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2006 FEB -6 PM 3:41

T.R.A. DOCKET ROOM

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OF COUNSEL
JOHN T. PETERS, JR.
THOMPSON BENNETT
(1912 - 2004)
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

February 2, 2006

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

RE: Petition of BCN Telecom, Inc. for Approval of the
Indirect Transfer of Control of Telecom Acquisition Company, LLC
Docket No. 06-00018

Dear Ms. Dillon:

In accordance with the request of Colleen Edwards, enclosed herewith for filing with the Commission, please find an original and thirteen (13) copies of the response to Data Request No. 1.

Also enclosed is a duplicate copy of this letter. Please stamp the duplicate and return it to me in the postage-paid envelope attached thereto.

Please contact the undersigned should you have any questions or concerns.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
PDC/pas

enc

**Petition of BCN Telecom, Inc. for Approval of the Indirect Transfer of Control of
Telecom Acquisition Company, LLC**

Docket No. 06-00018

Data Request No. 1

Responses provided by Patrick D. Crocker

February 3, 2006

1. Provide a citation to a statute, rule, or order which warrants the petition's approval.

TRA approval of indirect transfer of control public utilities holding a certificate of public convenience and necessity is required under Tenn. Code Ann. § 65-4-113.

2. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

Petitioners have filed similar petitions or notice throughout the United States. A listing of states and action taken is attached hereto as Data Request 1 - Exhibit A.

3. 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 petition has been established by any federal agency, provide such with your response.

Petitioners have filed a similar petition with the FCC. The File Number is ITC-T/C 20060120-00033. Documentation is attached hereto as Data Request 1 - Exhibit B.

4. Provide the number of customers that both BCN Telecom, Inc. ("BCN") and Telecom Acquisition Company, LLC ("TACO") currently have in Tennessee.

BCN currently has 106 customers in the State of Tennessee.

TACO is a holding company, does not provide telecommunications services, and has no customers in Tennessee or any jurisdiction.

5. Will all TACO customers in Tennessee be transferred to BCN under the proposed indirect transfer?

TACO is a holding company and has no customers in Tennessee or in any jurisdiction.

6. What telecommunication services will TACO continue to provide in Tennessee after the indirect transfer?

TACO has not and will not provide telecommunications services in any jurisdiction.

**Petition of BCN Telecom, Inc. for Approval of the Indirect Transfer of Control of
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February 3, 2006

7. 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.

BCN will continue to operate under its present CCN issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

8. Provide current organizational charts of BCN and TACO before and after the transaction.

Organizational charts of BCN and TACO before and after the transaction are attached hereto as Exhibit C.

9. Re-file this Petition as a Joint Petition between the parties or provide a signed statement and/or verification from both Petitioners, attorneys, or their legal party representatives verifying that the information contained in the Petition is true and correct to their best knowledge, information, and belief.

Application is being re-filed as a Joint Petition between the parties and is enclosed herewith.

DATA REQUEST 1 – EXHIBIT A

Listing of States and Action Taken

JURISDICTION	STATUS
Alabama	Notification provided - no approval required
Arizona	Notification provided - no approval required
Arkansas	Notification provided - no approval required
California	Pending
Colorado	Pending
Connecticut	Notification provided - no approval required
Delaware	Pending
District of Columbia	Notification provided - no approval required
Florida	Notification provided - no approval required
Georgia	Pending
Hawaii	Pending
Idaho	Notification provided - no approval required
Illinois	Notification provided - no approval required
Indiana	Approved
Iowa	Notification provided - no approval required
Kansas	Notification provided - no approval required
Kentucky	Notification provided - no approval required
Louisiana	Notification provided - no approval required
Maine	Notification provided - no approval required
Maryland	Notification provided - no approval required
Massachusetts	Notification provided - no approval required
Michigan	Notification provided - no approval required
Minnesota	Pending
Mississippi	Pending
Missouri	Notification provided - no approval required
Montana	Notification provided - no approval required
Nebraska	Pending
Nevada	Pending
New Hampshire	Notification provided - no approval required
New Jersey	Pending
New Mexico	Notification provided - no approval required
New York	Pending
North Carolina	Notification provided - no approval required
North Dakota	Notification provided - no approval required
Ohio	Pending
Oklahoma	Notification provided - no approval required
Oregon	Notification provided - no approval required
Pennsylvania	Pending
Rhode Island	Notification provided - no approval required
South Carolina	Notification provided - no approval required
South Dakota	Notification provided - no approval required
Tennessee	Pending
Texas	Notification provided - no approval required
Utah	Notification provided - no approval required
Vermont	Pending
Virginia	Pending
Washington	Pending
West Virginia	Pending
Wisconsin	Notification provided - no approval required
Wyoming	Pending

DATA REQUEST 1 – EXHIBIT B

FCC FILING DOCUMENTATION

**INTERNATIONAL BUREAU
FCC SELECTED APPLICATION LISTING BY FILE NUMBER
REPORT WR07 - Wed Feb 1 19:50:49 US/Eastern 2006**

File Number = ITCT/C2006012000033,

File Number: ITC-T/C-20060120-00033	Accepted For Filing PN Date: None
Callsign: None	Action Taken PN Date: None
Streamlined: Y	Term Begin Date: None
Environmental Impact: None	Term End Date: None
Status: System Entry	Date Filed: 01/20/2006
Status Date: 01/23/2006	Date Last Updated: 01/23/2006
Last Action: None	Last Action Date: None
Grant Date: None	Bond Date: None
DA #: None	Adopted Date: None
Released Date: None	

Document Viewing

[Other filings related to this application](#)
(Petitions, comments, etc)

[Attachment Menu](#)

[PDF Version of this application](#)

[HTML version of this application](#)

Old File Number: None

Applicant:

BCN Telecom, Inc
550 Route 202-206
Bedminster, NJ 07921 USA

Contact:

KELLEY DRYE & WARREN LLP
1200 19TH STREET, N W SUITE 500
WASHINGTON, DC 20036 USA

Description: Application for Consent to Transfer Control of a Company Holding International Authorizations and a Blanket Domestic Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended

FROM:RICHARD BOUDRIA

BCN TELECOM, INC

550 ROUTE 202-206

BEDMINSTER, NJ 07921 USA

TO:

BCN Telecom, Inc

550 Route 202-206

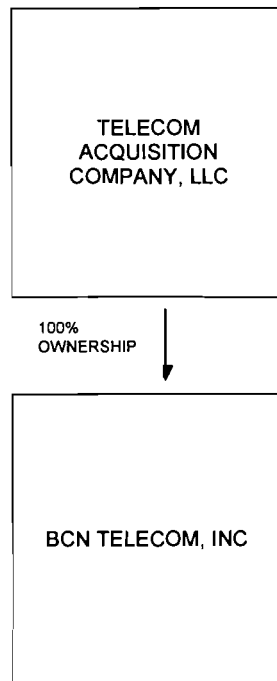
Bedminster, NJ 07921 USA

File Numbers: ITC-214-19951228-00061,

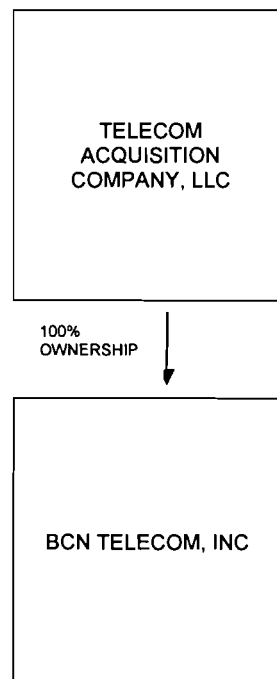
DATA REQUEST 1 – EXHIBIT C

Organizational Charts

OWNERSHIP PRE-TRANSACTION



OWNERSHIP POST-TRANSACTION



BCN Telecom, Inc. is and will continue to be wholly owned by Telecom Acquisition Company, LLC before and after the transaction.

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

JOINT PETITION OF BCN TELECOM, INC. AND TELECOM ACQUISITION COMPANY, LLC FOR APPROVAL OF AN INDIRECT TRANSFER OF CONTROL))))))	DOCKET NO. <u>06-00018</u>
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**JOINT PETITION OF BCN TELECOM, INC. AND TELECOM ACQUISITION
COMPANY, LLC FOR APPROVAL OF AN INDIRECT TRANSFER OF CONTROL**

BCN Telecom, Inc. ("BCN" or "Company") and Telecom Acquisition Company, LLC (TACO) hereby petition the Tennessee Regulatory Authority (TRA) pursuant to T.C.A. §65-4-113 for approval of an indirect transfer of control. This indirect transfer of control is occurring at the parent level without any impact on the certificated entity. Applicants do not seek to transfer the Company's operating authority in connection with this transaction. Applicants request expedited treatment of this Petition in order to permit the consummation of the transaction on or before March 1, 2006. In support of the Petition, BCN and TACO provide the following information.

1. BCN is a New Jersey corporation which maintains its principal address at 550 Route 202-206, Bedminster, NJ 07921-0760. BCN is authorized to provide resold and/or facilities based intrastate local exchange and interexchange services in Tennessee. The Company is authorized as a reseller of intrastate interexchange telecommunications services throughout the United States, and has resold and/or facilities-based local exchange authority in 22 states.
2. TACO is a New Jersey limited liability company which maintains its principal address at 550 Route 202-206, Bedminster, NJ 07921-0760. TACO is the parent holding company for BCN. TACO is not authorized to

provide and does not provide telecommunications services in any jurisdiction.


3. Advance Capital Partners, LLC; JADM Partners, LP; Salvatore Tiano; and ELD Partners, LP; (collectively "Sellers") currently hold equity membership interest in TACO and are the sellers in the transaction. TACO has reached an agreement with the Sellers whereby TACO will acquire all of the membership interest of the sellers, subject to certain regulatory approvals. Specifically, TACO agrees to purchase and redeem 100% of the equity membership interests of the Sellers. Under this Agreement, Seller agrees to sell, assign, transfer, and deliver to Purchaser, all their equity membership interests at the Closing. BCN is and will continue to be solely owned by TACO before and after the transaction.
4. The proposed indirect transfer of control of the Company is in the public interest. The Sellers have determined that participation in TACO is no longer consistent with their interests and thus the proposed transaction will enable them to exit the business. Since the proposed transaction will occur at the parent company level, the Sellers' exit from the business will have no impact on BCN; rather, BCN will continue to provide high-quality, affordable telecommunications services to its customers. Post-Closing, the Company will continue to operate as it has in the past, using the same name, terms and conditions of service, tariff and operating authority. BCN intends to retain all key Company personnel, including senior management personnel. Thus, the transfer of control will be transparent to, and have no adverse impact on, the Company's customers. Furthermore, consummation of the proposed transaction will not have a

negative affect on competition in the industry since no competitors will be eliminated as a result of the proposed transfer of control. For these reasons, the proposed transaction serves the public interest.

WHEREFORE, BCN and TACO respectfully request the TRA authorize the proposed indirect transfer of control.

Respectfully submitted

BCN Telecom, Inc.
Telecom Acquisition Company, LLC



Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz,
P.L.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Phone (269) 381-8844
Fax: (269) 381-8822
Its: Attorneys

VERIFICATION

I, Richard M. Boudria, am the Chief Executive Officer and President of BCN Telecom, Inc., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 10th day of January 2006.

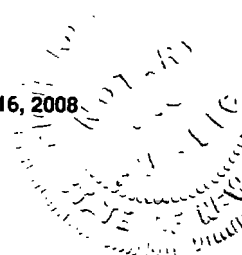
BCN Telecom, Inc.

Richard M. Boudria
Richard M. Boudria, CEO and President

Subscribed and sworn before me this 10th day of January 2006

Richard F. Nacchio
Notary Public:

Richard F Nacchio
Notary Public
State of New Jersey
My Commission Expires on July 16, 2008

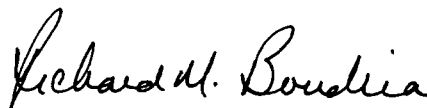


VERIFICATION

I, Richard M. Boudria, am the Chief Executive Officer of Telecom Acquisition Company, LLC, and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 10th day of January 2006.

Telecom Acquisition Company, LLC



Richard M. Boudria, CEO

Subscribed and sworn before me this 10th day of January 2006.



Notary Public:

Richard F Nacchio
Notary Public
State of New Jersey
My Commission Expires on July 16, 2008

