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February 8, 2012

**VIA OVERNIGHT DELIVERY**  
**AND ELECTRONIC FILING**

Ms. Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Joint Application of Voicecom Telecommunications, LLC and ACG Telecom, LLC  
for Approval of an Internal Reorganization; Docket No. 12-00003

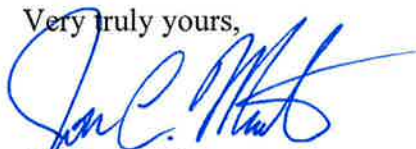
Dear Ms. Dillon:

Voicecom Telecommunications, LLC and ACG Telecom, LLC ("Applicants") provide the enclosed responses to the Tennessee Regulatory Authority's Data Request No. 1 dated February 7, 2012.

Exhibit A is **CONFIDENTIAL AND PROPRIETARY** and is filed under seal.

Enclosed for filing are the original and five (5) copies of Applicants' responses to Data Request No. 1. Please date-stamp and return one (1) copy in the postage-paid envelope provided. Applicants' are concurrently filing their responses electronically with the Tennessee Regulatory Authority. If there are any questions concerning the responses, please contact the undersigned at (770) 399-9500 or via email at jmartin@fh2.com. Thank you for your assistance.

Very truly yours,



Jon C. Martin

Counsel for Voicecom Telecommunications, Inc.,  
Voicecom Telecommunications, LLC, and  
ACG Telecom, LLC

JCM/jh  
Enclosure

**FRIEND, HUDAK & HARRIS, LLP**  
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Ms. Sharla Dillon  
Tennessee Regulatory Authority  
February 8, 2011  
Page 2

cc: Dan E. Mell  
Voicecom Telecommunications, LLC  
(*with enclosure*)

Susan Do, Esq.  
Amvensys Capital Group, LLC  
(*with enclosure*)

Charles A. Hudak, Esq.  
(*without enclosure*)

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

In the Matter of	)	
	)	
Voicecom Telecommunications, LLC	)	
and ACG Telecom, LLC	)	Docket/Case No. <u>12-00003</u>
	)	
Joint Application for Approval of Internal	)	
Reorganization	)	
	)	

**RESPONSES TO FIRST DATA REQUEST**

**COME NOW** Voicecom Telecommunications, LLC (“Voicecom”) and ACG Telecom, LLC (“ACG”) (together, the “Applicants”), through the undersigned counsel, and respond to the February 7, 2012 First Data Request of the Tennessee Regulatory Authority (“TRA”) staff.

- 1. Provide a copy of the Member Interest Transfer Agreement described in the *Joint Application*.**

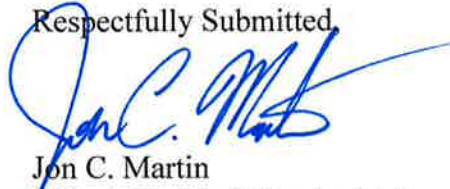
**RESPONSE:** Attached hereto as CONFIDENTIAL AND PROPRIETARY Exhibit A is the Member Interest Transfer Agreement between ACG and Voicecom Telecommunications, Inc.

- 2. Discuss the public interest considerations of the transaction described in the *Joint Application*.**

**RESPONSE:** As described in the Joint Application, the internal reorganization was transparent to Tennessee customers because it did not involve the transfer of Voicecom’s assets or customers in Tennessee and did not result in a change in rates, terms, or conditions

of Voicecom's services. Therefore, the internal reorganization was not against the public interest.

Respectfully Submitted,



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*Counsel for Voicecom Telecommunications, Inc.,  
Voicecom Telecommunications, LLC, and  
ACG Telecom, LLC*

**EXHIBIT A**

**MEMBERSHIP INTEREST TRANSFER AGREEMENT**

**[CONFIDENTIAL AND PROPRIETARY – NOT FOR PUBLIC DISCLOSURE]**