

TENNESSEE REGULATORY AUTHORITY



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A.A. DOCKET ROOM

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

June 29, 2006

Mr. Edward P. Gothard, Counsel
Nowalsky, Bronston & Gothard
A Professional Limited Liability Company
3500 North Causeway Boulevard, Suite 1442
Metairie, Louisiana 70002

RE: Docket 06-00132: Application of W2Com International, LLC and Reduced Rate Long Distance, LLC for Approval of an Asset Purchase Agreement

Dear Mr. Gothard:

In order to fully analyze the above-referenced application, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by June 30, 2006, and refer to this correspondence as Data Request No. 2. in the response.

1. As required by FCC Rules in CC Docket No. 00-257, provide a copy of the self-certification letter filed with the FCC regarding transfer transactions.
2. Provide a revised customer notification letter informing W2Com International, LLC's ("W2Com's") customers that Reduced Rate Long Distance, ("RRLD") agrees to pay any fees charged to the customer associated with changing service to RRLD.
3. Footnote one (1) of the Application filed with the Authority on May 5, 2006, states that First Choice Technology, Inc. ("FCT") will acquire all of the assets of W2Com simultaneously with the execution of the Asset Purchase Agreement ("Agreement"). In addition, the Application states that FCT assigned its rights and obligations under the Agreement to RRLD pursuant to an Assignment. Provide the Authority with information about FCT, including its principal place of business and the state in which the company is incorporated; the telecommunications services the company provides; locations and/or states in which the company is authorized to transact or provide business and/or telecommunications services; the number of telecommunications customers in each state; and the name, address, telephone, and fax number of a contact person.
4. Provide the Authority with documentation stating when the assignment of the rights and obligations of FCT to RRLD took place.
5. Page three (3) of Exhibit A in the Definitive Purchase Agreement attached to the Application filed with the Authority on May 5, 2006, specifies a December 31,

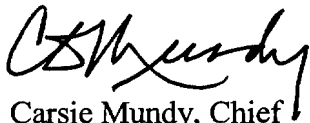
2005, closing date for the transaction. Advise whether or not this transaction has been consummated.

6. Page one (1) of Exhibit B in the Assignment attached to the Application filed with the Authority on May 5, 2006, specifies Arel Communications and Software Ltd ("Arel"), as a party to the Purchase Agreement. Provide the Authority with information about Arel, including its principal place of business and the state in which the company is incorporated; the telecommunications services the company provides; locations and/or states in which the company is authorized to transact or provide business and/or telecommunications services; the number of telecommunications customers in each state; and the name, address, telephone, and fax number of a contact person. Explain what Arel's relationship and role in the Assignment transaction is?
7. Regarding the Application filed with the Authority on May 5, 2006, requesting approval for the Asset Purchase Agreement between W2Com and RRLD, please explain why the Applicants used both an Asset Purchase Agreement and an Assignment to accomplish the Asset Purchase. Why was the Asset Purchase Agreement between W2Com and FCT, rather than between W2Com and RRLD?

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 to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,



Carsie Mundy, Chief
Competitive Markets & Policy Division

c: Mr. Daniel Yelin
Mr. Ron Jones, Chairman
Ms. Sharla Dillon, Docket Room Manager