

TENNESSEE REGULATORY AUTHORITY



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

August 31, 2010

Melvin Malone
Miller & Martin PLLC
1200 One Nashville Place
150 Fourth Avenue North
Nashville, TN

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2010 AUG 31 PM 2:19
TRA DOCKET ROOM

RE: Docket No. 10-00169: Joint Application of Highland Communications Corporation and Highland Media Corporation Regarding Internal Corporate Restructuring

Dear Mr. Malone:

In order to review the above-referenced *Joint Application*, the Tennessee Regulatory Authority (“TRA” or “Authority”) requires additional information. Please provide the information requested below by September 7, 2010, and 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. Have the Applicants filed similar applications with the FCC? If not, is the transaction described in the *Joint Application* considered *pro forma* under FCC rules? If the Applicants have filed an application with the FCC, discuss any action taken by the FCC, and provide the docket number assigned by the FCC. If a schedule to complete the review of the filing has been established by the FCC, provide such with your response.
3. It does not appear that the customer notification letter attached as Exhibit F contains language reflecting the content of TRA Rule 1220-4-2-.56(2)(d)(4). Please explain how the customer notification letter is compliant with TRA Rule 1220-4-2-.56(2)(d)(4). In the alternative, provide a revised customer notification letter informing customers that Highland Communications LLC will provide customers a thirty day written notice of any rate increase that may affect their service up to ninety days from the date of the transfer of customers.
4. Provide the Agreement and Plan of Merger for the proposed restructuring transaction.
5. Provide a \$20,000 corporate surety bond, irrevocable letter of credit or sufficient documentation to demonstrate compliance with T.C.A. § 65-4-125 for Highlands Communications LLC.

6. Provide a copy of the licenses to do business in Tennessee of Highlands Communications LLC and Highland Media LLC.
7. Will Highland Communication LLC adopt the existing tariff of Highland Communication Corporation?
8. The Applicants request approval of the transaction described in the *Joint Application* pursuant to T.C.A. § 65-4-112 and § 65-4-113. Comment on the applicability of T.C.A. § 7-59-304(a)(5)(A) to the portion of the transaction involving the transfer of the state-issued certificate of franchise authority held by Highland Media Corporation.

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

C: Mr. Ernest A. Petroff, Mr. G. M. Patterson and Mr. F. L. Terry