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July 17, 2008

08-895-TP-C10

*Via Overnight Mail*Executive Secretary
Public Utilities Commission of Ohio
Docketing Division
180 East Broad St.
Columbia, OH 43215-3793RECEIVED-DOCKETING DIV
2008 JUL 18 AM 10:38
PUCORe: Notification by Telecom Management, Inc. d/b/a Pioneer Telephone and
Broadwing Communications, LLC for Approval of an Asset Purchase Agreement

Dear Sir or Madam:

On behalf of Telecom Management, Inc. d/b/a Pioneer Telephone and Broadwing Communications, LLC ("Broadwing") (together "Applicants")¹, this letter is to advise the Commission of Asset Purchase Agreements (the "Agreements"), whereby Pioneer will acquire Broadwing's residential and small medium enterprise ("SME") long distance customer accounts in this State (the "Acquisition").

It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

Pioneer is a Maine corporation with principal offices located at 583 Warren Avenue, Portland, ME 04103. Pioneer is a certified long distance telecommunications provider in this State.²

¹ The Applicants elected to execute separate purchase agreements for each base of customers that are to be acquired.

² Pioneer provides resold long distance telecommunications services in this State pursuant to authority granted in Case No. 03-1004-TP-ACE, dated July 21, 2004.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician Ann Date Processed 7/18/08

Broadwing is a Delaware limited liability company and a wholly-owned subsidiary of Level 3 Communications, LLC, with principal offices located at 1025 Eldorado Boulevard, Broomfield, CO 80021. Broadwing is a certified long distance telecommunications provider in this State³.

The Acquisition contemplates the following:

- a. Pioneer will acquire ownership, right, title and interest in and to substantially all of Broadwing's residential and SME customer accounts, as defined in the Agreements.
- b. Broadwing will receive the purchase price set forth in the Agreements,

The Acquisition will consolidate and transfer Broadwing's residential and SME accounts to Pioneer in order to create a single, larger provider of telecommunications services, facilitating efficiencies to benefit all of Pioneer's customers, including those customers acquired from Broadwing. Service to Broadwing's customers will continue uninterrupted.

Broadwing's customers will be given the opportunity to switch their service to a different carrier. Pioneer anticipates that none of Broadwing's customers will experience any increase in rates due to the Acquisition. To the extent that any of Broadwing's rates are not presently included in Pioneer's Tariffs, Pioneer will amend its Tariffs accordingly to include such rates. As a result, the transaction should not cause any inconvenience or confusion to Broadwing customers. Those Broadwing customers who choose not to switch their service to a different carrier will receive service from Pioneer.

Broadwing's technical, managerial and financial personnel will assist with the transition and integration of the acquired assets after the transaction and Pioneer's technical, managerial and financial personnel will continue to serve the transferred Broadwing customers with the same high level of expertise.

Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by Broadwing. The Acquisition will serve the public interest in that it will ensure that current Broadwing customers maintain uninterrupted service. The Acquisition will also serve to create a heightened level of operating efficiency, which will serve to enhance the overall capacity of Pioneer to compete in the marketplace and to provide telecommunications services to a greater number of consumers in this State at competitive rates.

³ Broadwing provides resold long distance telecommunications services in this State pursuant to authority granted in Case No. 05-2365-TP-ATR, dated October 18, 2004.

Applicants do not request transfer of Broadwing's Certificates of Public Convenience and Necessity, or other operating authority, to Pioneer.

The parties are forwarding this letter to the Commission for informational purposes only, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, the Applicants will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

Enclosed are the original and ten (10) copies of this letter. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact me. Thank you for your assistance in this matter.

Respectfully submitted,



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Counsel for Broadwing Communications, LLC

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of Telecom Management, Inc. d/b/a Pioneer Telephone and Broadwing Communications, LLC
to transfer assets)

TRF Docket No. 90-_____

Case No. 08 - 895 - TP - C10

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) Telecom Management, Inc. d/b/a Pioneer Telephone and Broadwing Communications, LLC

DBA(s) of Registrant(s) _____

Address of Registrant(s) 583 Warren Ave, Portland, Maine 04103, 1025 Eldorado Blvd., Broomfield, CO 80021

Company Web Address www.pioneertelephone.com

Regulatory Contact Person(s) Kevin Photiadis

Phone (207) 774-9500 Fax (800) 646-5080

Regulatory Contact Person's Email Address Kevin Photiadis [kphotiadis@pioneertelephone.com]

Contact Person for Annual Report Kevin Photiadis

Phone (207) 774-9500

Address (if different from above) _____

Consumer Contact Information _____

Phone _____

Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, Leon Nowalsky, Counsel, and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) July 17, 2008 at (Location) Metairie, LA

*(Signature and Title) Leon L. Nowalsky (Date) 7-17-08

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, LEON NOWALSKY

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) Leon Nowalsky (Date) 7-17-08

~~*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.~~

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

Draft Notice



Dear Customer:

Level 3 Communications, LLC and its affiliate Broadwing Corporation are selling their residential long distance customers to Telecom Management, Inc. d/b/a Pioneer Telephone. This transaction will require certain regulatory approvals. While awaiting those approvals, Pioneer will be managing your account on behalf of Level 3. The companies expect the transaction to be completed by <<EstimatedClosingDate>>.

The potential change in ownership of your account will not affect or disrupt your current service in any way. Your rates and the terms and conditions of your existing service will not be adversely affected as a result of this transaction. Pioneer will notify you of any changes to your rates, terms and conditions of service after the transaction is completed. However, there will be a billing cycle change for most customers. Bills will now be issued on or about the 15th of each month.

You should not incur any carrier-change charges from your local telephone company as a result of this transaction. If such a charge appears on the bill from your local telephone company, please call the customer service department toll-free at (888) 492-6878 and a representative will reimburse you or credit your account accordingly.

Any "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer to another long distance carrier will need to be reinstated by you after the transfer is complete. Your customer care representative can provide you with further details.

You have a choice of long distance providers and have the right to choose a different carrier for your services. If you decide to switch to a different carrier and you have **not** informed Level 3 by the date of the transfer, your services and account will be transferred to Pioneer. Pioneer will be responsible for any outstanding Level 3 inquiries or complaints after the date of the transfer. Please contact a Customer Service Representative at (888) 492-6878 if you have any questions.

Pioneer welcomes you and appreciates the opportunity to be your long distance service provider.

Sincerely,

Sue Bouchard, President
Pioneer Telephone

Randy Dunbar, Senior Vice President
Level 3 Communications