

# TENNESSEE REGULATORY AUTHORITY



460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

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May 3, 2011

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

RE: Docket 11-00054: Joint Petition of Level 3 Communications, Inc., Apollo Amalgamation Sub, Ltd., Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel Communications, LLC, TelCove Operations, LLC and Global Crossing North America, Inc., Global Crossing Telecommunications, Inc., and Global Crossing Local Services, Inc. for Approval of the Transfer of Control and Related Transactions Including Certain Financing Arrangements

Dear Mr. Welch:

In order to review the above-referenced *Joint Petition*, the Tennessee Regulatory Authority requires additional information. Please provide the information requested below by May 10, 2011, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the Petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the Petitioners made a similar filing with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of the filing has been established by the FCC, provide such with your response.
3. Provide a copy of the Agreement and Plan of Amalgamation described in the *Joint Petition*.
4. Provide the terms and conditions for the \$650 million term loan with a 6 year term described in the *Joint Petition*.
5. Provide the terms and conditions for the \$1.1 billion Senior Note issuance or bridge loan described in the *Joint Petition*.

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at [Carlos.Black@tn.gov](mailto: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](mailto:Sharla.Dillon@tn.gov)

Sincerely,

A handwritten signature in black ink, appearing to read "Jerry Kettles". The signature is fluid and cursive, with the first name "Jerry" and last name "Kettles" clearly distinguishable.

Jerry Kettles, Chief  
Economic Analysis & Policy Division

cc: Catherine Wang  
Danielle Burt  
Matthew Brill  
Brian Murray  
Richard E. Thayer  
Paul Kourouopas