



Henry Walker
Direct: 615.252.2363
Fax: 615.252.6363
hwalker@babc.com

September 3, 2010

Jerry Kettles, Chief Economic Analysis & Policy Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

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. Kettles:

The applicants submit the following response to Staff Data Request No. 1.

1. Have the Applicants filed a similar application or notice in other states? If so, provide a listing of states and actions taken.

RESPONSE: Applications for approval are pending in Virginia, South Carolina, and Georgia. Notices, not requiring agency action, have been or will be filed in Alabama and North Carolina.

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.

RESPONSE: An application (WC Docket No. 10-139) was filed at the FCC and was approved for a streamlined pleading cycle set for approval by operation of law on August 30, 2010. No parties have intervened. On August 20, 2010, the FCC displaced the application from the streamlined pleading cycle to give the U.S. Department of Justice some additional time to complete its review of the application.

3. Provide a copy of the definitive agreement the Applicants entered into defining joint venture description in the *Application*.

RESPONSE: The agreement and attachments are over 1,000 pages long and confidential. A verified description of the agreement which describes the transaction will be filed shortly, under seal.

4. How many customers are currently served by DukeNet Communications, LLC ("DukeNet") in Tennessee?

103939-000002
7/2419145.2

RESPONSE: There are no retail customers in Tennessee and only one wholesale customer.

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).

RESPONSE: Not applicable since there are no retail customers in Tennessee.

6. Provide a copy of the self certification letter filed with the FCC in CC Docket 00-257 concerning transfer of customer base.

RESPONSE: That FCC requirement is not applicable to this transaction, according to the FCC staff.

7. Provide signed verifications from the Applicants verifying that the information contained in the *Application* is true to their best knowledge, information and belief.

RESPONSE: The verifications will be filed shortly.

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.

RESPONSE: The bond will be provided shortly.

9. Provide a copy of OpCo's license to do business in Tennessee.

RESPONSE: DukeNet OpCo, LLC's license to do business in Tennessee is attached.

10. Will the company resulting from the merger of OpCo and DukeNet adopt DukeNet's existing tariff?

RESPONSE: Yes, DukeNet OpCo will adopt the existing tariffs of DukeNet Communications.

11. To demonstrate the financial qualifications 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.

RESPONSE: The aggregate estimated cost of network facilities in Tennessee for 2010 and 2011 is \$7.8 million.

(b) The most recent audited financial statements (balance sheet, income statement and statement of cash flow).

RESPONSE: To date, DukeNet OpCo has not had operations and therefore, has no audited financial statements.

(c) Projected financial statements (balance sheet, income statement and statement of cash flow) for the next three years.

RESPONSE: Certain financial projections that were recently used by DukeNet in presentations to potential investors and lenders will be filed shortly.

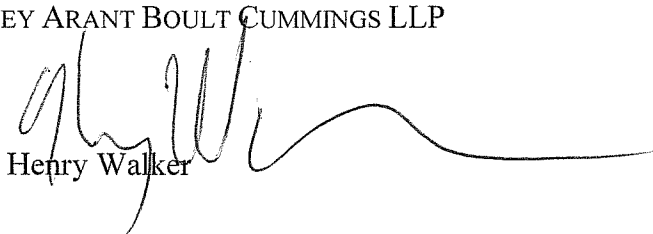
(d) A capital expenditures budget for the next three years detailing equipment to be deployed, the cost of equipment and the source of funding.

RESPONSE: A capital expenditure budget for DukeNet will be included in the financial projections to be filed in response to (c) above.

Very truly yours,

BRADLEY ARANT BOULT CUMMINGS LLP

By:


Henry Walker

HW/dnr



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

DukeNet OpCo, LLC
526 S. Church Street
Charlotte, NC 28202 USA

July 23, 2010

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # :	636118	Formation Locale:	Delaware
Filing Type:	Limited Liability Company - Foreign	Date Formed:	05/18/2010
Filing Date:	07/22/2010 12:24 PM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2011
Duration Term:	Perpetual	Image # :	6747-2573
Managed By:	Other		

Document Receipt

Receipt # :	224173	Filing Fee:	\$300.00
Payment-Check/MO -	CAPITAL FILING SERVICE, INC., Nashville, TN		\$300.00

Registered Agent Address

CT Corporation System
800 S. Gay Street
Suite 2021
Knoxville, TN 37929 USA

Congratulations on the successful filing of your **Certificate of Authority** for **DukeNet OpCo, LLC** in the State of Tennessee which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett, Secretary of State
Business Services Division

Processed By: Connie Fredrickson

FILED

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State of Tennessee



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(Limited Liability Company)

RECEIVED
STATE OF TENNESSEE
2010 JUL 22 PM 12:24
RE HARGETT
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-004 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: DukeNet OpCo, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-108(d).

2. The state or country under whose law it is formed is: Delaware

and its date of its formation is: 05/18/2010 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

526 S. CHURCH STREET CHARLOTTE, NORTH CAROLINA 28202
Street City/State Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

800 S. GAY STREET, SUITE 2021 KNOXVILLE, TN KNOX 37929
Street City/State County Zip Code

The name of its registered agent at that office is: CT CORPORATION SYSTEM

5. If the provisions of TCA §48-249-309(f) (relating to foreign-series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing. If more than six (6): 1

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) Upon Filing. NOTE: Additional filing fees may apply. See section 48-249-913(d).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

7-16-10

Signature Date
Assistant Secretary
Signer's Capacity

DukeNet Communications Holdings, LLC
Member

DukeNet OpCo, LLC
Name of Limited Liability Company
Teresa M. O'Neill
Signature

Teresa M. O'Neill
Name (typed or printed)

6747-2573

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUKENET OPCO, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JULY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

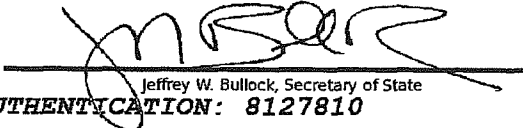
RECEIVED
STATE OF TENNESSEE
2010 JUL 22 PM 12:24
TRE HARGETT
SECRETARY OF STATE

4824595 8300

100763262

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8127810

DATE: 07-22-10

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