

# TENNESSEE REGULATORY AUTHORITY



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

460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

October 10, 2006

Catherine Wang, Counsel  
Ulises R. Pin, Counsel  
Danielle C. Burt, Counsel  
Bingham McCutchen LLP  
3000 K Street, NW, Suite 300  
Washington, D.C. 20007-5116

RE: Docket 06-00252: Joint Petition of Talk America Holdings, Inc., Talk America, Inc., LDMI Telecommunications, Inc., Network Telephone Corporation, and The Other Phone Company, Inc. and Cavalier Telephone Corp. for Approval of an Indirect Transfer of Control and Related Financing Transactions

Dear Mses. Wang, Pin, and Burt:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA or Authority) requires additional information. Please provide the information requested below by October 17, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. On Page 6 of the Joint Petition filed with the Authority on October 3, 2006, it certifies 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 taken by the FCC and the associated file(s) numbers. If a schedule to complete the review of your petition has been established by the FCC, provide such with your response.
2. On Page 7 of the Joint Petition filed with the Authority on October 3, 2006, it certifies 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.
3. Verify all current CNNs of CTC's Tennessee-certificated operating companies issued with 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.

If you have any questions, or need further assistance, please call me at 615-741-2904, ext. 196 or email me at [carlos.black@state.tn.us](mailto: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,



Carlos Black, Utility Rate Analyst  
Competitive Markets & Policy Division

c: Mr. Richard U. Stubbs, General Counsel  
Cavalier Telephone Mid-Atlantic, LLC

Mr. Stephen T. Perkins, General Counsel  
Cavalier Telephone, LLC

Ms. Francie McComb, Vice President Regulatory Affairs  
Talk America, Inc.

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