



TENNESSEE REGULATORY AUTHORITY

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

February 15, 2006

Henry M. Walker, Counsel (No. 000272)
Boult Cummings Conners & Berry, PLC
1600 Division Street, Suite 700
PO Box 340025
Nashville, TN 37203

Brian D. Weimer, Counsel
Skadden, Arps, Slate, Meagher & Flom, LLP
1440 New York Avenue
Washington, D.C. 2005

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T.R.A. DOCKET ROOM

RE: Docket 06-00038: Petition for Approval of the Indirect Transfer of Control of Birch Telecom of the South, Inc.

Dear Messrs. Walker and Weimer:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by February 23, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioner filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioner 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. Provide the number of customers that Birch Telecom of the South, Inc. ("Birch Telecom") currently has in Tennessee.
4. What telecommunication services will Birch Telecom continue to provide under its current CCN in Tennessee after the restructuring?
5. Confirm that Birch Telecom will continue to operate under their present CCN(s)

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www.state.tn.us/tra

issued by the Authority and business license(s) as filed with the Tennessee Secretary of State's Office.

6. Per the Reorganization Plan of the Description of the Transaction in Section III of the Petition filed with the Authority on February 10, 2006, provide documentation showing the new and/or proposed financial and capital structure of Birch Telecom that was negotiated with lenders during the restructuring process that will result in a change of control of Birch Telecom.
7. What financing transactions are involved in the above-referenced proposed restructuring.
8. Are any Tennessee assets pledge as collateral for any secured debt issued in the proposed restructuring?
9. Per page four (4) of the Petition filed with the Authority on February 10, 2006, provide a copy of the Reorganization Plan that was entered into and/or negotiated with lenders during the restructuring process.
10. Provide a current organizational chart portraying Birch Telecom both before and after the proposed transaction.
11. Provide a signed statement and/or verification from Birch Telecom, its attorney, or legal party representatives verifying that the information contained in the Petition and/or Application is true and correct to their best knowledge, information, and belief.

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 either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file of the original document to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Email: sharla.dillon@state.tn.us

Sincerely,



Colleen Edwards, Interim Chief
Competitive Markets & Policy Division

c: Mr. Greg C. Lawhon

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