

TENNESSEE REGULATORY AUTHORITY



Pat Miller, Chairman
Deborah Taylor Tate, Director
Sara Kyle, Director
Ron Jones, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

June 27, 2005

Mr. Glenn Richards
Pillsbury Winthrop Shaw Pittman
2300 N. Street, N.W.
Washington, DC 20037-1128

RE: Docket No. 05-00133: A.R.C. Networks, Inc. d/b/a InfoHighway Notice of
Technical Transfer of Control.

Dear Mr. Glenn,

The TRA Staff has reviewed your letter, which notifies the Authority of the reorganization of the corporate parent of A.R.C. Networks, Inc. d/b/a InfoHighway ("A.R.C."). According to your letter, this reorganization is a simple collapsing of the corporate organization structure through which A.R.C.'s direct control will be transferred from ARC Networks, Inc. ("ARC") to ARC's sole shareholder and A.R.C.'s ultimate parent, InfoHighway Communications Corporation. It results in no changes that will affect your customers, and the rates and conditions of service and ultimate control of A.R.C. will remain the same. Your letter states that after this change A.R.C. will continue to provide telecommunications services in accordance with its existing CCN as authorized by the Authority.

Based on the information you provided in your letter, no action by the Authority is warranted at this time. Thank you for informing the Authority of this matter, and please continue to keep us apprised of further direct or indirect changes in A.R.C.'s ownership. Please address any other questions to my attention at (615) 741-2904 ext. 150 or at aster.adams@state.tn.us.

Sincerely,

Aster R. Adams, Chief
Competitive Markets & Policy Division

C: Chairman Miller, Richard Collier, Darlene Standley, Eddie Roberson, Carolyn Reed, Sharla Dillon & Policy Division Files.