

TENNESSEE REGULATORY AUTHORITY



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

June 24, 2010

Jean L. Kiddoo, Counsel
Brett P. Ferenchak, Counsel
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006

RE: Docket No. 10-00121: Joint Petition of LY Holdings, LLC, Lightyear Network Solutions, LLC and Lightyear Network Solutions, Inc. for Approval of the Pro Forma Change in Corporate Structure of Lightyear Network Solutions, LLC

Dear Ms. Kiddoo and Mr. Ferenchak:

In order to review the above-referenced *Joint Petition*, the Tennessee Regulatory Authority ("TRA" or "Authority") requires additional information. Please provide the information requested below by July 1, 2010, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the Petitioners have filed a similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the Petitioners made a similar filing with the FCC? If so, discuss any action taken by the FCC and the associated docket number. If a schedule to complete the review of your filing has been established by the FCC, provide such with your response.
3. Provide a copy of the Agreement and Plan of Merger described in the *Joint Petition*.
4. Please discuss the implications of the transaction described in the *Joint Petition* on the public interest of Tennessee consumers?

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
Sharla.Dillon@tn.gov

Sincerely,

Jerry Kettles, Chief
Economic Analysis & Policy Division

cc: John J. Greive