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BEFORE THE ARIZONA CORPORATION COMMISSION

2009 MAY 13 P 4:49

KRISTIN K. MAYES
Chairman

AZ CORP COMMISSION
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GARY PIERCE
Commissioner

Arizona Corporation Commission
DOCKETED

PAUL NEWMAN
Commissioner

MAY 13 2009

SANDRA D. KENNEDY
Commissioner

DOCKETED BY [Signature]

BOB STUMP
Commissioner

In the Matter of the Application of Level 3
Communications, LLC, Broadwing
Communications, LLC, and WilTel
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 Approval of Encumbrance of
Assets

Docket Nos: T-03654A-09-0174
T-04176A-09-0174
T-03708A-09-0174

SUPPLEMENT TO APPLICATION

Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC ("Broadwing"), and WilTel Communications, LLC ("WilTel") (collectively "Applicants") file this Supplement to update their recently filed Application. Pursuant to the Application, the Applicants are seeking approvals relating to participation in a \$500 million expansion of an existing Credit Facility. Level 3 Financing originally intended to raise \$220 million immediately, with an additional \$280 million to be raised at a later date under the terms of the Credit Facility. However, the parties have received an additional \$60 million in commitments from lenders such that the initial commitment is now \$280 million rather than \$220 million. The overall amount of the Credit Facility expansion has not been changed and remains at \$500 million. Consequently, the Applicants are not amending their request but simply advising the Commission of this recent development.

1 RESPECTFULLY SUBMITTED this 13th day of May, 2009.

2 LEWIS AND ROCA LLP

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9 Attorneys for Level 3 Communications, LLC,
10 Broadwing Communications, LLC, and WilTel
11 Communications, LLC

12 ORIGINAL and thirteen (13) copies
13 of the foregoing filed
14 this 13th day of May, 2009, with:

15 The Arizona Corporation Commission
16 Utilities Division – Docket Control
17 1200 W. Washington Street
18 Phoenix, Arizona 85007

19 Copy of the foregoing hand-delivered
20 this 13th day of May, 2009, to:

21 Robin Mitchell
22 Legal Division
23 Arizona Corporation Commission
24 1200 W. Washington Street
25 Phoenix, Arizona 85007

26 Brendan Aladi
27 Utilities Division
28 Arizona Corporation Commission
29 1200 W. Washington Street
30 Phoenix, Arizona 85007

31 Yvette Kinsey, Administrative Law Judge
32 Hearing Division
33 Arizona Corporation Commission
34 1200 W. Washington Street
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