

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

June 13, 2007

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| IN RE: |) | |
| |) | |
| APPLICATION OF KNOXVILLE DATA LINK, INC. TO |) | DOCKET NO. |
| PARTICIPATE IN CERTAIN FINANCING |) | 06-00314 |
| ARRANGEMENTS OF Q-COMM CORPORATION |) | |

ORDER APPROVING FINANCING TRANSACTION

This matter came before Chairman Sara Kyle, Director Eddie Roberson, and Director Pat Miller of the Tennessee Regulatory Authority (the “Authority” or “TRA”), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on January 23, 2007 for consideration of the *Application* of Knoxville Data Link, Inc. (“Knoxville” or the “Company”) for an Order authorizing participation in certain financing arrangements of Q-Comm Corporation (“Q-Comm” or “Parent”), pursuant to Tenn. Code Ann. § 65-4-109 (2004).

The Application

Knoxville, a Tennessee corporation, is a wholly-owned subsidiary of Kentucky Data Link, Inc., which in turn, is a wholly-owned subsidiary of Q-Comm,¹ a Nevada corporation. Knoxville and its subsidiaries operate an extensive fiber optic network, and are authorized to provide local exchange and interchange telecommunications services in several states. However, the Company states that it does not have any assets in Tennessee.

¹ In Tennessee, Knoxville is authorized to provide local exchange and interexchange telecommunications services pursuant to Authority Order in Docket No. 06-00186 (November 8, 2006).

The *Application* states that Knoxville'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 consisting of up to a \$200 first lien tranche B term loan facility with a seven year maturity date and up to a \$20 million first lien revolving credit facility with a five year maturity date; and (2) a second lien term loan facility of up to \$40 million which will mature in seven and one-half years. As a result, the Company asserts that it will be required to provide a guaranty in support of these financing transactions. Additionally, upon closing, Knoxville will pledge its assets as collateral for the financing transactions.² The *Application* further states that the proceeds of the financing transactions will be used primarily to finance the acquisition of Norlight Telecommunications, Inc. ("Norlight").³ Any remaining proceeds will be used for ongoing working capital and other corporate purposes of Q-Comm, Knoxville, and their subsidiaries and affiliates.

Knoxville asserts that its participation in the proposed financing transactions will not result in a change in the Company's management or its day-to-day operations, nor will it adversely affect Knoxville's current or proposed operations in Tennessee. The proposed financing transactions will be seamless and transparent to consumers in Tennessee. Further, the *Application* states that the public interest will be served by the promotion of competition among telecommunications carriers and the subsequent strengthening of Knoxville's position within that competition through access to greater financial resources. In summary, the Company asserts that consumers within the State of Tennessee will benefit from the continued receipt of quality telecommunications services that are priced competitively.

² However, as stated in both the *Application* and in the Company's Data Response dated December 28, 2006, Knoxville has no assets located in Tennessee.

³ Q-Comm has an *Application* pending before the Authority in Docket No. 06-00303 requesting that the Authority approve a transfer of control of Norlight Telecommunications, Inc.

The January 23, 2007 Authority Conference

Tenn. Code Ann. § 65-4-109 (2004) states:

No public utility shall issue any stocks, stock certificates, bonds, debentures, or other evidences of indebtedness payable in more than one (1) year from the date thereof, until it shall have first obtained authority from the authority for such proposed issue. It shall be the duty of the authority after hearing to approve any such proposed issue maturing more than one (1) year from the date thereof upon being satisfied that the proposed issue, sale and delivery is to be made in accordance with law and the purpose of such be approved by the authority.

In accordance with the statute cited above, the Authority has a duty to approve the proposed financing transactions if it is satisfied that the transaction, and its purpose, is in accordance with applicable law. At a regularly scheduled Authority Conference held on January 23, 2007, the voting panel assigned to this docket voted unanimously to approve the *Application* after making the following findings:

1. The financing transaction proposed by the parties is subject to Authority approval pursuant to Tenn. Code Ann. § 65-4-109 (2004) and is being made in accordance with the laws enforceable by the Authority;

2. That the purposes of the above-described transaction are in the public interest such as, but not limited to, the strengthening of Knoxville's ability to provide competitive telecommunications services in the State of Tennessee, resulting in greater competition among telecommunications carriers; and,


3. The decision of the panel is not intended to create any liability on the part of the TRA, the State of Tennessee, or any public subdivision thereof.

IT IS THEREFORE ORDERED THAT:

1. Knoxville Data Link, Inc. is authorized to enter into the financing transaction as described in the *Application* and discussed herein.

2. The authorization given hereby shall not be used by any party, including but not limited to, any lending party, for the purpose of inferring an analysis or assessment of the risks involved. Nothing herein creates or is intended to create any liability on the part of the Tennessee Regulatory Authority, the State of Tennessee, or any political subdivision thereof.


Sara Kyle, Chairman


Eddie Roberson, Director


Pat Miller, Director