

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

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Philip R. Adams, Jr.

August 19, 2008

Via Electronic Filing
Sharla.Dillon@state.tn.us and
Overnight Mail

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

filed electronically in docket office on 08/19/08

Re: Docket No. 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 Ms. Dillon:

Please find attached for filing responses to Staff's Data Request of August 7, 2008. An original and four (4) copies are enclosed.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Leon Nowalsky *LN*

LLN/rph
Enclosure

DOCKET NO. 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.

RESPONSES TO STAFF'S DATA REQUEST NO. 1 DATED AUGUST 7, 2008

- Q1: Have the applicants filed similar applications or notices in other states? If so, provide a listing of states and action taken.*
- A1: The applicants filed applications or notices in 48 states, with the exception of Alaska and Hawaii.
- Q2: 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.*
- A2: The draft applications are under review by applicant's counsel and we expect they will be filed in the next few days. We will forward upon completion.
- Q3: Provide a copy of the self-certification letter filed with the FCC in CC Docket No. 00-257 concerning customer transfers.*
- A3: Please see Exhibit A attached.
- Q4: Provide the number of customers that Broadwing Communications, LLC ("Broadwing") currently have in Tennessee.*
- A4: 724
- Q5: Will all Broadwing customers in Tennessee be transferred to Pioneer Telephone Company ("Pioneer")? If not, how many customers will be transferred?*
- A5: No. Only 693 long distance customers will be transferred.
- Q6: Provide a customer notification letter that includes language reflecting TRA Rule 1220-4-2-.56(2)(d)(4).*
- A6: Please see Exhibit B attached.
- Q7: Provide a chart showing the corporate structure of Pioneer and Broadwing both before and after the transaction.*
- A7: Please see Exhibit C attached.

Q8: Will all customers 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?

A8: All of the customers acquired by Pioneer will be served on a resale basis. The underlying carriers will be Broadwing and Sprint.

Exhibit A

NOWALSKY, BRONSTON & GOTHARD

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Philip R. Adams, Jr.

August 18, 2008

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

RE: Docket No. CC-00-257
Telecom Management, Inc. d/b/a Pioneer Telephone
and Broadwing Communications, LLC

Dear Sir/Madam:

By this letter, Nowalsky, Bronston & Gothard, APLLC ("NBG") hereby provides notice on behalf of Telecom Management, Inc. d/b/a Pioneer Telephone ("Pioneer") and Broadwing Communications, LLC ("Broadwing") pursuant to Section 64.1120(e) of the Commissions Rules of the pending transfer of Pioneer's residential interexchange and small medium enterprise subscriber bases to Pioneer. In accordance with the requirements of Section 64.1120(e), NBG submits the following information on behalf of the parties:

1. Name of parties to transaction:

Transferring Carrier: Broadwing Communications, LLC ("Broadwing")

Acquiring Carrier: Telecom Management, Inc. d/b/a Pioneer Telephone
("Pioneer")

Broadwing and Pioneer are not affiliates as defined by Section 3(1) of the Communications Act, as Amended. 47 U.S.C. § 153(1).

2. Types of telecommunications services to be affected:

Interstate, international and intrastate interexchange services

3. Date of Transfer:

December 31, 2008

4. Certificate of compliance:

Attached hereto as Exhibit A is Pioneer's certification of compliance with the requirement to provide advance subscriber notice in accordance with §64.1120(e)(3), with the obligations specified in that notice, and with other statutory and Commission requirements that apply to this streamlined process.

5. Copy of notice sent to affected subscribers:

Attached hereto as Exhibit B is the notice sent by Pioneer to affected customers.

An additional copy has been enclosed to be date-stamped and returned in the envelope provided as evidence of the filing.

Should you have any questions, please contact the undersigned.

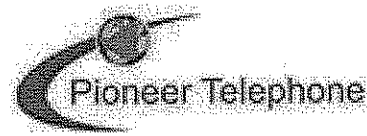
Respectfully submitted,



Leon Nowalsky, Esq. /nb
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d/b/aPioneer Telephone
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Rogelio Peña, Corporate Counsel
Level 3 Communications, LLC
1025 Eldorado Boulevard
Broomfield, CO 80021
Telephone: (720) 888-7043
Fax: (720) 888-5134
rogelio.pena@level3.com
Counsel for Broadwing
Communications, LLC

Exhibit B



Dear Customer:

Level 3 Communications, LLC and its affiliate Broadwing Corporation are selling their residential long distance customers to Telecom Management, Inc. d/b/a Pioneer Telephone. This transaction will require certain regulatory approvals. While awaiting those approvals, Pioneer will be managing your account on behalf of Level 3. The companies expect the transaction to be completed by <<EstimatedClosingDate>>.

The potential change in ownership of your account will not affect or disrupt your current service in any way. Your rates and the terms and conditions of your existing service will not be adversely affected as a result of this transaction. Pioneer will give you a thirty (30) day advance written notice of any increases to your rates after the transaction is completed. Pioneer will continue to provide a 30-day advance written notice of any rate increases for a period of up to ninety (90) days from the date of the transfer. However, there will be a billing cycle change for most customers. Bills will now be issued on or about the 15th of each month.

You should not incur any carrier-change charges from your local telephone company as a result of this transaction. If such a charge appears on the bill from your local telephone company, please call the customer service department toll-free at **(888) 492-6878** and a representative will reimburse you or credit your account accordingly.

Any "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer to another long distance carrier will need to be reinstated by you after the transfer is complete. Your customer care representative can provide you with further details.

You have a choice of long distance providers and have the right to choose a different carrier for your services. If you decide to switch to a different carrier and you have **not** informed Level 3 by the date of the transfer, your services and account will be transferred to Pioneer. Pioneer will be responsible for any outstanding Level 3 inquiries or complaints after the date of the transfer. Please contact a Customer Service Representative at **(888) 492-6878** if you have any questions.

Pioneer welcomes you and appreciates the opportunity to be your long distance service provider.

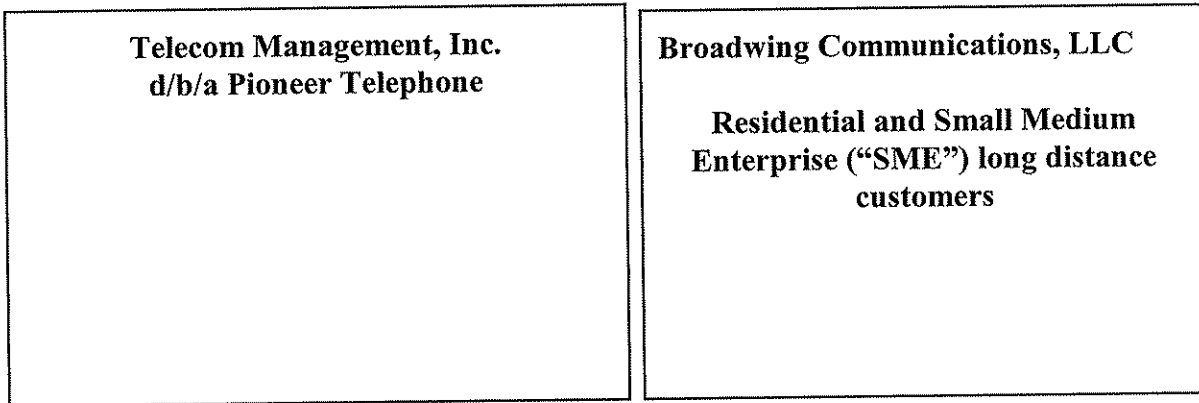
Sincerely,

Sue Bouchard, President
Pioneer Telephone

Randy Dunbar, Senior Vice President
Level 3 Communications

Exhibit C

PRE-TRANSACTION FLOW CHART



POST TRANSACTION FLOW CHART

