



TENNESSEE REGULATORY AUTHORITY

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

June 2, 2006

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

Catherine Wang, Counsel
Brett P. Ferencsak, 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, Ferencsak, and Means:

Based upon the Applicants response to Staff's Data Request No. 1, dated June 1, 2006, it has been determined that in order to fully analyze the above-referenced application, additional information is required. Please provide the information requested below by June 9, 2006, and refer to this correspondence as Data Request No. 2 in the response.

1. List specific TelCove assets in Tennessee that will be pledged as collateral and/or security to secure the existing Level 3 Financing.

If you have any questions, or need further assistance, please call me at 615-741-2904, ext. 196 or email me 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,



Carlos Black, Utility Rate Analyst
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