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July 28, 2006

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Chairman Ron Jones
c/o Sharla Dillon, Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: NOTICE OF CONSUMMATION
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:

Level 3 Communications, Inc. and TelCove, Inc. (together, the "Parties"), through undersigned counsel, inform the Tennessee Regulatory Authority ("TRA") that, on July 24, 2006, the Parties completed the transactions approved by the TRA at its Conference on June 26, 2006.

An original and fourteen (14) copies of this Notice of Consummation are enclosed. Kindly date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

Brett P Ferenchak

Catherine Wang
Brett P. Ferenchak

cc: Charles B. Welch, Jr.