVICES, LLC, AND XSPEDIUS)
MANAGEMENT CO. FOR (1))
AUTHORIZATION TO)
TRANSFER ASSETS; (2))
CANCEL CC&Ns; AND (3) FOR)
ELIMINATION OF)
PERFORMANCE BOND)
)
)
)

DOCKET NO. T-03943A-07-0205
DOCKET NO. T-04112A-07-0205
DOCKET NO. T-04113A-07-0205

SUPPLEMENT TO APPLICATION AND
NOTICE OF FILING OF
AFFIDAVIT OF PUBLICATION

Time Warner Telecom of Arizona LLC, Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Pima County, LLC (collectively "Applicants"), all subsidiaries of Time Warner Telecom, Inc. ("Time Warner Telecom") filed an Application and Request for Expedited Consideration (the "Application") on March 30, 2007. This filing supplements that Application.

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I. Name Change

In the Application, Time Warner Telecom explained that it planned to publicly announce a name change on May 9, 2007. The trade name license agreement which allowed Time Warner Telecom to use the name of its major shareholder, Time Warner Inc., was set to expire in early July 2007. Because of the imminent name change, Time Warner Telecom asked the Commission to expedite consideration of the Application so that the company could send one, concise and comprehensive notice to customers describing the consolidation and announcing the name change. Time Warner Telecom was particularly sensitive to confusion that could arise if customers were notified that their provider's name had changed and then subsequently received notice that the three Arizona subsidiaries – only one of which carried the new name – had applied to consolidate assets. Proceeding with the events in this order – first name change then consolidation – would have been problematic.

In April 2007, Time Warner Telecom's application for trademark protection for the new name encountered opposition at the United States Patent and Trademark Office. At the request of Time Warner Telecom, Time Warner Inc. agreed to enter into an amendment to the existing trade name license agreement and extend the term of Time Warner Telecom's license to use the name "Time Warner" until June 30, 2008. Time Warner Telecom remains committed to changing its name as soon as its pending trademark application is approved, and fully expects this to occur well in advance of June 2008. The unexpected name change delay will, however, make it possible to notify

affected customers of the consolidation and, once the consolidation is complete, provide notice of the name change to all Arizona customers of Time Warner Telecom.

II. Notice of Application

On April 30, 2007, Applicants ran the Notice of Joint Application, attached hereto (along with its Affidavit of Publication) as Exhibit A, in the Arizona Republic. This notice was published pursuant to A.A.C. R14-2-1107 which requires legal notice of any application to discontinue service. The Xspedius Certified Subsidiaries will technically cease providing service to Arizona customers once this Application is approved. Time Warner Telecom will, however, automatically continue service to all customers previously served by the Xspedius Certified Subsidiaries. In actuality, no service will be “terminated” or “discontinued.” The notice was published, in an abundance of caution, to ensure that the Applicants fulfilled all regulatory requirements associated with transferring affected customers to Time Warner Telecom Arizona.

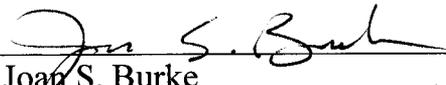
III. Conclusion

The Applicants respectfully request that the Commission approve this application to transfer customers and assets, cancel the CC&Ns held by the Xspedius Certified Subsidiaries, and eliminate the Applicants' performance bond requirement. This Supplement and the Application filed on March 30, 2007, are supported by the Verification of Mr. Lyndall Nipps, which is attached as Exhibit B.

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DATED this 30th day of May 2007.

OSBORN MALEDON, PA

By: 

Rochelle D. Jones
Senior Vice President
Regulatory Affairs
Time Warner Telecom
14 Wall Street, 9th Floor
New York, NY 10005
Tel: 212-364-7319
Fax: 212-364-2828
E-mail: Rochelle.Jones@twtelecom.com

Joan S. Burke
Danielle D. Janitch
Osborn Maledon P.A.
2929 North Central, Suite 2100
Phoenix, AZ 85012
Telephone: (602) 640-9000
Facsimile: (602) 640-6074
E-mail: Jburke@omlaw.com
E-mail: Djanitch@omlaw.com

Lyndall W. Nipps
Vice President, Regulatory Affairs
Time Warner Telecom
845 Camino Sur
Palm Springs, CA 92262-4257
Tel: (760) 832-6275
E-mail: Lyndall.Nipps@twtelecom.com

Original and 17 copies of the foregoing
filed this 30th day of May 2007, with
Docket Control.



Exhibit A

Published Notice of Joint Application and Affidavit of Publication

NOTICE OF JOINT APPLICATION OF TIME WARNER TELECOM OF ARIZONA LLC, XSPEDIUS MANAGEMENT CO., SWITCHED SERVICES, LLC AND XSPEDIUS MANAGEMENT CO. OF PIMA COUNTY, LLC TO TRANSFER EXISTING CUSTOMERS OF XSPEDIUS MANAGEMENT CO., SWITCHED SERVICES, LLC AND XSPEDIUS MANAGEMENT CO. OF PIMA COUNTY, LLC TO TIME WARNER TELECOM OF ARIZONA LLC, AND FOR XSPEDIUS MANAGEMENT CO., SWITCHED SERVICES, LLC AND XSPEDIUS MANAGEMENT CO. OF PIMA COUNTY, LLC TO DISCONTINUE PROVIDING SERVICE IN ARIZONA

Time Warner Telecom of Arizona LLC, Xspedius Management Co., Switched Services, LLC and Xspedius Management Co. of Pima County, LLC (collectively "Applicants"), all subsidiaries of Time Warner Telecom, Inc. ("Time Warner Telecom"), the ultimate parent corporation, have filed with the Arizona Corporation Commission ("Commission") a joint application to transfer the assets and the customer base of Xspedius Management Co., Switched Services, LLC and Xspedius Management Co. of Pima County, LLC ("Xspedius Subsidiaries") to Time Warner Telecom of Arizona LLC. Upon completion of the transfer, Time Warner Telecom of Arizona LLC will provide telecommunications services to the existing customers of the Xspedius Subsidiaries. Applicants existing Arizona tariffs will be consolidated so that Xspedius Subsidiaries' end users, who will now be served by Time Warner Telecom of Arizona LLC, will continue to receive the same services at the same rates, terms and conditions as at present. All rates, terms and conditions contained in Xspedius Subsidiaries' customer contracts will be honored by Time Warner Telecom. Arizona customers of Xspedius Subsidiaries will be notified directly by letter mailed on or before May 25, 2007.

Commission Rule A.A.C. R14-2-1107(B) provides that interested persons have thirty (30) days from the publication date of this notice to file objections to the joint application, to request a hearing and/or to submit a motion to intervene in the proceeding. However, failure to intervene will not preclude any interested person or entity from making a statement for the record. If you have any comments, mail them to:

The Arizona Corporation Commission
 Attention Docket Control
 1200 West Washington Street
 Phoenix, Arizona 85007
 Re: Time Warner Telecom of Arizona LLC,
 Xspedius Management Co.,
 Switched Services, LLC and
 Xspedius Management Co. of
 Pima County, LLC
 Docket Nos.: T-03943A-07-0205
 T-04112A-07-0205
 T-04113A-07-0205

If you have any questions about this joint application or have any objections to its approval, you may contact the Consumer Services Section of the Commission at 1200 West Washington Street, Phoenix, Arizona 85007, or call 602-542-3477 or 1-800-222-7000. The joint 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 Applicants' Attorney's office, Joan S. Burke, Osborn Maledon, P.A., 2929 North Central Avenue, 21st Floor, Phoenix, Arizona 85012.

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request reasonable accommodations such as a sign language interpreter, as well as request this document in an alternative format, by contacting Shelley Hood, ADA Coordinator, voice phone number (602) 542-3931. E-mail shhood@cc.state.az.us. Requests should be made as early as possible to allow time to arrange the accommodation.
 Published: April 30, 2007

THE ARIZONA REPUBLIC

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

April 30, 2007

Sworn to before me this
30TH day of
April A.D. 2007



Marilyn Greenwood
Notary Public

Exhibit B
Verification

VERIFICATION

I, Lyndall W. Nipps, am Vice President, Regulatory for Time Warner Telecom Inc. and am authorized to represent it and its subsidiaries and affiliates, and to make this verification on their behalf. The statements in the *Application and Request for Expedited Consideration* filed March 30, 2007, and the foregoing *Supplement to the Application* relating to Time Warner Telecom Inc. and its subsidiaries and affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Date: 5/25/07



Lyndall Nipps
Vice President, Regulatory
Time Warner Telecom
845 Camino Sur
Palm Springs, CA 92262-4257

STATE OF CALIFORNIA)
) ss.
County of Riverside)

On this, the 25th day of May 2007, before me, a Notary Public of said State, duly commissioned and sworn, personally appeared Lyndall Nipps, known to me (~~or satisfactorily proven~~) to be the person whose name is subscribed to the foregoing instrument, and who acknowledged that being informed of the contents of the instrument it was executed freely and voluntarily for the purposes and consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public

