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**Via Hand-Delivery**

filed electronically in docket office 5/8/2009

Eddie Roberson, Chairman  
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, Inc., TelCove of Nashville, L.P., and WilTel Communications, LLC for Approval to Participate in a Financing Arrangement; SUPPLEMENT to Response to Data Request No. 1**

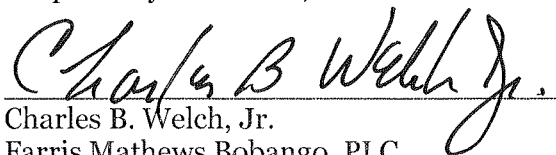
Dear Chairman Roberson:

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"), the Petitioners hereby supplement their response to Data Request No. 1 in the above-referenced docket, filed on April 30, 2009.

Specifically, the Petitioners inform the TRA that Level 3 Financing, Inc. has received commitments from lenders to further increase by \$60 million the borrowings under the \$220 million Tranche B Term Loan, which is the subject of the above-referenced Petition. All of the terms and conditions of the Tranche B Term Loan, such as the maturity and interest rate, will remain the same, and all other information provided to the TRA with respect to the terms and conditions of the financing arrangements remain unchanged. The expected net proceeds of approximately \$60 million will be used for general corporate purposes.

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

Respectfully submitted,



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