



TENNESSEE REGULATORY AUTHORITY

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

May 2, 2006

George H. Masterson, Counsel
R. Dale Grimes, Counsel
Bass, Berry & Sims
315 Deaderick Street
AmSouth Center, Suite #2700
Nashville, TN 37238

REC'D
2006 MAY -2 PM 1:36
T.R.A. DOCKET ROOM

RE: Docket 06-00116: Petition and Request for Expedited Treatment of USCarrier Telecom, LLC.

Dear Messrs. Masterson and Grimes:

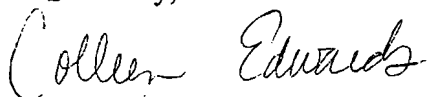
In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by May 9, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Provide the number of customers that USCarrier Telecom, LLC ("USCarrier") 'Birch Telecom of the South, Inc. ("Birch Telecom") currently has in Tennessee.
2. What telecommunication services will USCarrier continue to provide under its current CCN in Tennessee after the proposed indirect and *pro forma* transfer of control?
3. On Page 6 of the Petition filed with the Authority on April 24, 2006, it certifies that USCarrier will not pledge any of its Tennessee assets as collateral for any secured debt. However, the Petition asserts that USCarrier will continue to grant a previously existing blanket lien to its lender. What financing transactions are involved in the proposed reorganization regarding the indirect and *pro forma* transfer of control of USCarrier?
4. Provide a current organizational chart portraying USCarrier both before and after the proposed indirect and *pro forma* transfer of control and/or reorganization.

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,

A handwritten signature in cursive script that reads "Colleen Edwards".

Colleen Edwards, Interim Chief
Competitive Markets & Policy Division

c: Mr. David K. Wilson
Mr. Pedro M. Ferreira

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