



WILLIAMS MULLEN

RECEIVED

2007 NOV 19 AM 10:29

T.R.A. DOCKET ROOM

November 16, 2007

VIA OVERNIGHT DELIVERY

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

DOCKET NO.

07-00259

RE: Petition of TelCove Operations, Inc. for Approval of a Name Change and
Pro Forma Transfer of Control of an Authorized Intrastate Carrier

Dear Ms. Dillon:

On behalf of TelCove Operations, Inc. ("TelCove"), enclosed for filing with the Tennessee Regulatory Authority are an original and thirteen (13) copies of the above-referenced Petition. Also enclosed is a check in the amount of \$25.00 to cover the required fee.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, postage-prepaid envelope provided. Please do not hesitate to contact the undersigned at (703) 760-5200 if you have any questions.

Sincerely,

Brian McDermott
Edward S. Quill, Jr.

Counsel for TelCove Operations, Inc.

Cc: Charles B. Welch, Jr.

Enclosure

1528305v1

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

8270 Greensboro Drive, Suite 700 McLean, VA 22102 Tel: 703.760.5200 Fax: 804.783.6507 or 703.748.0244
www.williamsmullen.com

In the Matter of the Petition of
 TELCOVE OPERATIONS, INC.
 For Approval of a Name Change and
Pro Forma Transfer of Control of
 An Authorized Intrastate Carrier

)
)
)
)
) Docket No. _____
)
)
)
)
)

I. Introduction

In support of this Petition, Petitioner further states as follows:

II. Description of Petitioner

In Tennessee, TelCove Operations is authorized to provide local exchange and interexchange telecommunications services pursuant to the Authority's Order in Docket No. 98-00732, as amended by Docket Nos. 00-00271, 03-00458, and 06-00318. TelCove Operations is a wholly owned subsidiary of Eldorado, which in turn is a wholly owned subsidiary of Level 3 LLC. Level 3 LLC is, in turn, a wholly owned subsidiary of Level 3 Communications, Inc. ("Level 3"), a Delaware corporation publicly traded on the NASDAQ (Ticker Symbol: LVLT), which is headquartered in Broomfield, Colorado. Through its various operating subsidiaries, Level 3 is authorized to provide competitive telecommunications services throughout the United States. Level 3, through its operating subsidiaries, is also authorized to provide domestic interstate and international services by virtue of authority granted by the Federal Communications Commission. Petitioner emphasizes, however, that none of the operations of the Level 3 operating companies, including those of TelCove Operations, will be affected by the proposed reorganization in terms of the services provided to customers.¹

¹ Operating companies affiliated with Petitioner include: Broadwing Communications, LLC, Level 3 Communications, LLC, WilTel Communications, LLC, WilTel Local Network, LLC, Looking Glass Networks, Inc., Progress Telecom, LLC, and ICG Telecom Group, Inc. Information relating to all of those entities is currently on file with the Authority. As noted above, none of the operations of those entities will be affected by the proposed transaction. Accordingly, at this time, Petitioner has not provided further information regarding those entities. Petitioner is, however, prepared to provide such further information to the Authority or Staff upon request.

III. Contact Information

For the purposes of this Petition, contacts for the Petitioner are as follows:

Edward S. Quill, Jr.
Brian McDermott
WILLIAMS MULLEN
8270 Greensboro Drive, Suite 700
McLean, VA 22102
Tel: (703) 760-5200
Fax: (703) 748-0244
Email: equill@williamsmullen.com
bmcdermott@williamsmullen.com

With copies to:

Michael Donahue
Level 3 Communications, LLC
2300 Corporate Park Drive
Suite 600
Herndon, VA 20171
Telephone: (703) 234-8891
Facsimile: (703) 234-8830
Email: Michael.Donahue@Level3.com

IV. Description of the Proposed Transactions

As indicated above, Petitioner seeks approval to the extent necessary to complete (a) a change in carrier name from TelCove Operations, Inc. to TelCove Operations, LLC, and (b) a *pro forma* change in Petitioner's holding company structure.

With respect to the change in carrier name, recently, by Order issued in Docket No. 06-00318, on September 13, 2007, the Authority granted approval for Petitioner to complete an internal reorganization whereby TelCove of Nashville, L.P., an entity formerly authorized to provide service in Tennessee, assigned all of its assets to TelCove Operations. In that proceeding, TelCove Operations advised the Authority of its intention to complete the name change described herein.²

² TelCove Operations is organized and exists under Delaware law. The name change described herein, is required to complete a change in TelCove Operations' corporate form, through which TelCove Operations was converted from a corporation to a limited liability company. Under controlling Delaware law, the conversion of a corporation to a limited liability company automatically relates back to the formation of the entity. See Del. Code §

Complete processing of that name change could not be accomplished however, because Petitioner did not yet have access to the required documents from the Tennessee Secretary of State. As Petitioner has now obtained the required Secretary of State documents, Petitioner respectfully renews its request that the Authority formally change Petitioner's name. In support of that request and in response to Section 122-4-1-.08(2) of the Authority's Rules, Petitioner states as follows:

- (a) Documents verifying that Petitioner has fulfilled the required Secretary of State processes are provided in Exhibit A.
- (b) Because Petitioner has more than \$5 million in property located in the State of Tennessee, Petitioner understands that it is not required to have a surety bond on file with the Authority. Documents supporting the value of Petitioners' intrastate assets were previously provided to the Authority in Docket No. 06-00318 and are incorporated herein by reference.
- (c) Given that the change in Petitioner's name will involve only a change in the suffix, Petitioner respectfully submits that extensive customer notice would cause undue customer confusion. Accordingly, Petitioner proposes to notify customers of its change in name by simple bill insert. The form of notice is provided in Exhibit B.
- (d) Petitioner will continue to operate under the TelCove brand name both before and after the proposed name change.

Petitioner also proposes to complete an internal reorganization at the holding company level whereby TelCove Operations' direct corporate parent, Eldorado will be merged with and into Eldorado's direct parent, Level 3 LLC. As a result of that transaction, TelCove Operations, which is already an indirect wholly owned subsidiary of Level 3 LLC, will become a direct wholly owned

266(h). As a result, the proposed conversion will not result in any assignment of TelCove Operation's operating authority, customers or assets in Tennessee and TelCove Operations will continue to hold its Tennessee certificate without change before, during and after the proposed conversion.

subsidiary of Level 3 LLC. An illustrative chart showing the proposed transaction is provided in Exhibit C.

Although the proposed reorganization transaction will technically result in a *pro forma* change in the intermediate corporate chain of ownership of TelCove Operations, the proposed change in holding company structure will not affect the ultimate ownership or control of TelCove Operations. Furthermore, as a holding company level transaction, the proposed change will not affect the operations, operating authority, assets or customers of TelCove Operations.³ Immediately following the closing of the proposed transactions, TelCove Operations will continue to provide service to its existing customers in Tennessee under the TelCove name, pursuant to its existing authority, and under the same rates, terms and conditions as those services are currently provided. Accordingly, the proposed transactions will be completely transparent to the customers of TelCove Operations.

V. Public Interest Statement

Petitioner submits that the transactions described herein will serve the public interest by streamlining the corporate ownership structure of TelCove Operations and simplifying the corporate reporting requirements of the Level 3 entities. Although the proposed transactions are expected to yield certain corporate benefits, the proposed transactions will be conducted in a manner that will be virtually transparent to customers of TelCove Operations in terms of the services that those customers receive. Moreover, neither the *pro forma* reorganization nor the name change will result in a change of carrier for customers or any transfer of authorizations. Nor will the proposed changes result in any change in ultimate ownership or control of TelCove

³ In connection with the acquisition of the TelCove companies by Level 3 in 2006, the Authority approved the participation of the TelCove entities, including TelCove Operations, in certain pre-existing Level 3 financial arrangements. *See* Docket No. 06-00146. For the avoidance of doubt, those financial arrangements also will not be affected by the proposed reorganization.

Operations. Following consummation of the proposed changes, TelCove Operations will continue to provide high-quality communications services to its customers. Accordingly, Petitioner respectfully requests that this Petition be approved expeditiously.

VI. Conclusion

For the reasons stated above, Petitioner respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Petition.

Respectfully submitted,

By:



Edward S. Quill, Jr.

Brian McDermott

WILLIAMS MULLEN

8270 Greensboro Drive, Suite 700

McLean, VA 22102

Tel: (703) 760-5200

Fax: (703) 748-0244

Email: equill@williamsmullen.com

bmcdermott@williamsmullen.com

COUNSEL FOR PETITIONER

Dated: November 16, 2007

LIST OF EXHIBITS

Exhibit A - Secretary of State Documents

Exhibit B - Form of Notice

Exhibit C - Illustrative Chart

Verification

EXHIBIT A

Secretary of State Documents

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 11/08/07
REQUEST NUMBER: 6155-1529
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 11/08/07 1246
EFFECTIVE DATE/TIME: 11/08/07 1246
CONTROL NUMBER: 0562892

TO:
CFS
8161 HWY 100, 172
NASHVILLE, TN 37221

RE:
TELCOVE OPERATIONS, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED
ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING
ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO
MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 11/08/07

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$300.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$300.00

RECEIPT NUMBER: 00004289330
ACCOUNT NUMBER: 00101230




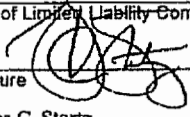
SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

RECEIVED 7
STATE OF TENNESSEE

<p style="text-align: center;">State of Tennessee</p> <p style="text-align: center;"></p> <p>Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p>	<p style="text-align: center;">APPLICATION FOR CERTIFICATE OF AUTHORITY (Limited Liability Company) (For use on and after 1/1/2006)</p>	<p>For Office Use Only 2007 NOV -8 PM 12:46</p> <p style="text-align: center;">RILEY DARNELL SECRETARY OF STATE</p>				
<p>To the Secretary of State of the State of Tennessee:</p> <p>Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>						
<p>1 The name of the Limited Liability Company is: <u>TelCove Operations, LLC</u></p> <p>If different, the name under which the certificate of authority is to be obtained is: _____</p>						
<p>NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).</p>						
<p>2. The state or country under whose law it is formed is: <u>Delaware</u></p> <p>and its date of its formation is: <u>July 29, 1999</u> (must be month, day and year)</p>						
<p>3. The complete street address (including zip code) of its principal executive office is:</p> <p><u>1025 Eldorado Boulevard, Broomfield, CO 80021</u></p> <table style="width: 100%;"><tr><td style="width: 33%;"><u>Street</u></td><td style="width: 33%;"><u>City/State</u></td><td style="width: 34%;"><u>Zip Code</u></td></tr></table>			<u>Street</u>	<u>City/State</u>	<u>Zip Code</u>	
<u>Street</u>	<u>City/State</u>	<u>Zip Code</u>				
<p>4. The complete street address (including the county and the zip code) of its registered office in Tennessee:</p> <p><u>2908 Poston Avenue, Nashville, TN 37203 (Davidson County)</u></p> <table style="width: 100%;"><tr><td style="width: 33%;"><u>Street</u></td><td style="width: 33%;"><u>City/State</u></td><td style="width: 16.5%;"><u>County</u></td><td style="width: 17.5%;"><u>Zip Code</u></td></tr></table> <p>The name of its registered agent at that office is: <u>Corporation Service Company</u></p>			<u>Street</u>	<u>City/State</u>	<u>County</u>	<u>Zip Code</u>
<u>Street</u>	<u>City/State</u>	<u>County</u>	<u>Zip Code</u>			
<p>5. If the provisions of TCA §48-249-309(l) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.</p>						
<p>6. The number of members at the date of filing if more than six (6): _____</p>						
<p>7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____</p>						
<p>NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.</p>						
<p>November 2, 2007 _____ Signature Date</p> <p>_____ Manager</p> <p>_____ Signer's Capacity</p>	<p><u>TelCove Operations, LLC</u> Name of Limited Liability Company</p> <p style="text-align: center;"></p> <p>_____ Signature</p> <p><u>Thomas C. Stortz</u> Name (typed or printed)</p>					
<p>SS-4233 (Rev. 01/05) Filing Fee: \$50 per member / minimum fee=\$300, maximum fee=\$3,000 RDA 2458</p>						

(C)
(C)
(C)
(C)
(C)
(C)
(C)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELCOVE OPERATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELCOVE OPERATIONS, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF JULY, A.D. 1999.

01
1-
01
01
1-
01
01
01

3076715 8300

071199536



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6140517

DATE: 11-07-07

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 11/08/07
REQUEST NUMBER: 6155-1532
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 11/08/07 1246
EFFECTIVE DATE/TIME: 11/08/07 1246
CONTROL NUMBER: 0391213

TO:
CFS
8161 HWY 100, 172

NASHVILLE, TN 37221

RE:
TELCOVE OPERATIONS, INC.
OTHER DOCUMENT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

FOR: OTHER DOCUMENT

ON DATE: 11/08/07

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00004289334
ACCOUNT NUMBER: 00101230



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
STATE OF TENNESSEE
2007 NOV -8 PM 12:46

RILEY DARNELL
SECRETARY OF STATE

FILED
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CONVERSION OF "TELCOVE OPERATIONS,
INC.", CHANGING ITS NAME FROM "TELCOVE OPERATIONS, INC." TO
"TELCOVE OPERATIONS, LLC", FILED IN THIS OFFICE ON THE
THIRTY-FIRST DAY OF AUGUST, A.D. 2007, AT 11:40 O'CLOCK A.M.

07
14
01
01
14
01
03
12

3076715 8100

071105699



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6065515

DATE: 10-11-07

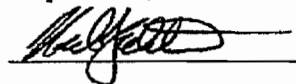
**CERTIFICATE OF CONVERSION
OF
TELCOVE OPERATIONS, INC.
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE
DELAWARE GENERAL CORPORATION LAW**

TelCove Operations, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation immediately prior to filing this Certificate is TELCOVE OPERATIONS, INC.
2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 29, 1999.
3. The original name of the Corporation as set forth in the Certificate of Incorporation was Adelphia Business Solutions Operations, Inc.
4. The name of the limited liability company into which the Corporation shall be converted is TelCove Operations, LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
6. The effective date of this conversion shall be August 31, 2007.

IN WITNESS WHEREOF, TelCove Operations, Inc. has caused this Certificate of Conversion to be executed on this the 31st day of August, 2007.

TelCove Operations, Inc.

By: 

Name: Neil J. Eckstein

Its: SVP, Assistant Secretary

(f)
(f)
(f)
(f)
(f)
(f)
(f)

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

- **First:** The name of the limited liability company is TelCove Operations, LLC
- **Second:** The address of its registered office in the State of Delaware is 2711
Centerville Road Suite 400 in the City of Wilmington, DE 19808. The
name of its Registered agent at such address is Corporation Service Company
- **Third:** (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)
- **Fourth:** (Insert any other matters the members determine to include herein.)

The effective date of this certificate of formation
shall be August 31, 2007.

In Witness Whereof, the undersigned have executed this Certificate of Formation this
31st day of August, 20 07.

By: /s/ Neil J. Eckstein
Authorized Person(s)

Name: Neil J. Eckstein
Typed or Printed

(S)
[+]
(S)
(S)
"
[+]
(S)
(S)
[+]

EXHIBIT B

Form of Notice

Petitioner will provide customer notice through a bill insert which states as follows:

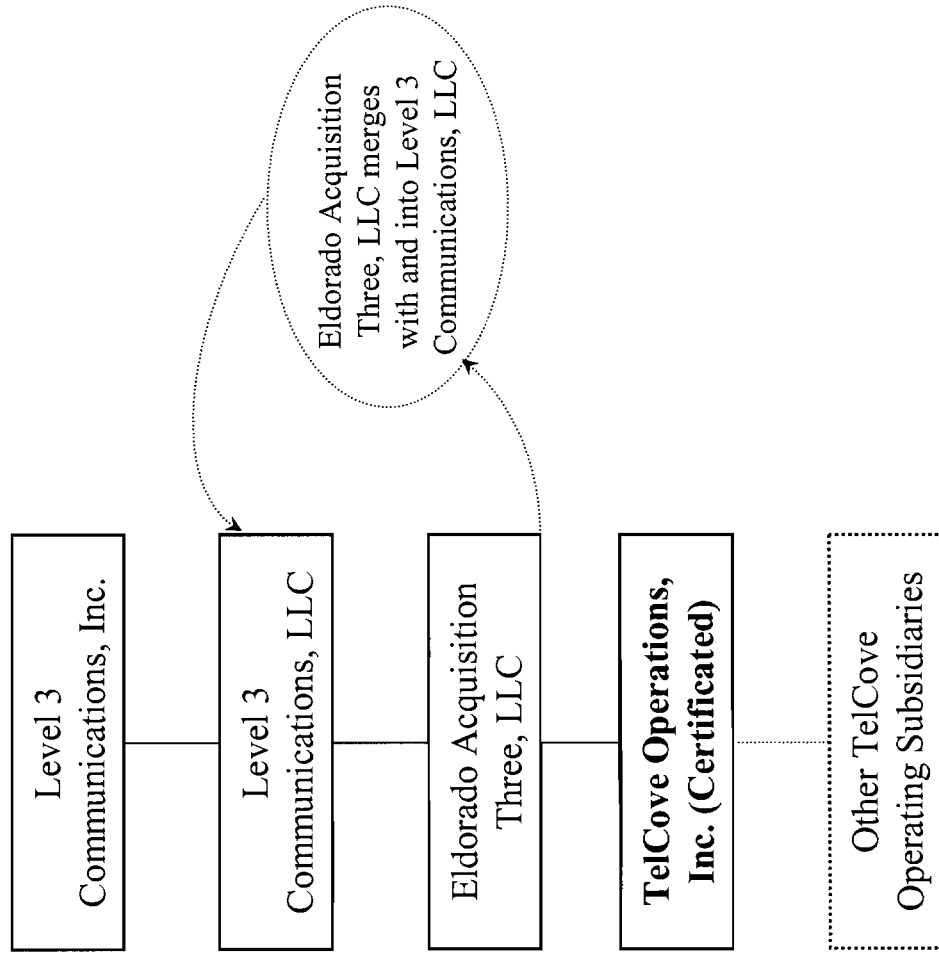
TelCove Operations, Inc. is in the process of changing its name to TelCove Operations, LLC. Please be assured that the proposed change in carrier name will not adversely affect the services you receive.

EXHIBIT C

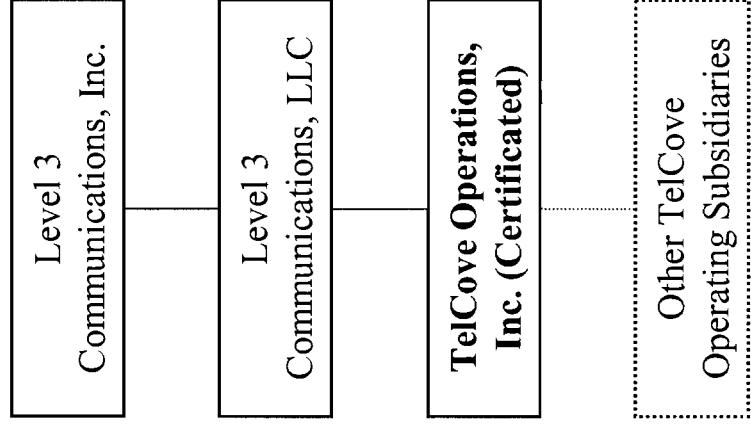
Pre- and Post-Transaction Illustrative Chart

Illustrative Chart

Pre-Reorganization



Post-Reorganization

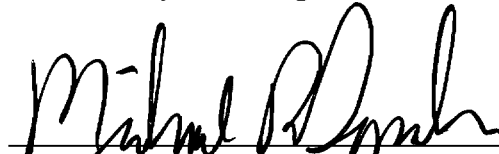


Verification

VERIFICATION


COMMONWEALTH OF VIRGINIA)
)
FAIRFAX COUNTY) ss:

I, Michael P. Donahue, being first duly sworn, state that I am Senior Regulatory Counsel of Level 3 Communications, LLC; that I am authorized to make this Verification on behalf of TelCove Operations; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Name: Michael P. Donahue
Title: Senior Regulatory Counsel, Level 3
Communications, LLC

Sworn and subscribed before me this 15th day of November, 2007.



Notary Public



My commission expires July 31, 2009.