

TENNESSEE REGULATORY AUTHORITY



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460 James Robertson Parkway
Nashville, Tennessee 37243-0505

August 7, 2008

Leon Nowalsky,
Nowalsky, Bronston & Gothard
3500 North Causeway Boulevard, Suite 1442
Metairie, Louisiana

Rogelio Peria, Counsel
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021

RE: Docket 08-00137: Joint Application by Telecom Management, Inc. d/b/a Pioneer Telephone and Broadwing Communications, LLC for Approval of an Asset Purchase Agreement and Transfer of Customers

Dear Mr. Nowalsky and Peria:

In order to fully analyze the above-referenced *Joint Application*, the Tennessee Regulatory Authority ("TRA" or "Authority") requires additional information. Please provide the information requested below by August 14, 2008, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the applicants filed similar applications or notices in other states? If so, provide a listing of states and action taken.
2. Have the applicants filed a similar application with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your application has been established by the FCC, provide such with your response.
3. Provide a copy of the self-certification letter filed with the FCC in CC Docket No. 00-257 concerning customer transfers.
4. Provide the number of customers that Broadwing Communications, LLC ("Broadwing") currently have in Tennessee.
5. Will all Broadwing customers in Tennessee be transferred to Pioneer Telephone Company ("Pioneer")? If not, how many customers will be transferred?
6. Provide a customer notification letter that includes language reflecting TRA Rule 1220-4-2-.56(2)(d)(4).

7. Provide a chart showing the corporate structure of Pioneer and Broadwing both before and after the transaction.
8. Will all customer acquired by Pioneer be served on a resale basis by Pioneer? Who will be the underlying carrier? If not, how will service be provided to the customers acquired by Pioneer?

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail 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 an electronic file to:

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

Sincerely,



Jerry Kettles, Chief
Economic Analysis & Policy Division