

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC

ATTORNEYS AT LAW

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

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

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

RECEIVED
2007 MAR -9 PM 2:55
T.R.A. DOCKE ROOM
Writers Direct Dial:
615-687-4230

March 9, 2007

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

Re: Docket No. 07-00051: Supplement to Petition for 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 Arrangements

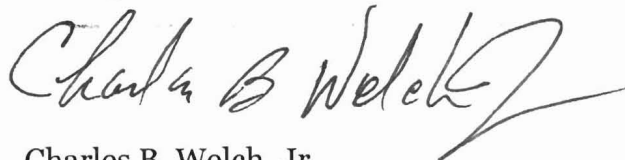
Dear Chairman Kyle:

Please find enclosed herewith Level 3 Communications' Supplement to Petition.

If I can be of further assistance in this matter, please do not hesitate to contact me.

Yours very truly,

Farris Mathews Brannan Bobango Hellen &
Dunlap, PLC



Charles B. Welch, Jr.

CBW/rlz
Enclosure

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE**

In the Matter of the 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 Arrangements)
_____)

Docket No. 07-0051

T.R.A. DOCKET ROOM

2007 MAR -9 PM 3:55

RECEIVED

SUPPLEMENT TO PETITION

On February 15, 2007, Level 3 Communications, LLC (“Level 3 LLC”), Broadwing Communications, LLC (“Broadwing”), TelCove Operations, Inc. (“TelCove”), TelCove of Nashville, L.P. (“TelCove Nashville”), and WilTel Communications, LLC (“WilTel Comm” and collectively, “Petitioners”) submitted a Petition to the Tennessee Regulatory Authority (“TRA”) requesting approval to participate in a financing arrangement whereby Level 3 Financing, Inc. (“Financing”), the immediate corporate parent of Level 3 LLC, will enter into a Credit Agreement for a total of \$1 billion, and related financial arrangements. Since the time the Petition was filed, the arrangement has been increased to a total of \$1.4 billion, and accordingly, Petitioners submit this request to amend their Petition to cover the full \$1.4 billion of the expanded Credit Agreement.

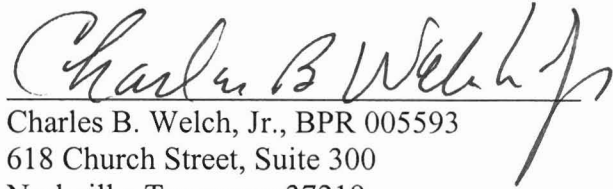
As discussed in the Petition, Petitioners will pledge assets under the terms of the Credit Agreement arrangement, and accordingly, Petitioners request TRA approval to pledge their assets in Tennessee in support of the increased Credit Agreement. Petitioners emphasize that the pledging of jurisdictional 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 intercompany demand note.

Petitioners' participation in the increased 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.

Petitioners file this Supplement to inform the TRA of the increased Credit Agreement, which is part of the offering described in the pending Petition before the TRA, and to the extent required, request approval of the pledge of assets associated with the arrangement, concurrently with the TRA's approval of the pending Petition.

Respectfully submitted,



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

2020 K Street, NW

Washington, DC 20006

Tel: (202) 373-6000

Fax: (202) 373-6001

Email: catherine.wang@bingham.com

Email: danielle.burt@bingham.com

Counsel for Petitioners

Date: March 9, 2007