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March 9, 2007

VIA OVERNIGHT DELIVERY

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

RE: SUPPLEMENT TO PETITION
Docket No. 06-00318

Dear Ms. Miller:

TelCove of Nashville, L.P. ("TelCove Nashville") and TelCove Operations, Inc. ("TelCove Operations," together with TelCove Nashville, "Petitioners"), hereby supplement the above-referenced Petition with the attached information in response to informal inquiries from Staff. Specifically, Petitioners' provide the following:

- 1) A revised form customer notice letter advising affected customers of the transfer from TelCove Nashville to TelCove Operations.
- 2) The form of customer notice provided on the bill or as a bill insert to existing customers of TelCove Operations advising them of the change in the name of TelCove Operations, Inc. to TelCove Operations, LLC.
- 3) An affidavit and supporting documentation demonstrating that following the proposed reorganization, TelCove Operations will have more than \$5 million in assets in Tennessee.

A Professional Corporation

Chairman Pat Miller

March 9, 2007

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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.

Sincerely,

A handwritten signature in black ink, appearing to be "ESQ", written in a cursive, stylized manner.

Edward S. Quill, Jr.

Brian McDermott

Counsel for Petitioners

Enclosure

Exhibit 1

Petitioners submit the following revised form of customer notice which was provided to Customers of TelCove Nashville who are being transferred to TelCove Operations. The attached form of notice corrects the form of notice previously submitted with Petitioners' January 8, 2007 Data Requests Responses.

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, LLC ("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>.

Exhibit 2

As stated in the Petition, in connection with the proposed pro forma reorganization, TelCove Operations will be changed from a Delaware corporation to a Delaware limited liability company. As a result of this change, TelCove Operations' name will be changed from TelCove Operations, Inc. to TelCove Operations, LLC.

In order to advise customers of this change in carrier name, TelCove Operations has provided notice to its customers using the language provided below. This information was provided either as a billing insert or on the customer's invoice.

This is to inform you that we are changing our name from TelCove Operations, Inc. to TelCove Operations, LLC. Please be assured that this change will have no effect on the services you receive from TelCove. We look forward to continuing to provide you service.

Given that the change in operating company name is minimal, Petitioners have intentionally used an abbreviated form of customer notice. Petitioners respectfully submit that form of notice used should suffice to keep customers informed regarding the change in TelCove Operations' change in name without causing undue customer confusion which Petitioners submit would result from a more extensive notice.

Exhibit 3

Petitioners understand that, currently, TelCove Operations has a bond on file with the Authority. Petitioners further understand that that bonding requirement does not apply to TelCove Nashville because TelCove Nashville currently has more than \$5 million in assets located within the State of Tennessee.

Petitioners confirm that following the proposed reorganization, TelCove Operations will have more than \$5 million in assets located in the State of Tennessee. In particular, TelCove Operations will own all of the assets of TelCove Nashville. In support, Petitioners provide the attached Affidavit and Form 1065. Petitioners respectfully request, based on the attached information, that the Authority determine that TelCove Operations should no longer be required to post a bond.

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF Potter)

AFFIDAVIT OF EDWARD BAUMGARDNER

Affiant, Edward Baumgardner, having been duly sworn, does hereby affirm and states as follows:

1. My name is Edward Baumgardner.
2. I am a Regulatory Specialist with TelCove Operations, Inc.
3. I have personal knowledge of the value of assets that will be owned by TelCove Operations, LLC ("TelCove Operations") in the State of Tennessee following the completion of the transaction ("Transaction") being considered by the Authority in Docket No. 06-00318.
4. As indicated on the attached page 4, line 14(d) of the 2005 Form 1065 filed by TelCove, the value of Tennessee assets owned by TelCove Operations following the completion of the Transaction is greater than Five Million Dollars (\$5,000,000.00).
5. Further, the Affiant sayeth naught.

Executed on this 23 day of February, 2007.

AFFIANT:


Edward Baumgardner
Regulatory Supervisor

Sworn and subscribed before me this _____ day of February, 2007.

Notary Public

My commission expires _____

Form **1065**Department of the Treasury
Internal Revenue Service**U.S. Return of Partnership Income**

For calendar year 2005, or tax year beginning _____, ending _____

▶ See separate instructions.

OMB No. 1545-0099

2005

A Principal business activity COMMUNICATIONS	B Principal product or service COMMUNICATIONS	C Business code number 513300	Name of partnership TelCove Of Nashville, LP	D Employer identification number 25-1727957
Use the IRS label. Otherwise, print or type. 712 North Main Street			E Date business started 08/01/1996	
City or town, state, and ZIP code Coudersport, PA 16915			F Total assets (see the instructions) \$ 12,768,127.	
G Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return				
H Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify) ▶ _____				
I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ 2				

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a	12,998,246.	1c	12,998,246.	
	b Less returns and allowances	1b				
	2 Cost of goods sold (Schedule A, line 8)	2	325,185.			
	3 Gross profit. Subtract line 2 from line 1c	3	12,673,061.			
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4				
	5 Net farm profit (loss) (attach Schedule F (Form 1040))	5				
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6				
	7 Other income (loss) (attach statement)	7	See Statement 1.	11,546.		
8 Total income (loss). Combine lines 3 through 7	8	12,684,607.				
Deductions (see the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)	9	2,278,841.			
	10 Guaranteed payments to partners	10				
	11 Repairs and maintenance	11	95,051.			
	12 Bad debts	12	527,746.			
	13 Rent	13	58,924.			
	14 Taxes and licenses	14	See Statement 1.	367,354.		
	15 Interest	15	2,186.			
	16 a Depreciation (if required, attach Form 4562)	16a	3,013,524.			
	b Less depreciation reported on Schedule A and elsewhere on return	16b		3,013,524.		
	17 Depletion (Do not deduct oil and gas depletion.)	17				
	18 Retirement plans, etc.	18	32,361.			
	19 Employee benefit programs	19	295,462.			
	20 Other deductions (attach statement)	20	See Statement 1.	4,116,807.		
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20.	21	10,788,256.			
22 Ordinary business income (loss). Subtract line 21 from line 8	22	1,896,351.				

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Sign Here

Signature of general partner or limited liability company member manager

Date **8/1/06**May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No**Paid Preparer's Use Only**Preparer's signature
Firm's name (or yours if self-employed), address, and ZIP code

Date

Check if self-employed ☐

Preparer's SSN or PTIN

EIN ▶

Phone no.

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form 1065 (2005)

JSA
SP1010 2.000

Schedule A Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1	
2	Purchases less cost of items withdrawn for personal use	2	
3	Cost of labor	3	-943,137.
4	Additional section 263A costs (attach statement)	4	
5	Other costs (attach statement) See Statement 1	5	1,268,322.
6	Total. Add lines 1 through 5	6	325,185.
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	325,185.

9a Check all methods used for valuing closing inventory:

- (i) ☐ Cost as described in Regulations section 1.471-3
(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4
(iii) ☐ Other (specify method used and attach explanation) ▶

- b** Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ☐ Yes ☐ No
c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ☐ Yes ☐ No
d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? ☐ Yes ☒ No
e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No
If "Yes," attach explanation.

Schedule B Other Information

- | | | Yes | No |
|-----------|--|-------------------------------------|-------------------------------------|
| 1 | What type of entity is filing this return? Check the applicable box: | | |
| a | <input type="checkbox"/> Domestic general partnership | | |
| b | <input checked="" type="checkbox"/> Domestic limited partnership | | |
| c | <input type="checkbox"/> Domestic limited liability company | | |
| d | <input type="checkbox"/> Domestic limited liability partnership | | |
| e | <input type="checkbox"/> Foreign partnership | | |
| f | <input type="checkbox"/> Other ▶ | | |
| 2 | Are any partners in this partnership also partnerships? | | <input checked="" type="checkbox"/> |
| 3 | During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3? If yes, see instructions for required attachment | | <input checked="" type="checkbox"/> |
| 4 | Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details | <input checked="" type="checkbox"/> | |
| 5 | Does this partnership meet all three of the following requirements? | | |
| a | The partnership's total receipts for the tax year were less than \$250,000; | | |
| b | The partnership's total assets at the end of the tax year were less than \$600,000; and | | |
| c | Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item N on Schedule K-1 | | <input checked="" type="checkbox"/> |
| 6 | Does this partnership have any foreign partners? If "Yes," the partnership may have to file Forms 8804, 8805 and 8813. See the instructions | | <input checked="" type="checkbox"/> |
| 7 | Is this partnership a publicly traded partnership as defined in section 469(k)(2)? | | <input checked="" type="checkbox"/> |
| 8 | Has this partnership filed, or is it required to file, a return under section 6111 to provide information on any reportable transaction? | | <input checked="" type="checkbox"/> |
| 9 | At any time during calendar year 2005, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country. ▶ | | <input checked="" type="checkbox"/> |
| 10 | During the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520. See the instructions | | <input checked="" type="checkbox"/> |
| 11 | Was there a distribution of property or a transfer (for example, by sale or death) of a partnership interest during the tax year? If "Yes," you may elect to adjust the basis of the partnership's assets under section 754 by attaching the statement described under Elections Made By the Partnership in the instructions | | <input checked="" type="checkbox"/> |
| 12 | Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return ▶ | | |

Designation of Tax Matters Partner (see the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP ▶ **TelCove Of Tennessee Inc.** Identifying number of TMP ▶ **25-1739359**
Address of designated TMP ▶ **712 North Main Street**
Coudersport PA 16915

Schedule K Partners' Distributive Share Items		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1 1,896,351.
	2 Net rental real estate income (loss) (attach Form 8825)	2
	3a Other gross rental income (loss) 3a	
	b Expenses from other rental activities (attach statement) 3b	
	c Other net rental income (loss). Subtract line 3b from line 3a 3c	
	4 Guaranteed payments 4	
	5 Interest income 5	
	6 Dividends: a Ordinary dividends 6a	
	b Qualified dividends 6b	
	7 Royalties 7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065)) 8	
Deductions	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065)) 9a	
	b Collectibles (28%) gain (loss) 9b	
	c Unrecaptured section 1250 gain (attach statement) 9c	
	10 Net section 1231 gain (loss) (attach Form 4797) 10	
	11 Other income (loss) (see instructions) Type ▶ 11	
	12 Section 179 deduction (attach Form 4562) 12	
	13a Contributions 13a	
	b Investment interest expense 13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶ 13c(2)	
	d Other deductions (see instructions) Type ▶ 13d	
	Self-Employment	14a Net earnings (loss) from self-employment 14a
b Gross farming or fishing income 14b		
c Gross nonfarm income 14c		
Credits & Credit Recapture	15a Low-income housing credit (section 42(j)(5)) 15a	
	b Low-income housing credit (other) 15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) 15c	
	d Other rental real estate credits (see instructions) Type ▶ 15d	
	e Other rental credits (see instructions) Type ▶ 15e	
	f Other credits and credit recapture (see instructions) Type ▶ 15f	
Foreign Transactions	16a Name of country or U.S. possession ▶ 16a	
	b Gross income from all sources 16b	
	c Gross income sourced at partner level 16c	
	Foreign gross income sourced at partnership level	
	d Passive ▶ e Listed categories (attach statement) ▶ f General limitation ▶ 16f	
	Deductions allocated and apportioned at partner level	
	g Interest expense ▶ h Other ▶ 16h	
	Deductions allocated and apportioned at partnership level to foreign source income	
	i Passive ▶ j Listed categories (attach statement) ▶ k General limitation ▶ 16k	
	l Total foreign taxes (check one): ▶ (1) Paid <input type="checkbox"/> (2) Accrued <input type="checkbox"/> ▶ 16l	
	m Reduction in taxes available for credit (attach statement) 16m	
n Other foreign tax information (attach statement)		
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment 17a 1,183,680.	
	b Adjusted gain or loss 17b	
	c Depletion (other than oil and gas) 17c	
	d Oil, gas, and geothermal properties - gross income 17d	
	e Oil, gas, and geothermal properties - deductions 17e	
	f Other AMT items (attach statement) 17f	
Other Information	18a Tax-exempt interest income 18a	
	b Other tax-exempt income 18b	
	c Nondeductible expenses 18c 928.	
	19a Distributions of cash and marketable securities 19a	
	b Distributions of other property 19b	
	20a Investment income 20a	
b Investment expenses 20b		
c Other items and amounts (attach statement)		

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16i						1	1,896,351.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other	
a General partners	1,801,533.						
b Limited partners	94,818.						

Note: Schedules L, M-1, and M-2 are not required if Question 5 of Schedule B is answered "Yes."

Schedule L Balance Sheets per Books

	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		-153.		965.
2a Trade notes and accounts receivable	1,723,536.		1,725,034.	
b Less allowance for bad debts	494,573.	1,228,963.	294,780.	1,430,254.
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)	Stmt 3	-86,574.		-157,615.
7 Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets	1,326,799.		5,732,302.	
b Less accumulated depreciation	-5,532,188.	6,858,987.	-4,966,503.	10,698,805.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)	1,224,181.		1,224,181.	
b Less accumulated amortization	183,627.	1,040,554.	428,463.	795,718.
13 Other assets (attach statement)				
14 Total assets		9,041,777.		12,768,127.
Liabilities and Capital				
15 Accounts payable		127,361.		50,380.
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)	Stmt 3	881,714.		1,296,281.
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)	Stmt 3	2,820,493.		1,783,074.
21 Partners' capital accounts		5,212,209.		9,638,392.
22 Total liabilities and capital		9,041,777.		12,768,127.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1 Net income (loss) per books	4,426,186.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16i, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16i (itemize):		a Depreciation \$	2,447,839.
a Depreciation \$		See Statement 3	188,705.
b Travel and entertainment \$	928.	8 Add lines 6 and 7	2,636,544.
See Statement 3	105,781.	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	1,896,351.
5 Add lines 1 through 4	4,532,895.		

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	5,212,209.	6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	4,426,186.	See Statement 4	3.
4 Other increases (itemize):		8 Add lines 6 and 7	3.
5 Add lines 1 through 4	9,638,395.	9 Balance at end of year. Subtract line 8 from line 5	9,638,392.