

# ORIGINAL

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June 7, 2006

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## By Overnight Mail

Chairman Ron Jones  
Tennessee Regulatory Authority  
c/o Sharla Dillon, Dockets and Record Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

**Re: Docket No. 06-00149**  
**Application of Norlight Telecommunications, Inc. for Approval**  
**of a Pro Forma Transfer of Control**

Dear Chairman Jones:

On behalf of Norlight Telecommunications, Inc. ("Norlight"), enclosed for filing are an original and four (4) copies of Norlight's responses to Data Request No. 1 issued May 31, 2006 in the above-captioned docket. Norlight also supplements its Application to provide the Authority additional information concerning (1) Norlight's ownership post-transaction and (2) the corporate organizational structure of Norlight.

Please date stamp the extra copy of this filing and return it in the envelope provided. Norlight has also provided a CD with an electronic copy of this filing in PDF format. Should you have any questions regarding this Application, please do not hesitate to contact us at (202) 373-6000.

Respectfully submitted,



William B. Wilhelm, Jr.  
Brett P. Ferenczak

Enclosures

cc: Carlos Black (TRA) (via email)

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

Application of	)	
	)	
Norlight Telecommunications, Inc.	)	Docket No. 06-00149
	)	
For Approval of a <i>Pro Forma</i> Transfer of Control	)	
	)	

**RESPONSES TO DATA REQUEST NO. 1**

Norlight Telecommunications, Inc. ("Norlight" or "Applicant"), through its undersigned counsel, provides its responses below to Tennessee Regulatory Authority ("Authority") Data Request No. 1:

**1. Have the applicant and/or parties filed similar applications or notices in other states? If so, provide a listing of states and action taken.**

**ANSWER:** To date, Norlight has filed applications for the proposed spin-off transaction in the following states: Minnesota, Nebraska, New York, Pennsylvania, and Wyoming. These applications are all currently pending. Norlight is in the process of filing applications and notices for the proposed spin-off transaction in the following states: Arizona, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Maine, Massachusetts, Michigan, Missouri, Montana, Nevada, New Jersey, North Dakota, Ohio, Oklahoma, Oregon, Rhode Island, South Dakota, Texas, Utah, Washington, West Virginia, and Wisconsin.

**2. Have the applicant and/or parties filed a similar application with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document**

**number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.**

**ANSWER:** Norlight is in the process of filing applications for the proposed spin-off transaction with the FCC. Norlight expects the FCC review process to be complete within approximately 60 days of filing.

**3. Provide the number of customers that Norlight Telecommunications, Inc. currently has in Tennessee.**

**ANSWER:** As of the end of May, 2006, Norlight had 13 customers in Tennessee.

**4. Provide a signed statement and/or verification from Journal Communications, Inc. ("Journal") verifying that the information contained in the Application is true and correct to their best knowledge, information and belief.**

**ANSWER:** Attached as Exhibit D is a verification from Journal Communications, Inc. attesting to the information provided in the Application as supplemented below.

\* \* \* \* \*

Norlight hereby supplements its recently filed Application to provide the Authority updated information concerning (1) Norlight's ownership post-transaction and (2) the corporate organizational structure of Norlight. Norlight provides a Revised Exhibit C, "Pre- and Post-Transaction Organizational Charts," to reflect this updated information.

Specifically, Norlight stated in the Application that "each individual shareholder is expected to hold less than a 10% equity interest in Norlight." One shareholder of Journal Communications, Inc. ("Journal"), Matex Inc., owns just over 10% and, therefore, is expected to hold just over 10% in Norlight post-transaction.

In addition, Norlight is currently an indirect, wholly owned subsidiary of Journal. Norlight wishes to clarify that prior to the spin-off transaction, Norlight's direct parent company is expected to merge with Journal. This internal consolidation is not expected to affect the proposed spin-off transaction described in the Application.

Respectfully submitted,

By:



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COUNSEL FOR APPLICANT

Dated: June 7, 2006

## **LIST OF EXHIBITS**

Revised Exhibit C

Pre- and Post-Transaction Organizational Charts

Exhibit D

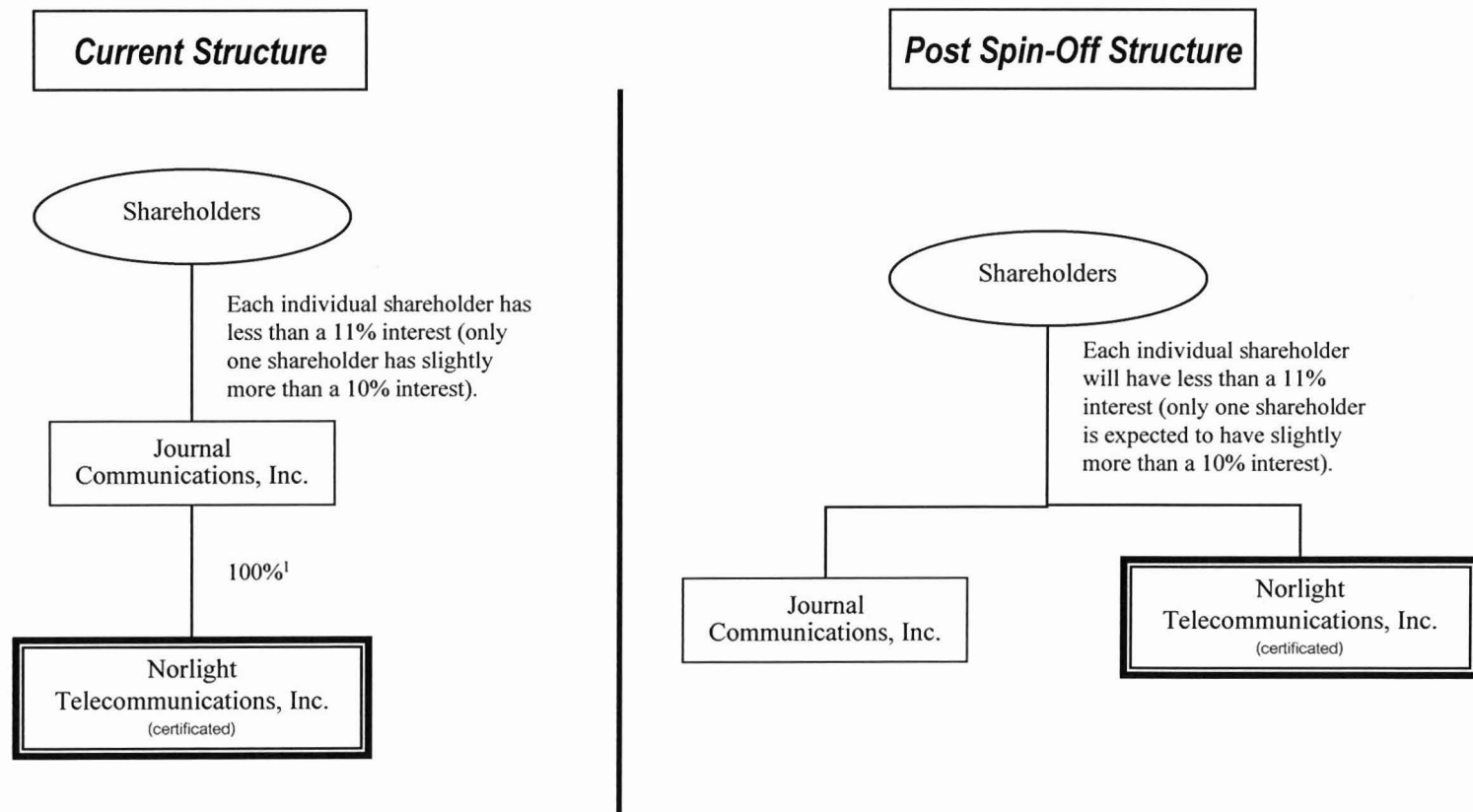
Verification of Journal Communications, Inc.

**REVISED EXHIBIT C**

**Pre- and Post-Transaction Organizational Charts**

## REVISED EXHIBIT C

### Pre- and Post-Transaction Organizational Chart



<sup>1</sup> Norlight Telecommunications, Inc. ("Norlight") is currently a wholly owned indirect subsidiary of Journal Communications, Inc. ("Journal"). Prior to or at the time of the spin-off, Norlight's direct parent will be merged with Journal and Norlight will become a direct subsidiary of Journal.

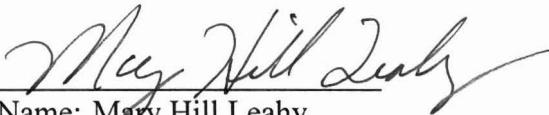
**EXHIBIT D**

**Verification of Journal Communications, Inc.**

**VERIFICATION**

STATE OF WISCONSIN       §  
                                     §  
COUNTY OF Milwaukee   §

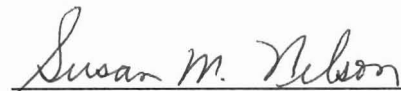
I, Mary Hill Leahy, state that I am Senior Vice President and General Counsel for Journal Communications, Inc.; that I am authorized to make this Verification on behalf of Journal Communications, Inc.; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.



Name: Mary Hill Leahy

Title: Senior Vice President and General Counsel  
Journal Communications, Inc.

SWORN TO AND SUBSCRIBED before me on the 5<sup>th</sup> day of June, 2006.

  
Notary Public

My commission expires: May 17, 2009

