

TENNESSEE REGULATORY AUTHORITY



2009 APR 23 PM 3:04

T.R.A. DOCKET ROOM

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

April 23, 2009

Catherine Wang, Counsel
Danielle Burt, Counsel
Jeffrey R. Strenkowski, Counsel
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006

Charles B. Welch, Jr., Counsel
Farris Mathews Branran Bobango, PLC
618 Church Street, Suite 300
Nashville, TN 37219

RE: Docket No. 09-00048: Petition of Level 3 Communications, LLC, Broadwing Communications, LLC, TelCove Operations, LLC, TelCove of Nashville, L.P. and WilTel Communications, LLC for Approval to Participate in a Financing Arrangement

Dear Mses. Wang and Burt and Messrs. Strenkowski and Welch:

In order to fully analyze the above-referenced *Petition*, the Tennessee Regulatory Authority requires additional information. Please provide the information requested below by April 30, 2009, and refer to this correspondence as Data Request No. 1 in the response.

1. Have Level 3 Communications, LLC, Broadwing Communications, LLC, TelCove Operations, LLC, TelCove Operations of Nashville, L.P., and WilTel Communications, LLC (collectively "Petitioners") filed similar petitions in other states and what is the status of any such petition?
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?
3. Provide a copy of the terms and conditions for the financing described in the *Petition*.
4. How will the proceeds from the financing transaction be used?
5. The *Petition* states that the proceeds from the Credit Agreement will be advanced to Level 3 LLC for an inter-company demand note. Please describe the inter-company demand note including its terms and conditions.

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or email him at carlos.black@state.tn.us. Please respond by sending the original and 13 copies

Telephone (615) 741-2904, Toll-Free 1-800-342-8359, Facsimile (615) 741-5015
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either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with and electronic file:

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

Sincerely,

A handwritten signature in black ink, appearing to read "Jerry Kettles". The signature is fluid and cursive, with the first name "Jerry" written in a larger, more prominent script than the last name "Kettles".

Jerry Kettles, Chief
Economic Analysis & Policy Division

cc: Gregory Diamond