

TENNESSEE REGULATORY AUTHORITY



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

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

September 7, 2006

Grace R. Chiu, Counsel
Tony S. Lee, Counsel
McGuireWoods LLP
1050 Connecticut Avenue, N.W. Suite 1200
Washington, DC 20036

RE: Docket 06-00221: *Joint Application for Approval to Transfer Control of US LEC of Tennessee Inc. and for US LEC of Tennessee Inc. and PAETEC Communications Inc. to Participate in Related Debt Financing Arrangements*

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T.R.A. DOCKET ROOM

Dear Ms. Chiu and Mr. Lee:

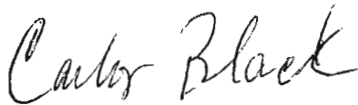
In order to fully analyze the above-referenced application, the Tennessee Regulatory Authority (TRA or Authority) requires additional information. Please provide the information requested below by September 14, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the applicants filed similar applications or notices in other states? If so, provide a listing of states and action taken.
2. Have the applicants filed a similar application with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your application has been established by any federal agency, provide such with your response.
3. Provide the number of customers that US LEC of Tennessee Inc. ("US LEC-TN") currently has in Tennessee.
4. On Page 7 of the *Joint Application* filed with the TRA on August 31, 2006, it certifies that concurrently with the consummation of the merger, New PAETEC will enter into senior secured credit facilities in the aggregate principal amount of \$850 million ("New Credit Facilities"). In addition, it certifies each direct and indirect subsidiary of New PAETEC, including US LEC-TN and PAETEC Communications, will be required to provide an unconditional guaranty of all amounts owing under the credit facilities and grant a security interest in their respective assets to secure all amounts owing under the New Credit Facilities. Will any Tennessee assets be pledged as collateral for any debt issued? If so, name the particular asset(s), the value of the assets, and the percentage of each particular asset(s) pledged.

If you have any questions, or need further assistance, please call me at 615-741-2904, ext. 196 or e-mail me 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
Phone: 615-741-2904, ext. 136
Email: sharla.dillon@state.tn.us

Sincerely,



Carlos Black, Utility Rate Analyst
Competitive Markets & Policy Division

c: Mr. Terry Romine

Mrs. Sara Kyle, Chairman
Ms. Sharla Dillon, Docket Room Manager