

TENNESSEE REGULATORY AUTHORITY



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460 James Robertson Parkway
Nashville, Tennessee 37243-0505

January 4, 2008

Michael J. Nighan
American Fiber Systems, Inc.
100 Meridian Centre, Suite 250
Rochester, NY 14618-3979

RE: Docket 07-00277: Joint Petition of American Fiber Systems, Inc., USCarrier Telecom LLC, and USCarrier Telecom Holdings, LLC for Approval of an Indirect Transfer of Control

Dear Mr. Nighan:

In order to fully analyze the above-referenced *Joint Petition*, the Tennessee Regulatory Authority requires additional information. Please provide the information requested below by January 11, 2008, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the Petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the Petitioners filed a similar petition 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 by the FCC, provide such with your response.
3. Provide organizational charts of the Petitioners before and after the transaction.
4. Provide a copy of the contract or agreement between the Petitioners that governs the transaction.

If you have any questions or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Sharla.Dillon@state.tn.us

Sincerely,

Jerry Kettles, Chief
Economic Analysis & Policy Division

cc: Bruce T. Frankiewicz
Joaquin Luna