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October 16, 2006

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

Re: Docket No. 06-00252 – Joint Petition of Talk America Holdings, Inc., Talk America, Inc., LDMI Telecommunications, Inc., Network Telephone Corporation, The Other Phone Company, Inc. and Cavalier Telephone Corp. For Approval of an Indirect Transfer of Control and Related Financing Transactions

Dear Ms. Dillon:

Cavalier Telephone Corporation (“CTC”), through its undersigned counsel, hereby responds to the Tennessee Regulatory Authority’s Data Request No. 1, dated October 10, 2006.

1. On Page 6 of the Joint Petition filed with the Authority on October 3, 2006, it certified that Petitioners have filed similar petitions or notices in every state except Alaska, and with the Federal Communications Commission (“FCC”). Provide a listing of states and action taken. In addition, list any action tacked by the FCC and the associated files(s) numbers. If a scheduled to complete the review of your petition has been established by the FCC, provide such with your response.

Petitioners have requested approval for the proposed transaction from the following states: California, Colorado, Delaware, District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, Missouri, New Jersey, New York, Ohio, Pennsylvania, Tennessee, Texas, Utah, Virginia, West Virginia, and Wyoming. All of these requests for approval are pending, except for the District of Columbia, where approval was granted on October 2, 2006.

Petitioners have also filed notice of the proposed transaction in the following states: Alabama, Arizona, Arkansas, Connecticut, Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Montana, Nebraska, Nevada, New

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Hampshire, New Mexico, Oregon, North Carolina, North Dakota, Oklahoma, Rhode Island, South Dakota, South Carolina Vermont, West Virginia, and Wyoming.

Petitioners filed an application with the FCC on October 2, 2006. Both domestic and international approvals are currently pending. The FCC's International Bureau assigned File No. ITC-T/C-20061003-00451 to the application. The FCC's Wireline Competition Bureau has not yet assigned a docket number to the application.

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2. On Page 7 of the Joint Petition filed with the Authority on October 3, 2006, it certified that upon closing the Transaction, Talk America, Inc. ("Talk America"), LDMI Telecommunications, Inc. ("LDMI"), Network Telephone Corporation ("NTC"), and The Other Phone Company ("OPC") will become co-guarantors in Cavalier Telephone Corporation's ("CTC and/or Holdings") same indebtedness and will pledge their assets as security. Will any Tennessee assets be pledged as collateral for any debt issued. If so, name the particular asset(s), and the percentage of each particular asset(s) pledged.

All Talk America, LDMI, NTC, and OPC assets in Tennessee will be pledged to secure the financing upon consummation of the transfer of control. CTC provides under seal as Attachment 1 a copy of the confidential financing commitment letter which provides a description of the collateral to be pledged by CTC and its operating subsidiaries. In addition, provided under seal as Attached 2 is a confidential list of the Petitioners' collocation sites and office locations in Tennessee.

3. Verify all current CCNs of CTC's Tennessee-certificated operating companies issued by the Authority, and provide copies of all current business licenses of CTC's Tennessee-certificated operating companies filed with the Tennessee Secretary of State's Office.

None of CTC's operating companies transact business in Tennessee and hold CCNs in Tennessee. Page two of the Petition inadvertently stated that the following CTC operating companies are Tennessee-certificated: Cavalier Telephone LLC, Cavalier Telephone Mid-Atlantic, LLC, Elantic Telecom, Inc. and Cavalier Networks, LLC, as well as Cavalier Acquisition Corp. Although CTC's operating companies are certificated in other states, none are certificated to provide services in Tennessee.

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An original and thirteen (13) copies of the responses to Data Request No. 1 are enclosed. Please date stamp the extra copy of this filing and return it in the envelope provided. Applicants have also provided a disk with an electronic copy of this filing in PDF format. Should you have any questions, please do not hesitate to contact us at (202) 373-6039.

Respectfully submitted,

Bingham McCutchen LLP
bingham.com

A handwritten signature in black ink that reads "Danielle Burt". The signature is written in a cursive, flowing style.

Catherine Wang
Ulises Pin
Danielle Burt

Enclosure

cc: Carlos Black (TRA)

ATTACHMENT 1

Financing Commitment Letter

Confidential and Filed Under Seal

ATTACHMENT 2

Location of Tennessee Assets

Confidential and Filed Under Seal