



Guy M. Hicks  
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September 17, 2007

VIA HAND DELIVERY

filed electronically in docket office on 09/17/07

Mr. Jerry Kettles, Chief  
Economic Analysis & Policy Division  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37238

Re: *Petition for Approval TCG MidSouth, Inc.'s Divestiture of Certain Dark  
Fiber Facilities in Tennessee to Fulfill Merger Commitment*  
Docket No. 07-00197

Dear Mr. Kettles:

Enclosed please find AT&T Tennessee's responses to the Staff Data Requests issued on September 10, 2007.

1. Provide a listing of actions taken by the respective state commission in all affected states in the former BellSouth operating territory regarding the divestiture of dark fiber facilities.

No such actions have been taken. Except for Tennessee, no approval by any state commission has been sought or is required under applicable law in the former BellSouth operating territory with respect to this divestiture. This transaction has closed and is in effect in the other eight states. As noted in the Petition, the FCC has already approved this transaction.

2. Provide a copy of the agreement between AT&T Inc. and Level 3 Communications, LLC that results in the divestiture of dark fiber facilities in Tennessee.

The agreements between AT&T Corp. (a wholly owned subsidiary of AT&T Inc.) and Level 3 Communications, LLC providing for the divestiture of dark

Hon. Eddie Roberson, Chairman  
September 17, 2007  
Page 2

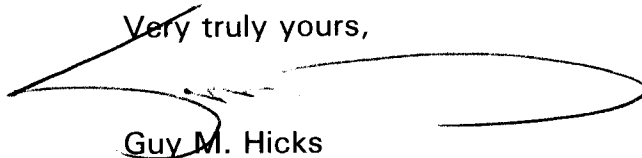
fiber facilities in Tennessee contain proprietary information. The agreements will be made available to the TRA Staff at their convenience for review and inspection. Please call Mr. Paul Stinson at 214-3839 to make arrangements to inspect the agreements.

3. Provide a signed verification from both TCG MidSouth, Inc. and Level 3 Communications, LLC verifying that the information contained in the Petition is true and correct to their best knowledge, information and belief.

Attached are signed verifications from TCG MidSouth, Inc. and Level 3 Communications, LLC verifying that the information contained in the Petition is true and correct to the best knowledge, information and belief of the parties.

If you have any questions or require further information, please do not hesitate to call.

Very truly yours,

A handwritten signature in black ink, appearing to read "Guy M. Hicks", with a large, sweeping loop at the end.

Guy M. Hicks

GH:ch

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

IN RE: *Petition for Authority Approval of TCG MidSouth, Inc.'s Divestiture of  
Certain Dark Fiber Facilities in Tennessee to Fulfill Merger Commitment*

Docket No. 07-00197

**VERIFICATION OF LEVEL 3 COMMUNICATIONS, LLC**

This is to verify that the information contained in the Petition filed in this proceeding on August 30, 2007, is true and correct to the best of my personal knowledge, information and belief.

Respectfully submitted,

LEVEL 3 COMMUNICATIONS, LLC

By: *Dan M. Dolan*  
Dan Dolan  
Print Name

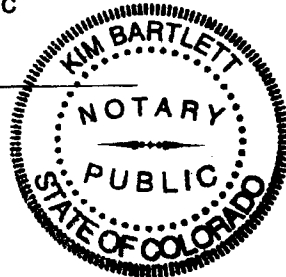
9.14.07  
Date

STATE OF Colorado  
COUNTY OF Broomfield

Sworn to and subscribed before me, this 14<sup>th</sup> day of September, 2007.

*Kim Bartlett*  
Notary Public

My Commission expires: 9.30.2010



BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

IN RE: *Petition for Authority Approval of TCG MidSouth, Inc.'s Divestiture of  
Certain Dark Fiber Facilities in Tennessee to Fulfill Merger Commitment*

Docket No. 07-00197

**VERIFICATION OF TCG MIDSOUTH, INC.**

This is to verify that the information contained in the Petition filed in this proceeding on August 30, 2007, is true and correct to the best of my personal knowledge, information and belief.

Respectfully submitted,

TCG MIDSOUTH, INC.

By: \_\_\_\_\_

*Anthony FCA*

Print Name

*9/17/07*

Date

STATE OF New Jersey

COUNTY OF Monmouth

Sworn to and subscribed before me, this 17<sup>th</sup> day of September, 2007.

*[Signature]*

Notary Public

My Commission expires: \_\_\_\_\_

**THERESA A. PISCIOTTI  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 4/26/2009**