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2006 MAY - 3 17

T.R.A. DOCKET ROOM

May 8, 2006

HAND DELIVER

The Honorable Ron Jones
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

**Re: Petition and Request for Expedited Treatment of USCarrier Telecom, LLC,
Docket No. 06-00116**


Dear Chairman Jones:

Enclosed for filing with the Tennessee Regulatory Authority are one original and thirteen copies of USCarrier Telecom, LLC's responses to Data Request No. 1, outlined in a letter from Colleen Edwards dated May 2, 2006.

Please note that there are two versions of the responses to Data Request No. 1. The first set of responses is the public version, which has been redacted to remove all information that USCarrier believes to be confidential. The second set, contained in a separate envelope, is the complete document without redaction. USCarrier respectfully requests that this unredacted version be accorded confidential treatment by the Authority and not placed on the Authority's website or made publicly available in the Authority's docket filing room.

Please do not hesitate to contact me if you have any questions concerning this filing.

Very truly yours,



George H. Masterson

GHM/ch
Enclosures

cc: Pedro Ferreira
Michael J. Nighan
David K. Wilson, Esq.
Benjamin L. Young, Esq.
R. Dale Grimes, Esq.

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PUBLIC VERSION

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 06-00116

1. *Provide the number of customers that USCarrier Telecom, LLC ("USCarrier") and Birch Telecom of the South, Inc. ("Birch Telecom") currently has in Tennessee.*

RESPONSE: **Confidential treatment requested.**

PUBLIC VERSION

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 06-00116

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?*

RESPONSE: USCarrier will continue to provide wholesale telecommunications transport services to other telecommunications carriers after the proposed indirect and pro forma transfer of control.

PUBLIC VERSION

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 06-00116

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?*

RESPONSE: **Confidential treatment requested.**

PUBLIC VERSION

State of Tennessee
Tennessee Regulatory Authority
Response to Data Request No. 1

TRA Docket No. 06-00116

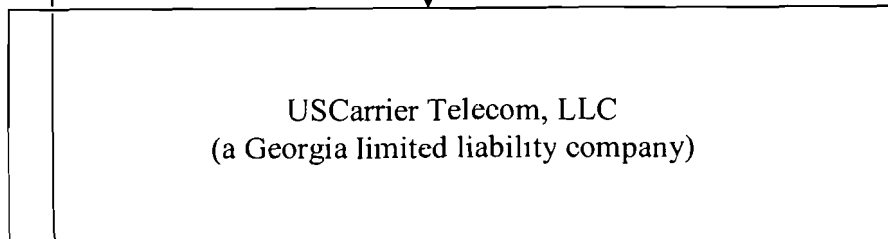
4. *Provide a current organizational chart portraying USCarrier both before and after the proposed indirect and pro forma transfer of control and/or reorganization.*

RESPONSE:

An organizational chart before and after the proposed indirect and pro forma transfer of control and/or reorganization is attached.

Organizational Chart before Pro Forma Transfer of Control

USCarrier Telecom, LLC



Organizational Chart after Pro Forma Transfer of Control
USCarrier Holdings, LLC

