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BEFORE THE ARIZONA CORPORATION COMMISSION

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KRISTIN K. MAYES  
Chairman

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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

**WAIVER OF EXCEPTIONS  
PERIOD**

Through this filing Level 3 Communications, LLC, Broadwing Communications,  
LLC, and WilTel Communications, LLC agree to waive the ten-day exceptions period.

RESPECTFULLY SUBMITTED this 9th day of June, 2009.

LEWIS AND ROCA LLP

Thomas H. Campbell  
Michael T. Hallam  
40 North Central Avenue  
Phoenix, AZ 85004

Arizona Corporation Commission

**DOCKETED**

JUN - 9 2009

DOCKETED BY

Attorneys for Level 3 Communications, LLC,  
Broadwing Communications, LLC, and WilTel  
Communications, LLC

1 ORIGINAL and thirteen (13) copies  
2 of the foregoing filed  
3 this 9th day of June, 2009, with:

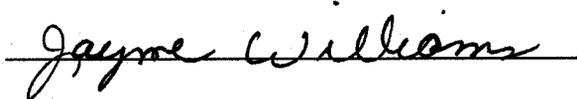
3 The Arizona Corporation Commission  
4 Utilities Division – Docket Control  
5 1200 W. Washington Street  
6 Phoenix, Arizona 85007

6 Copy of the foregoing hand-delivered  
7 this 9th day of June, 2009, to:

7 Robin Mitchell  
8 Legal Division  
9 Arizona Corporation Commission  
10 1200 W. Washington Street  
11 Phoenix, Arizona 85007

10 Ernest Johnson  
11 Utilities Division  
12 Arizona Corporation Commission  
13 1200 W. Washington Street  
14 Phoenix, Arizona 85007

13 Yvette Kinsey, Administrative Law Judge  
14 Hearing Division  
15 Arizona Corporation Commission  
16 1200 W. Washington Street  
17 Phoenix, Arizona 85007

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