

TENNESSEE REGULATORY AUTHORITY



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

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

September 14, 2007

Henry Walker, Counsel
Boult, Cummings, Conners & Berry PLC
1600 Division Street, Ste. 700
Nashville, TN 37203

RE: Docket 07-00178: Petition of CII Holdco, Inc., Memphis Networx, LLC, Memphis Light, Gas & Water Division, and Memphis Broadband, LLC for Approval of Change of Control of Memphis Networx, LLC.

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Dear Mr. Walker:

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 September 25, 2007, and refer to this correspondence as Data Request No. 1 in the response.

1. Has the transaction described in the *Petition* been consummated? If yes, on what date did the transaction close?
2. Have the Petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
3. Have the Petitioners filed a similar application with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your application has been established, provide such with your response.
4. Provide the number of customers that Memphis Networx, LLC ("Memphis Networx") currently serves in Tennessee.
5. Provide a diagram of the corporate structure of Memphis Networx before and after the proposed transaction.
6. Provide a signed verification from Memphis Networx, Memphis Light, Gas & Water Division, and Memphis Broadband, LLC or their legal party representatives verifying that the information contained in the *Petition* is true and correct to their best knowledge, information, and belief.

7. Provide the most recent audited financial statements for CII Holdco, Inc., Communications Infrastructure Investments, LLC and Memphis Networx.

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail 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 copies along with an electronic file to:

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

Sincerely,



Jerry Kettles, Chief
Economic Analysis & Policy Division

c: Scott Beer
Dan Platko
Mark Smith
Jay H. Lindy