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T.R.A. DOCKET ROOM

January 8, 2007

VIA OVERNIGHT DELIVERY

Chairman Pat Miller
c/o Sharla Dillon, Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Docket No. 06-00318

Dear Ms. Dillon:

Please find enclosed for filing the Data Request Responses of TelCove of Nashville, L.P. and TelCove Operations, Inc. The Responses are answers to the requests dated January 3, 2007.

An original and thirteen (13) copies of this filing are enclosed. Please date-stamp and return the extra copy of this filing in the enclosed self-addressed, stamped envelope. Questions regarding this filing may be addressed to the undersigned at 703-760-5200.

Respectfully submitted,

Edward S. Quill, Jr.
Brian McDermott

Counsel for TelCove Operations, Inc.

cc: Jerry Kettles

A Professional Corporation

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

RESPONSE: Petitioners and their affiliates have filed the appropriate documents and obtained the necessary approvals in the following states: Kentucky, Michigan, New Hampshire, North Carolina, Oklahoma and Vermont.

Petitioners have filed pending applications or will file applications in the following states: Alabama, Arkansas, Delaware, Florida, Georgia, Kansas, Louisiana, Maryland, Mississippi, Missouri, New Jersey, New York, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, West Virginia and the District of Columbia.

2. As required by FCC Rules in CC Docket No. 00-257, provide a copy of the self-certification letter filed with the FCC regarding transfer transactions.

RESPONSE: See Attachment A.

3. Provide the number of customers that TelCove of Nashville, L.P. ("TelCove-Nashville") currently has in Tennessee.

RESPONSE: As of October 2006, TelCove-Nashville has approximately 325 customers in Tennessee.

4. Will all TelCove-Nashville customers in Tennessee be transferred and/or assigned to TelCove Operations, Inc. ("TelCove-Operations")?

RESPONSE: All customers of TelCove-Nashville will be transferred to TelCove-Operations.

5. According to page 5 of the *Petition* filed with the Authority on December 20, 2006, Petitioners are sending customer notices alerting TelCove-Nashville customers that they will be transitioned to TelCove-Operations. Also on page 5, the *Petition* states that Petitioners are also sending customer notices to TelCove-Operations' Tennessee customers informing them of the name change from TelCove Operations, Inc. to TelCove Operations, LLC. Consistent with TRA Rule 1220-4-2-56(2)(d), provide a current customer notification letter that meets the requirements and/or complies with the above-referenced rule (see attachment).

RESPONSE: The sample customer notice is attached as Attachment B. The notice will be included as a bill insert to customers. Customer are currently receiving bills co-branded under the "TelCove" and "Level 3" brand names and, immediately following the transaction, bills will continue to be collected using the general "TelCove" brand name, so no further changes to the envelope or letterhead will be required.

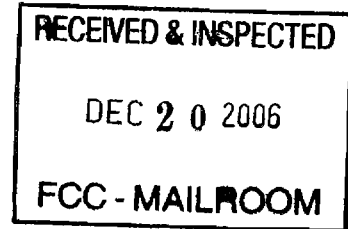
Attachment A



WILLIAMS MULLEN

PLEASE DATE STAMP & RETURN

December 19, 2006



VIA OVERNIGHT DELIVERY

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
9300 East Hampton Drive
Capitol Heights, MD 20743

**RE: COMPLIANCE CERTIFICATION
CC Docket No. 00-257**

Dear Ms. Dortch:

TelCove Operations, Inc. (FRN No. 0015064371); TelCove of Kentucky, Inc. (FRN No. 0015064280); TelCove of Vermont, Inc. (FRN No. 0015064314); TelCove of Nashville, L.P. (FRN No. 0015064561); TelCove Long Haul, L.P. (FRN No. 0015064504); TelCove of South Carolina, Inc. (FRN No. 0015064454); TelCove of Louisiana, LLC (FRN No. 0015064587); TelCove Investment, LLC (FRN No. 0015064470); TelCove of Jacksonville, Inc. (FRN No. 0015064595); TelCove of Pennsylvania, Inc. (FRN No. 0015064447); TelCove of Eastern Pennsylvania (FRN No. 0015064611); and TelCove of York (FRN No. 0015064637) (together the "TelCove Entities"), through undersigned counsel and pursuant to Section 64.1120(e) of the Commission's Rules, 47 C.F.R. §§ 64.1200(e), hereby certify to the Commission that they have complied with the processes and procedures required for the migration of certain subscriber customers, including the customer notification requirements set forth in Commission Rule 64.1200(e)(3), 47 C.F.R. §§ 64.1200(e)(3), in connection with a proposed internal reorganization of the TelCove companies.

Specifically, the TelCove Entities propose to complete the following intracorporate *pro forma* transactions, which will involve the *pro forma* migration of customers:

¹ The TelCove Entities understand that pursuant to Sections 63.03(d) and 63.24(f) of the Commission's Rules, 47 C.F.R. §§ 63.03(d) & 63.24(f), post closing notice is required in connection with *pro forma* reorganizations such as the one described herein. The TelCove Entities will provide such notice under separate cover.

A Professional Corporation

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Ms. Marlene H. Dortch, Secretary

December 19, 2006

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- 1) The customers of the following entities will be migrated to TelCove Operations, Inc. (which is being renamed TelCove Operations, LLC): TelCove of Kentucky, Inc., TelCove of Vermont, Inc., TelCove of Nashville, L.P., TelCove Long Haul, L.P., TelCove of South Carolina, Inc., TelCove of Louisiana, LLC, TelCove Investment, LLC, and TelCove of Jacksonville, Inc.
- 2) The customers of the following entities will be migrated to TelCove of Pennsylvania, Inc. (which is being renamed TelCove of Pennsylvania, LLC): TelCove of Eastern Pennsylvania and TelCove of York.

The TelCove Entities provide regulated intrastate, interstate and international services in the following states: Alabama, Arkansas, Delaware, District of Columbia, Florida, Georgia, Kansas, Kentucky, Louisiana, Maryland, Michigan, Mississippi, Missouri, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Vermont, and West Virginia. Attached hereto as Exhibit A is the form of customer notice that affected customers will receive.

An original and nine (9) copies of this letter are enclosed. Please date-stamp and return the enclosed extra copy of the filing in the attached stamped envelope. Questions regarding this filing may be addressed to the undersigned.

Respectfully submitted,



Edward S. Quill, Jr.
Brian McDermott

cc: Michael Donahue, Level 3 Communications

EXHIBIT A

Form of Customer Notice

Thank you for choosing TelCove as your telecommunications provider. **[TelCove Transferring Entity]** and **[TelCove Receiving Entity]** are pleased to announce that **[TelCove Receiving Entity]** will be acquiring the telecommunications customers of its sister company, **[TelCove Transferring Entity]**, in **[State]**. The actual effective date of the transfer will depend on when we receive the appropriate state and federal regulatory approvals. **[TelCove Receiving Entity]** will automatically become your telecommunications provider for your services at that time.

We want to assure you that the transaction will not affect the price of the services you currently receive and that you will continue to receive TelCove services, without interruption, at the same rates and with the same features, terms and conditions as the service you enjoy today.

The transaction has been structured such that customers should not be charged any carrier-change charges levied by your local telephone company. If, however, such a charge does appear on the bill from your local telephone company as a result of this transfer of service to **[TelCove Receiving Entity]**, please call TelCove **[State]**'s customer service department toll-free at 1-866-Telcove (835-2683) and a representative will reimburse you or credit your account accordingly. You may also call the customer service department if you have any service orders or complaints up until the time the transfer takes place. You may, of course, choose another carrier for your telephone service, but additional charges may apply including any termination liability in your contract.

Please note that any "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer to another long distance carrier will be over-ridden for purposes of this transaction, and will need to be reinstated by you after the transfer is complete. Your **[TelCove Receiving Entity]** customer care representative can provide you with further details.

Additional information about the vast array of communications services offered by TelCove is available at <http://www.telcove.com>.

Verification

VERIFICATION

COMMONWEALTH OF PENNSYLVANIA)
)
CITY OF CANONSBURG) ss:

I, James E. Means, being first duly sworn, state that I am Vice President, Legal of TelCove Operations, LLC; that I am authorized to make this Verification; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Name: James E. Means
Title Vice President, Legal

Attachment B

Thank you for choosing TelCove, a Level 3 company, as your telecommunications provider. Pursuant to an internal restructuring, many of the customer contracts previously held by TelCove's affiliates, including TelCove of Nashville, L.P., are being consolidated into a single TelCove affiliate – TelCove Operations, Inc. ("TelCove Operations"). The actual effective date of the consolidation will depend upon timing for receipt of appropriate state and federal regulatory approvals although it will not occur any sooner than thirty days from the date of this letter. TelCove Operations will become your telecommunications provider for your services at that time.

The transaction will not affect the price, terms, conditions or features for services you currently receive. Service will not be interrupted as a result of this internal transaction.

The transaction has been structured such that customers should not be charged any carrier-change charges levied by your local telephone company. If, however, such a charge does appear on the bill from your local telephone company as a result of this transfer of service to TelCove Operations, please call TelCove Operations' customer service department toll-free at 1-866-Telcove (835-2683) and a representative will reimburse you or credit your account accordingly. You may also call the customer service department if you have any service orders or complaints up until the time the transfer takes place. You may, of course, choose another carrier for your telephone service, but additional charges may apply including any termination liability in your contract.

Please note that any "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer to another long distance carrier will be over-ridden for purposes of this transaction, and will need to be reinstated by you after the transfer is complete. Your TelCove Operations customer care representative can provide you with further details.

In accordance with TRA Rule 1220-4-2-.56(2)(d), for a period of ninety (90) days from the date of the completion of the transfer, TelCove will give customers at least thirty (30) days written notice prior to any rate increase.

Additional information about the vast array of communications services offered by Level 3 and TelCove is available at <http://www.Level3.com>.