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BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

February 22, 2006

IN RE:

PETITION OF TELCOVE, INC.,
TELCOVE OPERATIONS, INC.,
TELCOVE OF TENNESSEE, INC.,
AND TELCOVE OF NASHVILLE, L.P.

DOCKET NO.

06-00058

TR.A. DOCKET #06-00058

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PETITION FOR APPROVAL TO INCREASE THE AMOUNT OF AN
EXISTING SECURED REVOLVING CREDIT FACILITY

TelCove, Inc. ("TelCove"), TelCove Operations, Inc. ("TelCove Operations"), TelCove of Tennessee, Inc. ("TelCove of Tennessee"), and TelCove of Nashville, L.P. ("TelCove of Nashville"), (collectively "Petitioners"),¹ through their undersigned counsel, hereby submit this Petition for approval to increase the amount of an existing secured loan facility ("Petition") to the Tennessee Regulatory Authority ("Authority") in further and continued compliance with Tenn. Code Ann. § 65-4-109. Petitioners respectfully request approval from the Authority to increase the amount of an existing secured loan facility described herein on an expedited basis.

Petitioners submit the following information in support of the petition:

I. PARTIES

TelCove is a corporation duly organized and existing under the laws of Delaware. TelCove's principal office is located at 712 North Main Street, Coudersport, Pennsylvania. TelCove Operations and TelCove of Tennessee are direct, wholly-owned

¹ On January 31, 2005, in Docket 03-00458, the Authority approved the name changes of Adelphia Business Solutions of Nashville, LP and Adelphia Business Solutions Operations, Inc. to TelCove of Nashville, LP and TelCove Operations, Inc., respectively.

subsidiaries of TelCove. TelCove of Tennessee owns a 95% general partnership interest in TelCove of Nashville. The other 5% partnership interest in TelCove of Nashville is owned indirectly by TelCove Operations. TelCove Operations and TelCove of Nashville are certificated by the Authority and operate in Tennessee as facilities-based telecommunications carriers (the "Tennessee Operating Entities").

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Petition are as follows:

Charles B. Welch, Jr.
Farris Mathews Branam Bobango Hellen & Dunlap, PLC
618 Church Street, Suite 300
Nashville, TN 37219
Tel: (615) 726-1200
Fax: (615) 726-1776

III. DESCRIPTION OF THE PROPOSED TRANSACTIONS

In Docket No.05-00125, the Authority approved financing transactions allowing Petitioners to enter into a sixty-five (65) million dollar senior secured multi-draw second lien and first mortgage term loan facility ("Loan").² The financing arrangement was approved for the purposes of capital expenditures, acquisitions, and other general corporate purposes.³ To secure the financing, Petitioners were authorized to pledge the assets of all of its operating entities, including those assets of the Tennessee Operating Entities.

Petitioners now seek approval to increase the maximum amount of the Loan from sixty-five (65) million dollars to eighty-five (85) million dollars, a net increase of twenty (20) million dollars.

² In Re: Petition of TelCove, Inc., TelCove Operations, Inc., TelCove of Tennessee, Inc. and TelCove of Nashville for Approval to Increase the Amount of an Existing Secured Revolving Credit Facility and to Issue New Debt, Docket No. 05-00125, Order Approving Financing Transactions (July 6, 2005).

³ Id. at 3.

Apart from the increased maximum amount of the Loan, the substantive terms and conditions will remain substantially unchanged, including but not limited to the interest rate. As such, the Loan would continue to be secured by 1) perfected second priority liens on general collateral; and 2) perfected first priority liens and mortgages on mortgage collateral. As with the Loan, the general collateral includes all tangible and intangible property of the borrowers and guarantors of the Loan, including the Tennessee Operating Entities. The mortgage collateral includes all rights, title, and interests of the borrowers and guarantors of the Loan, including the Tennessee Operating Entities, in certain real property. None of the real property at issue is located in Tennessee. The proceeds from the increase in the maximum amount of the Loan would provide working capital and be used for other general corporate purposes. The stock ownership and management of the Tennessee Operating Entities will not change as a result of the proposed increase in the maximum amount of the Loan.

IV. APPROVAL IS IN THE PUBLIC INTEREST

Approval of the Petition is in the public interest as it will enable Petitioners to obtain additional financing and working capital critical to the ability of the Tennessee Operating Entities to continue to offer competitive services in Tennessee.

The proceeds from the proposed transaction will benefit Petitioners, and ultimately consumers, by allowing broader consumer choice, more efficient utilization of existing and to be acquired telecommunications resources and facilities, and product and service innovation. The proposed increased financing will allow Petitioners to continue serving existing Tennessee customers; to construct and operate its network and facilities; and to improve and enhance Petitioners' service capabilities to benefit existing and

prospective customers. The requested financing authority will strengthen the Tennessee Operating Entities' ability to compete in the local exchange service market by providing access to greater financial resources. These resources will allow Petitioners to respond to competitive pressures in the evolving telecommunications market and to continue to provide consumers with full facilities-based competitive choice. Thus, Authority approval of this Petition will bolster the Authority's long-standing goal of fostering full facilities-based competition in the telecommunications market and is in the public interest.

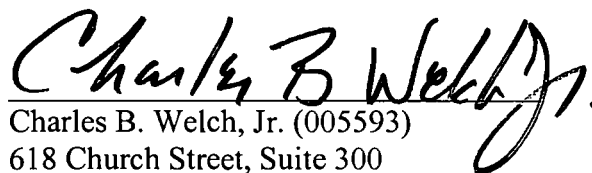
To the extent the financing has any impact on customers, it will be positive. The Tennessee Operating Entities will continue to offer existing customers the same services under the same rates, terms, and conditions. There will be no service interruptions or changes to the tariffed conditions of the Tennessee Operating Entities' services as a result of the approval of the transactions described herein.

WHEREFORE, Petitioners respectfully request that the Authority approve the transactions described herein on an expedited basis.

Dated: February 22, 2006

Respectfully submitted,

**FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC**

A handwritten signature in cursive script, reading "Charles B. Welch, Jr.", is written over a horizontal line.

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