

TENNESSEE REGULATORY AUTHORITY



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

December 5, 2006

Jean L. Kiddoo, Counsel
Brett P. Ferenchak, Counsel
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007

RE: Docket 06-00292: Petition of Pac-West Telecomm, Inc., Pac-West Acquisition Corporation LLC and Pac-West Funding Company LLC for Approval of a Transfer of Control of Pac-West Telecomm, Inc.

Dear Ms. Kiddoo and Mr. Ferenchak:

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 December 15, 2006, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition 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 petition has been established by any federal agency, provide such with your response.
3. Provide the number of customers Pac-West Telecomm, Inc. ("Pac-West") currently has in Tennessee.
4. Footnote 2 on Page 6 of the Joint Petition filed with the Authority on November 27, 2006 states that Pac-West, which pledged its assets as security under the original Loan and Security Agreement, will maintain the pledge of assets, although securing an increased amount of indebtedness, under the Amended and Restated Loan and Security Agreement. 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.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or email him 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 to:

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

Sincerely,

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

Jerry Kettles, Chief
Economic Analysis & Policy Division

c: Ms. Lisa F. Rackner
Ms. Lynne Martinez