



Anthony D. Gillette
Regulatory Compliance

8829 Bond Street
Overland Park, KS 66214
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T.R.A. DOCKET ROOM

June 15, 2010

Tennessee Regulatory Authority
Attn: Clerk
460 James Robertson Parkway
Nashville, TN 37243

10-00146

RE: Application for Expanded Authority

Enclosed are one original and thirteen copies of a Petition for a Certificate of Public Convenience and Necessity filed by Norlight Telecommunications, Inc. ("Norlight"). A Twenty-Five Dollar (\$25.00) check is also enclosed for the filing fee.

With this filing Norlight is seeking expanded authority to operate as a competitive local exchange service provider in the state of Tennessee. It already has authority to operate as an IXC provider.

Please acknowledge receipt of this transmittal by returning a date stamped copy of the enclosed cover letter duplicate in the self-addressed, stamped envelope included for this purpose.

If you have any questions regarding this submission, please contact me at (913) 754-3341 or at anthony.gillette@norlight.com.

Sincerely,

Anthony D. Gillette

Cc: File

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of:

NORLIGHT TELECOMMUNICATIONS, INC.

for a certificate to provide competing
local telecommunications services
in the State of Tennessee

Docket No:

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Norlight Telecommunications, Inc. ("Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant Applicant authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Applicant is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunication services. TCA 65-4-201.

In support of its Applicant, Applicant submits the following:

1. The full name and address of the Applicant is:

Norlight Telecommunications, Inc.
13935 Bishops Drive
Brookfield, WI 53005
Telephone: (877) 700-4535
www.norlight.com

Questions regarding this application should be directed to:

Anthony D. Gillette
Norlight Telecommunications, Inc.
8829 Bond
Overland Park, KS 66214
Telephone: (913) 754-3341
Fax: (812) 759-0999
E-Mail: anthony.gillette@norlight.com

Contact name and address at the Company is:

Anthony D. Gillette
Norlight Telecommunications, Inc.
8829 Bond
Overland Park, KS 66214
Telephone: (913) 754-3341
Fax: (812) 759-0999
E-Mail: anthony.gillette@norlight.com

2. Organizational Chart of Corporate Structure: Including any pertinent acquisition or merger information:

See Exhibit A

3. Corporate Information:

Applicant is a Wisconsin corporation, that was incorporated in 1991. A copy of Applicant's Articles of Incorporation is attached hereto as Exhibit B. A copy of Applicant's authority to transact business in the State of Tennessee is attached as Exhibit C. The names and addresses of the Principal corporate officers are in Exhibit D. There are no officers in Tennessee. The biographies of the principal officers and any other key technical staff are in Exhibit E.

4. Applicant possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

In support of its financial qualifications, Applicant submits its latest financial statements showing its sound position. See Exhibit F. Applicant has been providing telecommunications services since its inception and continued to grow its operations. It is already an IXC in the State of Tennessee and is now looking to expand its operations therein. It will initially focus on the Tennessee schools and libraries market and later, looks to expand into other local market segments. Applicant is not currently planning to offer voice grade services.

The Applicant has adequate financial resources in its own right, but to the extent it may need additional funding, said monies will be tendered by Applicant's parent corporation.

B. Managerial Ability:

As shown in Exhibit E, Applicant has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee.

C. Technical Qualifications:

Applicant will satisfy the minimum standards established by the TRA. The company will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LEC's regulated by the TRA. Applicant will not require customers to purchase CPE, which cannot be used with the ILEC systems. As noted in Exhibit E, there are two key employees with engineering backgrounds and several years of telecommunications expertise. Thus, Applicant is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Areas:

Applicant is already authorized to provide telecommunication services in the following states: California (IXC), Colorado (IXC), Connecticut (IXC), Florida (CLEC & IXC), Georgia (IXC), Illinois (CLEC & IXC), Indiana (CLEC & IXC), Iowa (CLEC & IXC), Kansas (CLEC & IXC), Kentucky (CLEC & IXC), Louisiana (CLEC & IXC), Massachusetts (IXC), Michigan (CLEC & IXC), Minnesota (CLEC & IXC), Missouri (IXC), Nebraska (IXC), Nevada (IXC), New York (IXC), North Carolina (CLEC & IXC), North Dakota (CLEC & IXC), Ohio (IXC), Oklahoma (IXC), Pennsylvania (CLEC & IXC), Rhode Island (IXC), South Carolina (CLEC & IXC), South Dakota (CLEC & IXC), Tennessee (IXC), Texas (IXC), Washington D.C. (CLEC), Washington State (IXC), Wisconsin, (CLEC & IXC)

Applicant has/will have applications pending for new or expanded authority in the following states: Alabama (CLEC & IXC), Arkansas (CLEC), Georgia (CLEC),

Mississippi (CLEC & IXC), Missouri (CLEC), Ohio (CLEC), Texas (CLEC), Virginia (CLEC & IXC), and West Virginia (CLEC & IXC).

Applicant has not had an application denied or revoked.

Applicant proposes to expand its existing authority to also include CLEC authority throughout the State of Tennessee, in all areas that are designated open to competition. Applicant intends to offer its services through the use of its own facilities, resold facilities and through a combination of these provisioning methods.

6. Types of Local Exchange Service to be provided:

Applicant will initially provide leased capacity along its fiber optic network to interexchange carriers ("IXCs"), Competitive access providers ("CAPs"), cable television providers, and competitive local exchange companies ("CLECS"). Applicant will provide leased bandwidth at the following levels: DS-1 through OC-48. At each of Applicant's point-of-presence ("POP") locations, Applicant's fiber is connected to OC-48 transmission equipment in a SONET configuration that provides a high level of diversity and survivability. Applicant supports its network with a centralized control center in Evansville, IN, capable of monitoring network traffic for provisioning and maintenance.

7. Repair and Maintenance:

Applicant understands the importance of effective customer service for local service customers. Applicant has made arrangement for its customers to call it on its toll-free telephone number: (877) 599.3285. In addition customers may contact the company in writing at its company headquarters. The toll-free number will be printed on the customer's monthly billing statements.

Granting of the Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of competitive telecommunications services in the State of Tennessee. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing Applicant to provide local exchange telecommunications services will enhance materially the

telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by Applicant and indirectly, because Applicant's presence in Tennessee will increase the incentives for other telecommunications to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizen for the reasons set forth above.

8. Small & Minority-Owned Telecommunications Business Participation Plan:

See Exhibit G

9. Toll Dialing Parity Plan:

See Exhibit H

10. Notice:

Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention to operate geographically.

10. Numbering Issues:

See Exhibit I

11. Tennessee Specific Operational Issues:

See Exhibit J

12. Miscellaneous:

- A. Sworn Pre-Filed Testimony
- B. Applicant Does not require customer deposits
- C. As of now, CLEC has not been subject to complaints in any of the states in which we are doing business.
- D. A copy of our tariff is enclosed.

CONCLUSION

Applicant respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange on a facilities-based and resale basis throughout the state of Tennessee in the service areas of Bell South, GTE, Century Link, and any other ILEC that does not enjoy a rural exemption under Section 251 (F) of the Telecommunications Act of 1996. For reasons state above, Applicant's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted,

Norlight Telecommunications, Inc.



Anthony Gillette, Regulatory Attorney
8829 Bond Street
Overland Park, KS 66214
Tele: (913) 754-3341
Fax: (812) 759-0999
E-Mail: anthony.gillette@norlight.com

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of:

NORLIGHT TELECOMMUNICATIONS, INC.

for a certificate to provide competing
local telecommunications services
in the State of Tennessee

Docket No:

PRE-FILED TESTIMONY OF LOHN WEBER

I, Lohn Weber, do hereby testify as follows in support of the application of Norlight Telecommunications, Inc. ("Norlight") for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My Name is Lohn Weber and I am the President and Chief Financial Officer of Norlight Telecommunications, Inc. My business address is 8829 Bond Street, Overland Park, KS 66214.

Q: Please briefly describe your duties.

A: I am the officer with overall responsibility for the company. I manage the day-to-day operations.

Q: Please describe your business experience and educational background.

A: I am a graduate of the University of Missouri, Columbia, and have an extensive background in accounting. I am a CPA that, prior to entering the telecommunications industry, worked with a large Midwest regional accounting firm, Baird, Kurtz and Dobson. I have approximately 24 years of accounting experience, with 14 years specifically focused on telecommunications.

Q: Are all statements in Norlight's application true and correct to the best of your knowledge, information and belief?

A: Yes

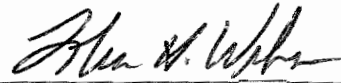
Q: Please describe the current corporate structure of Norlight.

A: Norlight is a wholly-owned subsidiary of Kentucky Data Link, Inc.

- Q: Does CLEC A, Inc. possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?
- A: Yes, Norlight is providing these services in several other states and has a long history of successfully providing telecommunications services to its customers.
- Q: Please describe Norlight's financial qualifications.
- A: Norlight is in a strong financial position and has ample resources to pull from in the event it needs to raise any additional funds.
- Q: Please describe Norlight's managerial and technical qualifications.
- A: Norlight has ample managerial and technical qualifications that demonstrate its ability to provide telecommunications services. It has successfully been providing telecommunications services since its inception in 1991, and it has a talented and proven knowledge base with its associate pool.
- Q: What services will Norlight offer?
- A: Norlight currently has IXC authority in Tennessee and is now looking to expand into some new markets. Our current plan for Tennessee is to enter into the schools and library markets, providing non-voice grade service. Perhaps, once business considerations warrant it, we may potentially look to enter into more traditional types of local service such as offering local dial tone to business and residential customers.
- Q: Will Norlight offer service to all consumers within its service area?
- A: Norlight is currently planning on focusing its sales efforts on securing schools and library business.
- Q: Does Norlight plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?
- A: No
- Q: Will the granting of a certificate of convenience and necessity to Norlight serve the public interest?
- A: Yes. The more companies that provide service in the state will obviously increase competition and in turn help drive down prices.
- Q: Does Norlight intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?
- A: Yes
- Q: Has any state ever denied Norlight or one of its affiliates authorization to provide intrastate service?
- A: No.

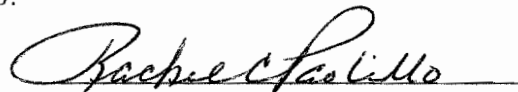
- Q: Has any state ever revoked the certification of Norlight or one of its affiliates?
A: No.
- Q: Has Norlight or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?
A: No.
- Q: Who is knowledgeable about Norlight's operations and will serve as Norlight's regulatory and customer service contact?
A: Anthony D. Gillette will serve as the regulatory contact, and there will be a toll-free number available for general customer service issues and inquiries.
- Q: Please explain in detail Norlight's proposed procedures for responding to information requests from the TRA and its staff.
A: The TRA will submit a request to our legal department, located at 8829 Bond Street, Overland Park, KS 66214, which will in turn gather the requested information and provide it to the TRA.
- Q: Does this conclude your testimony?
A: Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Lohn Weber, President
Norlight Telecommunications, Inc.

Respectfully submitted this 15th day of July, 2010.


Notary Public

My Commission Expires: 10/22/13

[SEAL]

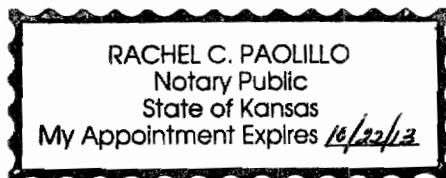


EXHIBIT A

Kentucky Data Link, Inc.

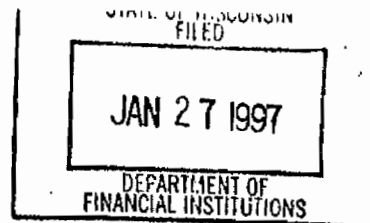
Norlight Telecommunications, Inc.

EXHIBIT B

JAN 30 1997

ARTICLES OF AMENDMENT

Stock (for profit)



A. Name of Corporation: Norlight, Inc.

(prior to any change effected by this amendment)

Text of Amendment *(Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)*

RESOLVED, THAT, the articles of incorporation be amended as follows:

RESOLVED, THAT, Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is Norlight Telecommunications, Inc.

B. Amendment(s) adopted on JANUARY 17, 1997
(date)

Indicate the method of adoption by checking the appropriate choice below:

☐ In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

☒ In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

☐ In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on behalf of the corporation on

JANUARY 17, 1997
(date)

Paul E. Kritzer
(signature)

PAUL E. KRITZER
(printed name)

SECRETARY
(officer's title)

D. This document was drafted by Christopher K. Sandberg, Esquire

(name of individual required by law)

FILING FEE - \$40.00 OR MORE

SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

RECEIVED - DEPT. OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

97 JAN 21 18:00

5/91

ARTICLES OF AMENDMENT

Stock (for profit)

A. Name of Corporation: JMA, INC.
(prior to any change effected by this amendment)

Text of Amendment (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT, Article I of the Articles of Incorporation be and hereby is amended and restated as follows: The name of the corporation is Norlight, Inc.

STATE OF WISCONSIN
FILED

DEC 09 1991

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

B. Amendment(s) to the articles of incorporation adopted on December 4, 1991
(date)

Indicate the method of adoption by checking the appropriate choice below:

() By the Board of Directors (In accordance with sec. 180.1002, Wis. Stats.)

OR

(x) By the Board of Directors and Shareholders (In accordance with sec. 180.1003, Wis. Stats.)

OR

() By Incorporators or Board of Directors, before issuance of shares (In accordance with sec. 180.1005, Wis. Stats.)

Executed on behalf of the corporation on December 4, 1991
(date)

Paul F. Meissner
(signature)

Paul F. Meissner
(printed name)

President
(title)

D. This document was drafted by Randal J. Brotherhood
(name of individual required by law)

SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

Wis # 5017547

JMA, INC.

SECRET
STATE OF WISCONSIN

ARTICLES OF INCORPORATION

91 OCT 8 48:00

The undersigned, a natural person of the age of eighteen (18) years or more, hereby executes these Articles of Incorporation for the purpose of forming a corporation under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

ARTICLE I

Name

The name of the Corporation shall be JMA, Inc.

ARTICLE II

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is Nine Thousand (9,000) shares, consisting of one class only, designated "Common Stock," each share having a par value of one hundredth dollar (\$0.01).

ARTICLE III

Registered Office and Agent

The initial registered office is located in Milwaukee County, Wisconsin, and the address of such registered office is:

735 North Water Street, Suite 1328
Milwaukee, Wisconsin 53202

The initial registered agent at such address is:

Joan Ackermann

ARTICLE IV

Directors

The Board of Directors shall consist of such number of persons as may be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation.


ARTICLE V

Incorporator

The name and address of the Incorporator are:

Joan Ackermann
735 North Water Street, Suite 1328
Milwaukee, Wisconsin 53202

Executed this 4th day of October, 1991.


Joan Ackermann,
Incorporator

This document was drafted by
and return copy to:

Paul F. Meissner
Meissner & Tierney, S.C.
735 North Water Street, Suite 1328
Milwaukee, WI 53202-4181

STATE OF WISCONSIN
FILED

OCT 08 1991

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

EXHIBIT C

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

NORLIGHT TELECOMMUNICATIONS, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is OCTOBER 8, 1991.

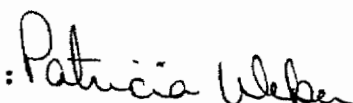
I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on APRIL 26, 1997.




Richard L. Dean, Secretary

Department of Financial Institutions

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

EXHIBIT D

Officers and Directors

Board of Directors: Albert E. Cinelli, Chairman
 Lohn H. Weber
 Anthony J. Candelario

Officers Lohn Weber, President & Treasurer
 Ed Corr, Vice-President - Tax
 Anthony J. Candelario, V.P., Secretary General Counsel

EXHIBIT E

Lohn Weber, President & Chief Financial Officer

A graduate of the University of Missouri, Columbia, Mr. Weber is the President and Chief Financial Officer of Norlight Telecommunications, Inc. Mr. Weber, a CPA with an extensive background in accounting, joined Norlight's senior management team in 2007, and has been extensively involved in the telecommunications industry since 1996. Prior to enter the telecommunications industry, Mr. Weber worked with a large Midwest regional accounting firm, Baird, Kurtz and Dobson. He has approximately 20 years of accounting experience with 10 years specifically focused on telecommunications.

Ed Corr – Vice President of Tax

Mr. Corr oversees the tax department and is responsible for handling all state and federal taxing requirements, along with many state and federal regulatory requirements. He has over 15 years of business and management experience. He received a Bachelor of Science in Accounting and his Masters of Science in Accounting, Tax from Oklahoma State University in 1985 & 1986 respectively. Prior to joining the Norlight family, Mr. Corr was with Deloitte & Touche, LLP for six years where he achieved the position of Tax Manager. He was the co-founder and senior partner of Walsh, Corr & Associates, CPA's for eight years. He also served as the President of his own consulting company for several years.

David Dobbs – Construction

Mr. Dobbs oversees the day to day operation of outside plant engineering, construction, cable maintenance, and project management for Norlight's fiber optic network. Mr. Dobbs joined the Norlight family in November of 2003. Prior to that, he had 20+ years of broad industry experience in project management and construction of fiber backbones, including route development, field mapping, CAD drawing, and permitting. While with KMC Telecom, Mr. Dobbs was instrumental in designing and constructing 3 city network builds primarily located on the East Coast and upper Midwest. These network builds included all associated backbone fiber and SONET rings. In his most recent position as Project Manager with MCI, Mr. Dobbs was responsible for network design and project management of metropolitan access network builds in Baltimore, Richmond, and, Washington D.C.

John Iber –Operations

Mr. Iber manages the daily operations as he leads the engineering, operation, maintenance and service implementation functions for Norlight. He joined the team in April of 2005 and brings with him over fifteen years of management experience. Mr. Iber previously served as Chief Operations Officer at Manquehue Net where he was responsible for the repositioning and development of that CLEC in Santiago, Chile. He helped accomplish a successful merger,

integration and re-capitalization of the company. Mr. Iber held the position of Director of Fiber Operations at Williams Vyvx Services. During his tenure he successfully implemented new systems software, created network planning and quality assurance teams, and related processes and standards. Mr. Iber has also held various management positions with WorldCom/WilTel. He holds a BS in Electrical Engineering from Texas A&M University.

Marc E Rouleau - IT

Mr. Rouleau is a graduate of the University of Virginia. He has 25 years of related business experience, including time spent as the Director of Academic Computing at the University of Evansville and Vice President of Engineering and Chief Operating Officer at another telecommunications company. At Norlight, he is responsible for all of the company's IT computing and related infrastructure needs.

Anthony J. Candelario – Vice President, Corporate Counsel, Secretary

Mr. Candelario manages the legal and regulatory affairs of Norlight. Mr. Candelario has been intimately involved in the company's operations and has developed an expertise in negotiating interconnection agreements and pole attachment agreements. Mr. Candelario received his Bachelor of Science in Business Administration and Bachelor of Arts in Economics from the University of Kansas and his Juris Doctorate from the University of Kansas School of Law. Before joining the company, Mr. Candelario worked as corporate counsel for various public and private companies.

EXHIBIT F

Department:All Departments
Line of Business:All Business Types
Company Org:Norlight Telecommunications Consolidated
View:Actual - Current Instance

	CY2009
REVENUE:	
Fiber RV - LOB	\$61,743,686
Total Revenue	\$61,743,686
DIRECT COSTS:	
Fiber DC - LOB	\$16,349,093
Depreciation DC - LOB	\$12,187,313
Total Direct Costs	\$28,536,406
Gross Margin	\$33,207,279
Gross Margin %	53.8%
SALES EXPENSE:	
Total Advertising Expense	\$107,452
NAC	\$0
Sales Engineering	\$587,495
Sales Admin	\$0
Sales Department	\$2,137,964
Total Sales Expense	\$2,832,911
Contribution Margin	\$30,374,368
Contribution Margin %	49.2%
OPERATING EXPENSE:	
Non-Sales Salaries & Benefits	\$5,551,412
Non-Sales Office Expense	\$2,956,161
Non-Sales Office Occupancy	\$180,304
Non-Sales - Professional Fees Expense	\$148,155
Non-Sales - Travel & Entertainment	\$393,078
Total Bad Debt Expense	\$37,552
Transmission Late Fees	\$0
Customer Finance Charge	(\$19,226)
Total Operating Expenses	\$9,247,435
Operating Expense as % of Revenue	15.0%
Operating Margin	\$21,126,933
OTHER INCOME AND EXPENSE:	
Interest Expense	\$0
Intercompany Interest	\$0

Interest Expense-RUS	\$0
Bank Fees Amortization	\$0
Depreciation Parent	\$420,496
Other Income - Net	(\$30,631)
Total Other (Income) Expense	\$389,865
Earnings (Losses) Before Income Taxes	\$20,737,068
Income Tax Expense	\$7,983,160
Total Net Earnings (Losses)	\$12,753,908
EBITDA	\$33,344,877

Check Net Earnings (Losses): \$0

Company Org:Norlight Telecommunications, Inc.
Department:All Departments
Line of Business:All Business Types
View:Actual - Current Instance

	DEC-09
CURRENT ASSETS:	
Cash	\$191
Subtotal Accounts Receivable	(\$400,000)
Allow. for Doubtful Accts.	\$0
Accounts Receivable	(\$400,000)
Inventories	\$0
Notes Receivable	\$0
Prepaid Expense Parent	\$626,017
Refundable Income Taxes	\$0
Short Term Investments	\$0
Total Current Assets	\$226,208
PROPERTY AND EQUIPMENT:	
Total Airplane	\$0
Total Computer Equipment	\$127,120
Total Construction Work in Progress	\$0
Total Data Networking	\$0
Total Fiber	\$51,707,790
Total Furniture and Equipment	\$29,840
Total Land Improvements	\$0
Total Leasehold Improvements	\$3,125,634
Total Microwave Towers	\$0
Total Other Fixed Assets	\$0
Total FAC-B Customer Premise Equipment	\$0
Total Real Estate and Buildings	\$2,055,785
Total Software	\$189,735
Total Switches	\$0
Total Tools and Equipment	\$67,355
Total Transmission Equipment	\$44,447,044
Total Vehicles	\$265,920
Total Property & Equipment	\$102,016,223
Accumulated Depreciation	(\$37,837,227)
Total Net Property & Equipment	\$64,178,995
OTHER ASSETS:	
Other Assets	\$92,981,396
Goodwill	\$29,822,137
Intangible assets - net	\$27,455,954

Investment in subsidiaries	\$0
IRU's	\$4,371,543
Deferred Income Tax Receivable	\$0
Total Other Assets	\$154,631,030
Total Assets	\$219,036,233
<u>CURRENT LIABILITIES:</u>	
Accounts Payable Parent	\$33,353
Accrued Expenses Parent	\$517,689
Accrued Income Taxes	(\$133,953)
Accrued Taxes	\$1,816,419
Deferred Revenue	\$0
Current Deferred Income Taxes	\$168,027
Accrued Interest	\$0
Total Current Maturities of L-T Debt	\$0
Total Current Liabilities	\$2,401,536
<u>OTHER LIABILITIES:</u>	
Due to Stockholder	\$0
Intercompany	(\$0)
Total Line of Credit	\$0
L-T Deferred Revenue	\$2,532,192
Long Term Deferred Revenue	\$0
Deferred Income Taxes	\$5,929,600
Litigation payable	\$0
Contingent liability	\$0
L-T Notes Payable	\$0
LT Debt-RUS Funding	\$0
Other Long Term Liabilities	\$0
Total Other Liabilities	\$8,461,791
<u>SHAREHOLDERS EQUITY:</u>	
Common Stock	\$1,000
Capital Contributions Receivable	\$0
Additional paid in capital	\$180,608,419
Other Comprehensive Income	\$0
Treasury stock	\$0
Preferred stock	\$0
Current Year Income (Loss)	\$12,753,908
Retained Earnings - TX	\$14,809,579
Total Stockholders Equity	\$208,172,906
Total All Liabilities and Equity	\$219,036,233

Check Balance:

(\$0)

Reconciliation:

\$0

EXHIBIT G

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, Norlight Telecommunications, Inc. ("Norlight") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Norlight is committed to the goals of §65-5-112 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Norlight will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Norlight will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Norlight of such opportunities. Norlight's representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Norlight will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Norlight's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Norlight's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Maria V. Laughlin
Norlight Telecommunications, Inc.
3701 Communications Way

Evansville, IN 47715

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within Norlight and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Norlight will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Norlight will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Norlight will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Norlight will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.



Lohn Weber, President
Norlight Telecommunications, Inc.

EXHIBIT H

INTRALATA TOLL DIALING PARITY PLAN

Norlight currently is not planning to offer voice-grade local service in the State of Tennessee. In the event it does elect to do so, it will file an appropriate toll dialing parity plan with the TRA at least 60 days prior to offering those services.

EXHIBIT I

Since Norlight is not currently planning to provide voice-grade services in Tennessee, it will not have an impact on state numbering sources. Once Norlight is ready to start providing voice-grade services, it will provide specific response to the numbering issue concerns.

EXHIBIT J

TENNESSEE SPECIFIC OPERATIONAL ISSUES

1. How does the company intend to comply with TCA 65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Norlight will not, at least initially, be providing voice-grade services.

2. Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers in the database?

Yes.

3. Is your company aware of the local calling areas provided by the ILEC in your proposed service areas.

Yes.

4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

Norlight will not, at least initially, be providing voice-grade services.

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.

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6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA 65-4—401 and Chapter 12220-4-11?

Norlight does not plan to telemarket, but us aware of the statutes.