

TENNESSEE REGULATORY AUTHORITY



March 23, 2011

Kimberly A. Lacey, Counsel
Catherine Wang, Counsel
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006

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460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Docket No. 11-00038: Petition of Level 3 Communications, LLC for Approval to Participate in a Financing Arrangement

Dear Mses. Lacey and Wang:

In order to fully analyze the above-referenced *Petition*, the Tennessee Regulatory Authority ("TRA") requires additional information. Please provide the information requested below by April 1, 2011, and refer to this correspondence as Data Request No. 1 in the response.

1. Provide a copy of the terms and conditions for the financing arrangement described in the *Petition*.
2. Will there be a change in the rates or terms and conditions of service as a result of the Petitioners' participation in the proposed financing arrangement?

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@tn.gov. 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@tn.gov

Sincerely,

Jerry Kettles, Chief
Economics Analysis & Policy Division

c: Mr. Richard E. Thayer