

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

January 9, 2007

IN RE:)	
)	
JOINT PETITION OF EXPRESS)	DOCKET NO.
CONNECTION, LLC AND TENNESSEE)	06-00108
PHONE SERVICE, INC. FOR APPROVAL)	
OF TRANSFER OF CONTROL)	

ORDER APPROVING TRANSFER OF AUTHORITY

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 May 30, 2006 for consideration of the *Joint Petition of Express Connection, LLC and Tennessee Phone Service, Inc. for Approval of Transfer of Control* (“*Joint Petition*”) filed on April 20, 2006.

The Joint Petition

Express Connection, LLC (“EC”) is a limited liability company in Tennessee with its principal place of business located in Nashville, Tennessee. Currently, EC has approximately 2,256 customers and was granted certification by the TRA to provide telecommunications services on August 4, 1998 in Docket No. 98-00389. On June 21, 2005, the TRA granted EC authorization to resell local telecommunications services in Docket No. 04-00406.

Tennessee Phone Service, Inc. (“TPSI”) is a Tennessee corporation which previously maintained its principal place of business in Nashville, Tennessee. The TRA granted Tennessee Phone Service (“TPS”) authority to provide resold intrastate interexchange telecommunications

services in Docket No. 96-01618 on May 7, 1997. On February 2, 1999, the TRA approved the transfer of authority of TPS to TPSI in Docket No. 98-00875.

The *Joint Petition* notified the TRA of the proposed transfer of TPSI to EC. On March 6, 2006, in Docket No. 06-00031, the TRA approved the transfer of TPSI's customer base to EC. The *Joint Petition* certified that the aforementioned transaction had been consummated, and upon approval of the transfer of control transaction, EC would maintain two certificates.¹

May 30, 2006 Authority Conference

EC and TPSI filed the *Joint Application* pursuant to Tenn. Code Ann. § 65-4-112 (2004). Tenn. Code Ann. § 65-4-112(a) (2004) governs TRA approval of mergers or consolidations between two or more public utilities holding Certificates of Public Convenience and Necessity ("CCN") in the State of Tennessee and is applicable in this docket. It provides as follows:

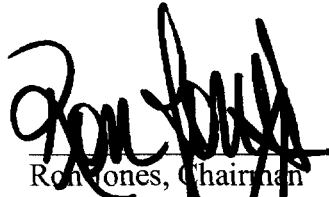
- a) No lease of its property, rights, or franchises, by any such public utility, and no merger or consolidation of its property, rights and franchises by any such public utility with the property, rights and franchises of any other such public utility of like character shall be valid until approved by the authority, even though power to take such action has been conferred on such public utility by the state of Tennessee or by any political subdivision of the state.

At a regularly scheduled Authority Conference held on May 30, 2006, the panel found that no intervention had been filed to contest the *Joint Petition* and that the transfer will not affect subscribers. Based on its findings, the panel voted unanimously to approve the *Joint Petition* pursuant to Tenn. Code Ann. § 65-4-112 (2004).

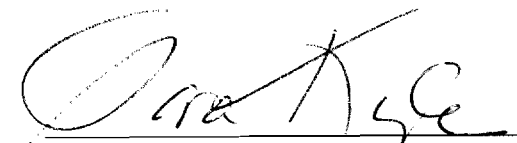
¹ On September 18, 2006, TPSI and EC filed a letter alerting the TRA that the transaction was never consummated, with a request to cancel the transfer of control, effective immediately.

IT IS THEREFORE ORDERED THAT:

The transfer of authority of Tennessee Phone Service, Inc. to Express Connection, LLC and as described in the *Joint Petition* and discussed herein is approved.



Ron Jones, Chairman

Pat Miller, Director

Sara Kyle, Director