

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC**

ATTORNEYS AT LAW

HISTORIC CASTNER-KNOTT BUILDING
618 CHURCH STREET, SUITE 300
NASHVILLE, TENNESSEE 37219

Charles B. Welch, Jr.
cwelch@farrismathews.com

Telephone: (615) 726-1200
Facsimile: (615) 726-1776

Writers Direct Dial:
615-687-4230

February 15, 2007

ELECTRONICALLY FILED

Chairman Sara Kyle
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

filed electronically in docket office on 02/16/07

RE: Level 3 Communication's Petition for Approval to Participate in a Financing Agreement

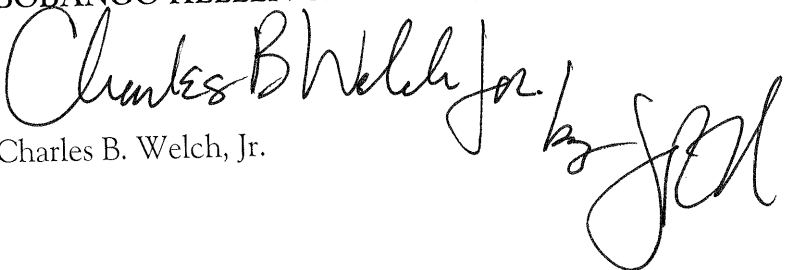
Dear Chairman Kyle:

Please find enclosed, an original and 5 copies of the referenced Petition accompanied by the \$125.00 filing fee. Please date stamp a copy for our records.

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

Very truly yours,

**FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC**


Charles B. Welch, Jr.

Enclosures

MEMPHIS DOWNTOWN: One Commerce Square, Suite 2000, Memphis, Tennessee 38103, (901) 259-7100 telephone, (901) 259-7150 facsimile

MEMPHIS EAST: 1100 Ridgeway Loop Road, Suite 400, Memphis, Tennessee 38120, (901) 259-7120 telephone, (901) 259-7180 facsimile

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE**

February 15, 2007

In the Matter of the Petition of)	
)	
Level 3 Communications, LLC)	Docket No. _____
Broadwing Communications, LLC,)	
TelCove Operations, Inc.,)	
TelCove of Nashville, L.P.)	
And)	
WilTel Communications, LLC)	
)	
for Approval to Participate in a)	
Financing Arrangement.)	
)	

PETITION

I. INTRODUCTION

Level 3 Communications, LLC (“Level 3 LLC”), Broadwing Communicaitons, LLC (“Broadwing”), TelCove Operations, Inc. (“TelCove”), TelCove of Nashville, L.P. (“Telcove Nashville”) and WilTel Communications, LLC (“WilTel-Comm” and collectively, “Petitioners”), by their undersigned counsel and pursuant to Section 65-4-109 of the Tennessee Code and any other regulations deemed applicable, requests approval, to the extent that such is necessary, from the Tennessee Regulatory Authority (“TRA”) to participate in a financing arrangement. Specifically, Level 3 Financing, Inc. (“Financing”), the immediate corporate parent of Level 3 LLC, will enter into a Credit Agreement up to \$1 billion and Petitioners will pledge assets.

In support, Petitioners state:

II. PETITIONERS

A. Level 3 Communications, LLC

Level 3 LLC is a Delaware limited liability company and is a wholly owned subsidiary of Financing, which in turn is a wholly owned subsidiary of Level 3 Communications, Inc. (“Parent”). All three companies have principal offices located at 1025 Eldorado Boulevard, Broomfield, CO 80021. Level 3 LLC provides high-quality voice and data services to carriers, ISPs, and other business customers over its IP-based network. Level 3 LLC is a non-dominant carrier authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis. Level 3 LLC is also authorized by the Federal Communications Commission to provide international and domestic interstate services as a non-dominant carrier.

In Tennessee, Level 3 LLC is authorized to provide facilities-based and resold local exchange and interexchange telecommunications service pursuant to certificates granted by the TRA in Docket No. 98-00610 on November 24, 1998, as amended in Docket No. 02-00230 on June 28, 2002.

B. Broadwing Communications, LLC

Broadwing, a subsidiary of Level 3 LLC, is a telecommunications provider that is authorized to provide telecommunications service in all fifty states and the District of Columbia; Broadwing is authorized to provide local exchange telecommunications services in 19 states and the District of Columbia. Broadwing is also authorized to provide interstate and international telecommunications services pursuant to Section 214 authorization granted by the Federal Communications Commission. In Tennessee, Broadwing is authorized to provide intrastate

interexchange telecommunications services pursuant to a certificate of public convenience and necessity granted by the TRA in Docket No. 03-00240 on July 3, 2003.¹

C. TelCove Operations, Inc. and TelCove of Nashville, L.P.

TelCove and TelCove Nashville, subsidiaries of Level 3 LLC, offer local and long-distance voice, dedicated data, ATM, frame relay, and Internet services and is focused on serving communications-intensive end users. In Tennessee, TelCove is authorized to provide local exchange and interexchange telecommunications services pursuant to TRA approval in Docket NO. 98-00732, as amended by Docket Nos. 00-00271 and 03-00458. TelCove Nashville, is authorized in Tennessee to provide resold local exchange and interexchange telecommunications services pursuant to TRA approval in Docket No. 94-00661, as amended by Docket Nos. 00-00958 and 03-00458.

D. WilTel Communications, LLC

WilTel Communications Group, LLC is a wholly owned subsidiary of Level 3 LLC and is the immediate corporate parent of WilTel-Comm. Both companies have offices at One Technology Center, Tulsa, OK 74103. WilTel-Comm is a non-dominant carrier that holds authority to provide intrastate interexchange telecommunications services in all 50 states and competitive local exchange telecommunications services in fewer than five states. In Tennessee, WilTel-Comm is authorized to provide resold and facilities-based local exchange, interexchange and exchange access telecommunications services pursuant to a certificate granted by the TRA in Docket No. 99-00398 on October 13, 1999 and is authorized to provide service as a reseller and

¹ The authorization was originally granted to C III Communications Operations, LLC, which changed its name to Broadwing. See Docket No. 03-0559 (February 19, 2004).

operator service provider pursuant to a certificate granted by the TRA in Docket No. 99-00034 on April 6, 1999.²

III. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Petition should be directed to:

Charles B. Welch, Jr.
Farris Mathews Branam Bobango
Hellen & Dunlap, PLC
618 Church Street, Suite 300
Nashville, Tennessee 37219
Tel: (615) 726-1200
Fax: (615) 726-1776
Email: cwelch@farrismathews.com

Catherine Wang
Danielle C. Burt
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: catherine.wang@bingham.com
Email: danielle.burt@bingham.com

and

William P. Hunt, III
Vice President of Public Policy
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021
Tel: (720) 888-2516
Fax: (720) 888-5134
Email: Bill.Hunt@Level3.com

² The certificates were originally granted to Williams Communications, Inc. d/b/a Vyvx, Inc. On February 27, 2001, the TRA was notified of the name change to WilTel Communications, LLC d/b/a Vyvx, Inc. The TRA approved the name change to WilTel Communications, LLC in Docket No. 04-0448 on July 28, 2005.

IV. REQUEST FOR APPROVAL TO PARTICIPATE IN FINANCING ARRANGEMENT

Petitioners request TRA approval to participate in a financing arrangement. Petitioners' parent company, Financing, will enter into a \$1 billion Credit Agreement that will mature in 2014. Petitioners request TRA approval to pledge their assets in the State of Tennessee. Petitioners emphasize that the pledging of jurisdictional assets described herein will not apply to Petitioners until required regulatory approval is obtained. In addition, a portion of the proceeds from the Credit Agreement will be advanced to Petitioners for an inter-company demand note.

Petitioners' participation in this new financing arrangement will not result in a change in Petitioners' management or in its day-to-day operations; nor will it adversely affect Petitioners' current or proposed operations in Tennessee. In fact, the financing arrangement will enable Petitioners to bring services to new markets and allow more consumers to benefit from its competitive services more quickly and efficiently. In addition, the financing arrangement will allow Financing and Petitioners to borrow funds under favorable extended maturity terms and reduced interest expenses. Accordingly, and to the extent required, Petitioners request that the TRA approve the participation of Petitioners in financial arrangement described herein.

V. PUBLIC INTEREST CONSIDERATIONS

The proposed financing arrangement described herein is consistent with the public interest and will not impair the ability of Petitioners to perform services to the public. Petitioners emphasize that the proposed financing arrangement will reduce expenses from existing indebtedness that was previously secured by Petitioners. Furthermore, the new financing arrangement now contemplated will be entirely transparent to consumers and will not alter the rates, terms and conditions under which Petitioners provide service in Tennessee. Also, the financing arrangement will not cause a change in the control of Petitioners or Financing.

Approval of Petitioners' participation in the proposed financing arrangement will serve the public interest in promoting competition among telecommunications carriers by providing Petitioners and Financing with the opportunity to strengthen their financial position. Petitioners and Financing believe that the financial arrangement described herein provides important financial benefits to the companies by improving and expanding the terms of credit under which the companies operate. As a result, the proposed transaction is expected to continue to yield financial benefits that ultimately inure to the benefit of Petitioners' customers. Furthermore, by increasing the breadth and scope of telecommunications services made available through the Petitioners' ongoing operations, this financing transaction will ultimately benefit Tennessee consumers. In sum, greater access to capital strengthens Petitioners' ability to bring competitive telecommunications services to consumers in the State of Tennessee and is, therefore, in the public interest.

VI. CONCLUSION

For the reasons stated above, Petitioner submits that the public interest, convenience and necessity will be furthered by expeditious TRA approval of Petitioners' participation in the financing arrangement described herein.

Respectfully submitted,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC

By: 
Charles B. Welch, Jr., BPR 005593
618 Church Street, Suite 300
Nashville, Tennessee 37219
Tel: (615) 726-1200
Fax: (615) 726-1776

Email: cwelch@farrismathews.com

Catherine Wang
Danielle C. Burt
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: catherine.wang@bingham.com
Email: danielle.burt@bingham.com

Attorneys for Petitioners

VERIFICATION

STATE OF COLORADO

§

§

COUNTY OF BROOMFIELD

§

I, William P. Hunt, state that I am Vice President Public Policy for Level 3 Communications, LLC; that I am authorized to make this Verification on behalf of Level 3 Communications, LLC and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

Wm. P. Hunt 30

Name: William P. Hunt

Title: Vice President Public Policy
Level 3 Communications, LLC

SWORN TO AND SUBSCRIBED before me on the 13th day of February, 2007.

Teresa Montoya
Notary Public

My commission expires: 10-11-2010



Exhibit A

Credit Agreement Diagram

Level 3 Communications

February 2007

