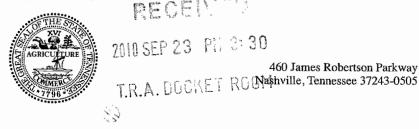
TENNESSEE REGULATORY AUTHORITY

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



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 <u>Carlos.Black@tn.gov</u>. 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