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Writer's Direct Dial:
615-687-4243

September 17, 2007

Chairman Eddie Roberson
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

VIA ELECTRONIC DELIVERY

Re: 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—Docket No. 07-00178.

Dear Chairman Roberson:

Please find the original and 4 copies of the Petition of Tennessee Cable Telecommunications Association for Leave to Intervene in the referenced matter. Accompanying this filing is a check in the amount of \$25.00 to cover the applicable fees.

If I may be of further assistance in this matter, please do not hesitate to contact me. I am

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC



Jamie R. Hollin

Enclosure

Cc: Stacey Briggs, Esq.

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

September 17, 2007

IN RE:)	
)	
PETITION OF CII HOLDCO, INC.,)	
MEMPHIS NETWORKX, LLC, MEMPHIS LIGHT)	Docket No. 07-00178
GAS & WATER DIVISION, AND MEMPHIS)	
BROADBAND, LLC FOR APPROVAL OF)	
CHANGE OF CONTROL OF MEMPHIS)	
NETWORKX, LLC)	

**PETITION OF THE TENNESSEE CABLE TELECOMMUNICATIONS
ASSOCIATION FOR LEAVE TO INTERVENE**

The Tennessee Cable Telecommunications Association ("TCTA"), by and through undersigned counsel, hereby petitions the Tennessee Regulatory Authority ("Authority") for leave to intervene pursuant to Tenn. Code Ann. § 4-5-310, Tenn. Code Ann. § 65-2-107, and Tenn. Comp. R. & Regs. 1220-1-2-.08 in the referenced proceeding. In support of this petition, TCTA respectfully states the following:

1. The TCTA is a trade organization whose membership consists primarily of owners and operators of franchised cable television systems throughout the state of Tennessee.
2. Certain TCTA members either hold a certificate of public convenience and necessity to provide telecommunications services statewide or intend to make application to provide services statewide or in various locales throughout the state as permitted by law.
3. Memphis Networkx, LLC ("Networkx") is a competitive local exchange telephone company certificated by the Authority to offer intrastate communications services.¹ Networkx is

¹ See Authority Docket No. 99-00909, *In Re: Application of Memphis Networkx, LLC*, Order issued August 9, 2001.

owned by Memphis Light, Gas & Water Division, a division of the City of Memphis Tennessee and Memphis Broadband, LLC, a Tennessee limited liability company.

4. CII Holdco, Inc. is a Delaware corporation that is wholly owned by Communications Infrastructure Investments, LLC, a Delaware limited liability company.

5. As certificated entities authorized to provide telecommunications services, or potential telecommunications service providers, TCTA's legal rights, duties, privileges, immunities, or other legal interests or responsibilities may be affected or determined by the outcome of this proceeding, and TCTA's interests will not be adequately represented unless it is allowed to intervene.

6. TCTA's participation will not impair the interests of justice or the orderly and prompt conduct of the Authority's proceeding.

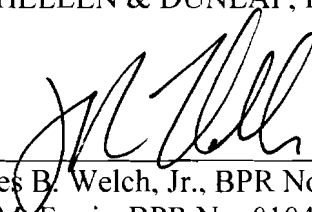
7. TCTA seeks to intervene and participate as its interests may appear.

WHEREFORE, PREMISES CONSIDERED, the TCTA prays that it be granted leave to intervene and participate in this proceeding with all attendant rights and responsibilities, including, without limitation, to file comments in order to assist the Authority's deliberations, to participate in the hearing, to cross-examine witnesses, and otherwise protect the interests of TCTA and the public interest. Additionally, TCTA requests to receive copies of any notices, orders, or any other documents filed herein, and have such other, further and general relief as the justice of their cause entitle them to receive.

Respectfully submitted,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC

By:



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*Attorneys for the Tennessee Cable
Telecommunications Association*

Certificate of Service

I hereby certify that a true and correct copy of the foregoing has been placed in the U.S. mail, postage pre-paid, to the following on this the 17th day of September, 2007:

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