

BROADWING CORP  
Form SC TO-I/A  
February 12, 2007

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO - I/A**

Tender Offer Statement Under Section 14(d)(1) or Section 13(e)(1)

of the Securities Exchange Act of 1934

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**BROADWING CORPORATION**

(Name of Subject Company (issuer))

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**BROADWING CORPORATION**

(Issuer)

**LEVEL 3 COMMUNICATIONS, INC.**

(Affiliate of Issuer)

(Name of Filing Person (identifying status as offeror, issuer or other person))

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**3.125% Convertible Senior Debentures due 2026**

(Title of Class of Securities)

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**CUSIP Numbers 11161EAB7; 11161EAA9**

(CUSIP Number of Class of Securities)

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**Thomas C. Stortz, Esq.**

**Executive Vice President and Chief Legal Officer**

**1025 Eldorado Boulevard**

**Broomfield, Colorado 80021**

**(720) 888-1000**

(Name, address and telephone number of person authorized to receive notices

and communications on behalf of filing persons)

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*Copy to:*

**John S. D. Alimonte, Esq.**

**David K. Boston, Esq.**

**Willkie Farr & Gallagher LLP**

**787 Seventh Avenue**

**New York, NY 10019**

**(212) 728-8000**

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**Calculation of Filing Fee**

**Transaction valuation\***  
\$181,312,500

**Amount of filing fee**  
\$19,400.44

- \* For the purpose of calculating the filing fee only, this amount represents the maximum aggregate purchase price payable in connection with a designated event repurchase offer for the 3.125% Convertible Senior Debentures due 2026 pursuant to the applicable indenture, calculated as the sum of (a) \$180,000,000, representing 100% of the principal amount of the debentures outstanding, plus (b) \$1,312,500, representing accrued and unpaid interest on the debentures through February 8, 2007, the day prior to the currently anticipated repurchase date.
- x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$19,400.44  
Form or Registration No.: 005-60745

Filing Party: Broadwing Corporation; Level 3 Communications Inc.  
Date Filed: January 12, 2007

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 2 to Schedule TO (this Amendment) is filed by Broadwing Corporation (Broadwing) with respect to the right of each holder of Broadwing's 3.125% Convertible Senior Debentures due 2026 (the Debentures) to sell to Broadwing, and the obligation of Broadwing to repurchase from each holder who exercises this right, the Debentures pursuant to the terms and conditions of the Notice of Designated Event and Offer to Purchase dated January 12, 2007 (as may be amended or supplemented from time to time, the Offer to Purchase) attached hereto as Exhibit (a)(1)(i), the Debentures and the Indenture dated as of May 16, 2006, as supplemented on January 3, 2007, by and among Broadwing, the guarantors party thereto, Level 3 Communications, Inc., Level 3 Colorado, Inc. and The Bank of New York Trust Company, National Association, as Trustee (the Offer). This Amendment amends the Tender Offer Statement on Schedule TO (the Schedule TO) filed by Broadwing on January 12, 2007, as amended on January 31, 2007. This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

All information set forth in the Offer to Purchase is incorporated by reference in response to Items 1 through 11 in this Schedule TO except those items as to which information is specifically provided herein.

Capitalized terms used and not defined herein have the meanings given to them in the Offer to Purchase and the Schedule TO.

**ITEM 11. ADDITIONAL INFORMATION.**

The Offer expired at 11:59 p.m., Eastern time, on Friday, February 9, 2007 (the Designated Event Expiration Time), and, in accordance with the terms and conditions of the Offer, on February 9, 2007, Broadwing repurchased all Debentures properly tendered and not withdrawn as of the Designated Event Expiration Time. As of the Designated Event Expiration Time, \$1,000,000 aggregate principal amount of Debentures, or approximately 0.56% of the aggregate principal amount of Debentures then outstanding, had been tendered in the Offer. Broadwing repurchased all Debentures tendered for an aggregate price of \$1,007,290, representing 100% of the principal amount of each Debenture repurchased plus accrued and unpaid interest to, but excluding, February 9, 2007.

**ITEM 12. EXHIBITS.**

- (a)(1)(i) Notice of Designated Event and Offer to Purchase, dated January 12, 2007.\*
- (a)(1)(i)(a) Supplement to Notice of Designated Event and Offer to Purchase, dated January 31, 2007.\*
- (a)(1)(ii) Letter of Transmittal.\*
- (a)(5)(i) Press Release dated January 12, 2007.\*
- (d)(1) Indenture dated as of May 16, 2006, by and among Broadwing Corporation, the guarantors party thereto and The Bank of New York Trust Company, National Association (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee (Incorporated by reference to Broadwing Corporation's Current Report on Form 8-K dated May 16, 2006).
- (d)(2) Supplemental Indenture dated as of January 3, 2007, by and among Broadwing Corporation, the guarantors party thereto, Level 3 Communications, Inc. and The Bank of New York Trust Company, National Association (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee, relating to Broadwing Corporation's 3.125% Convertible Senior Debentures due 2026 (Incorporated by reference to the Form S-3 of Level 3 Communications, Inc. and Broadwing Corporation filed with the Securities and Exchange Commission on January 8, 2007).
- (d)(3) Supplemental Indenture dated as of January 3, 2007, by and among Broadwing Corporation, the guarantors party thereto, Level 3 Communications, Inc., Level 3 Colorado, Inc. and The Bank of New York Trust Company, National Association (as successor in interest to J.P. Morgan Trust Company, National Association), as Trustee, relating to Broadwing Corporation's 3.125% Convertible Senior Debentures due 2026 (Incorporated by reference to the Form S-3 of Level 3 Communications, Inc. and Broadwing Corporation filed with the Securities and Exchange Commission on January 8, 2007).

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\* Previously filed.

**ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2007

BROADWING CORPORATION

By: /s/ THOMAS C. STORTZ

Name: **Thomas C. Stortz**

Title: **Executive Vice President,**

**Chief Legal Officer and Secretary**

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2007

LEVEL 3 COMMUNICATIONS, INC.

By: /s/ THOMAS C. STORTZ

Name: **Thomas C. Stortz**

Title: **Executive Vice President & Chief Legal Officer**

**EXHIBIT INDEX**

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