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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

2011 DEC 29 A 11:38

Arizona Corporation Commission

DOCKETED

DEC 29 2011

ARIZONA CORP COMMISSION
DOCKET CONTROL

DOCKETED BY [Signature]

IN THE MATTER OF THE APPLICATION OF (1) LEVEL 3 COMMUNICATIONS, LLC FOR A LIMITED WAIVER OF THE PUBLIC UTILITY HOLDING COMPANIES AND AFFILIATED INTEREST RULES (A.A.C. R014-2-801 et seq.) OR IN THE ALTERNATIVE, APPROVAL OF GUARANTEE UNDER A.A.C. R14-2-804; AND (2) LEVEL 3 COMMUNICATIONS, LLC, BROADWING COMMUNICATIONS, LLC, WILTEL COMMUNICATIONS, LLC, GLOBAL CROSSING TELECOMMUNICATIONS, INC. AND GLOBAL CROSSING LOCAL SERVICES, INC. FOR AUTHORIZATION TO ENCUMBER AND/OR MORTGAGE THEIR ASSETS.

DOCKET NO. T-03654A-11-0440
DOCKET NO. T-02438B-11-0440
DOCKET NO. T-03658A-11-0440
DOCKET NO. T-04176A-11-0440
DOCKET NO. T-03708A-11-0440

PROCEDURAL ORDER

BY THE COMMISSION:

On December 7, 2011, Level 3 Communications, LLC ("Level 3 LLC") filed an application with the Arizona Corporation Commission ("Commission") for a limited waiver of the rules governing public utility holding companies and affiliated interests, A.A.C. R14-2-801 et seq. in connection with certain financing arrangements of Level 3 LLC's affiliate Level 3 Financing, Inc. ("Level 3 Financing") under which Level 3 LLC will provide a guarantee. In the alternative, Level 3 LLC requests, to the extent necessary, approval under A.A.C. R14-2-804 for Level 3 LLC to provide the guarantee for the new financing arrangements of Level 3 Financing. Additionally, Level 3 LLC, Broadwing Communications, LLC, Wiltel Communications, LLC, Global Crossing Telecommunications, Inc. and Global Crossing Local Services, Inc. (collectively, "Level 3 Affiliates") seek authorization under A.R.S. § 40-285 for the pledge, mortgage, lien and/or encumbrance of their utility plant and assets in connection with Level 3 LLC's and Level 3 Affiliates' participation in certain new financing arrangements of Level 3 Financing. Level 3 LLC and Level 3 Affiliates further request a Commission finding that the requirements of A.R.S. § 40-301

1 *et seq.*, as they otherwise apply to the proposed transaction, are inapplicable to them as foreign public
2 service corporation providing communication service within the State of Arizona pursuant to the
3 exemption set forth in A.R.S. § 40-301(D).

4 On December 22, 2011, Level 3 and Level 3 Affiliates filed a Notice of Affidavit of
5 Publication.

6 A procedural conference should be held for the purpose of discussing the processing of the
7 application, in particular the request for a waiver under A.A.C. R14-2-806.

8 IT IS THEREFORE ORDERED that a **procedural conference** shall be held on **January 5,**
9 **2012, at 2:00 p.m.**, or as soon thereafter as practicable, at the Commission's office, 1200 West
10 Washington Street, Hearing Room No. 1, Phoenix, Arizona, for the purpose of discussing the
11 processing of the application, in particular the request for a waiver under A.A.C. R14-2-806.

12 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,
13 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at
14 hearing.

15 DATED this 29th day of December, 2011.

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TEENA JIBILIAN
ADMINISTRATIVE LAW JUDGE

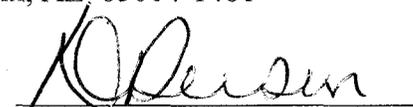
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20 Copies of the following mailed/delivered
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