

Brett P. Ferenchak
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December 13, 2006

VIA OVERNIGHT MAIL

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Boston
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Chairman Sara Kyle
c/o Sharla Dillon, Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

06-00314

**Re: Application of Knoxville Data Link, Inc. to Participate in
Certain Financing Arrangements of Q-Comm Corporation**

Dear Chairman Kyle:

On behalf of Knoxville Data Link, Inc. ("Applicant") enclosed for filing are an original and thirteen (13) copies of the above-referenced Application. Also enclosed is a check in the amount of \$25.00 to cover the filing fee.

Applicant requests confidential treatment of Exhibit A (Financial Statements of Q-Comm.) and Exhibit B (Term Sheet for Financing Transactions) The financial and business information submitted as Exhibits A & B constitute commercially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Applicant at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

Brett P Ferenchak

Catherine Wang
Brett P. Ferenchak
Jasbir K. Bawa

Counsel for Applicant

BINGHAM McCUTCHEN

Fleet Maine, N.A.
South Portland, ME

52-153/112
70011441

CHECK NO.:

DATE: 12/12/06

VENDOR: 408446

2020 K STREET, NW
WASHINGTON, DC 20006-1806

\$25.00

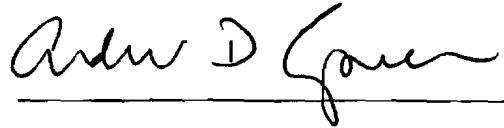
PAY TWENTY-FIVE AND 00/100 DOLLARS

BINGHAM McCUTCHEN LLP

TO
THE
ORDER
OF

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

By



THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

⑈ 70011441 ⑈ ⑆ 011201539⑆ 00800 88400 ⑈

BINGHAM McCUTCHEN LLP

2020 K STREET, NW
WASHINGTON, DC 20006-1806

VENDOR #:

408446

Tennessee Regulatory Authority

DATE: 12/12/2006

CHECK NO.: 70011441

DATE	INVOICE NUMBER	VOUCHER NUMBER	AMOUNT	DISCOUNT	PAID
12-11-2006	FEE121106	613014	25.00	0.00	25.00
TOTAL :					25.00

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

Application of)	
)	
)	
Knoxville Data Link, Inc.)	Docket No. _____
)	
For Approval to Participate in)	
Certain Financing Arrangements of)	
Q-Comm Corporation)	
)	

APPLICATION

Knoxville Data Link, Inc. ("KDL" or "Applicant"), through undersigned counsel and pursuant to Tenn. Code Ann § 65-4-109 requests approval, or such authority as may be necessary or required, from the Tennessee Regulatory Authority ("Authority") to participate in certain financing arrangements as described below. Applicant holds authority from the Authority to provide intrastate telecommunications services in Tennessee.

Applicant requests that the Authority act expeditiously to grant the approval requested prior to, but no later than, January 31, 2007, so that Applicant can timely consummate the proposed transaction before February 5, 2007, and meet important business objectives.

In support of this Application, Applicant states as follows:

I. DESCRIPTION OF THE APPLICANT

Applicant is a Tennessee corporation that operates an executive office out of 8829 Bond St., Overland Park, Kansas 66214, and an operations office out of 3701 Communications Way, Evansville, Indiana 47715. Applicant is a wholly owned subsidiary of Kentucky Data Link, Inc., which in turn is a wholly owned subsidiary of Q-Comm Corporation ("Q-Comm"), a privately held Nevada corporation.

KDL and its affiliates operate an extensive fiber optic network and are authorized to provide local exchange and interexchange telecommunications services in several states. In Tennessee, KDL is authorized to provide local exchange and interexchange telecommunications services pursuant to a certificate of public convenience and necessity granted by the Authority in Docket No. 06-00186 on November 8, 2006. KDL, however, does not have any assets in Tennessee.

Additional information concerning the legal, technical, managerial and financial qualifications of the Applicant was submitted with the various applications filed with the Authority with respect to its operations in Tennessee, and is, therefore, already a matter of record with the Authority. Applicant requests that the Authority take official notice of these existing descriptions of Applicant's qualifications and incorporate them by reference.¹

¹ For the TRA's convenience, a copy of the financial statements for Applicant's parent, Q-Comm Corporation, is provided under seal as Exhibit A. Applicant respectfully requests confidential treatment of the financial statements provided in Exhibit A to the Application. Exhibit A contains confidential financial information that Q-Comm and Applicant do not ordinarily make available to the public. The information set forth in this Exhibit derives significant economic value from not being disclosed to the public and, more importantly, the competitors of Q-Comm and Applicant may gain significant economic benefit in the event of disclosure of such information. In order to maintain the protected status of its financial information, Applicant has clearly designated all protected information as "CONFIDENTIAL," and have enclosed the information in sealed envelopes.

II. CONTACT INFORMATION

For the purposes of this Application, contacts for the Applicant are as follows:

For Applicant:

Catherine Wang
Brett P. Ferencak
Jasbir K. Bawa
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Washington, DC 20007-5116
Tel: (202) 424-7500
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brett.ferencak@bingham.com
jasbir.bawa@bingham.com

With copies to:

John Chuang
Corporate Counsel
8829 Bond St.
Overland Park, KS 66214
Tel: (913) 754-3339
Fax: (812) 759-1647
Email: chuang@cinergycom.com

III. DESCRIPTION OF THE TRANSACTION

Applicant's ultimate parent company, Q-Comm, plans to complete certain financing transactions with Bank of America including: (1) First Lien Facilities in an aggregate principal amount of up to \$220 million (the "First Lien Facilities") consisting of up to a \$200 first lien tranche B term loan facility ("Tranche B Term Loan Facility")² and up to a \$20 million first lien revolving credit facility ("Revolving Credit Facility");³ and (2) a second lien term loan facility of up to \$40 million (the "Second Lien Facilities")⁴ (the First Lien Facilities and the Second Lien Facilities, collectively, the "Financing Transactions").⁵ Applicant will be required to provide a

² The Tranche B Facility will mature seven (7) years after closing of the financing arrangements.

³ The Revolving Credit Facility will mature five (5) years after closing of the financing arrangements.

⁴ The Second Lien Facility will mature 7.5 years after closing of the financing arrangements.

⁵ A copy of the Term Sheet for the Financing Transactions is provided under seal as Exhibit B. Applicant respectfully requests confidential treatment of the Term Sheet provided in Exhibit B to the Application. Exhibit B contains confidential business information that Q-Comm and Applicant do not ordinarily make available to the public. The information set forth in this Exhibit derives significant economic value from not being disclosed to the public and, more importantly, the competitors of Q-Comm and Applicant may gain significant economic benefit in the event of disclosure of such information. In order to maintain the protected status of its financial information, Applicant have clearly designated all protected information as "CONFIDENTIAL," and have enclosed the information in sealed envelopes.

guaranty in support of the Financing Transactions. Also, Applicant will pledge its assets as security for the Financing Transactions. Applicant requests authority, to the extent necessary, to participate in the financing arrangements described above.

The Financing Transactions primarily will be used to finance the acquisition of Norlight Telecommunications, Inc.⁶ The remainder of the proceeds from the Financing Transactions will be used for the ongoing working capital and other corporate purposes of Q-Comm, the Applicant, and their subsidiaries and affiliates. Applicant emphasizes that participation in the financing arrangements will not result in a change in Applicant's management or in their day-to-day operations in Tennessee; nor will it adversely affect Applicant's current or proposed operations in Tennessee.

IV. PUBLIC INTEREST STATEMENT

Approval of the proposed financial arrangement described herein will serve the public interest in promoting competition among telecommunications carriers by providing Applicant with the opportunity to strengthen its competitive position through access to greater financial resources. Furthermore, by increasing the breadth and scope of telecommunications services made available through an increased ability to support existing operations and expand Applicant's operations, greater access to capital will also strengthen Applicant's ability to bring competitive telecommunications services to consumers in the State of Tennessee. This financing transaction will be transparent to consumers and consumers will benefit from the continued receipt of quality telecommunications services that are priced competitively.

⁶ Q-Comm is also in the process of acquiring Norlight Telecommunications, Inc. See Docket No. 06-00303.

V. **CONCLUSION**

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity will be furthered Authority approval of Applicant's participation in the financing arrangements described above. Applicant respectfully requests expedited treatment to permit Applicant to complete the transaction no later than February 5, 2007.

Respectfully submitted,

By: Brett P Ferenczak
Catherine Wang
Brett P. Ferenczak
Jasbir K. Bawa
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
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brett.ferenczak@bingham.com
jasbir.bawa@bingham.com

COUNSEL FOR APPLICANT

Dated: December 12, 2006

LIST OF EXHIBITS

Exhibit A	Financial Statements of Q-Comm [CONFIDENTIAL - Provided Under Seal]
Exhibit B	Term Sheet for Financing Transactions [CONFIDENTIAL - Provided Under Seal]
Verification	

Verification

VERIFICATION

STATE OF KANSAS

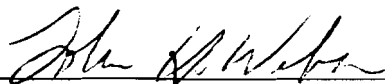
§

COUNTY OF JOHNSON

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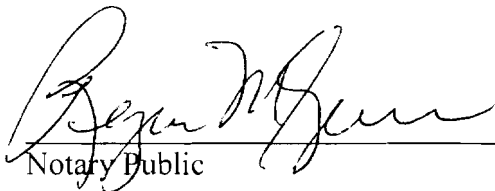
I, Lohn H. Weber, state that I am V.P., CFO and Treasurer for Q-Comm Corporation, the parent company of Knoxville Data Link, Inc., the Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Q-Comm Corporation and Knoxville Data Link, Inc.; that the statements in the foregoing Application are true and correct to the best of my knowledge, information, and belief.



Name: Lohn H. Weber

Title: V.P., CFO and Treasurer
Q-Comm Corporation

SWORN TO AND SUBSCRIBED before me on the 7th day of December, 2006.


Notary Public

My commission expires: 11-14-09

11-14-09