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Our file no.: 0000323028

December 3, 2010

Via Overnight Courier

Chairman Mary W. Freeman
c/o Sharla Dillon, Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Docket No. 10-00166 - Joint Application of Joint Application of Q-Comm Corporation, Kentucky Data Link, Inc., Norlight Telecommunications, Inc., Norlight, Inc., Knoxville Data Link, Inc. and Windstream Corporation for Approval of an Indirect Transfer of Control of Authorized Telecommunications Providers to Windstream Corporation

CONSUMMATION NOTICE

Dear Chairman Freeman:

This letter notifies the Tennessee Regulatory Authority that, as described in the Application filed in this docket, the transfer of indirect control of Kentucky Data Link, Inc., Norlight Telecommunications, Inc., Norlight, Inc. and Knoxville Data Link, Inc. (collectively, the "Q-Comm Entities") to Windstream Corporation, was completed on December 2, 2010. In addition, attached is the Public Notice issued by the Federal Communications Commission approving the transaction.

An original and thirteen (13) copies of this letter are enclosed for filing. Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel to the Q-Comm Entities

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PUBLIC NOTICE

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DA 10-2210
Released: November 19, 2010

APPLICATIONS GRANTED FOR THE TRANSFER OF CONTROL OF Q-COMM CORPORATION TO WINDSTREAM CORPORATION

WC Docket No. 10-169

Q-Comm Corporation (Q-Comm) and Windstream Corporation (Windstream) (together, Applicants) filed a series of applications pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended,¹ seeking approval for various assignments and transfers of control of licenses and authorizations from Q-Comm to Windstream. Q-Comm provides competitive telecommunications services through its wholly owned operating subsidiaries, Kentucky Data Link, Inc. (KDL), Norlight Telecommunications, Inc. (NTI), and Norlight, Inc. (Norlight), in 26 states.² NTI and Norlight also provide international services and hold various wireless licenses. Windstream, through its subsidiaries, provides incumbent local exchange carrier (LEC), competitive LEC, and long distance services in 23 states.³ Pursuant to the terms of the proposed transaction, Q-Comm will merge with a wholly owned subsidiary of Windstream created for purposes of the merger, with Q-Comm continuing as the surviving corporation. As a result, Windstream will be the ultimate parent company of Q-Comm and its subsidiaries. We received no comments in opposition to the proposed transaction.

Pursuant to Sections 4(i), 214, and 310(d) of the Communications Act of 1934, as amended,⁴ and Sections 0.261, 0.291, and 0.331 of the Commission's rules,⁵ the International Bureau, the Wireline Competition Bureau, and the Wireless Telecommunications Bureau, under delegated authority, approve the applications listed herein. The Bureaus find, upon consideration of the record, that grant of the applications will serve the public interest, convenience, and necessity.⁶ Windstream has stated that its

¹ 47 U.S.C. §§ 214, 310(d).

² The Q-Comm states are Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Virginia, West Virginia, and Wisconsin.

³ The Windstream states are Alabama, Arkansas, Florida, Georgia, Illinois, Iowa, Indiana, Kansas, Kentucky, Louisiana, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, and Texas.

⁴ 47 U.S.C. §§ 154(i), 214, 310(d).

⁵ 47 C.F.R. §§ 0.261, 0.291, 0.331.

⁶ See 47 U.S.C. §§ 214(a), 310(d).

acquisition of Q-Comm will enable it to expand the scope of its competitive operations with its primary focus remaining on service to rural areas and smaller cities and towns.⁷ We find that the transaction poses no significant competitive harms and should provide benefits to residential and business customers resulting from Windstream offering a broader range of competitive services in the markets served by the combined company.⁸

Pursuant to Section 1.103 of the Commission's rules,⁹ the consent granted herein is effective upon release of this Public Notice. By this approval, the parties are authorized to consummate the transaction described in their applications.¹⁰ Pursuant to Sections 1.106 and 1.115 of the Commission's rules, petitions for reconsideration and applications for review may be filed within thirty days of the release of this Public Notice.¹¹

For further information, please contact Jodie May, Competition Policy Division, Wireline Competition Bureau, at (202) 418-0913; Linda Ray, Broadband Division, Wireless Telecommunications Bureau, at (202) 418-0257; or David Krech, Policy Division, International Bureau, at (202) 418-7443.

SECTION 214 AUTHORIZATIONS

A. International

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20100818-00336	Norlight, Inc.	ITC-214-19940224-00080 ITC-214-19960826-00406 ITC-214-19960826-00407

⁷ Q-Comm Corporation and Windstream Corporation, Applications for Consent to Transfer of Control Under Section 214 of the Communications Act, as Amended, WC Docket No. 10-169 at 5-6 (filed Aug. 19, 2010); Letter from Kenneth D. Patrich to Marlene H. Dortch, Secretary, FCC, WC Docket No. 10-169 at 2 (filed Oct. 6, 2010); Letter from Kenneth D. Patrich to Marlene H. Dortch, Secretary, FCC, WC Docket No. 10-169 at 1 (filed Oct. 21, 2010).

⁸ See *Joint Applications of Telephone and Data Systems, Inc. and Chorus Communications, Ltd. For Authority to Transfer Control of Commission Licenses and Authorizations Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 22, 63 and 90 of the Commission's Rules*, Memorandum Opinion and Order, 16 FCC Red 15293, 15296-99 (CCB/WTB 2001) (authorizing transfer of control involving an incumbent LEC and a competitive in-region provider of local exchange and exchange access services where overlap was limited and the transaction overall resulted in public interest benefits).

⁹ 47 C.F.R. § 1.103.

¹⁰ The transferee must notify the Commission no later than 30 days after consummation of the proposed transfer of control of the international Section 214 authorizations. 47 C.F.R. § 63.24(e)(4). With respect to the Wireless Radio Services licenses, the Applicants are required to consummate the transaction within 180 days of public notice of approval the applications, and the transferee is required to provide notification to the Commission within 30 days after actual consummation. 47 C.F.R. § 1.948(d).

¹¹ 47 C.F.R. §§ 1.106(f), 1.115(a); see also 47 C.F.R. § 1.106(b)(1).

B. Domestic

The Wireline Competition Bureau grants the application to transfer control of the domestic section 214 subsidiaries of Q-Comm Corporation to Windstream Corporation. The subsidiaries are Kentucky Data Link, Inc., Norlight Telecommunications, Inc., and Norlight, Inc.

SECTION 310(d) APPLICATION

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0004354631	Norlight Communications, Inc.	WLN878
0004354633	Norlight, Inc.	WQLN535
0004354637	Kentucky Data Link, Inc.	WLV233

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