

May 20, 2011

filed electronically in docket office on 05/2011

Via Electronic Filing and UPS Overnight Delivery

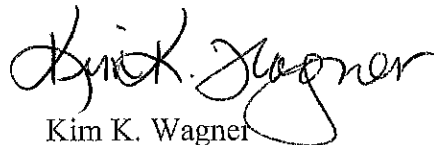
Chairman, Tennessee Regulatory Authority
c/o Sharla Dillon, Dockets and Records Manager
460 James Robertson Parkway
Nashville, TN 37243

Re: Application of electric Lightwave, LLC For approval of a
Financing Arrangement
Docket No. 11-00083

Dear Ms. Dillon:

Enclosed for filing is the Petition of Electric Lightwave, LLC in the above-referenced matter. The original and four copies will follow by UPS Overnight delivery.

Sincerely,



Kim K. Wagner
Legal & Regulatory Administrator
Integra Telecom, Inc.
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763.745.8459 (fax)
Kim.Wagner@integratelecom.com

Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Application of _____

Electric Lightwave, LLC _____

For Approval of a _____
Financing Arrangement _____

Docket No. _____

PETITION

I. INTRODUCTION

Electric Lightwave, LLC (“Electric Lightwave” or “Petitioner”), pursuant to Tenn. Code §65-4-109, to the extent it applies, requests approval to participate in a financing arrangement by its parent, Integra Telecom Holdings, Inc. (“Integra”). Integra intends to enter into a financing arrangement through which it will replace current long-term debt obligations with lower cost long-term debt obligations which will be secured by liens against the assets of its subsidiary companies, including Petitioner. Electric Lightwave is the only Integra entity involved in the proposed transaction that holds a certificate from the Tennessee Regulatory Authority (“TRA”). Electric Lightwave is authorized to provide resold interexchange service in Tennessee. Electric Lightwave does not have any assets in Tennessee and it has a total of only two (2) customers in Tennessee which together bill approximately \$1200.00 in monthly recurring charges for non-regulated service. Those customers do not currently purchase any state-regulated services.

Petitioner requests that the TRA grant expedited approval of the financing arrangement described herein, or waiver of the regulatory requirements pertaining thereto. Expedited

treatment is necessary to meet the demands of the financial marketplace and the important business and financial objectives of the business as a whole.

In support of this Petition, Petitioner states:

II. DESCRIPTION OF THE PETITIONER

Electric Lightwave, LLC is organized under the laws of Delaware, formed on November 21, 2002, with principal offices located at 1201 NE Lloyd Boulevard, Suite 500, Portland, Oregon 97232. In the State of Tennessee, Electric Lightwave is authorized to provide resold interexchange, telecommunications services pursuant to Docket No. 98-00578 on August 10, 1999, as amended in Docket No. 05-00010, on May 23, 2005. The TRA approved Integra's acquisition of Electric Lightwave by Order dated January 9, 2007 in Docket No. 06-00073.

III. DESCRIPTION OF THE TRANSACTION

Integra Telecom Holdings, Inc., parent to Electric Lightwave, intends to enter into a new financing arrangement in the amount of \$320 million (\$260 million in unsecured senior notes and \$60 million revolver with senior secured notes). The notes are set to mature 48 months after the closing of the transaction and will replace current notes that carry a higher rate of interest.

IV. PUBLIC INTEREST STATEMENT

Petitioner respectfully submits that the proposed transaction will serve the public interest in promoting competition among telecommunications providers by providing Electric Lightwave and its parent, Integra, with the opportunity to strengthen its competitive position through access to more cost effective and flexible financial resources. This financing transaction will be transparent to the Petitioner's customers, who will benefit from the continued receipt of quality telecommunications services.

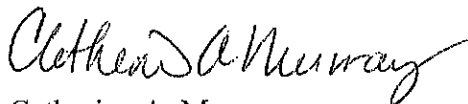
There will be no negative impact of the transaction on Tennessee customers, of which there are only two (2) both of whom appear not to be using Petitioner's intrastate regulated services. Electric Lightwave has no assets in Tennessee.

Given the complex and competitive nature of the telecommunications industry and the capital marketplace, the Company seeks to complete the proposed financing arrangement as soon as possible. Therefore, Petitioner respectfully requests that the TRA expeditiously process, consider, and approve this request.

VI. CONCLUSION

For the reasons stated above, Electric Lightwave, LLC requests expedited approval, to the extent necessary, for the Company to participate in the proposed financing arrangements of Integra as described in this Petition.

Respectfully submitted,



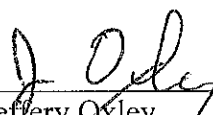
Catherine A. Murray
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Email: camurray@integratelecom.com

Date: 5/20/2011

VERIFICATION


STATE OF MINNESOTA)
)
COUNTY OF HENNEPIN) ss:

I, J. Jeffery Oxley, being first duly sworn, state that I am Executive Vice President and General Counsel of Integra Telecom Holdings, Inc., the corporate parent and sole member of Electric Lightwave, LLC; that I am authorized to make this Verification on behalf of Electric Lightwave, LLC and that the contents in the foregoing Petition are true and correct to the best of my knowledge, information, and belief.



J. Jeffery Oxley
Executive Vice President, General Counsel
Integra Telecom Holdings, Inc.
Integra Telecom, Inc.

Sworn and subscribed before me the 20th day of May, 2011.



Notary Public

My Commission expires: 1/31/2015

