

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

November 21, 2007

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.
07-00178

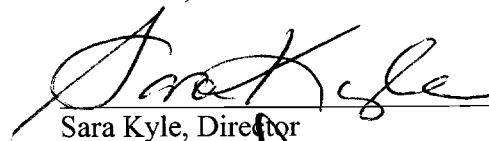
ORDER CONVENING A CONTESTED CASE
AND APPOINTING A HEARING OFFICER

This matter came before Director Pat Miller, Director Sara Kyle and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on October 8, 2007 for consideration of 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* filed on July 27, 2007. Petitions to intervene were filed by the Tennessee Cable Telecommunications Association and the City of Memphis on September 18, 2007 and October 2, 2007, respectively. During the Authority Conference, the panel voted unanimously to convene a contested case proceeding and to appoint the Authority's General Counsel or his designee to act as the Hearing Officer in this proceeding for the purpose of hearing preliminary matters prior to the Hearing, ruling on petition(s) to intervene, setting a procedural schedule to completion and preparing the matter for a hearing before the panel.

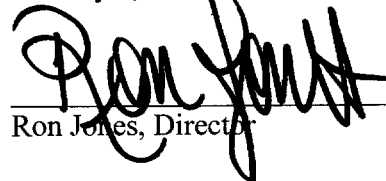
IT IS SO ORDERED.



Pat Miller, Director



Sara Kyle, Director



Ron Jones, Director