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January 16, 2007

VIA UPS

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

Re: Application of Acceris Management and Acquisition LLC and First
Communications, LLC for Approval of an Asset Transfer –
Docket No. 06-00300 – Late-Filed Agreement

Dear Ms. Dillon:

Per the Commission's request in Data Request No. 1, the Applicants in the above-referenced docket hereby file a copy of the Asset Purchase Agreement executed on January 12, 2007. Please note that the Agreement is **CONFIDENTIAL** and filed **under seal**. Enclosed please find an original, a duplicate and thirteen (13) copies of this filing. Please date-stamp the duplicate and return it in the envelope provided. Should there be any questions regarding this matter, please contact Melissa Conway at (202) 342-8552.

Respectfully submitted,


Melissa S. Conway

Enclosures

cc: Jerry Kettles
Carlos Black