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March 9, 2007

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

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

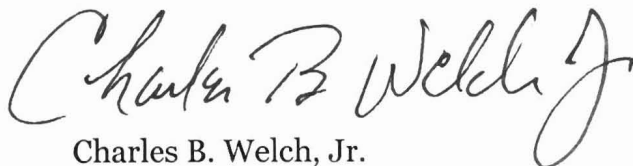
Dear Chairman Kyle:

Please find enclosed herewith Level 3 Communications' responses to Data Request
No. 1.

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

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

Dear Chairman Kyle:

Level 3 Communications, LLC, Broadwing Communications, LLC, TelCove Operations, Inc., TelCove of Nashville, L.P. and WiTel Communications, LLC (collectively, "Petitioners"), through their undersigned counsel, hereby respond to the Tennessee Regulatory Authority's Data Request No. 1, dated February 28, 2007.

1. Has Level 3 Communications, LLC, Broadwing Communications, LLC, TelCove Operations, Inc., TelCove of Nashville, L.P. and WiTel Communications, LLC (collectively, "Petitioners") filed similar petitions in other states and what is the status of any such petition?

Petitioners have requested approval for the proposed financing arrangement from the following states: Arizona, Delaware, Georgia, Hawaii, Indiana, New Jersey, New York, Pennsylvania, and West Virginia. Most of the requests for approval are pending, although the Delaware and West Virginia commissions have granted approval. Petitioners have also filed notice of the proposed financing arrangement in Connecticut, District of Columbia, Massachusetts, and Rhode Island.

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?

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Petitioners have not applied for approval or notified any Federal agency and do not believe notice or approval is required from any Federal agency for the proposed financing.

3. Provide a copy of the terms and conditions for the financing described in the Petition.

Petitioners provide under seal as Exhibit 1 the confidential Credit Agreement terms and conditions, which demonstrates that the amount of the Credit Agreement has increased to \$1.4 billion. Petitioners intend to file an Amended Petition to request approval for the \$1.4 billion Credit Agreement.

4. How will the proceeds from the financing be used?

The proceeds from the financing will be used to refinance an existing term loan, to finance all or any part of the cost of construction, installation, acquisition, lease, development or improvement Level 3 Communications, Inc., and to pay fees and expenses related to the described financing transaction.

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.

Petitioners provide under seal as Exhibit 2 the confidential form of the inter-company demand note.

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An original and thirteen (13) copies of the responses to Data Request No. 1 are enclosed. Please date stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,
Farris Mathews Brannan Bobango Hellen &
Dunlap, PLC

A handwritten signature in black ink, appearing to read "Charles B. Welch", with a stylized flourish at the end.

Charles B. Welch

cc: Carlos Black (TRA)
Catherine Wang, Esq. (Bingham)
Danielle Burt, Esq. (Bingham)