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June 22, 2007

By Overnight Mail

Chairman Sandra Kyle
c/o Sharla Dillon, Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: **Docket No. 06-0261:** Joint Application of Level 3 Communications, Inc., Broadwing Corporation, and Broadwing Communications, LLC for Approval for the Transfer of Control of Broadwing Communications, LLC and Related Transactions, Including the Participation of Broadwing Communications, LLC in Certain Financing Arrangements of Level 3 Financing, Inc.

**NOTICE OF NON-CONSUMMATION OF
FINANCING ARRANGEMENTS**

Dear Chairman Kyle:

Broadwing Communications, LLC, Level 3 Communications, LLC, Wiltel Communications, LLC, and Wiltel Local Network, LLC (collectively, the "Parties"), through undersigned counsel, inform the Commission that Broadwing will not provide the pledge of assets and related guarantee described in the above-referenced Application, approved by the Authority in the above-referenced Docket on December 4, 2006.¹ By correspondence dated January 10, 2007, the Parties informed the Authority that the transfer of control portion of the transaction had concluded on January 3, 2007.

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

Respectfully submitted,



Catherine Wang
Brett P. Ferenchak

cc: Charles B. Welch, Jr.

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¹ Instead, Broadwing will participate in the two financing arrangements described in Docket No. 07-00051 and approved by the Authority on April 16, 2007, which replaced the financing arrangements described in this Application.