



TENNESSEE REGULATORY AUTHORITY

**460 James Robertson Parkway
Nashville, Tennessee 37243-0505**

May 25, 2006

Charles B. Welch, Jr., Counsel
Farris Mathews Branam Bobango
Hellen & Dunlap, PLC
618 Church Street, Suite 300
Nashville, TN 37219

Catherine Wang, Counsel
Brett P. Ferenczak, Counsel
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007-5116

James E. Means, VP & General Counsel
TelCove, Inc.
121 Champion Way
Canonsburg, PA 15317

RE: Docket 06-00146: Joint Application of Level 3 Communications, Inc. and TelCove, Inc. for Approval of a Transfer of Control of TelCove Operations, Inc. and TelCove of Nashville, L.P. and Related Transactions

Dear Ms. Wang and Messrs. Welch, Ferenczak, and Means:

In order to fully analyze the above-referenced application, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by June 2, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. On Page 6 of the Petition filed with the TRA on May 17, 2006, it certifies that upon closing of the proposed transfer of control transaction, New TelCove and TelCove-Ops will pledge their assets as security and enter into a guaranty for existing indebtedness of Level 3 Financing. Will any Tennessee assets be pledged as collateral for any debt issued? If so, name the particular asset(s), and the percentage of each particular asset(s) pledge.

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If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or email him at carlos.black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file of the original to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

A handwritten signature in cursive script that reads "Colleen Edwards". The signature is written in dark ink and is positioned below the word "Sincerely,".

Colleen Edwards, Interim Chief
Competitive Markets & Policy Division

c: Mr. Gregg Strumberger, Regulatory Counsel
Level 3 Communications, Inc.

Mr. Michael P. Donahue, Director of Regulatory Affairs
TelCove, Inc.

Mr. Ron Jones, Chairman
Ms. Sharla Dillon, Docket Room Manager