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2006 NOV -9 PM 1:05
T.R.A. Docket Room

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VINCENT T. EARLY
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JOSEPH J. BURGIE
(1926-1992)

THOMPSON BENNETT
(1912-2004)

November 8, 2006

Darlene Standley, Chief
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RE: Neutral Tandem-Tennessee, LLC
Docket No. 06-00268

Dear Ms. Standley:

Enclosed for filing with the Regulatory Authority, please find an original and four (4) copies of the above captioned corporation's response to the TRA's November 2, 2006 request for additional information. An electronic version of the response was filed on November 8, 2006.

Please date-stamp the extra copy and return same to me in the enclosed postage-paid envelope.

Should you have any questions or concerns, please contact my assistant, Beth Ronfeldt, or me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/cmr

enc

RESPONSE

1. A sworn statement from the company representative that Neutral Tandem-Tennessee, LLC will comply with all rules of the FCC and TRA.

RESPONSE: A sworn statement is included in the Pre-Filed Testimony of Ron Gavillet, as well as in the Applicability statement in the Plan for Providing Toll Dialing Parity and in the opening paragraph of the Application.

2. In compliance with TCA §65-21-114, please provide a detailed, technical explanation as to how the company will assure that customers will not be billed for calls placed within the same county.

RESPONSE: Neutral Tandem-Tennessee, LLC's billing system is capable of sorting retail intracounty calls from intercounty calls and billing the intracounty calls as local.

3. An actual certificate of authorization to conduct business in the state of Tennessee, issued by the Tennessee Secretary of State's Office. A copy of Neutral Tandem-Tennessee, LLC's application to the Secretary of State was included in the filing, but not the certification.

RESPONSE: The Certificate of Authorization is attached hereto as Exhibit A.

4. A list of regulatory complaints against each affiliate of Neutral Tandem-Tennessee, LLC authorized and providing telecommunications services, including the nature of the complaint and how it was resolved.

RESPONSE: Neutral Tandem-Tennessee, LLC's affiliates have not received any regulatory complaints.

5. Neutral Tandem-Tennessee, LLC's projected financials indicate cash flow from preferred stock in the year 2006. Has the financing been arranged at this time? If so, please provide the details of the financing arrangement, including evidence of investor(s). If not, please provide evidence that this amount is available to Neutral Tandem-Tennessee, LLC.

RESPONSE: The financing arrangement projected by the company's parent, Neutral Tandem, Inc. has occurred. On February 2, 2006, Neutral Tandem, Inc. raised approximately \$12 million in an equity financing in which the lead investors were New Enterprise Associates and Doll Capital Management.

RESPONSE

6. When does Neutral Tandem-Tennessee, LLC anticipate that it will begin providing service in Tennessee?

RESPONSE: Neutral Tandem-Tennessee, LLC anticipates that it will begin providing service in Tennessee by the end of 2006 (assuming the TRA has granted authority by that date), or otherwise as soon as possible upon being granted authority.

7. Provide details regarding the duties/responsibilities for the day-to-day operations of Neutral Tandem-Tennessee, LLC of each Principal Officer listed in the application.

RESPONSE:

Rian Wren: As President and Chief Executive Officer of Neutral Tandem-Tennessee, LLC, Mr. Wren is the highest-ranking officer of the company, and is responsible for management and leadership of the company's management team.

Ron Gavillet: As Executive Vice President of External Affairs, Mr. Gavillet manages the legal, regulatory and external affairs of the Company.

Rob Junroski: As Chief Financial Officer, Mr. Junroski manages all financial functions within the company. These include accounting operations, billing, revenue assurance, treasury operations, insurance, human resources, and financial reporting.

EXHIBIT A

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 09/12/06
REQUEST NUMBER: 5855-2588
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/12/06 1340
EFFECTIVE DATE/TIME: 09/12/06 1340
CONTROL NUMBER: 0529496

TO:
CSC
2711 CENTERVILLE RD
STE 400
WILMINGTON, DE 19808

RE:
NEUTRAL TANDEM-TENNESSEE, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED
ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING
ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO
MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 09/11/06

FROM:
CSC (2711 CENTERVILLE RD)
2711 CENTERVILLE RD,
SUITE 400
WILMINGTON, DE 19808-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00004024370
ACCOUNT NUMBER: 00250881



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

2006 SEP 12 PM 1:40

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(Limited Liability Company)
(For use on and after 1/1/2006)

For Office Use Only

2006 SEP 11 AM 11:51

SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Neutral Tandem-Tennessee, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and its date of its formation is: August 28, 2006 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

1 S. Wacker Drive Suite 200 Chicago, IL 60606

Street City/State Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:
2908 Poston Avenue, Nashville, TN 37203 (Davidson County)

Street City/State County Zip Code

The name of its registered agent at that office is: Corporation Service Company

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): _____

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

September 6, 2006

Signature Date

Manager

Signer's Capacity

Neutral Tandem-Tennessee, LLC

Name of Limited Liability Company

Signature

Ronald Gavillet

Name (typed or printed)