

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

April 19, 2006

IN RE:)	
)	
JOINT APPLICATION OF SPRINT)	DOCKET NO.
COMMUNICATIONS COMPANY L.P.)	05-00335
AND TRINSIC COMMUNICATIONS, INC.)	
FOR TRANSFER OF CUSTOMER BASE)	

**ORDER GRANTING MOTION AND APPROVING CUSTOMER NOTIFICATION
LETTER**

This matter came before Chairman Ron Jones, Director Pat Miller and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on January 10, 2006 for consideration of the *Joint Application for Transfer of Customer Base* ("*Joint Application*") filed by Sprint Communications Company L.P. ("Sprint") and Trinsic Communications, Inc. ("Trinsic") (together, the "Applicants") on December 13, 2005 requesting approval of a transfer of the customer base pursuant to Authority Rule 1220-4-2-.56(2)(d).

JOINT APPLICATION

The *Joint Application*, filed on December 13, 2005, requests Authority approval for the proposed transfer of Sprint's competitive local exchange customers served via the unbundled network element platform ("UNE-P") to Trinsic. In addition, the Applicants request, to the extent necessary, the Authority waive any applicable anti-slamming regulations.

Sprint is a Delaware Limited Partnership and is duly authorized by the Authority to provide competitive local exchange and interexchange telecommunications services in Tennessee by Authority order issued October 3, 1996 in Docket No. 96-01153.

Trinsic, formerly known as Z-Tel Communications, Inc., is a Delaware corporation and is authorized as a competitive local exchange carrier ("CLEC") in Tennessee.¹ Trinsic has been providing wholesale local exchange services to Sprint and other CLECs across the nation for several years.

The *Joint Application* indicates that in accordance with an agreement executed in October, Sprint will transfer its Sprint Complete Sense and Sprint Complete Sense For Business local customers to Trinsic. Sprint currently purchases local exchange services on a wholesale basis both from Trinsic and the applicable Regional Bell Operating Company for resale to Sprint's CLEC customers in Tennessee and thirty-six (36) other states. Pursuant to the agreement, the *Joint Application* states that Sprint will cease its UNE-P operations nationwide and transfer its UNE-P customer base to Trinsic. The number of Tennessee residential and business customers affected by the transaction is approximately 3,300. According to the *Joint Application*, Sprint will continue to provide its Integrated Local Services ("ILS") business local resale product in certain jurisdictions. In addition, Sprint will continue providing wholesale telecommunications services in order to facilitate the provision of local exchange services by Sprint's cable partners in Tennessee and numerous other states.

The *Joint Application* maintains that Trinsic has the requisite technical, financial, and managerial capabilities to acquire the UNE-P customer assets of Sprint, as well as the capabilities to provide quality service to Sprint's UNE-P customer base, and to ensure the seamless provision of

¹ On March 22, 2001, the Authority authorized Z-Tel Communications, Inc. to provide facilities-based local exchange telecommunications services in Docket No. 00-00861. Z-Tel Communications, Inc. subsequently changed its name to Trinsic Communications, Inc. in Docket No. 04-00445.

telecommunications services. The *Joint Application* states that both Sprint and Trinsic will file with the Authority the necessary tariff revisions to implement the transfer.

The *Joint Application* asserts that pursuant to Authority Rule 1220-4-2-.56(2)(d)(2), prior to the transfer of its UNE-P customers to Trinsic, both Sprint and Trinsic will provide the affected customers with notice of the change in local providers. In addition, the *Joint Application* states the transfer will be transparent to the affected customers and will not alter the manner or quality of service that Sprint's current Complete Sense local customers enjoy, and that the transaction and/or transfer will have no negative effect on Trinsic's operations in Tennessee, and Trinsic will continue to provide CLEC services in Tennessee pursuant to its existing Tennessee certification.

According to the *Joint Application*, the transaction serves the public interest in promoting competition in the local exchange market in Tennessee by enabling Trinsic to strengthen its market position and combine Sprint's residential and business Complete Sense customer base with Trinsic's existing services, products, and carrier expertise. The Applicants assert the transaction will benefit Tennessee consumers with expanded choices for products and service and lower, more competitive rates. In addition, the Applicants maintain there will be no changes to the affected customers' service plans, rates, features, terms or conditions of service as a result of this proposed transaction. The *Joint Application* asserts that all affected Sprint customers will receive notification 30 days in advance of the transfer, no fees will be incurred as a result of the transfer, and that consumers will not experience any disruption in service.

On December 22, 2005, the Applicants in this docket filed a *Motion for Waiver of Authority Rule 1220-4-2-.56(2)(d)(2) and Argument in Support Thereof* ("Motion for Waiver"). The Applicants request the Authority waive pre-approval of the customer notification letter required to be mailed to customers pursuant to Authority Rule 1220-4-2-.56(2)(d)(2). The Applicants state that in order to close the transfer on February 1, 2006 and to give customers 30 days notice, they need to

send the letter out on or before January 1, 2006. Since the Authority's next Conference Agenda was not scheduled before January 2006, the Applicants requested a waiver of the pre-approval provision so that they would have sufficient time to comply with the Authority's 30-day customer notification requirement prior to the scheduled transfer date.

THE JANUARY 10, 2006 AUTHORITY CONFERENCE

The Applicants request approval of the transfer of customer base pursuant to Authority Rule 1220-4-2-.56(2)(d). This Rule applies because the transaction involves the transfer of Sprint's competitive local exchange customers serviced via the UNE-P to Trinsic and Authority Rule 1220-4-2-.56(2)(d) states that the telecommunications provider of a customer shall not be changed without the customer's authorization.

Authority Rule 1220-4-2-.56(2)(d) provides as follows:

(d) In the case of a transfer of a customer base between two or more telecommunications service providers, the Authority, upon petition by the acquiring telecommunications service provider, may deem that sufficient notice has been given and approval received from the affected customers when the following criteria are met:

1. The acquiring telecommunications service provider shall provide the Authority a copy of the self-certification letter it shall file with the Federal Communications Commission ("FCC"), as required in CC Docket No. 00-257, certifying that the customer transfer is in compliance with all FCC regulations governing such transactions.

2. A notification letter, pre-approved by the Authority, shall be mailed by the current provider of telecommunications service to its customers describing the customer transfer and explaining that unless the customer selects another telecommunications service provider, the customers' local or long distance service will be transferred to the acquiring telecommunications service provider by a date specified in the notification letter. The notification letter shall be mailed by U.S. First Class Postage, with the logo or name of the current provider displayed on both the letterhead and the exterior envelope, no less than thirty (30) days prior to the actual customer transfer. For good cause shown, the Authority may waive any requirement of this part or order any requirement thereof to be fulfilled by the acquiring provider. Good cause includes, but is not limited to, evidence that the current provider is no longer providing service in Tennessee.


3. The acquiring telecommunications service provider agrees to pay any fees charged to the customer associated with changing service to the acquiring telecommunications service provider. The notification letter required in 1220-4-2-.56(2)(d)(2) shall inform the customer of this provision.

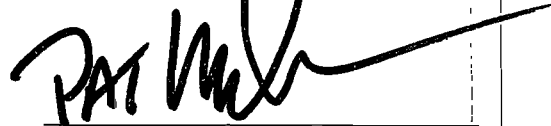
4. The acquiring telecommunications service provider agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers. The notification letter mentioned in 1220-4-2-.56(2)(d)(2) shall inform the customer of this provision.

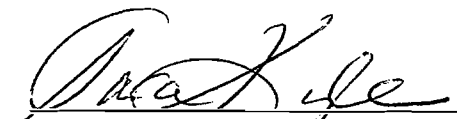
At the January 10, 2006 Authority Conference, the panel found that the letter complies with all of the requirements of Authority Rule 1220-4-2-.56(2)(d)(2) with the exception that it be pre-approved by the Authority. The panel found that because consumers received the requisite notice and the *Motion for Waiver* was filed in advance of the required notification date, the pre-approval requirement should be waived. The panel voted unanimously to grant the *Motion for Waiver* and approved the customer notification letter.

IT IS THEREFORE ORDERED THAT:

1. The Applicants' *Motion for Waiver of Authority Rule 1220-4-2-.56(2)(d)(2) and Argument in Support Thereof* is granted.
2. Pursuant to Authority Rule 1220-4-2-.56 (2)(d), the customer notification letter filed with the Authority on December 13, 2005 is approved.


Ron Jones, Chairman


Pat Miller, Director


Sara Kyle, Director