BINGHAM

Jean L. Kiddoo Brett P. Ferenchak jean.kiddoo@bingham.com brett.ferenchak@bingham.com

August 18, 2010

Via DIS

Reneé J. Jenkins, Secretary Public Utilities Commission of Ohio Attention: Docketing Division 180 East Broad Street Columbus, OH 43215-3793

Re: <u>Case No. 10-1154-TP-ACO</u> - In the Matter of the Application of Kentucky Data Link, Inc., Norlight Telecommunications, Inc., and Norlight, Inc. Regarding their Indirect Transfer of Control

Dear Ms. Jenkins:

On behalf of Kentucky Data Link, Inc., Norlight Telecommunications, Inc., and Norlight, Inc. (collectively, the "Q-Comm Entities"), attached for filing is an electronic copy of the above-referenced Application in PDF format.

Please acknowledge receipt and acceptance of this filing. Should you have any questions regarding this filing, please do not hesitate to contact the undersigned at 202-373-6697.

Respectfully submitted,

Brett P Ferenchate

Jean L. Kiddoo Brett P. Ferenchak

Counsel for the Q-Comm Entities

Boston Hartford Hong Kong London Los Angeles New York Orange County San Francisco Santa Monica Silicon Valley Tokyo Washington

Bingham McCutchen LLP 2020 K Street NW Washington, DC 20006-1806

> T +1.202.373.6000 F +1.202.373.6001 bingham.com

A/73465402.1

The Public Utilities Commission of Ohio TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS (Effective: 01/18/2008)

In the Matter of the Application of Kentucky Data Link, Inc.,) Norlight Telecommunications, Inc., and Norlight, Inc.) Regarding their Indirect Transfer of Control)

TRF Docket No. 90-____

Case No. **10-1154-TP-ACO** NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) Kentucky Data Link, Inc., Norlight Telecommunication	tions, Inc., and Norlight	, Inc.
DBA(s) of Registrant(s) <u>N/A</u>		
Address of Registrant(s) 3701 Communications Way, Evansville, IN 47715		
Company Web Address www.kdlinc.com; www.norlight.com		
Regulatory Contact Person(s) John Chuang	Phone 913-754-3339	Fax <u>812-759-1647</u>
Regulatory Contact Person's Email Address john.chuang@qservicesco.com		
Contact Person for Annual Report John Chuang		Phone 913-754-3339
Address (if different from above)8829 Bond St., Overland Park, KS 66214		
Consumer Contact Information John Chuang		Phone 913-754-3339
Address (if different from above) Same as above		
Motion for protective order included with filing? \Box Yes \boxtimes No Motion for waiver(s) filed affecting this case? \Box Yes \boxtimes No [Note: Waiver	rs may toll any automatic	timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. *CMRS providers: Please see the bottom of Section II.*

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type Other (explain below)			🖾 CTS	AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	TRF 1-6-04(B) (0 day Notice)	TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	ZTA 1-6-04(B) (0 day Notice)	ZTA <i>1-6-04(B)</i> (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	ATA 1-6-04(B) (Auto 30 days)	ATA <i>1-6-04(B)</i> (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	ATA 1-6-04(B) (Auto 30 days)	ATA 1-6-04(B) (Auto 30 days)		
Business Contract	CTR 1-6-17 (0 day Notice)	CTR 1-6-17 (0 day Notice)		
Withdrawal	ATW 1-6-12(A) (Non-Auto)	ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	TRF 1-6-05(E) (0 day Notice)	TRF <i>1-6-05(E)</i> (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	TRF 1-6-05(C) (0 day Notice)	TRF 1-6-05(C) (0 day Notice)	TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	TRF 1-6-05(E) (0 day Notice)	TRF 1-6-05(E) (0 day Notice)	TRF <i>1-6-05(E)</i> (0 day Notice)	
Residential - Tier 2 Service Contracts	CTR 1-6-17 (0 day Notice)	CTR 1-6-17 (0 day Notice)	CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		ACE 1-6-10 (Auto 30 days)	ACE 1-6-10 (Auto 30 days)	ACE <i>1-6-10</i> (Auto 30 days)
Add Exchanges to Certificate	ATA 1-6-09(C) (Auto 30 days)	AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	ABN 1-6-11(A) (Non-Auto)	ABN 1-6-11(A) (Auto 90 day)	ABN <i>1-6-11(B)</i> (Auto 14 day)	ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		ABN 1-6-11(A) (Auto 30 days)	☐ ABN <i>1-6-11(B)</i> (Auto 14 day)	ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	ACN 1-6-14(B) (Auto 30 days)	ACN 1-6-14(B) (Auto 30 days)	CIO 1-6-14(A) (0 day Notice)	CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	ACO 1-6-14(B) (Auto 30 days)	ACO 1-6-14(B) (Auto 30 days)	CIO 1-6-14(A) (0 day Notice)	CIO 1-6-14(A) (0 day Notice) (
Merger (See below)	AMT 1-6-14(B) (Auto 30 days)	AMT <i>1-6-14(B)</i> (Auto 30 days)	CIO 1-6-14(A) (0 day Notice)	CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	ATC 1-6-14(B) (Auto 30 days)	ATC 1-6-14(B) (Auto 30 days)	CIO 1-6-14(A) (0 day Notice)	CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business <i>(See below)</i>	ATR 1-6-14(B) (Auto 30 days)	ATR 1-6-14(B) (Auto 30 days)	CIO 1-6-14(A) (0 day Notice)	CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	TRF (0 day Notice)	(0 day Notice)	TRF (0 day Notice)	(0 day Notice)
Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other				
Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	NAG 1-7-07 (Auto 90 day)	NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	ARB 1-7-09 (Non-Auto)	ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	ATA 1-7-14 (Auto 30 day)	ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier supension or modifiction	UNC 1-7-04 or (Non-Auto) 1-7-05	UNC 1-7-04 or (Non-Auto) 1-7-05		
Pole attachment changes in terms and conditions and price changes.	UNC 1-7-23(B) (Non-Auto)	UNC 1-7-05 (Non-Auto)		
			NAG	

Other* (explain)

CMRS Providers See 4901:1-6-15

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

[Registration & Change in Operations]

(0 day)

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff
	changes are anticipated.
В	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in
	the right margin. N/A No tariff changes are anticipated.
С	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
	See Attachment A for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according
	to the applicable rule(s). N/A Applicants will continue to provide service under the same names,
	respectively, without immediate change in rates, terms or conditions.

[Interconnection Agreement or Amendment]

(Auto 90 days)

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, (Name) , and am authorized to make this statement on its behalf.

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) at (Location)

*(Signature and Title)

(Date)

This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, PLEASE SEE ATTACHED VERIFICATIONS

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title)

(Date) *Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

....

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio Attention: Docketing Division 180 East Broad Street, Columbus, OH 43215-3793

0r

Make such filing electronically as directed in Case No 06-900-AU-WVR

SS

§ § §

VERIFICATION

I, John Chuang, am Corporate Counsel of Q Services Company, a subsidiary of Q-Comm Corporation ("Q-Comm") and affiliate of Kentucky Data Link, Inc. ("KDL"), Norlight Telecommunications, Inc. ("NTI") and Norlight, Inc. ("Norlight") (Q-Comm, KDL, NTI and Norlight collectively, the "Company"). I am authorized to represent Q-Comm, KDL, NTI and Norlight to make this verification on their behalf. The statements in the foregoing document relating to the Company and their affiliates are true and correct to the best of my knowledge and belief.

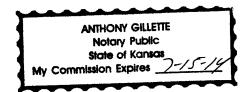
I declare under penalty of perjury that the foregoing is true and correct.

John Chuang

Orporate Counsel Q Services Company

Subscribed and sworn to before me this /// Hay of August, 2010.

otary Public



My Commission expires:

VERIFICATION

I, Michael D. Rhoda, am Senior Vice President - Government Affairs of Windstream Corporation. I am authorized to represent it and its affiliates and to make this verification on their behalf. The statements in the foregoing document relating to Windstream Corporation and its affiliates are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

N Alion Dull

Michael D. Rhoda

Subscribed and sworn to before me this $\underline{/\Im K}$ day of August, 2010.

am Notary Public

My Commission expires: Sect. 1. 2011



LIST OF ATTACHMENTS

Attachment A	Description of Transaction
Attachment B	Certificate of Good Standing
Attachment C	Charts of the Transaction and the Pre- and Post-Transaction Corporate Organizational Structure
Attachment D	List of Officers and Directors
Verifications	

ATTACHMENT A

Description of Transaction

The parent company (Q-Comm Corporation, herein "Q-Comm") of Kentucky Data Link, Inc. ("KDL"), Norlight Telecommunications, Inc., ("NTI"), Norlight, Inc. ("Norlight") has entered into an agreement with Windstream Corporation ("Windstream") to complete a transaction through which Windstream will acquire indirect control of KDL, NTI, and Norlight – the Ohio certificated subsidiaries of Q-Comm. The transaction is at the parent holding company level only, and the stock of the Ohio certificated entities will remain wholly owned by their existing parent company (Q-Comm), and the certificated entities themselves will not be directly affected by the transaction described herein.

KDL is authorized as a competitive provider of local exchange and/or interexchange services in 30 states throughout the country, including as a local exchange and interexchange carrier in Ohio. Likewise, NTI is authorized as a competitive provider of local exchange and/or interexchange services in 34 states, including as an interexchange carrier in Ohio. Finally, Norlight is authorized as a competitive provider of local exchange and/or interexchange services in 31 states, including as a local exchange and interexchange carrier in Ohio. Windstream has subsidiary local exchange carrier operations in 23 states and subsidiary operations authorized to provide interexchange services in 48 states. Windstream itself is not a regulated entity, and its existing operating subsidiaries are not involved in the instant transaction.

Pursuant to the terms of an Agreement and Plan of Merger ("Agreement") dated August 17, 2010 among Windstream, Derby Merger Sub, Inc. ("MergerCo") (a direct, wholly-owned subsidiary of Windstream created for purposes of the merger), Q-Comm, and the Stockholders' Representative, MergerCo will merge with and into Q-Comm, with Q-Comm continuing as the surviving corporation (the "Transaction"). As a result of the Transaction, Q-Comm will become the direct, wholly-owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of KDL, NTI, and Norlight. This change in ultimate control does not involve a transfer of operating authority, assets or customers, and the Transaction is expected to be seamless to end user customers.¹ Immediately following consummation of the Transaction, KDL, NTI, and Norlight will continue to offer the same services, rates, terms and conditions pursuant to their existing authorization, and the only change resulting from the Transaction will be that these certificated entities will be ultimately owned by Windstream and may subsequently change their names to reflect "Windstream" in their names.

In order to consummate the Transaction later this year in 2010, the parties request that the Commission grant all relief sought herein as expeditiously as possible, and at the latest by November 1, 2010, so that the Parties can close the Transaction as soon as practicable in order for them to meet critical business objectives.

KDL and Norlight are Kentucky corporations, and NTI is a Wisconsin corporation. KDL, NTI and Norlight are wholly owned direct subsidiaries of Q-Comm, a privately-held Nevada corporation. Q-Comm, KDL, NTI, and Norlight operate an executive office at 8829 Bond Street, Overland Park, Kansas 66214 and an operations office at 3701 Communications Way, Evansville, Indiana 47715. Copies of the Certificates of Good Standing from the Secretary of State for KDL, NTI and Norlight are provided as <u>Attachment B</u>.

Collectively, Q-Comm's operating subsidiaries are authorized to provide local exchange and/or interexchange telecommunications services in the District of Columbia and 41 states, including Ohio. In Ohio, KDL, NTI, and Norlight are authorized to provide competitive local

¹ Windstream's existing subsidiaries in Ohio, and consequently their customers, are not impacted by the Transaction described in this Application.

exchange and/or interexchange services.² These entities also hold licenses with the Federal Communications Commission to provide domestic interstate and/or international telecommunications services.³

The current customers of KDL, NTI, and Norlight will remain customers of those entities. Accordingly, the Transaction will be virtually seamless to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.⁴ The only change resulting immediately from the Transaction will be that KDL, NTI, and Norlight will be ultimately owned by Windstream, a widely-held public corporation technically and financially well-qualified to become the new ultimate owner of KDL, NTI, and Norlight.

Diagrams showing the Transaction and the corporate structure of the Parties' pre- and post-Transaction are appended hereto as <u>Attachment C</u>.

The Transaction will clearly serve the public interest. The telecommunications industry has been and continues to be subject to rapid technological advances, evolving consumer preferences and dynamic changes. Combining KDL, NTI, and Norlight with Windstream will enable Windstream's subsidiaries to offer, and the existing Q-Comm certificated entities to continue to offer, a broad range of high quality services to customers. Windstream will help ensure the continuation of the certificated entities' ability to deploy and maintain innovative and advanced telecommunications offerings, benefiting Ohio consumers and serving the public

² KDL is authorized to provide competitive local exchange services and interexchange telecommunications pursuant to Certificate No. 90-9204 issued in Case No. 07-381-TP-ATC on May 16, 2007. NTI is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-6107 as issued in Case No. 02-3359-CT-ACE on February 7, 2003. Norlight is authorized to provide interexchange and competitive local exchange telecommunications services pursuant to Certificate No. 90-9258 as issued in Case No. 07-1237-TP-ACN on March 11, 2008.

³ The Parties are also filing the appropriate applications with the Federal Communications Commission for approval of the Transaction.

⁴ Any subsequent changes made through the ordinary course of business will be made pursuant to applicable regulatory approval and tariffing processes.

interest, convenience and necessity. The Transaction will enable the customers of KDL, NTI, and Norlight to benefit from innovative products offered by the Parties, and the combined enterprise will be able to achieve greater economies of scale and scope than the Q-Comm subsidiaries would have had operating independently.

Finally, the Transaction will be generally transparent to customers and, at the time of the merger, they will not experience any change in their services, rates, terms and conditions of such service as a result of the Transaction. Any future changes in rates, terms and conditions of service will be made in accordance with applicable Commission requirements, and any future consolidation of the operations into or with other Windstream processes, such that customers would see a change in their service, would be undertaken pursuant to applicable rules and notice requirements.⁵

⁵ The contemplated transfer of control does not raise any slamming concerns or necessitate compliance with FCC or state procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as the contemplated transaction does not involve any change in a customer's existing service provider. The customers of KDL, NTI and Norlight will remain with their company and will continue to be served under its existing authorization.

ATTACHMENT B

Certificates of Good Standing

United States of America State of Ohio Office of the Secretary of State

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NORLIGHT TELECOMMUNICATIONS, INC., a Wisconsin corporation, having qualified to do business within the State of Ohio on March 13, 1996 under License No. 936181 is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 16th day of August, A.D. 2010

Ohio Secretary of State

Validation Number: V2010228A1EF36

United States of America State of Ohio Office of the Secretary of State

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show KENTUCKY DATA LINK, INC., a Kentucky corporation, having qualified to do business within the State of Ohio on September 24, 1998 under License No. 1038186 is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 16th day of August, A.D. 2010

Ohio Secretary of State

Validation Number: V2010228AA79A3

United States of America State of Ohio Office of the Secretary of State

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NORLIGHT, INC., a Kentucky corporation, having qualified to do business within the State of Ohio on October 09, 2001 under License No. 1259066 is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 16th day of August, A.D. 2010

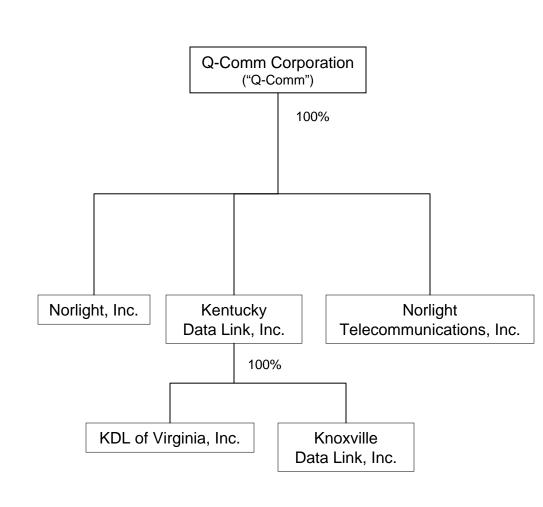
Ohio Secretary of State

Validation Number: V2010228AE272B

ATTACHMENT C

Charts of the Transaction and the Pre- and Post-Transaction Corporate Organizational Structure

Pre-Transaction Ownership of the Applicable Regulated Subsidiaries of Q-Comm and Windstream



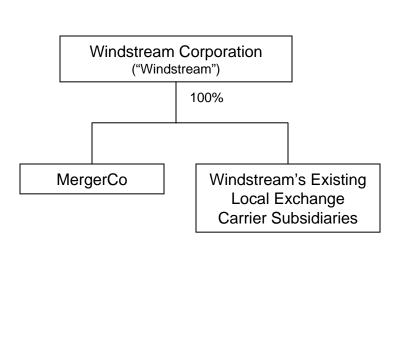
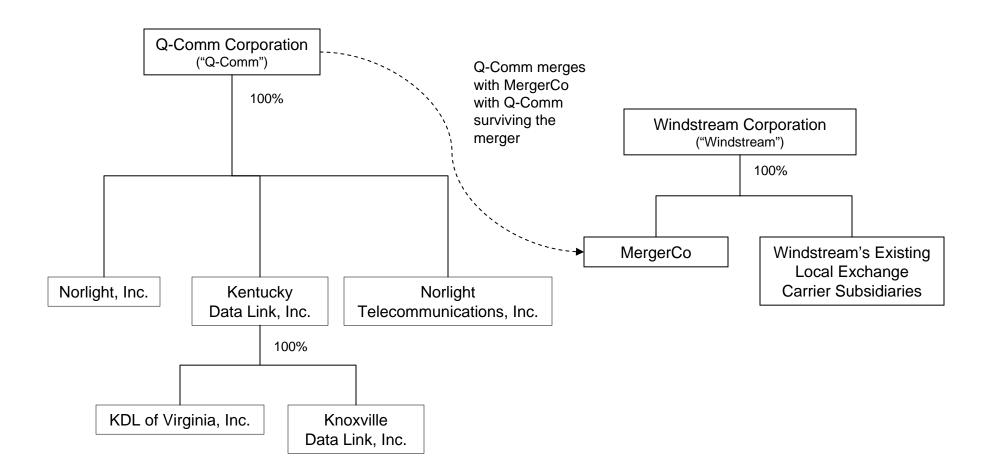
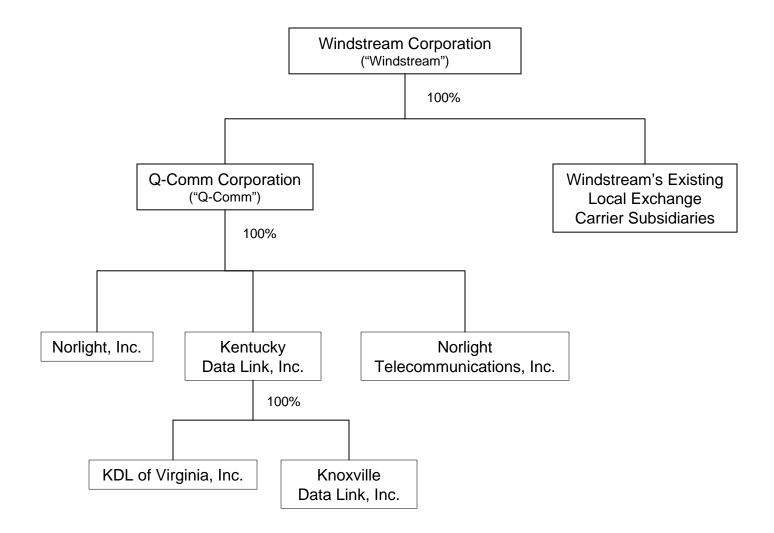


Illustration of Transaction



Post-Transaction Ownership of the Applicable Regulated Subsidiaries of Q-Comm and Windstream



ATTACHMENT D

List of Officers and Directors

The following individuals are the officers and directors of KDL:

Directors:

Albert E. Cinelli, Chairman Cole W. Hawks John C. Greenbank

Officers:

John C. Greenbank, President Ed Corr, Vice President – Tax Lohn H. Weber, Vice President, Treasurer & CFO David Dobbs, Vice President – Construction John Iber, Vice President – Operations Cole W. Hawks, Executive V.P. Secretary & General Counsel

The following individuals are the officers and directors of NTI:

Directors:

Albert E. Cinelli, Chairman Lohn H. Weber Anthony J. Candelario

Officers:

Lohn H. Weber, President Ed Corr, Vice President – Tax Anthony J. Candelario, Vice President, Secretary & General Counsel

The following individuals are the officers and directors of Norlight:

Directors:

Albert E. Cinelli, Chairman John P. Cinelli Lohn H. Weber

Officers:

John P. Cinelli, President Ed Corr, Vice President – Tax Lohn H. Weber, Vice President, Treasurer & CFO John Campbell, Secretary Patrick Heck, Vice President Marc Rouleau, Vice President, Chief Information Officer All the officers and directors can be reached through Q-Comm's principal place of business:

Q-Comm Corporation 8829 Bond Street Overland Park, Kansas 66214

The following individuals are the officers and directors of Windstream:

Directors:

Dennis E. Foster, Chairman and Director Jeffery R. Gardner, Director Carol B. Armitage, Director Samuel E. Beall, III, Director Francis X. Frantz, Director Jeffrey T. Hinson, Director Judy K. Jones, Director William A. Montgomery, Director Alan Wells, Director

Officers:

Jeffery R. Gardner, President and Chief Executive Officer Brent K. Whittington, Chief Operating Officer Anthony W. Thomas, Chief Financial Officer John P. Fletcher, Executive Vice President, General Counsel and Secretary Michael D. Rhoda, Senior Vice President – Government Affairs Robert G. Clancy, Jr., Senior Vice President and Treasurer Susan Bradley, Senior Vice President – Human Resources Grant Raney, Executive Vice President – Network Operations Cindy Nash, Chief Information Officer Richard J. Crane, Executive Vice President and Chief Marketing Officer John C. Eichler, Vice President and Controller

All the officers and directors can be reached through Windstream's principal place of business:

Windstream Corporation 4001 Rodney Parham Road Little Rock, Arkansas 72212

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

8/18/2010 1:05:37 PM

in

Case No(s). 10-1154-TP-ACO

Summary: Application Application for an Indirect Transfer of Control electronically filed by Mr. Brett P Ferenchak on behalf of Kentucky Data Link, Inc. and Norlight Telecommunications, Inc. and Norlight, Inc.