

# TENNESSEE REGULATORY AUTHORITY



2006 DEC 21 11:07

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

460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

December 21, 2006

Brett P. Ferenczak, 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. Ferenczak 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 [Carlos.Black@state.tn.us](mailto:Carlos.Black@state.tn.us). 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