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Hon. Kenneth C. Hill, Chairman  
c/o Sharla Dillon, Dockets/Records Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

sharla.dillon@tn.gov

**Re: Notification of Intent to Operate Pursuant to Market Regulation**

Dear Chairman Hill:

Earlier this year, Level 3 Communications, LLC ("Level 3", Certificate No. P-779) filed its market regulation letter which was officially filed with the TRA on January 12, 2012, Docket No. 12-00001.

On behalf of its wholly-owned operating subsidiary, Level 3 hereby notifies the TRA that Broadwing Communications, LLC (ID No. 115538) also elects to operate pursuant to market regulation in accordance with amended T.C.A. § 65-5-109 enacted on May 21, 2009.

An original and four copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "S. Seab".

Scott Seab