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December 8, 2006

**VIA OVERNIGHT DELIVERY**

Blanca S. Bayo, Director  
Division of the Commission Clerk and Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

Re: Joint Application of TelCove of Jacksonville, Inc., TelCove of Florida, Inc.,  
TelCove Investment, LLC, and TelCove Operations, LLC

060785-TP

Dear Ms. Bayo:

Please find enclosed for filing the Joint Application of TelCove of Jacksonville, Inc., TelCove of Florida, Inc., TelCove Investment, LLC, and TelCove Operations, LLC For Grant of the Authority to Complete a *Pro Forma* Reorganization, including the Assignment of Assets and Customers, the Transfer of Operating Authority, and Surrender of Operating Authority in Florida.


An original and fifteen (15) copies of this filing are enclosed. Please date-stamp and return the extra copy of this filing in the enclosed self-addressed, stamped envelope. Questions regarding this filing may be addressed to the undersigned at 703-760-5200.

Respectfully submitted,

Edward S. Quill, Jr.  
Brian McDermott

Counsel for Applicants

RECEIVED & FILED

  
FPSC-BUREAU OF RECORDS

*A Professional Corporation*

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8270 Greensboro Drive, Suite 700 McLean, VA 22102 Tel: 703.760.5200 Fax: 804.783.6507 or 703.748.0244  
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DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

**BEFORE THE  
FLORIDA PUBLIC SERVICE COMMISSION**

In the Matter of the Application of	)	
	)	
<b>TelCove of Jacksonville, Inc.,</b>	)	
	)	
<b>TelCove of Florida, Inc.,</b>	)	
	)	
<b>TelCove Investment, LLC,</b>	)	
	)	Docket No. _____
and	)	
	)	
<b>TelCove Operations, LLC</b>	)	
	)	
For Grant of the Authority to Complete a	)	
<i>Pro Forma</i> Reorganization, Including the	)	
Assignment of Assets and Customers,	)	
the Transfer of Operating Authority, and	)	
Surrender of Operating Authority	)	
	)	

**APPLICATION**

**I. Introduction**

TelCove Operations, LLC (“TelCove-Operations”), TelCove of Jacksonville, Inc. (“TelCove-Jacksonville), TelCove of Florida, Inc. (“TelCove-Florida”) and TelCove Investment, LLC (“TelCove-Investment” together with TelCove-Operations, TelCove-Jacksonville, and TelCove-Florida, “Applicants”), through their undersigned counsel and pursuant to FLA. STAT. ANN. § 364.33, and the rules of the Florida Public Service Commission (“Commission”), hereby seek approval to complete a proposed *pro forma* reorganization, which includes: (a) the assignment of TelCove-Investment, TelCove-Florida, and TelCove-Jacksonville’s Florida assets and customers, (b) the transfer of TelCove-Investment’s authority to operate in the State of

Florida to TelCove-Operations, and (c) the surrender of the Florida operating authority of TelCove-Florida and TelCove-Jacksonville. Applicants emphasize that the proposed reorganization will not involve any change in the ultimate ownership of Applicants, cause any change in the rates, terms or conditions under which service is provided in Florida or result in any discontinuance of service to customers in Florida. As a result, the proposed reorganization will be seamless to customers in terms of the services that those customers receive.

In connection with the proposed reorganization, all of the Florida assets of TelCove-Investment, TelCove-Florida, and TelCove-Jacksonville including their respective assets and customers in Florida, will be transferred, on a *pro forma* basis, to TelCove-Operations. Applicants also request permission to transfer TelCove-Investment's authorization to provide telecommunications services in Florida to TelCove Operations, LLC. Upon consummation of the proposed transaction, Applicants request that the authorizations held by TelCove-Florida and TelCove-Jacksonville be surrendered and their applicable tariffs cancelled. The proposed reorganization will not affect the services that Applicants' customers receive and immediately following the transaction existing customers will continue to receive service under the TelCove brand name. Applicants will have access to the same technical, managerial and financial qualifications in connection with the services they provide in Florida. Therefore, the proposed reorganization will not have any adverse impact on Florida customers. Applicants respectfully request that the Commission grant any required approval needed to complete the proposed reorganization as soon as possible.

In support of this Application, Applicants further state as follows:

## **II. Description of Applicants**

TelCove-Operations is an entity organized and existing under the laws of the State of

Delaware.<sup>1</sup> TelCove-Operations is a direct, wholly owned subsidiary of Eldorado Acquisition Three, LLC (“Eldorado”), which is ultimately and indirectly owned by Level 3 Communications, Inc. (“Level 3”). TelCove-Operations holds authority to operate in seventeen states, not including Florida, and through its corporate parent Eldorado, TelCove-Operations is authorized by the Federal Communications Commission to provide interstate and international services.

TelCove-Florida is a sister corporation to TelCove-Operations, which is also a direct wholly owned subsidiary of Eldorado, and ultimately and indirectly owned by Level 3. TelCove-Florida is a Delaware corporation. TelCove-Florida is authorized by the FCC to provide domestic interstate services as a non-dominant carrier and is authorized in Florida to provide alternative access vendor and competitive local exchange services pursuant to amended AAV/CLEC Certificate No. 2978. *See* Order No. PSC-04-0756-FOF-TA, Docket No. 040588-TA (Aug. 5, 2004).

TelCove-Investment is a wholly owned, direct subsidiary of TelCove-Operations. TelCove-Investment is a Delaware limited liability company. TelCove-Investment is authorized by the FCC to provide domestic interstate services as a non-dominant carrier and is authorized to provide competitive local exchange services pursuant to amended CLEC Certificate No. 6056 (*see* Order No. PSC-04-0836-FOF-TX, Docket No. 040510-TX (Aug. 27, 2004); Order No. PSC-04-0836A-FOF-TX, Docket No. 040510-TX (Aug. 31, 2004)) and interexchange telecommunications services pursuant to amended Certificate No. 6055 (*see* Order No. PSC-00-1395-PAA-TP, Docket No. 000453-TP) and amended Intrastate Interexchange Registration No. TJ206 (*see* Docket No. 040511-TI).

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<sup>1</sup> In connection with the proposed reorganization, TelCove-Operations is being converted from a corporation to a limited liability company.

TelCove-Jacksonville is subsidiary of TelCove-Investment and ultimately and indirectly owned by Level 3. TelCove-Jacksonville is a Delaware corporation. TelCove-Jacksonville is authorized by the FCC to provide domestic interstate services as a non-dominant carrier and is authorized to provide alternative access vendor and competitive local exchange services pursuant to amended AAV/CLEC Certificate No. 2973 (*see* Order No. PSC-04-0757-FOF-TX, Docket No. 040550-TX (Aug. 5, 2004)) and interexchange telecommunications services pursuant to amended Intrastate Interexchange Registration TJ346 (*see* Docket No. 040551-TI).

Applicants' place of business is located at 121 Champion Way, Canonsburg, Pennsylvania 15317.

**III. Contact Information**

Questions or inquiries concerning this Application may be directed to:

Edward S. Quill, Jr.  
Brian McDermott  
Williams Mullen  
8270 Greensboro Drive, Suite 700  
McLean, VA 22102  
Telephone: (703) 760-5200  
Facsimile: (703) 748-0244  
Email: EQuill@williamsmullen.com  
BMcDermott@williamsmullen.com

With copies to:

Michael Donahue  
Level 3 Communications  
2300 Corporate Park Drive  
Suite 600  
Herndon, VA 20171  
Telephone: (703) 234-8891  
Facsimile: (703) 720-5539  
Email: Michael.Donahue@Level3.com

#### **IV. Description of the Pro Forma Reorganization**

In order to streamline and better organize the business and operations of the TelCove companies, Applicants propose to complete a series of *pro forma* transactions whereby most of TelCove's business, including all of its operations within Florida, will be consolidated within a single operating entity, TelCove-Operations. Specifically, Applicants propose to complete a series of intra-corporate transactions through which the Florida operations of TelCove-Investment, TelCove-Florida, and TelCove- Jacksonville, including all of their respective Florida assets and customers will be transferred to TelCove-Operations, which will become the sole TelCove operating company in Florida. In connection with this transfer, Applicants request permission to transfer TelCove-Investment's Florida operating authority to TelCove-Operations. Upon consummation of the transaction, Applicants request that the certificates of TelCove-Florida and TelCove Jacksonville be surrendered and their applicable tariffs be withdrawn. Illustrative charts showing the structure of TelCove's Florida operations before and after the proposed transactions are provided in **Exhibit B**.

Applicants emphasize that the proposed transactions will be seamless to TelCove customers in Florida. The proposed transactions are entirely intra-corporate in nature, will not involve any change in ultimate ownership or control of any of the TelCove operating companies, and will not affect any of the rates, terms, or conditions under which Applicants' customers receive service in Florida. Immediately following the transaction, existing customers will

continue to receive service under the TelCove brand name and the proposed transactions will not involve any discontinuations of service or customer terminations.<sup>2</sup>

The proposed transactions will not adversely affect the ability of the TelCove entities to provide service in Florida.<sup>3</sup> Because the proposed transactions are entirely intra-corporate in nature, Applicants' customers and operations will continue to be managed and conducted by the same technical, operational and managerial personnel that are currently in place, and that currently oversee Applicants' operations. Furthermore, given that the proposed transactions are intra-corporate in nature, the TelCove entities will continue to have access to substantial financial resources.

**V. Public Interest Statement**

The proposed reorganization and changes described above are consistent with the public interest in that they will be seamless with respect to the services that current customers of TelCove-Investment, TelCove-Florida, and TelCove-Jacksonville in Florida receive, while enabling the TelCove operating entities to streamline their respective operations. As noted above, the proposed transactions are entirely intra-corporate in nature, will not result in any discontinuance of service, and will not affect any of the services provided to existing TelCove customers. Immediately following the transaction, Applicants' Florida customers will continue to receive service under the TelCove operating name. TelCove-Investment, TelCove-Florida, and

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<sup>2</sup> Although the proposed transactions will be seamless to customers of TelCove-Operations, TelCove-Florida, and TelCove- Jacksonville in terms of the services those customers receive, Applicants have nonetheless provided advance notice to customers affected by the proposed transactions. The form of the notice is provided in **Exhibit B**.

<sup>3</sup> As a technical matter, Applicants recognize that for each of TelCove's customers, the proposed transactions will result in a *pro forma* change in the TelCove legal entity authorized to provide service in Florida. Following the proposed reorganization, TelCove-Operations will be the sole TelCove entity authorized to operate in Florida. Accordingly, certification Application information for TelCove-Operations is provided in **Exhibits C and D**. In

TelCove-Jacksonville will continue to have access to the existing management team of TelCove-Operations and the TelCove entities will continue to have access to the same financial qualifications that they enjoyed prior to the transactions. As a result, TelCove customers in Florida will not be adversely affected by the proposed transactions.

At the same time, Applicants expect that the proposed transactions will allow the TelCove entities to streamline and rationalize their operations in a manner which will provide organizational and intracorporate operational benefits. Currently, TelCove's operations are divided among more than twenty separate subsidiaries. By consolidating its operations within a more limited number of operating entities, Applicants believe that the TelCove companies can more efficiently provide service and compete more effectively.

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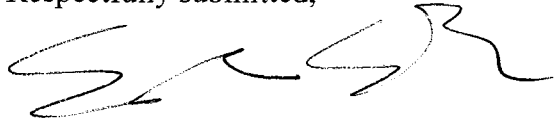
addition, tariffs for TelCove-Operations, which include all of the services provided by TelCove-Jacksonville, TelCove-Florida and TelCove-Investments, will be filed under separate cover.



**VI. Conclusion**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by approval of this Application. Accordingly, Applicants respectfully request that the Commission review and act on this Application expeditiously so that Applicants may complete the proposed transactions as soon as possible.

Respectfully submitted,



Edward S. Quill, Jr.  
Brian McDermott  
WILLIAMS MULLEN  
8270 Greensboro Drive, Suite 700  
McLean, VA 22102  
Telephone: (703) 760-5200  
Facsimile: (703) 748-0244  
Email: EQuill@williamsmullen.com  
Email: BMcDermott@williamsmullen.com

Counsel for Applicants

Dated: December 8, 2006

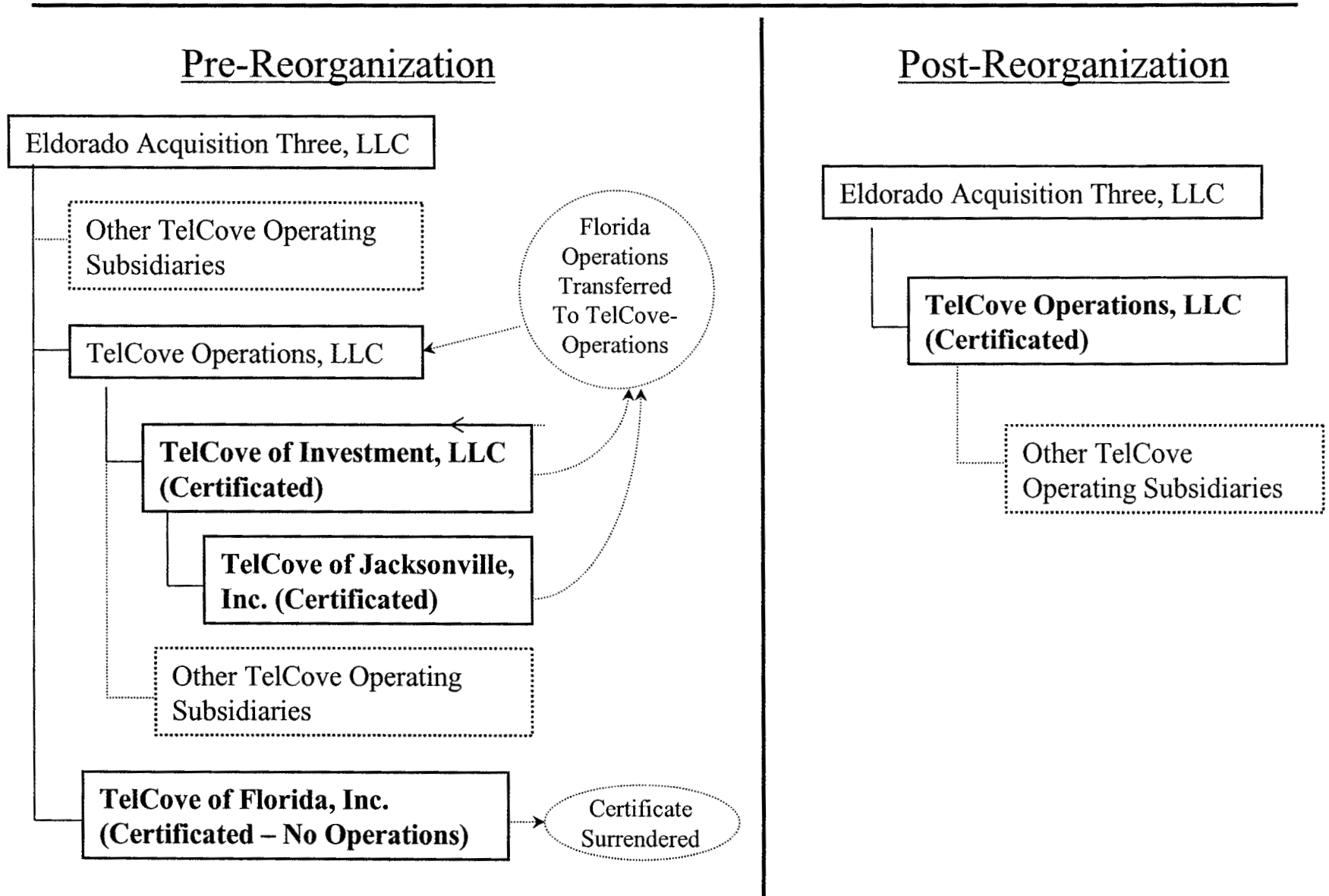
## LIST OF EXHIBITS

- Exhibit A            Pre- and Post-Transaction Illustrative Chart
- Exhibit B            Customer Notice
- Exhibit C            CLEC Certification Information for TelCove-Operations
- Attachment 1: Articles of Incorporation
- Attachment 2: Certificate of Good Standing
- Attachment 3: Management Biographies
- Attachment 4: Financial Information
- Exhibit D            IXC Registration Information
- Verification

**EXHIBIT A**

**Pre- and Post-Transaction Illustrative Chart**

# Illustrative Chart



**EXHIBIT B**

**Customer Notice**

Thank you for choosing TelCove as your telecommunications provider. [TelCove Transferring Entity] and [TelCove Receiving Entity] are pleased to announce that [TelCove Receiving Entity] will be acquiring the telecommunications customers of its sister company, [TelCove Transferring Entity], in [State]. The actual effective date of the transfer will depend on when we receive the appropriate state and federal regulatory approvals. [TelCove Receiving Entity] will automatically become your telecommunications provider for your services at that time.

We want to assure you that the transaction will not affect the price of the services you currently receive and that you will continue to receive TelCove services, without interruption, at the same rates and with the same features, terms and conditions as the service you enjoy today.

The transaction has been structured such that customers should not be charged any carrier-change charges levied by your local telephone company. If, however, such a charge does appear on the bill from your local telephone company as a result of this transfer of service to [TelCove Receiving Entity], please call TelCove [State]'s customer service department toll-free at 1-866-Telcove (835-2683) and a representative will reimburse you or credit your account accordingly. You may also call the customer service department if you have any service orders or complaints up until the time the transfer takes place. You may, of course, choose another carrier for your telephone service, but additional charges may apply including any termination liability in your contract.

Please note that any "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer to another long distance carrier will be over-ridden for purposes of this transaction, and will need to be reinstated by you after the transfer is complete. Your [TelCove Receiving Entity] customer care representative can provide you with further details.

Additional information about the vast array of communications services offered by TelCove is available at <http://www.telcove.com>.

**EXHIBIT C**

**Certification Information**

FLORIDA PUBLIC SERVICE COMMISSION

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT

APPLICATION FORM

for

AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE TELECOMMUNICATIONS COMPANY  
SERVICE  
WITHIN THE STATE OF FLORIDA

---

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of \$400.00 to:

**Florida Public Service Commission  
Division of the Commission Clerk and Administrative Services  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6770**

- E. A filing fee of \$400.00 is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission  
Division of Competitive Markets and Enforcement  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6600**



1. This is an application for (check one):

**Original certificate** (new company).

**Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

**Approval of assignment of existing Certificate:** Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company: **TelCove Operations, LLC**

3. Name under which applicant will do business (fictitious name, etc.):

**TelCove Operations, LLC**

4. Official mailing address:

Street/Post Office Box: **121 Champion Way**  
City: **Canonsburg**  
State: **Pennsylvania**  
Zip: **15317**

5. Florida address:

**TelCove-Operations' agent for service of process in Florida is Corporation Service Company. Its address is located at:**

Street/Post Office Box: **1201 Hays Street**  
City: **Tallahassee**  
State: **Florida**  
Zip: **32301**

**TelCove-Operations, by virtue of the TelCove operations in Florida, also has numerous addresses in Florida. The Company will provide further information regarding its network and offices upon request.**

6. Structure of organization:

<input type="checkbox"/>	Individual	<input checked="" type="checkbox"/>	Corporation
<input type="checkbox"/>	Foreign Corporation	<input type="checkbox"/>	Foreign Partnership
<input type="checkbox"/>	General Partnership	<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Other, <b>Limited Liability Company</b>		

7. **If individual**, provide:

Name:  
Title:  
Street/Post Office Box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

**Not Applicable - TelCove Operations is not incorporated in Florida.**

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

**Currently, TelCove-Operations is a corporation. Its Articles of Incorporation and Certificate of Good Standing in Florida are attached hereto in Attachments 1 and 2 respectively. In connection with the proposed reorganization, TelCove-Operations' corporate form will be changed to a limited liability company. Updated corporate documents, which will become available only after the completion of the proposed reorganization, will be provided to the Commission upon request when they become available.**

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:

**Not Applicable.**

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

**Not Applicable.**

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

**Not Applicable.**

Name:  
Title:  
Street/Post Office Box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:

Website Address:

13. **If a foreign limited partnership,** provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

**Not Applicable.**

14. Provide **F.E.I. Number**(if applicable):

**25-1841903**

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name:	<b>Edward Quill/Brian McDermott</b>
Title:	<b>Counsel</b>
Street name & number:	<b>Williams Mullen, 8270 Greensboro Drive</b>
Post office box:	<b>Suite 700</b>
City:	<b>McLean</b>
State:	<b>VA</b>
Zip:	<b>22102</b>
Telephone No.:	<b>703-760-5200</b>
Fax No.:	<b>703-748-0244</b>
E-Mail Address:	<b>equill@williamsmullen.com</b> <b>bmcdermott@williamsmullen.com</b>
Website Address:	<b>www.williamsmullen.com</b>

(b) Official point of contact for the ongoing operations of the company:

**Name: Michael Donahue**  
**Title: Corporate Counsel**  
**Street name & number: 2300 Corporate Park Drive**  
**Post office box:**  
**City: Herndon**  
**State: VA**  
**Zip: 20171**  
**Telephone No.: 703-234-8891**  
**Fax No.: 703-234-8830**  
**E-Mail Address: Michael.Donahue@Level3.com**  
**Website Address: www.Level3.com**

(c) Complaints/Inquiries from customers:

**Name: Karen Hyde**  
**Title: Legal Assistant**  
**Street/Post Office Box: 121 Champion Way**  
**City: Canonsburg**  
**State: PA**  
**Zip: 15317**  
**Telephone No.: 724-743-9719**  
**Fax No.: 724-743-9791**  
**E-Mail Address: Karen.Hyde@Level3.com**  
**Website Address: www.Level3.com**

16. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

**TelCove-Operations is authorized to provide regulated services in seventeen jurisdictions, including: Alabama, Delaware, District of Columbia, Georgia, Maryland, Michigan, Mississippi, Missouri, New Hampshire, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Tennessee, Texas, West Virginia, and Wyoming.**

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

**In connection with the reorganization, TelCove-Operations expects to become certificated in Arkansas, Florida, Kansas, Kentucky, Louisiana, New Jersey, South Carolina and Vermont.**

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

**TelCove-Operations is authorized to provide regulated services in seventeen jurisdictions, including: Alabama, Delaware, District of Columbia, Georgia, Maryland, Michigan, Mississippi, Missouri, New Hampshire, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Tennessee, Texas, West Virginia, and Wyoming.**

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

**None.**

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

**None.**

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

**None. TelCove-Operations received claims by various telecommunications carriers in the processing of its bankruptcy proceedings in the Southern District of New York (Case No 02-11389).**

17. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

**None of TelCove-Operations' officers or directors have been adjudged bankrupt, mentally incompetent or found guilty of any felony. TelCove-Operations was involved in bankruptcy proceedings in the Southern District of New York (Case No 02-11389). However, such proceedings have been concluded and preceded the acquisition of the TelCove companies by Level 3.**

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

**Level 3 Communications, LLC, the sole shareholder of TelCove-Operations' parent company, Eldorado Acquisition Three, LLC, holds a certificate to provide local exchange and interexchange telecommunications services in the State of Florida (see Docket No. 98-0934-TX).**

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

**The management team of TelCove-Operations is the same as that for the existing TelCove operating entities in Florida, TelCove-Jacksonville, Telcove-Florida, and TelCove-Investment. That management team is not expected to be affected by the proposed reorganization.**

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

**Biographies for the management team of TelCove-Operations, which has substantial managerial experience, are provided in Attachment 3.**

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

**Biographies for the management team of TelCove-Operations, which has substantial technical expertise, are provided in Attachment 3.**

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

**The proposed reorganization is entirely *pro forma* in nature and therefore will not affect the financial resources available in Florida. Financial information for Level 3 Communications,**

**Inc., the ultimate parent of the TelCove entities, is provided in Attachment 4.**

**Note:** This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

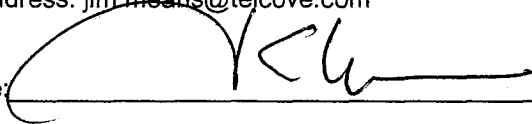
**RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

**APPLICANT ACKNOWLEDGEMENT:** By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "**Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083.**"

Company Owner or Officer

Print Name: James E. Means  
Title: Vice President, Legal  
Telephone No.: 724-743-9566  
E-Mail Address: jim.means@telcove.com

Signature:  \_\_\_\_\_

Date: 11/15/06



**CERTIFICATE SALE, TRANSFER,**  
**OR**  
**ASSIGNMENT STATEMENT**

As current holder of Florida Public Service Commission Certificate Number \_\_\_\_\_, I  
have reviewed this application and join in the petitioner's request for a

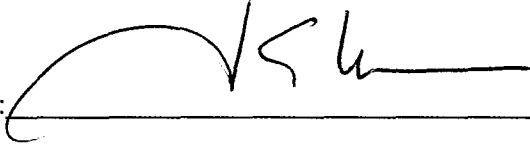
- sale
- transfer
- assignment

of the certificate.

**Company Owner or Officer**

Print Name: James E. Means  
Title: Vice President, Legal  
Street/Post Office Box: 121 Champion Way  
City: Canonsburg  
State: PA  
Zip: 15317  
Telephone No.: 724-743-9566  
Fax No.: 724-743-9791  
E-Mail Address: jim.means@telcove.com

Signature: \_\_\_\_\_



Date: 11/15/06

**Exhibit C: Attachment 1**

**Articles of Organization**

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# Delaware

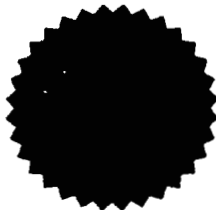
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.", CHANGING ITS NAME FROM "ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC." TO "TELCOVE OPERATIONS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF APRIL, A.D. 2004, AT 3:24 O'CLOCK P.M.

3076715 8100

040292275



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3065982

DATE: 04-21-04

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**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF INCORPORATION  
OF  
ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.**

Adelphia Business Solutions Operations, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Adelphia Business Solutions Operations, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 29, 1999.

2. The Corporation commenced a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") on March 27, 2002 in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (Case No. 02-11389 (REG)). This Certificate of Amendment amends the original Certificate of Incorporation of the Corporation, as amended to date (the "Certificate of Incorporation"), and has been duly adopted in accordance with Sections 242 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Modified Third Amended Joint Plan of Reorganization under chapter 11 of the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on December 19, 2003 by order (the "Order") of the Bankruptcy Court. Provision for amending the Certificate of Incorporation is contained in the Order of the Bankruptcy Court having jurisdiction under the Bankruptcy Code for the reorganization of the Corporation.

3. Article FIRST of the Certificate of Incorporation is amended in its entirety as follows:


"FIRST: The name of the corporation is TelCove Operations, Inc. (the "Corporation")."

4. Article FOURTH of the Certificate of Incorporation is amended by adding the following new sentence after the last sentence of said Article:

"Pursuant to Section 1123 of the Bankruptcy Code, notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities."

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IN WITNESS WHEREOF, the undersigned has duly executed this  
Certificate of Amendment to Certificate of Incorporation on this 2nd day of April, 2004.

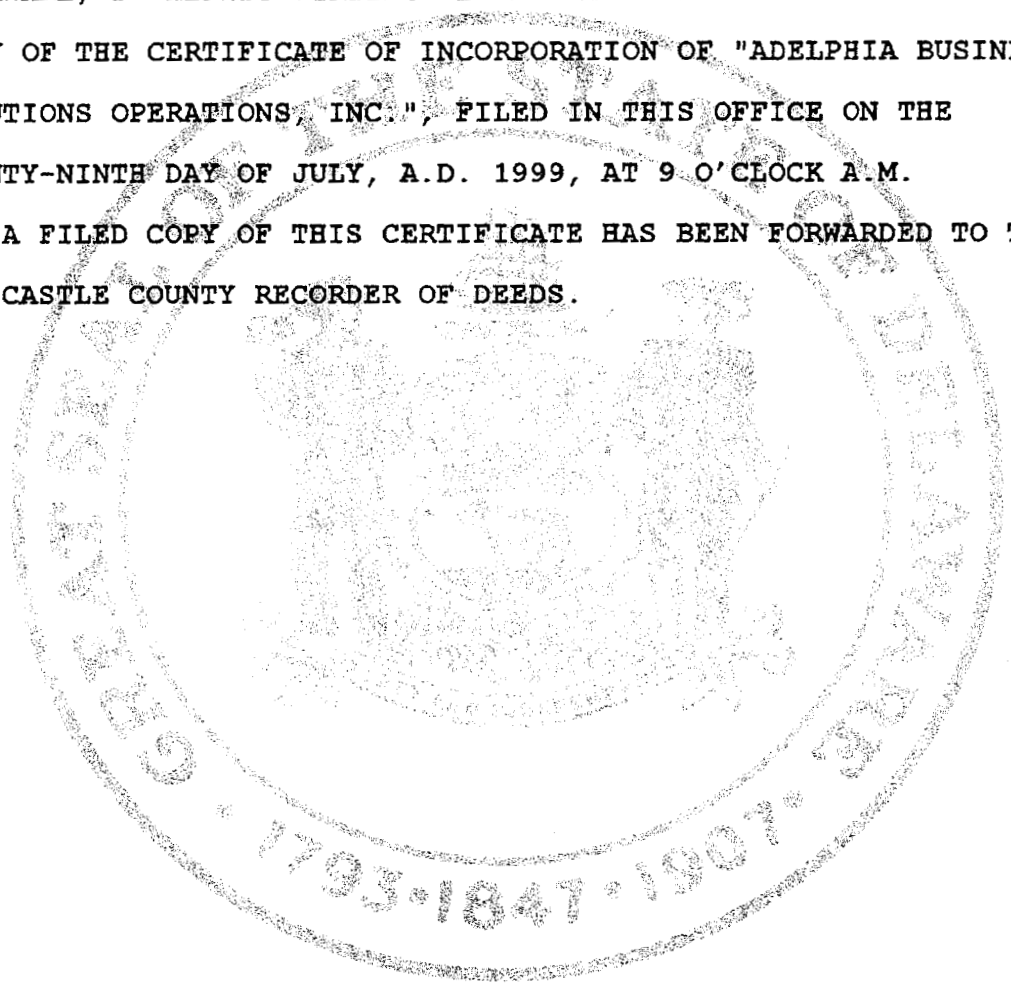
  
\_\_\_\_\_  
Name: Edward E. Babcock, Jr.  
Title: Chief Financial Officer and Vice  
President

State of Delaware  
Office of the Secretary of State PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3076715 8100

991314878

AUTHENTICATION: 9895421

DATE: 07-30-99

**CERTIFICATE OF INCORPORATION**

**OF**

**ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.**

1. The name of the corporation is:

Adelphia Business Solutions Operations, Inc.

2. The address of its registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805-1297, County of New Castle. The name of its registered agent at such address is the Corporation Service Company.

3. The nature of the business or purpose to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is 100 shares of Common Stock, and the par value of each of such shares is One Cent (\$0.01), amounting in the aggregate to Ten Dollars.

5. The name and mailing address of the Sole Incorporator is as follows:

Mary V. Rhodes  
Adelphia Business Solutions  
DDI Plaza Two  
500 Thomas Street, Suite 400  
Pittsburgh, PA 15017


6. The corporation is to have perpetual existence.

7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission; provided, however, that the foregoing shall not eliminate or limit the liability of a director (a) for any breach of the director's duty or loyalty to the corporation or its stockholders, (b) for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived an

improper personal benefit. Any repeal or modification of this article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

8. In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter, or repeal the By-laws of the corporation.
9. Elections of directors need not be by written ballot except and to the extent provided in the By-laws of the corporation.

I, Mary V. Rhodes, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 29<sup>th</sup> day of July, 1999.

  
Mary V. Rhodes, Sole Incorporator



**Exhibit C: Attachment 2**  
**Certificate of Good Standing**

# *State of Florida*

## *Department of State*

I certify from the records of this office that TELCOVE OPERATIONS, INC. is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on December 7, 2000.

The document number of this corporation is F00000006787.

I further certify that said corporation has paid all fees due this office through December 31, 2006, that its most recent annual report was filed on April 25, 2006, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

*Given under my hand and the Great Seal of  
Florida, at Tallahassee, the Capital, this the  
Seventh day of December, 2006*

*Sue M. Cobb*

*Secretary of State*



Authentication ID: 500082344405-120706-F00000006787

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

[www.sunbiz.org/auth.html](http://www.sunbiz.org/auth.html)

**Exhibit C: Attachment 3**  
**Management Biographies**

**Robert E. Guth**  
**Chairman, President, and Chief Executive Officer**

Mr. Guth joined TelCove in 1996 as General Manager for the company's Central Pennsylvania region; he was promoted to Vice President of Business Operations in 2000 and was responsible for the company's sales, operations and customer care-organizations. In 2002, Mr. Guth was appointed to the position of President and Chief Executive Officer. TelCove successfully emerged from Chapter 11 in April 2004, and in the same month, Mr. Guth was elected Chairman of the Board.

Prior to joining TelCove, Mr. Guth worked for AT&T Corporation in a number of sales, technical, and management positions with a concentrated focus in the government and higher education sectors.

In addition to his responsibilities for TelCove, Mr. Guth is also President of Business Markets for Level 3, and is responsible for leading all customer-facing elements including the sales, product, offer management and customer-care organizations.

Mr. Guth received his Bachelor of Science degree in Electrical Engineering from Lehigh University.

**Edward E. Babcock, Jr., CPA**  
**Director, Vice-President, and Chief Financial Officer**

Mr. Babcock has served as Chief Financial Officer of TelCove since June 2002. He is responsible for all of the Company's finance and administrative functions. Prior to then, Mr. Babcock was Vice President of Finance, a position he occupied since joining the Company in 1996.

Mr. Babcock has over 20 years of financial management experience, serving in various senior financial management roles with other organizations, primarily Deloitte & Touche in Pittsburgh, Pennsylvania.

A 1984 graduate of The Pennsylvania State University, Mr. Babcock is a Certified Public Accountant accredited in Pennsylvania and is a member of the American and Pennsylvania Institutes of Certified Public Accountants.

**James E. Means**  
**Vice President, General Counsel, and Secretary**

Mr. Means has served as Vice President and General Counsel of TelCove since June of 2005. Mr. Means directs all of the Company's legal and regulatory matters. Mr. Means has been with the organization since 1998. At TelCove, he has served in roles as both an operational/regulatory attorney, as well as a corporate attorney, and has been a key participant in TelCove's successful acquisition and integration of select markets and assets from other telecom entities.

With extensive experience in local exchange carrier relations, federal, state and local regulatory matters, M&A transactions, as well as general and telecom-specific contract development, Mr. Means has also practiced as an associate with Rothman, Gordon, Foreman & Groudine, P.C., specializing in telecommunications law. Additionally, he has held several other in-house positions in the telecommunications industry.

Mr. Means received his Juris Doctorate from Duquesne University and holds a Bachelor of Arts degree in Political Science from Gannon University.

**Exhibit C: Attachment 4**

**Financial Information**

## LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

For each of the three years ended December 31, 2005

	2005	2004	2003
	(dollars in millions, except per share data)		
Revenue:			
Communications	\$ 1,645	\$ 1,685	\$ 1,947
Information services	1,894	1,861	1,920
Coal mining	74	91	80
Total revenue	<u>3,613</u>	<u>3,637</u>	<u>3,947</u>
Costs and Expenses (exclusive of depreciation and amortization shown separately below):			
Cost of revenue:			
Communications	463	436	370
Information services	1,717	1,705	1,778
Coal mining	53	67	58
Total cost of revenue	<u>2,233</u>	<u>2,208</u>	<u>2,206</u>
Depreciation and amortization	657	682	813
Selling, general and administrative	912	947	1,027
Restructuring and impairment charges	23	16	40
Total costs and expenses	<u>3,825</u>	<u>3,853</u>	<u>4,086</u>
Operating Loss	(212)	(216)	(139)
Other Income (Expense):			
Interest income	35	13	18
Interest expense	(530)	(485)	(567)
Gains on early extinguishment of debt	—	197	41
Other, net	28	39	(107)
Total other income (expense)	<u>(467)</u>	<u>(236)</u>	<u>(615)</u>
Loss from Continuing Operations Before Income Taxes and Change in Accounting Principle	(679)	(452)	(754)
Income Tax Benefit (Expense)	(8)	(6)	50
Loss from Continuing Operations	<u>(687)</u>	<u>(458)</u>	<u>(704)</u>
Income (Loss) from Discontinued Operations	49	—	(12)
Net Loss Before Change in Accounting Principle	<u>(638)</u>	<u>(458)</u>	<u>(716)</u>
Cumulative Effect of Change in Accounting Principle	—	—	5
Net Loss	<u>\$ (638)</u>	<u>\$ (458)</u>	<u>\$ (711)</u>
Earnings (Loss) Per Share of Common Stock (Basic and Diluted):			
Loss from Continuing Operations	\$ (0.98)	\$ (0.67)	\$ (1.25)
Income (Loss) from Discontinued Operations	0.07	—	(0.02)
Cumulative Effect of Change in Accounting Principle	—	—	0.01

Net Loss	(0.91)	(0.67)	(1.26)
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See accompanying notes to consolidated financial statements.

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## LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

December 31, 2005 and 2004

	2005	2004
	(dollars in millions, except per share data)	
<i>Assets</i>		
<i>Current Assets:</i>		
Cash and cash equivalents	\$ 452	\$ 443
Marketable securities	176	225
Restricted cash and securities	33	48
Receivables, less allowances for doubtful accounts of \$23 and \$23, respectively	830	541
Other	186	145
<b>Total Current Assets</b>	<b>1,677</b>	<b>1,402</b>
Property, Plant and Equipment, net	5,638	5,375
Marketable Securities	234	114
Restricted Cash and Securities	72	67
Goodwill and Intangibles, net	533	457
Other Assets, net	123	129
	<b>\$ 8,277</b>	<b>\$ 7,544</b>
<i>Liabilities and Stockholders' Deficit</i>		
<i>Current Liabilities:</i>		
Accounts payable	\$ 794	\$ 600
Current portion of long-term debt	—	143
Accrued payroll and employee benefits	96	78
Accrued interest	102	73
Deferred revenue	266	253
Other	177	155
<b>Total Current Liabilities</b>	<b>1,435</b>	<b>1,302</b>
Long-Term Debt, less current portion	6,023	5,067
Deferred Revenue	748	840
Other Liabilities	547	492
<i>Commitments and Contingencies</i>		
<i>Stockholders' Deficit:</i>		
Preferred stock, \$.01 par value, authorized 10,000,000 shares: no shares outstanding	—	—
Common stock, \$.01 par value, authorized 1,500,000,000 shares: 817,767,818 outstanding in 2005 and 686,496,721 outstanding in 2004	8	7
Additional paid-in capital	7,759	7,371
Accumulated other comprehensive income (loss)	(51)	19
Accumulated deficit	(8,192)	(7,554)
<b>Total Stockholders' Deficit</b>	<b>(476)</b>	<b>(157)</b>
	<b>\$ 8,277</b>	<b>\$ 7,544</b>

## LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

For each of the three years ended December 31, 2005

	2005	2004	2003
	(dollars in millions)		
Cash Flows from Operating Activities:			
Net Loss	\$ (638)	\$ (458)	\$ (711)
(Income) loss from discontinued operations	(49)	—	12
Cumulative effect of change in accounting principle	—	—	(5)
	<u>(687)</u>	<u>(458)</u>	<u>(704)</u>
Loss from continuing operations	(687)	(458)	(704)
Adjustments to reconcile loss from continuing operations to net cash provided by (used in) continuing operations:			
Equity earnings	—	—	(3)
Depreciation and amortization	657	682	813
Induced conversion expense on convertible debt	—	—	200
Gain on debt extinguishments	—	(197)	(41)
Loss on impairments and asset sales	9	—	—
Gain on sale of property, plant and equipment, Commonwealth Telephone shares and other assets	(9)	(39)	(74)
Non-cash compensation expense attributable to stock awards	55	44	82
Deferred revenue	(109)	(67)	(267)
Deferred income taxes	—	—	(57)
Amortization of debt issuance costs	16	16	42
Accrued interest on discount debt	33	75	106
Accrued interest on long-term debt	30	(27)	25
Change in working capital items net of amounts acquired:			
Receivables	(41)	26	(28)
Other current assets	(36)	8	48
Payables	11	(28)	(56)
Other liabilities	(26)	(107)	(48)
Other	(23)	(5)	(11)
	<u>(120)</u>	<u>(77)</u>	<u>27</u>
Net Cash Provided by (Used in) Continuing Operations	(120)	(77)	27
Cash Flows from Investing Activities:			
Proceeds from sales and maturities of marketable securities	584	70	—
Purchases of marketable securities	(648)	(410)	—
Decrease (increase) in restricted cash and securities	(4)	21	9
Capital expenditures	(305)	(273)	(153)
Investments	(10)	—	(2)
WillTel acquisition, net of cash acquired of \$128	(369)	—	—
Sprint acquisition, excluding pre-assignment or assumption income	—	(34)	—
ICG acquisition	—	(35)	—
Genuity acquisition	—	—	(109)
Proceeds from sale of Commonwealth shares	—	41	—
Proceeds from sale of toll road operations	—	—	46
Proceeds from sale of property, plant and equipment, and other investments	11	29	57
	<u>(741)</u>	<u>(591)</u>	<u>(152)</u>
Net Cash Used in Investing Activities	\$ (741)	\$ (591)	\$ (152)

(continued)

See accompanying notes to consolidated financial statements.

**LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS—(Continued)**

For each of the three years ended December 31, 2005

	<u>2005</u>	<u>2004</u>	<u>2003</u>
	(dollars in millions)		
Cash Flows from Financing Activities:			
Long-term debt borrowings, net of issuance costs	\$ 943	\$ 985	\$ 848
Payments and repurchases of long-term debt, including current portion	(130)	(1,027)	(772)
Stock options exercised	—	—	3
Net Cash Provided by (Used in) Financing Activities	<u>813</u>	<u>(42)</u>	<u>79</u>
Discontinued Operations (Revised—See Note 1):			
Net Cash Provided by (Used in) Discontinued Operating Activities	(3)	13	14
Net Cash Provided by (Used in) Investing Activities	78	(6)	11
Net Cash Provided by (Used in) Financing Activities	(1)	(1)	—
Net Cash Provided by Discontinued Operations	<u>74</u>	<u>6</u>	<u>25</u>
Effect of Exchange Rates on Cash and Cash Equivalents	<u>(17)</u>	<u>18</u>	<u>8</u>
Net Change in Cash and Cash Equivalents	9	(686)	(13)
Cash and Cash Equivalents at Beginning of Year	<u>443</u>	<u>1,129</u>	<u>1,142</u>
Cash and Cash Equivalents at End of Year	<u>\$ 452</u>	<u>\$ 443</u>	<u>\$ 1,129</u>
Supplemental Disclosure of Cash Flow Information:			
Cash interest paid	\$ 451	\$ 421	\$ 394
Income taxes paid	1	13	—
Noncash Investing and Financing Activities:			
Common stock issued in exchange for long term debt	\$ —	\$ —	\$ 953
Long-term debt principal retired by issuing common stock	—	—	1,007
Accrued interest paid with common stock	—	—	10
Common stock issued for acquisitions	313	—	29
Long-term debt extinguished due to sale of toll road operations.	—	—	139
Settlement of debt obligation and current liabilities with restricted securities	13	—	410
Capital leases assumed in Genuity transaction	—	—	309
Decrease in deferred revenue related to acquisitions	2	—	76
Warrants cancelled in exchange for construction services	—	—	(2)

See accompanying notes to consolidated financial statements.

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## LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)

For each of the three years ended December 31, 2005

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
	(dollars in millions)				
Balances at December 31, 2002	\$ 4	\$ 6,273	\$ (132)	\$ (6,385)	\$ (240)
Common Stock:					
Issued to extinguish long-term debt	3	950	—	—	953
Stock options exercised	—	3	—	—	3
Stock plan grants	—	57	—	—	57
Shareworks plan	—	36	—	—	36
401(k) plan	—	14	—	—	14
Warrants cancelled	—	(2)	—	—	(2)
Telve acquisition	—	29	—	—	29
Net Loss	—	—	—	(711)	(711)
Other Comprehensive Income	—	—	42	—	42
Balances at December 31, 2003	7	7,360	(90)	(7,096)	181
Common Stock:					
Stock plan grants	—	22	—	—	22
Shareworks plan	—	34	—	—	34
401(k) plan	—	17	—	—	17
Convertible Note Hedge and Warrant (See Note 14)	—	(62)	—	—	(62)
Net Loss	—	—	—	(458)	(458)
Other Comprehensive Income	—	—	109	—	109
Balances at December 31, 2004	7	7,371	19	(7,554)	(157)
Common Stock:					
WilTel acquisition	1	312	—	—	313
Stock plan grants	—	37	—	—	37
Shareworks plan	—	24	—	—	24
401(k) plan	—	15	—	—	15
Net Loss	—	—	—	(638)	(638)
Other Comprehensive Loss	—	—	(70)	—	(70)
Balances at December 31, 2005	\$ 8	\$ 7,759	\$ (51)	\$ (8,192)	\$ (476)

See accompanying notes to consolidated financial statements.

**LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**

For each of the three years ended December 31, 2005

	2005	2004	2003
	(dollars in millions)		
Net Loss	\$ (638)	\$ (458)	\$ (711)
Other Comprehensive Income (Loss) Before Tax:			
Foreign currency translation adjustments	(72)	29	31
Unrealized holding gains (losses) on marketable equity securities and other arising during period.	(1)	(2)	14
Reclassification adjustment for (gains) losses included in net loss	3	82	(3)
Other Comprehensive Income (Loss), Before Tax	(70)	109	42
Income Tax Benefit Related to Items of Other Comprehensive Income (Loss)	—	—	—
Other Comprehensive Income (Loss), Net of Taxes	(70)	109	42
Comprehensive Loss	\$ (708)	\$ (349)	\$ (669)

**SUPPLEMENTARY STOCKHOLDERS' DEFICIT INFORMATION**

	Net Foreign Currency Translation Adjustment	Other	Total
	(dollars in millions)		
Accumulated other comprehensive income (loss):			
Balance at January 1, 2003	\$ (113)	\$ (19)	\$ (132)
Change	29	13	42
Balance at December 31, 2003	(84)	(6)	(90)
Change	134	(25)	109
Balance at December 31, 2004	50	(31)	19
Change	(69)	(1)	(70)
Balance at December 31, 2005	\$ (19)	\$ (32)	\$ (51)

See accompanying notes to consolidated financial statements.

**EXHIBIT D**

**IXC Registration Information**

## IXC REGISTRATION FORM

Company Name	<b>TelCove Operations, LLC</b>		
Florida Secretary of State Registration No.	<b>F00000006787</b>		
Fictitious Name(s) as filed at Fla. Sec. of State	<b>Not Applicable</b>		
Company Mailing Name	<b>TelCove Operations, LLC</b>		
Mailing Address	<b>121 Champion Way, Canonsburg, Pennsylvania 15317</b>		
Web Address	<b>www.telcove.com</b>		
E-mail Address	<b>http://www.telcove.com/contact.asp</b>		
Physical Address	<b>121 Champion Way, Canonsburg, Pennsylvania 15317</b>		
Company Liaison	<b>Michael Donahue</b>		
Title	<b>Corporate Counsel</b>		
Phone	<b>703-234-8891</b>		
Fax	<b>703-234-8830</b>		
E-mail address	<b>Michael.Donahue@Level3.com</b>		
Consumer Liaison to PSC	<b>Karen Hyde</b>		
Title	<b>Legal Assistant</b>		
Address	<b>121 Champion Way</b>		
Phone	<b>724-743-9719</b>		
Fax	<b>724-743-9791</b>		
E-mail address	<b>Karen.Hyde@Level3.com</b>		
<p>My company's tariff as required in Section 364.04, Florida Statutes, is enclosed with this form. I understand that my company must notify the Commission of any changes to the above information pursuant to Section 364.02, Florida Statutes. My company will owe Regulatory Assessment Fees for each year or partial year my registration is active pursuant to Section 364.336, Florida Statutes. My company will comply with Section 364.603, Florida Statutes, concerning carrier selection requirements, and Section 364.604, Florida Statutes, concerning billing practices.</p>			
Signature of Company Representative		Printed/Typed Name of Representative	
<b>PLEASE SEE ATTACHED VERIFICATION</b>			
Date			

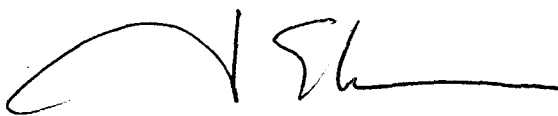
## Verification



VERIFICATION


COMMONWEALTH OF PENNSYLVANIA )  
 )  
CITY OF CANONSBURG ) ss:

I, James E. Means, being first duly sworn, state that I am Vice President, Legal of TelCove of Jacksonville, Inc., TelCove of Florida, Inc., TelCove Investment, LLC, and TelCove Operations, LLC; that I am authorized to make this Verification on behalf of TelCove of Jacksonville, Inc., TelCove of Florida, Inc., TelCove Investment, LLC, and TelCove Operations, LLC., the Applicants in the foregoing Application; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Name: James E. Means  
Title: Vice President, Legal

Sworn and subscribed before me this 15th day of November, 2006.

  
Notary Public

My commission expires 9-12-2010

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Karen L. Tarasi, Notary Public  
Cecil Twp., Washington County  
My Commission Expires Sept. 12, 2010  
Member, Pennsylvania Association of Notaries