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BEFORE THE ARIZONA CORPORATION COMMISSION

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KRISTIN K. MAYES
Chairman

2009 JUN -8 P 4: 37

GARY PIERCE
Commissioner

AZ CORP COMMISSION
DOCKET CONTROL

PAUL NEWMAN
Commissioner

SANDRA D. KENNEDY
Commissioner

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

**REQUEST FOR EXPEDITED
TREATMENT**

Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC ("Broadwing"), and WilTel Communications, LLC (collectively, "Applicants") respectfully request that the Hearing Division issue a Recommended Opinion and Order in time for this matter to be placed on the June 23-24, 2009 Open Meeting. The Applicants expect to have all other required state approvals finalized by June 15, 2009, and respectfully request that this matter be placed on the June 23-24 Open Meeting so that the Applicants may finalize the financing described in the Application as soon thereafter as possible.

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Arizona Corporation Commission
DOCKETED

JUN - 8 2009

DOCKETED BY

1 RESPECTFULLY SUBMITTED this 8th day of June, 2009.

2 LEWIS AND ROCA LLP

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5 Thomas H. Campbell
6 Michael T. Hallam
7 40 North Central Avenue
8 Phoenix, AZ 85004

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

12 ORIGINAL and thirteen (13) copies
13 of the foregoing filed
14 this 8th day of June, 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 8th day of June, 2009, to:

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

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

Yvette Kinsey, Administrative Law Judge
Hearing Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

