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MEMORANDUM

TO: Docket Control

FROM: Steven M. Olea
Director
Utilities Division

Arizona Corporation Commission

DOCKETED

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DOCKET CONTROL

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DATE: September 11, 2014

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RE: **ADMINISTRATIVE CLOSURE - IN THE MATTER OF THE JOINT APPLICATION OF (1) LEVEL 3 COMMUNICATIONS, INC., TW TELECOM INC., TW TELECOM HOLDINGS INC. AND TW TELECOM OF ARIZONA LLC FOR APPROVAL OF A LIMITED WAIVER OF THE PUBLIC UTILITY HOLDING COMPANIES AND AFFILIATED INTEREST RULES (A.A.C. R14-2-801 ET SEQ.) OR, IN THE ALTERNATIVE, APPROVAL OF A TRANSFER OF CONTROL OF TW TELECOM OF ARIZONA LLC UNDER A.A.C. R17-2-803; AND (2) LEVEL 3 COMMUNICATIONS, LLC, WILTEL COMMUNICATIONS, LLC, GLOBAL CROSSING TELECOMMUNICATIONS, INC., AND TW TELECOM OF ARIZONA LLC FOR A LIMITED WAIVER OF THE PUBLIC UTILITY HOLDING COMPANIES AND AFFILIATED INTEREST RULES (A.A.C. R14-2-801 ET SEQ.) OR, IN THE ALTERNATIVE, APPROVAL OF A GUARANTEE UNDER A.A.C. R14-2-804 (DOCKET NOS. T-03654A-14-0252, T-04176A-14-0252, T-02438B-14-0252, T-03658A-14-0252, T-03708A-14-0252 AND T-03943A-14-0252)**

On July 2, 2014, Level 3 Communications, Inc. ("Level 3"), Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC ("Broadwing"), Global Crossing Telecommunications, Inc. ("GC Telecommunications"), Global Crossing Local Services, Inc. ("GC Local"), WilTel Communications, LLC ("WilTel" and collectively with Level 3 LLC, Broadwing, GC Telecommunications, and GC Local, the "Level 3 Companies") tw telecom inc. ("tw telecom"), tw telecom holdings inc. ("tw telecom holdings") and tw telecom of arizona llc ("tw telecom arizona") filed an Application at the Arizona Corporation Commission ("Commission") for a Limited Waiver of the Commission's Public Utility Holding Companies and Affiliated Interest Rules, Arizona Administrative Code ("A.A.C"). R14-2-801 to R14-2-806 with respect to:

1. A proposed transaction whereby Level 3 will acquire indirect control of tw telecom arizona, a non-dominant carrier that holds authority from the Commission to provide intrastate telecommunications services in Arizona.
2. New financing arrangements of Level 3's subsidiary Level 3 Financing, Inc. under which the Level 3 Companies and tw telecom arizona will provide guarantees.

In the event the Commission declines to grant the waivers under A.A.C. R14-2-806, the Level 3 Companies and tw telecom arizona alternately request, to the extent necessary, authorization under A.A.C. R14-2-803 for Level 3's acquisition of tw telecom arizona and approval under A.A.C. R14-2-804 to provide guarantees for the new financing arrangements of Level 3 Financing.

Pursuant to A.A.C. R14-2-806.C., the waiver has become effective on the 31st day (August 2, 2014) following filing of the Application. Staff recommends that this docket be administratively closed.

SMO:MAC:vsc

Originator: Matt Connolly

Service List for: Level 3 Communications, Inc.
Docket No. T-03654A-14-0252, ET AL

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