



TENNESSEE REGULATORY AUTHORITY

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

February 8, 2006

LoKT, PC
Attention Andrew Ganz
1519 E 14th Street, Suite A
San Leandro, California 94577

VIA FACSIMILE 510-868-8418 and USPS

RE: Aero Communications, LLC
Application for Certificate to Provide Competing Local Telecommunications Services in Tennessee.
Docket Number 06-00024

Dear Mr. Ganz:

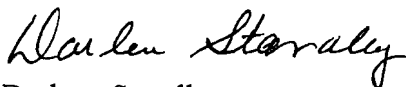
The Tennessee Regulatory Authority is in receipt of the above application and requires additional information to proceed with the processing this application. CLEC applicants are required, by statute, to demonstrate their managerial, financial and technical abilities to provide the services for which they seek authority. To assist the Authority in its review of Aero Communications, LLC's application for a Certificate of Convenience and Necessity to provide competing facilities-based and resold local and interexchange telecommunications services in Tennessee, you are requested to provide the following information:

1. The cover letter accompanying this application indicated that Aero Communications, LLC is in the process of securing the required bond, and will file it with the Tennessee Regulatory Authority as soon as possible. When do you anticipate that the company will be able to secure and submit the required bond?
2. Part IX of the application, Operational Issues, indicates that "Aero's billing for calls is different than traditional circuit-switched carriers. No calls originated and terminated in Tennessee will be subject to toll charges." Please elaborate on the difference between Aero's billing and how it differs from that of traditional circuit-switched carriers.

3. Part IX of the application also indicates that "No calls originated and terminated in Tennessee will be subject to toll charges." Does Aero plan to offer long distance service in Tennessee? If so, how will intrastate, interlata calls be billed?
4. Paragraph #8 of the application states that "Aero proposes to offer residential and business end users the opportunity to originate and terminate local and long distance telephone calls to other end users through access to the local exchange network." However, in response to the question regarding telemarketing, applicant states, "Aero is largely a wholesale carrier providing its services to resellers and agents." Please explain what portion of Aero's proposed business plans involve end users, resellers and agents.
5. Provide more recent audited financial information. The audited financials provided were through March 31, 2004. Unaudited financials were provided through April 30, 2005. Also, please provide a Capital Expenditures Forecast (three years) for Aero. The forecasts provided were for 2003, 2004, 2005 and 2006. Please provide forecasts for 2006 through 2008.
6. Applicant's "Notes to Financial Statements" made several forecast assumptions. For example, was long term debt retired in 2004 on two equipment leases and one note payable to shareholder, as indicated in the notes accompanying the financial information? Is the company debt free, as indicated in the notes would occur in early 2004?

Please provide the above information by February 22, 2006. In accordance with TRA Rules, please submit either (1) thirteen written copies of your response or (2) four written copies and an electronic version. If you have questions concerning this request or need additional information, please contact Lisa Foust at 615-741-2904 extension 220.

Sincerely,



Darlene Standley
Utilities Division Chief