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TENNESSEE REGULATORY AUTHORITY

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

January 18, 2006

Ms. Donna N. Lampert, Counsel
Mr. Mark J. O'Connor, Counsel
LAMPERT & O'CONNOR, P.C.
1750 K Street NW
Washington, DC 20006

Ms. Penny H. Bewick
Vice President- External Affairs
New Edge Networks
3000 Columbia House Boulevard, Suite 106
Vancouver, WA 98661-2969

RE: Docket 06-00012: Joint Petition of Earthlink, Inc. and New Edge Network, Inc. for
for Approval of Indirect Transfer of Control

Dear Ms. Lampert, Mr. O'Connor, and Ms. Bewick:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by January 27, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your application has been established by any federal agency, provide such with your response.
3. Will all of the 80 New Edge Networks, Inc. (New Edge) business customers in Tennessee be transferred to Earthlink, Inc. (Earthlink)?
4. Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

Telephone (615) 741-2904, Toll-Free 1-800-342-8359, Facsimile (615) 741-5015

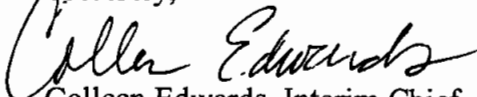
www.state.tn.us/tra

5. File the Agreement and Plan of Merger (the "Agreement and/or the Transaction") the Petitioners executed and/or entered into on December 12, 2005, per the Joint Petition filed with the Authority on January 12, 2006.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,



Colleen Edwards, Interim Chief
Competitive Markets & Policy Division

c: Mr. Samuel R. DeSimone, Jr.

Mr. Ron Jones, Chairman
Ms. Sharla Dillon, Docket Room Manager