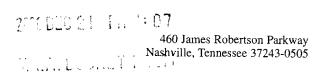
TENNESSEE REGULATORY AUTHORITY

Sara Kyle, Chairman Eddie Roberson, Director Pat Miller, Director Ron Jones, Director

December 21, 2006





Brett P. Ferenchak, Counsel Catherine Wang, Counsel Katie B. Besha, Counsel Bingham McCutchen LLP 3000 K Street, NW, Suite 300 Washington, DC 20007-5116

RE: Docket 06-00303: Joint Application of Journal Communications, Inc., Norlight Telecommunications, Inc., and Q-Comm Corporation for Approval of the Transfer of Control of Norlight Telecommunications, Inc. to Q-Comm Corporation and for Norlight Telecommunications, Inc. to Participate in Certain Financing Arrangements

Dear Mr. Ferenchak and Mses. Wang and Besha:

In order to fully analyze the above-referenced application, the Tennessee Regulatory Authority (TRA or Authority) requires additional information. Please provide the information requested below by December 29, 2006, and refer to this correspondence as Data Request No. 2 in the response.

- 1. Provide a copy of the terms and conditions for the financing transactions described in the *Joint Application*.
- 2. Page 6 of the *Joint Application* states that upon closing Norlight will pledge assets as security for the First Lien Facilities and the Second Lien Facilities. What Tennessee assets will be pledged as collateral for debt issued?

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@state.tn.us</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 of the original to:

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

Sincerely,

Jerry Kettles, Chief

Economic Analysis & Policy Division

c: Mr. Tom Valentyn Mr. John Chuang