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June 8, 2006

Chairman Ron Jones
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

FILED ELECTRONICALLY

Filed Electronically in Docket Office on 06/08/06 @ 1:10pm

Re: Data Request No. 2 in Docket No. 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.

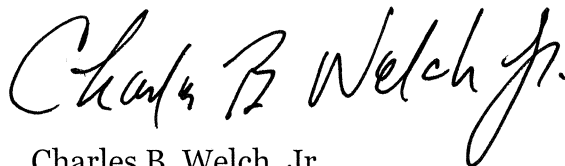
Dear Chairman Jones:

Please find enclosed, an original and 5 copies of the referenced request. Please date stamp a copy for my records and return in the enclosed envelope.

Thank you for your assistance regarding this matter. If we can be of further assistance, please do not hesitate to contact us. I am

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC



Charles B. Welch, Jr.

CBW/jrh
Enclosure

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TO: Chairman Ron Jones

FROM: Charles B. Welch, Jr.

RE: Data Request No. 2 in Docket No. 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.

DATE: June 8, 2006

DATA REQUEST NO. 2: List specific TelCove assets in Tennessee that will be pledged as collateral and/or security to secure the existing Level 3 financing.

ANSWER: TelCove will be required to provide a first priority pledge of all the capital stock of each TelCove subsidiary, including the Tennessee operating company. Level 3 Communications, Inc., as the parent company of TelCove, will be required to pledge the capital stock of TelCove and a perfected, first-priority security interest in tangible and intangible assets of TelCove and its subsidiaries including, without limitation, accounts receivable, inventory, equipment, intellectual property, investment property and other intangible assets and proceeds of the foregoing, subject to certain exclusions set forth in the security documents (together, the "Collateral"). The Collateral will also include a security interest in cash of TelCove, but TelCove will only be required to enter into and maintain deposit and/or investment account control agreements with depository banks and other entities having custody of certain proceeds from any sale of TelCove and the security interest in cash will otherwise be unperfected.

TelCove will not be required to provide: (i) a mortgage on any of its real property; (ii) a security interest in any vehicle, including aircraft; (iii) a security interest in respect to any contract that contains a valid prohibition on assignment, except to the extent such prohibition is not enforceable to prohibit a security interest under applicable law; (iv) a

security interest in any asset acquired with the proceeds of purchase money debt or a capital lease obligation, in each case incurred in accordance with the provisions of the credit agreement; or (v) a security interest in non-U.S. intellectual property rights (collectively, the "Excluded Assets"); provided, however, that TelCove cannot grant a mortgage or other security interest, other than certain permitted liens in any Excluded Asset to secure any indebtedness other than mortgages or security interests in existence on the date that TelCove provides its guarantee and pledge that are permitted secured debt described in the credit agreement, and security interests or mortgages in respect to refinancing of the foregoing.