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Director - Regulatory Affairs and Contract Management  
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January 7, 2008  
Via Overnight Courier

Ms. Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243  
(615) 741-2904

Re: Data Request No. 1 - 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 Ms. Dillon:

Enclosed for filing with the Tennessee Regulatory Authority ("TRA") are one (1) original and thirteen (13) copies of the Responses of American Fiber Systems, Inc. ("AFS"), USCarrier Telecom, LLC ("USC") and USCarrier Telecom Holdings, LLC ("USCTH") (collectively, the "Petitioners") to Data Request No. 1 served on the Petitioners on January 4, 2008.

**Question #1:**

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

(TRA, p. 2)

**Response #1**

Petitioners filed a notification of the proposed change-of-control transaction with the Georgia Public Service Commission on December 20, 2007. No action has been taken on the notice by the Commission to date. No filings have been made in any states other than Tennessee and Georgia.

**Question #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.

**Response #2**

Petitioners filed a *Joint Application For Grant of Authority Pursuant to Section 214 of the Telecommunications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of USCarrier Telecom, LLC, Authorized Domestic and International Section 214 Carrier, to American Fiber Systems, Inc.* with the Federal Communications Commission on December 21, 2007. To date no action has been taken on the Joint Application and no docket number(s) yet established.

**Question #3**

Provide organizational charts of the Petitioners before and after the transaction.

**Response #3**

The proposed transaction will not alter the current corporate organizational structure in that USCarrier Telecom, LLC will remain a wholly-owned subsidiary of USCarrier Telecom Holdings, LLC. The proposed transaction will simply result in American Fiber Systems, Inc. acquiring 55% ownership of USCarrier Telecom Holdings, LLC and thus indirect control of USCarrier Telecom, LLC.

(TRA, p. 3)

**Question #4**

Provide a copy of the contract or agreement between the petitioners that governs the transaction.

**Response #4**

As the Petitioners cannot complete the proposed transaction until all necessary authorizations are received from the Federal Communications Commission and the states of Tennessee and Georgia a final agreement has not yet been executed.

Please contact me at the above telephone number or e-mail address should you require any additional information in this matter.

Sincerely,

A handwritten signature in black ink, reading "Michael J. Nighan". The signature is fluid and cursive, with the first name "Michael" and last name "Nighan" clearly legible.

Michael J. Nighan  
Director - Regulatory Affairs