

TENNESSEE REGULATORY AUTHORITY



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460 James Robertson Parkway
Nashville, Tennessee 37243-0505

T.R.A. DOCKET ROOM

April 30, 2010

Russell M. Blau, Counsel
Tamar E. Finn, Counsel
Jeffery R. Strenkowski
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006

RE: Docket 10-00060: Joint Application of Comtel Telcom Assets LP, Matrix Telecom, Inc. and Americatel Corporation for (1) the Transfer of Customers from Comtel Telcom Assets LP to Matrix Telecom, Inc. and (2) for Matrix Telecom, Inc. and Americatel Corporation to Participate in Certain Financing Arrangements

Dear Ms. Finn and Messrs. Blau and Strenkowski:

In order to fully analyze the above-referenced *Joint Application*, the Tennessee Regulatory Authority requires additional information. Please provide the information requested below by May 10, 2010, refer to this correspondence as Data Request No. 1 in the response.

1. Have the applicants filed similar applications or notices in other states? If so, provide a listing of states and action taken.
2. Provide a copy of the self-certification letter filed with the FCC in CC Docket No. 00-257 regarding transfer of customers.
3. Provide the number of customers that Comtel Telcom LP ("Comtel") currently serves in Tennessee.
4. Will all Comtel customers in Tennessee be transferred to Matrix?
5. Provide a copy of the Asset Purchase Agreement the applicants entered into for the transfer described in the *Joint Application*.
6. Provide organizational charts for Comtel and Matrix before and after the transaction.
7. Provide a copy of the terms and conditions for the financing transaction described in the *Joint Application*.

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@tn.gov. 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
Email: Sharla.Dillon@tn.gov

Sincerely,

Jerry Kettles, Chief
Economic Analysis & Policy Division

cc: Scott M. Klopach
Jonathan Dennis