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March 30, 2011

Via Overnight Courier

Ms. Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 11-00038 - Petition of Level 3 Communications, LLC for Approval to Participate in Certain Financing Arrangements
RESPONSE TO DATA REQUEST NO. 1

Dear Ms. Dillon:

Level 3 Communications, LLC ("Level 3 LLC" or "Petitioner"), through its undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1 in the above-referenced docket:

1. Provide a copy of the terms and conditions for the financing arrangement described in the Petition.

ANSWER: In response to this data request, Petitioner provides *confidentially and under seal* a copy of the Purchase Agreement as Exhibit A. This Exhibit contains 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 Applicant at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

2. Will there be a change in the rates or terms and conditions of service as a result of the Petitioner's participation in the proposed financing arrangement?

ANSWER: No. There will be no change in the rates or terms and conditions of service as a result of the Petitioner's participation in the proposed financing arrangement.

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March 30, 2011
Page 2

An original and thirteen (13) copies of this supplement are enclosed for filing. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions, please do not hesitate to contact Kimberly A. Lacey at (202) 373-6288.

Respectfully submitted,


Catherine Wang
Kimberly A. Lacey

Counsel for Level 3 Communications, LLC

cc: Carlos Black (TRA)

Exhibit A

Purchase Agreement

[CONFIDENTIAL - Filed Under Seal]