

TENNESSEE REGULATORY AUTHORITY

Sara Kyle, Chairman
Eddie Roberson, Director
Pat Miller, Director
Ron Jones, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

February 28, 2007

Catherine Wang, Counsel
Danielle Burt, Counsel
Bingham McCutchen LLP
300 K Street, NW, Suite 300
Washington, DC 20007

Charles B. Welch, Jr., Counsel
Farris Mathews Branam Bobango
Hellen & Dunlap, PLC
618 Church Street, Suite 300
Nashville, TN 37219

RE: Docket No. 07-00051: *Petition* of Level 3 Communications, LLC, Broadwing Communications, LLC, TelCove Operations, Inc., TelCove of Nashville, L.P. and WilTel Communications, LLC for Approval to Participate in a Financing Arrangement

Dear Mses. Wang and Burt and Mr. Welch:

In order to fully analyze the above-referenced *Petition*, the Tennessee Regulatory Authority (TRA or Authority) requires additional information. Please provide the information requested below by March 8, 2007, and refer to this correspondence as Data Request No. 1 in the response.

1. Has Level 3 Communications, LLC, Broadwing Communications, LLC, TelCove Operations, Inc., Telcove of Nashville, L.P., and WilTel Communications, LLC (collectively "Petitioners") filed similar petitions in other states and what is the status of any such petition?
2. Have the Petitioners applied for approval for financing from any Federal agency? Have they notified any Federal Agency? If so, what is the status of any such petition or notification?
3. Provide a copy of the terms and conditions for the financing described in the *Petition*.
4. How will the proceeds from the financing be used?

5. Page 5 of the *Petition* states that a portion of the proceeds from the Credit Agreement will be advanced to Petitioners for an inter-company demand note. Please describe the inter-company demand note including its terms and conditions.

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or email him at carlos.black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with and electronic file to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Email: sharla.dillon@state.tn.us

Sincerely,



Jerry Kettles, Chief
Economic Analysis & Policy Division

cc: William P. Hunt, II
Level 3 Communications, LLC