

TENNESSEE REGULATORY AUTHORITY

September 23, 2010

Jean L. Kiddoo, Counsel
Brett P. Ferenchak, Counsel
Bingham McCutchen LLP
2020 K Street, N.W., Suite 1100
Washington, DC 20006-1806



2010 SEP 23 PM 3:30

T.R.A. DOCKET ROOM

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Docket 10-00188: Joint Petition of PAETEC Holding Corp. and Talk America, Inc., The Other Phone Company, and Network Telephone Corp. for Approval of (1) for the Transfer of Indirect Control of Talk America, Inc., The Other Phone Company, and Network Telephone Corp., to PAETEC Holding Corp. and (2) for the Cavalier Entities to Participate in Existing and New Financing Arrangements of PAETEC Holding Corp.

Dear Ms. Kiddoo and Mr. Ferenchak:

In order to review the above-referenced *Joint Petition*, the Tennessee Regulatory Authority requires additional information. Please provide the information requested below by September 30, 2010, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the Petitioners filed 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, list any action taken and the associated docket number. If a schedule to complete the review of your application has been established by the FCC, provide such with your response.
3. Provide the number of customers that Talk America, Inc. ("TA"), The Other Phone Company ("TOPC"), and Network Telephone Corp. ("NTC") currently serve in Tennessee.
4. Provide a copy of the Agreement and Plan of Merger described in the *Joint Petition*.

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@state.tn.us

Sincerely,

Jerry Kettles, Chief
Economic Analysis & Policy Division

C: William A. Haas, Brad E. Mutschelknaus & Frances E. McComb