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March 8, 2013

Via Overnight Courier

Docket Control - Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007-2927

REC'D
AZ CORP COMMISSION
DOCKET CONTROL
2013 MAR 11 PM 12:58

Arizona Corporation Commission
DOCKETED

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Re: CONSUMMATION NOTICE & COMPLIANCE FILING

Docket Nos. T-03654A-12-0487, T-02438B-12-0487, T-04176A-12-0487, T-03708A-12-0487; Decision No. 73673

Joint Application of (1) Level 3 Communications, LLC, Broadwing Communications, LLC, WiTel Communications, LLC, and Global Crossing Telecommunications, Inc. for a Limited Waiver of the Public Utility Holding Companies and Affiliates Interest Rules (A.A.C. R14-2-801 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, WiTel Communications, LLC, and Global Crossing Telecommunications, Inc. for Authorization to Encumber and/or Mortgage Their Assets

Dear Docket Control:

On behalf of Level 3 Communications, LLC, Broadwing Communications, LLC, WiTel Communications, LLC, and Global Crossing Telecommunications, Inc. (collectively, the "Applicants"), this letter notifies the Arizona Corporation Commission ("Commission") that Applicants have provided guarantees and related asset pledges as security for the \$1.2 billion Term Loan financing transaction described in the above-referenced Application.

In compliance with Decision No. 73673, Applicants notify the Commission that the "security documents" associated with the \$1.2 billion Term Loan financing transaction are available in the SEC 8-K filed on October 5, 2012 and online at: <http://www.sec.gov/Archives/edgar/data/794323/000110465912067869/0001104659-12-067869-index.htm>. Specifically, please see the exhibits to each of the filed 8-K forms and links thereto listed in the attachment to this letter. Due to the voluminous size of these documents, Applicants request that the Commission accept the links in lieu of the actual documents. At the request of staff, Applicants would be pleased to email a copy of these documents in pdf format.

An original and fourteen (14) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

Catherine Wang
Danielle Burt

Counsel for Applicants

cc (via email): Michael Patten, Esq.

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ATTACHMENT

\$1.2 billion Term Loan “Security Documents”

| | | |
|------|--|---|
| 10.1 | Fifth Amendment Agreement, dated as of October 4, 2012, to Amended and Restated Credit Agreement dated as of August 6, 2012. | http://www.sec.gov/Archives/edgar/data/794323/000110465912067869/a12-23151_1ex10d1.htm |
| 10.3 | Amended and Restated Loan Proceeds Note, dated October 4, 2012, issued by Level 3 Communications, LLC to Level 3 Financing, Inc. in the Initial Principal Amount of \$3,815,000. | http://www.sec.gov/Archives/edgar/data/794323/000110465912067869/a12-23151_1ex10d2.htm |
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