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October 2, 2007

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

Electronically filed in docket office on October 2, 2007

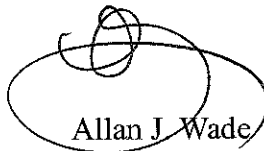
RE: Petition of CII Holdco, Inc., Memphis Networx, LLC, Memphis Light Gas & Water Division, and Memphis Broadband, LLC for Approval of Change of Control of Memphis Networx, LLC  
Docket No. 07-00178

Dear Chairman Roberson:

Please find enclosed an original and four (4) copies of the Petition of the City of Memphis for Leave to Intervene in the above referenced matter. Accompanying this filing is a check in the amount of \$25.00 to cover the applicable fees. Please provide me with a filed copy of the Petition in the enclosed, self-addressed envelope.

Thank you for your assistance in this matter.

Sincerely,



Allan J. Wade

AJW/tlf  
Enclosures

cc Counsel of record

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

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IN RE:

PETITION OF CII HOLDCO, INC.,  
MEMPHIS NETWORKX, LLC, MEMPHIS LIGHT  
GAS & WATER DIVISION, AND MEMPHIS  
BROADBAND, LLC FOR APPROVAL OF  
CHANGE OF CONTROL OF MEMPHIS  
NETWORKX, LLC

Docket No. 07-000178

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**PETITION OF THE CITY OF MEMPHIS FOR LEAVE TO INTERVENE**

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The City of Memphis, pursuant to T.C.A. § 4-5-310, T.C.A. § 65-2-107 and Tenn. Comp. R. & Regs. 1220-1-2-.08, petitions the Tennessee Regulatory Authority (the “Authority”) for leave to intervene in the above-captioned proceeding, and for the commencement of a contested case proceeding pursuant to Tenn. Comp. R. & Regs. 1220-1-2-.02. In support of its Petition the City of Memphis states as follows:

1. Petitioner, City of Memphis (the “City”), is a governmental entity who entered into a franchise agreement with Memphis Networkx, LLC (“Memphis Networkx”) on January 3, 2001 (“Franchise Agreement”). The Petition of CII Holdco, Inc., Memphis Networkx, LLC, Memphis Light Gas & Water Division, and Memphis Broadband, LLC for Approval of Change of Control of Memphis Networkx, LLC (“Petitioners”) for Approval of change of control of the Franchise is currently pending before this Authority (the “Petition”).

2. At issue in this proceeding is the change of control of rights under the City’s negotiated Franchise Agreement with Memphis Networkx, which controls the respective rights and obligations of Memphis Networkx to use and occupy the City’s public rights of way. As Memphis Networkx acknowledged in its Petition for Approval of its Franchise with the City filed

January 29, 2001, its Franchise with the City is necessary in order for it to provide the services contemplated by Petitioners.

3. Due to the potential impact on the City's rights under the Franchise Agreement with Memphis Networx, it is necessary and appropriate, pursuant to T.C.A. § 4-5-310(a)(2), for the City to be granted the right to intervene in this proceeding as its legal rights and duties are implicated.

4. The City is also one of Networx's largest customers and creditors. It is also necessary and proper that the City be allowed to intervene in these capacities to protect its interests. The City also acts in the interests of the general public, and therefore seeks intervention in order to advocate the interests of the general public.

5. Allowing the City to intervene will not impair the interests or the orderly and prompt conduct of these proceedings.

6. The City of Memphis respectfully requests that it be granted leave to intervene and participate as a party in the above-captioned proceeding.


7. To the extent it has not already done so, the City respectfully requests the authority to commence a contested case proceeding with regard to the Petition.

WHEREFORE, the City of Memphis prays:

1. That it be permitted to intervene in this proceeding and participate as a party.

2. That it have such other and further relief to which it may be entitled.

Respectfully submitted,

By:   
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Attorneys for the City of Memphis

**CERTIFICATE OF SERVICE**

I certify that I forwarded a true and correct copy of the foregoing document to the following individuals, by electronic means or by U.S. mail, postage prepaid, this the 2nd day of October, 2007.

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