



**BOULT ■ CUMMINGS
CONNERS ■ BERRY PLC**

Henry Walker
(615) 252-2363
Fax: (615) 252-6363
Email: hwalker@boultcummings.com

December 6, 2002

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TN REGULATORY AUTHORITY
DECKET ROOM

Honorable Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Application for Approval of a Corporate Reorganization Resulting in a Change of Control
Docket No. 02-01279

Dear Chairman Kyle:

Please accept for filing in the above captioned proceeding the original and fourteen copies of an Application filed on behalf of Xspedius, LLC along with a check in the amount of \$25.00.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: Henry Walker
Henry Walker
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, Tennessee 37219
(615) 252-2363
Counsel for Xspedius, LLC

HW/nl

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

December 6, 2002

*IN RE: Application for Approval of a Corporate)
Reorganization Resulting in a Change of) Docket No. _____
Control)
)*

APPLICATION OF XSPEDIUS, LLC

Xspedius, LLC ("XLLC") (formerly known as Xspedius Corp.), through its attorneys, submits the following application to the Tennessee Regulatory Authority requesting expedited approval of a corporate reorganization which will result in a change of control of XLLC from one affiliated entity to another.

This change will have no impact on the rates and services of XLLC in Tennessee and will be transparent to customers.

XLLC is a competitive local exchange company authorized to provide service in Tennessee.¹ It is wholly owned by Xspedius Holding Company ("XHC"). Following a corporate reorganization, XLLC will be forty-five percent owned by XHC, its current parent, and fifty-five percent owned by Xspedius Management Co., LLC ("XMC"), another affiliated entity.²

¹ XLLC obtained a certificate in Docket 00-00572, order issued Aug. 25, 2000, under the name of Xspedius Corp. The carrier later changed its name to Xspedius, LLC.

² XMC is currently the parent company of two other certified CLECs operating in Tennessee: Xspedius Management Co. of Chattanooga, LLC and Xspedius management Co. Switched Services, LLC. See TRA Docket 02-00714. As part of this corporate reorganization, ownership of these two entities will be transferred to XLLC but will remain under the effective control of Xspedius Management Co., LLC. Therefore, counsel for XLLC has been advised that TRA approval is not needed for that aspect of the transaction.

Since XMC already owns and controls two affiliated CLECs in Tennessee, XMC is clearly qualified to assume control of a third, affiliated CLEC. This will simplify the corporate structure of the Xspedius affiliates in Tennessee and make the carriers' offerings less confusing to the public.

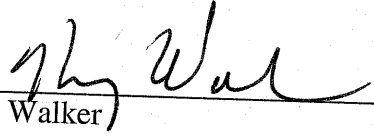
As previously stated, this change in control will have no impact on Tennessee rates and services and will be transparent to customers.

These transactions are scheduled to occur on January 3, 2002, and the Applicant therefore asks the Authority to consider and approve this application prior to that time.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

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