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T.R.A. DOCKET ROOM

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April 30, 2009

**Via Hand Delivery**

Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

**Re: Docket No. 09-00048 - Petition of Level 3 Communications, LLC, Broadwing Communications, LLC, TelCove Operations, LLC., TelCove of Nashville, LP, and WilTel Communications, LLC for Approval to Participate in a Financing Arrangement; Response to Data Request No. 1**

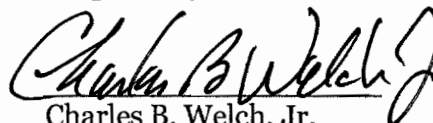
Dear Ms. Dillon:

On behalf of Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC ("Broadwing"), TelCove Operations, Inc. ("TelCove"), TelCove of Nashville, L.P. ("TelCove Nashville") and WilTel Communications, LLC ("WilTel" and collectively, "Petitioners"), enclosed for filing are an original and thirteen (13) copies of the Petitioners' response to Data Request No. 1 in the above-referenced docket.

Petitioners request **confidential treatment** of the summaries of the financing arrangements provided in Exhibits A and B. These Exhibits contain commercially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Petitioners at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

Please date stamp the extra copy of this filing and return it with our courier. Should you have any questions, please do not hesitate to contact me.

Respectfully submitted,



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Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**Petition of** )  
**Level 3 Communications, LLC** )  
**Broadwing Communications, LLC,** )  
**TelCove Operations, LLC,** )  
**TelCove of Nashville, LP. and** )  
**WilTel Communications, LLC** )  
**for Approval to Participate in a** )  
**Financing Arrangement** )

**Docket No. 09-00048**

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**RESPONSES TO TENNESSEE REGULATORY AUTHORITY'S  
DATA REQUEST NO. 1**

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Level 3 Communications, LLC ("Level 3 LLC"), Broadwing Communications, LLC ("Broadwing"), TelCove Operations, Inc. ("TelCove"), TelCove of Nashville, L.P. ("Telcove Nashville") and WilTel Communications, LLC ("WilTel" and collectively, "Petitioners") by undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1 in the above-referenced docket:

**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?**

**ANSWER:** Petitioners (and/or their other local affiliates) have filed similar petitions/applications in the following states: Arizona, Delaware, District of Columbia, Georgia, Hawaii, Indiana, New Jersey, New York, Pennsylvania, and West Virginia. The District of Columbia approved the application upon filing and Delaware approved the application on April 21, 2009. All other petitions/applications remain pending.

Further, Petitioners (and/or their local affiliates) have filed notification letters concerning the transaction with the following states: Connecticut, Maryland, Massachusetts, and Rhode Island. No action has been taken on any of these notices.

**2. Have the Petitioners filed 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?**

**ANSWER:** 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.**

**ANSWER:** In response to this data request, Petitioners provide *confidentially and under seal* a summary of the terms of the financing arrangements as Exhibit A. Due to the sensitive nature of this information, the Petitioners respectfully request confidential treatment of the information provided in this Exhibit.

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

**ANSWER:** The Petitioners intend to use the proceeds generated by the proposed financing for general corporate purposes including, but not limited to, possible acquisitions, network upgrades and operating capital.

**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.**

**ANSWER:** In response to this data request, Petitioners provide *confidentially and under seal* a description of the terms and conditions of the inter-company demand note as Exhibit B. Due to the sensitive nature of this information, the Petitioners respectfully request confidential treatment of the information provided in this Exhibit.

Should you have any questions concerning this information, please do not hesitate to contact us.

Respectfully submitted,



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Date: April 30, 2009

### **List of Exhibits**

- Exhibit A**      Terms and Conditions of Financing Arrangements  
[CONFIDENTIAL - Filed Under Seal]
- Exhibit B**      Description of the Inter-Company Demand Note  
[CONFIDENTIAL - Filed Under Seal]