

TENNESSEE REGULATORY AUTHORITY



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Nashville, Tennessee 37243-0505

T.R.A. DOCKET ROOM



July 22, 2010

Henry M. Walker, Counsel
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, TN 37203

RE: Docket No. 10-00137: Application for Approval of the Transfer of DukeNet Communications, LLC's Certificate to Provide Local Exchange and Interexchange Telecommunications Services as a Competitive Local Exchange Carrier to DukeNet OpCo

Dear Mr. Walker:

In order to review the above-referenced *Application*, the Tennessee Regulatory Authority ("TRA" or "Authority") requires additional information. Please provide the information requested below by July 30, 2010, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the Applicants have filed a similar application or notice in other states. If so, provide a listing of states and action taken.
2. Have the Applicants made a similar filing with the FCC? If so, provide or list any action taken by the FCC, and the associated docket number. If a schedule to complete the review of the filing has been established by the FCC, provide such with your response.
3. Provide a copy of the definitive agreement the Applicants entered into defining joint venture described in the *Application*.
4. How many customers are currently served by DukeNet Communications, LLC ("DukeNet") in Tennessee?
5. Provide a copy of the customer notification letter that includes language consistent with TRA Rule 1220-4-2.56(2)(d)(4) and indicating that unless the customer selects and telecommunications service provider, the customer's local or long distance service will be transferred to the acquiring telecommunications provider as required by TRA Rule 1220-4-2.56(2)(d)(2).

6. Provide a copy of the self certification letter filed with the FCC in CC Docket 00-257 concerning transfers of customer base.
7. Provide signed verifications from the Applicants verifying that the information contained in the *Application* is true to their best knowledge, information, and belief.
8. Provide a \$20,000 corporate surety bond, irrevocable letter of credit or sufficient documentation to demonstrate compliance with T.C.A. § 65-4-125 company resulting from the merger of DukeNet OpCo, LLC ("OpCo") and DukeNet.
9. Provide a copy of OpCo's license to do business in Tennessee.
10. Will the company resulting from the merger of OpCo and DukeNet adopt DukeNet's existing tariff?
11. To demonstrate the financial qualification of the company resulting from the merger of OpCo and DukeNet, provide the following information:
 - a. The estimated cost of network facilities including switches and unbundled network elements.
 - b. The most recent audited financial statements (balance sheet, income statement and statement of cash flow).
 - c. Projected financial statements (balance sheet, income statement and statement of cash flow) for the next three years.
 - d. A capital expenditures budget for the next three years detailing equipment to be deployed, the cost of equipment and the source of funding.

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