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September 25, 2007

Jerry Kettles, Chief
Economic Analysis & Policy Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

filed electronically in docket office on 09/25/07

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

Dear Mr. Kettles:

CII Holdco, Inc. ("CII") responds to the TRA's Data Request No. 1 as follows:

1. Has the transaction described in the *Petition* been consummated? If yes, on what date did the transaction close?

Response: Yes. As the Petitioners disclosed in their responses to the Staff data requests in Docket 07-00183, CII has consummated the transaction. As explained in the cover letter accompanying the "Petition for Approval of Change of Control" (Docket 07-00178), CII needed to close the deal in order to insure the continued financial health of Memphis Network. The sale was closed on July 30, 2007. The Petitioners seek approval nunc pro tunc of the Petition, as the TRA has granted on several other occasions. See, e.g. Docket 99-00327.

2. Have the Petitioners filed similar petitions or notices in other states? If so, provide a listing of states and actions taken.

Response: Since Memphis Network only serves customers in Tennessee, the Petitioners have not filed petitions concerning Network in other states. In regard to CII's activities in other states, CII has filed similar notices and/or received approval in the following states: Virginia, District of Columbia, Maryland, New Jersey, New York, and Pennsylvania. In addition, applications are pending in the following states: Indiana, Minnesota, Nebraska, Iowa, North Dakota, South Dakota, and Wisconsin.

LAW OFFICES

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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.

Response: The Petitioners have determined that there is no requirement for Networx to file a change of control petition with the FCC. However, in connection with its business interests outside of Tennessee, CII has filed the following applications with the FCC: FCC Domestic 214 filing = 07-132 (approved); FCC Int'l 214 filing = ITC-T/C-20070620-00239 (approved); FCC Domestic 214 filing = 07-159 (approved); FCC Int'l 214 filing = ITC-T/C-20070725-00295 (approved).

4. Provide the number of customers that Memphis Networx, LLC ("Memphis Networx") currently serves in Tennessee.

Response: Memphis Networx currently serves approximately 106 customers in Tennessee.

5. Provide a diagram of the corporate structure of Memphis Networx before and after the proposed transaction.

Response: Petitioners do not have a diagram of Memphis Networx' corporate structure. Petitioners state that Memphis Networx, LLC, was jointly owned by Memphis Light, Gas & Water and by Memphis Broadband, prior to the acquisition. CII, now called Zayo Bandwidth, Inc., has purchased the ownership interests of MLG&W and Broadband. Following the purchase, Memphis Networx, LLC is a wholly-owned subsidiary of Zayo Bandwidth, Inc.

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.

Response: The signed verifications will be filed directly with the Authority by counsel for MLG&W and Broadband.

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

Response: The 2004 and 2005 financial statements of Memphis Networx have previously been filed in Docket 07-00183. The 2006 statement is not yet finished but will be filed as soon as it is available.

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Feel free to call me with any questions concerning these responses.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

A handwritten signature in cursive script, appearing to read "Henry Walker".

By:

Henry Walker

HW/djc
cc: Jamie R. Hollin