

# TENNESSEE REGULATORY AUTHORITY



Sara Kyle, Chairman  
Eddie Roberson, Director  
Pat Miller, Director  
Ron Jones, Director

460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

September 29, 2006

Mr. Edward P. Gothard, Counsel  
Nowalsky, Bronston & Gothard  
3500 North Causeway Blvd.  
Suite 1442  
Metairie, Louisiana 70002

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T.R.A. DOCKET ROOM

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

Dear Mr. Gothard:

As a follow-up to a message previously left with your office, upon review of the Joint Application by Reduced Rate Long Distance, LLC and W2Com International, LLC for Approval of an Asset Purchase Agreement (“Application”) filed by W2com on May 5, 2006, TRA Staff has discovered a number of issues with the Application. The Application seeks Authority approval of a transfer that would involve the transfer of customers and certain assets to First Choice Technology, Inc. (“First Choice”), a company that does not have a certificate of convenience and necessity and is not authorized to conduct business in the State of Tennessee. It is unclear why the ultimate transfer to Reduced Rate Long Distance, LLC (“Reduced Rate Long Distance”) has been structured with First Choice accomplishing the transfer and assigning its rights to Reduced Rate Long Distance.

To address the issues raised by Staff, W2com may consider filing an amended petition that does not involve First Choice or following the procedure for First Choice to acquire a certificate of convenience and necessity. Previously, TRA Staff has left a detailed message regarding concerns with the Application but has not received a response. Please advise Staff as to how W2com plans to proceed with this docket.

If you have any questions or need further assistance, please call Jerry Kettles at 615-741-2904, ext. 153 or e-mail him at [jerry.kettles@state.tn.us](mailto:jerry.kettles@state.tn.us). Please mail the original and 13 copies to:

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

Sincerely,

Jerry Kettles, Chief  
Economic Analysis & Policy Division