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September 29, 2011

VIA HAND DELIVERY

Chairman Kenneth Hill
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

**Re: Joint Application for Expedited Approval of Transfer of Control
between Twin Lakes Telephone Cooperative Corporation and
OnWav, Inc.**

Dear Chairman Roberson:

Enclosed please find the original and 13 copies of our response to the additional data request in Jerry Kettles' letter dated September 26, 2011, regarding the above-referenced matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Sarah Lodge Tally'.

Sarah Lodge Tally

SLT/mh

Enclosures

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In Re:)	
)	
Joint Application of)	Docket No. 11-00161
Twin Lakes Telephone Cooperative)	
Corporation)	
)	
and)	
)	
OnWav, Inc.)	
)	
For Approval of Transfer of Control)	

RESPONSE TO FIRST DATA REQUEST

In response to the letter dated September 26, 2011 from Tennessee Regulatory Authority (“TRA”) Economic Analysis and Policy Division Chief Jerry Kettles to Twin Lakes Telephone Cooperative Corporation (“TLTC”) and OnWav, Inc. (“OnWav”), TLTC and OnWav submit these responses.

1. Have the Applicants made a similar filing with the FCC? If so, list any action taken by the FCC and the associated docket number.

The Federal Communications Commission is reviewing the proposed transaction through three proceedings:

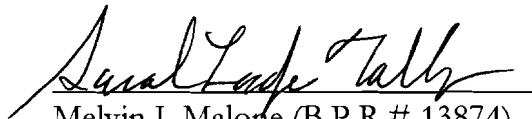
- WC Docket No. 11-145: Domestic Section 214 Application for Transfer of Control of OnWav Inc. to Twin Lakes Telephone Cooperative Corporation (DA 11-1569, rel. Sept. 16, 2011). This proceeding is subject to streamlined comment cycle, with comments to be filed no later than September 30, 2011, and reply comments due by October 7, 2011. Unless the Commission notifies the parties otherwise, the parties may transfer control of the Domestic 214 authorization on or after October 16, 2011.
- ITC-T/C-20110902-00287: International Section 214 Application for Transfer of Control (filed September 2, 2011) is currently pending before the International Bureau.
- File No. 0004839394: Application to Transfer Control of 3.65 GHz Radio License WQIH439 (filed August 16, 2011) is currently pending before the Wireless Telecommunications Bureau.

2. As a result of being a recipient of a National Telecommunications Information Administration Broadband Technology Opportunities Program award, does the transfer of control of OnWav, Inc. require approval by any federal agency? If so, what approvals are required?

Approval of the transfer of control by the National Telecommunications Information Administration is required and has been received. All communication regarding the award is electronic, and a copy of the electronic approval is attached as **Exhibit A**.

Respectfully submitted September 29th, 2011.

Miller & Martin PLLC



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Attorneys for Applicants

EXHIBIT A

National Telecommunications and Information Administration Approval

(attached)

U. S. DEPARTMENT OF COMMERCE Award Action Request		Award Number NT10BIX5570080	
Recipient Name ONWAV INC.		Request Type Other Document ID: 2251112	
Street Address 4100 Plantation Drive		Award Period 09/01/2010 - 08/31/2013	
City, State, Zip Code Cookeville TN 38506-3011 USA		Total Award Funding Federal: \$5,184,447.00 Non-Federal: \$1,317,548.00	
Program Office Broadband Infrastructure (BI)		Program Officer Christopher Holt 202-482-4884 cholt@ntia.doc.gov	
CFDA Number and Project Title 11.557: Recovery Act - Five County Broadband Interconnected Training Access			
Description Notification of Change in ownership of OnWav.			
Justification Notification memo was requested by William Ball & Chris Holt as documentation of the change in ownership of OnWav.			
Award Action Request Status Approved			
SUBMITTED BY Michael Powell		DATE 08/08/2011	
APPROVED BY Alan Conway		DATE 09/26/2011	