



Kirkpatrick & Lockhart Nicholson Graham LLP

1800 Massachusetts Avenue, N.W.
Suite 200
Washington, DC 20036-1221
202.778.9000
Fax 202.778.9100
www.klng.com

November 7, 2005

VIA FEDERAL EXPRESS

Kentucky Public Service Commission
Beth O'Donnell, Executive Director
ATTN: Filing Division
P.O. Box 615
Frankfort, KY 40602

H. Russell Frisby, Jr.

202.778.9415
Fax: 202.778.9100
rfrisby@klng.com

RECEIVED

NOV 08 2005

PUBLIC SERVICE
COMMISSION

Re: Notice of New Financing Arrangement of Broadwing Communications, LLC

Ms. O'Donnell:

Broadwing Communications, LLC ("Broadwing"), by and through its attorneys, Kirkpatrick & Lockhart Nicholson Graham LLP, hereby submits this notification to the Kentucky Public Service Commission that it has entered into a financing arrangement to establish a secured loan facility. In support of its notification, Broadwing states as follows:

1. Broadwing is (i) a limited liability company formed under the laws of the state of Delaware and (ii) a competitive carrier authorized to provide its services in the state of Kentucky.

2. Broadwing (an indirect subsidiary of Broadwing Corporation) has entered into a revolving credit facility with PNC Bank, National Association (and certain other lenders). Broadwing may borrow up to \$75 million under the facility, which has a maturity date of October 14, 2008. Broadwing may prepay prior to loan maturity, without penalty or premium, the principal on the credit facility. The borrowings bear interest at Broadwing's option at a rate



Kirkpatrick & Lockhart Nicholson Graham LLP

Kentucky Public Service Commission

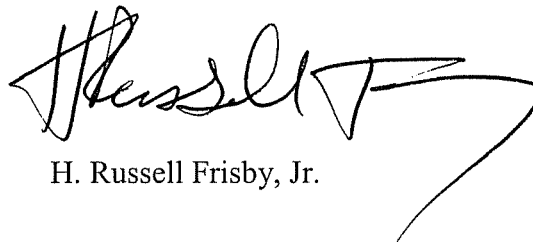
Page 2

equal to (a) LIBOR plus the applicable margin or (b) an alternate base rate, defined as the higher of the prime or federal funds rate, plus margin. The loan is secured by a pledge of the accounts receivable of Broadwing Corporation and its US subsidiaries, including Broadwing. The borrowings and the credit facility will be used for general corporate purposes.

3. The financing transaction is in the public interest because it will enable Broadwing to better utilize available funds, resulting in a more efficient company who can better meet the demands of the marketplace and its customers in the state of Kentucky.

We request that you acknowledge receipt of this notification on the extra copy and return it in the enclosed self-addressed, pre-paid postage, envelope. Additionally, should you have any questions or concerns regarding this notification, please do not hesitate to contact the undersigned at 202.778.9415 or John C. Dickey at 214.939.4941.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'H. Russell Frisby, Jr.', with a long, sweeping flourish extending to the right.

H. Russell Frisby, Jr.

cc: John C. Dickey

David Mace Roberts, Broadwing Communications, LLC