

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

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T.R.A. DOCKET ROOM
Docket No. 13-00089

Joint Application of Birch Telecom of the)
South, Inc. dba Birch Communications of the)
South and Lightyear Network Solutions, LLC)
for Approval to Transfer Assets and Customers)
of Lightyear Network Solutions, LLC to Birch)
Telecom of the South, Inc. dba Birch)
Communications of the South)

REQUEST FOR CONFIDENTIAL TREATMENT

Birch Telecom of the South, Inc. dba Birch Communications of the South (“Birch”) and Lightyear Network Solutions, LLC (“Lightyear”) (Birch and Lightyear collectively, the “Applicants”) respectfully request that the Tennessee Regulatory Authority (“Authority”) grant protection from public disclosure and afford confidential treatment to the **CONFIDENTIAL** version of their Joint Application for Approval to Transfer Assets and Customers of Lightyear to Birch (“Application”), including the financial information submitted as **Exhibit 1** to the Application, and the number of customers affected by the transaction (collectively, “Documents”). Applicants request that the Authority afford the highest level of protective treatment to the Documents and asks that the Documents be made available only to the Authority.

Applicants request confidential treatment of the Documents because they contain revenue information, as well as confidential customer information and detailed, highly confidential information regarding the Applicants’ assets, liabilities, and financial condition. The information provided in the Documents is proprietary, sensitive, commercial, and financial information that is not publicly available and, if released, could be used by Applicants’ competitors to cause competitive harm. The potential harm to Applicants is substantial, and the need for proprietary

protection of this information outweighs any need for public disclosure at this time. As such, the Documents should be afforded protection from public inspection.

Disclosure of the Documents would have adverse competitive consequences for Applicants. Absent protection from disclosure, Applicants' competitors would have access to sensitive and private financial data and proprietary information of the Applicants, which are not publicly-traded companies. Because Applicants are operating in a highly competitive market, public availability of this information would adversely disadvantage Applicants. Release of this information to the public would cause undue economic damage and substantially harm Applicants' ability to compete in the marketplace.

Protection of the information provided in the Documents does not affect the public interest and does not restrict interested parties from participating in the administrative process. Furthermore, the harm that would result from disclosure of this information far outweighs the public interest in accessing this information.

All notices and inquiries concerning this request should be directed to:

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Accordingly, and for the foregoing reasons, Applicants respectfully request that the Authority afford confidential treatment to the Documents. In the event that this request is denied, please provide the undersigned with notice of that determination prior to making the Documents available to the public. Applicants further request that the Authority stay the release of the Documents until such time as an application for review of the determination is resolved.

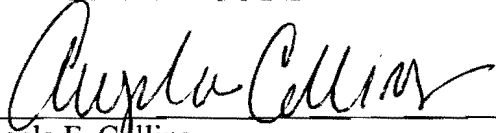
Disclosure of the Documents without affording Applicants an opportunity to contest a finding against confidentiality would prejudice Applicants and render moot any successful appeal.

Respectfully submitted,

**LIGHTYEAR NETWORK
SOLUTIONS, LLC**

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**BIRCH TELECOM OF THE SOUTH, INC.
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Dated: June 17, 2013