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December 19, 2006

Via FedEx

Blanca S. Bayó  
Commission Clerk and Administrator Services  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

**Re: Notification of the Transfer of Control of Norlight Telecommunications, Inc. to Q-Comm Corporation**

Dear Ms. Bayó:

Journal Communications, Inc. ("Journal"), Norlight Telecommunications, Inc. ("Norlight"), and Q-Comm Corporation ("Q-Comm") (Journal, Norlight and Q-Comm collectively, "Parties"), through their undersigned counsel, hereby notify the Florida Public Service Commission ("Commission") of a transaction that will result in the transfer of control of Norlight to Q-Comm.<sup>1</sup> Norlight holds authority from the Commission to provide intrastate telecommunications services in Florida.

Although the transaction will result in a change in the ownership of Norlight, no transfer of certificates, assets, or customers will occur at this time. Norlight will continue to provide service to its customers in Florida pursuant to those authorizations under the same rates, terms, and conditions. This transaction, therefore, will be transparent to the customers of Norlight.

The Parties understand that Commission approval is not required in connection with the arrangements described herein. Accordingly, this letter is filed for informational purposes only to ensure the continuing accuracy of the Commission's records.

<sup>1</sup> Norlight previously notified the Commission of the spin-off of Norlight from Journal. See *Notification of Norlight Telecommunications, Inc. Regarding Pro Forma Transfer of Control* (filed July 7, 2006). The spin off, however, will not occur and the transaction described in this notice will replace the spin off. Norlight will separately file a notice of non-consummation for the spin off upon completion of this transaction.

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FPSC-COMMISSION CLERK

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In support, the Parties state as follows:

**The Parties**

**A. Norlight Telecommunications, Inc.**

Norlight is a corporation organized under the laws of the State of Wisconsin with principal offices located at 13935 Bishops Drive, Brookfield, Wisconsin 53005. Norlight is currently a wholly-owned subsidiary of The Journal Company, which in turn is a wholly-owned subsidiary of Journal. Norlight is a facilities-based communications company with more than 30 years of experience providing network and Internet Protocol and Enhanced services over its regional fiber network to 1400 wholesale and commercial customers in the upper Midwest.

Norlight is a non-dominant carrier that holds authority to provide intrastate interexchange telecommunications services in approximately 30 states and competitive local exchange telecommunications services in approximately six (6) states. In Florida, Norlight is authorized to provide interexchange telecommunications services pursuant IXC Certificate No. 5291 (now Intrastate Interexchange Registration No. TI680) granted by Order No. PSC-98-0103-FOF-TI in Docket No. 970634-TI on January 16, 1998. Norlight is also authorized by the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services.

**B. Journal Communications, Inc.**

Journal is a Wisconsin corporation with principal offices located at 333 W. State St., Milwaukee, Wisconsin 53203-1309. Journal is a publicly-traded (NYSE:JRN) diversified media and communications company with operations in publishing, radio and television broadcasting, and printing services. Journal publishes the Milwaukee Journal Sentinel, which serves as the only major daily newspaper in the Milwaukee metropolitan area, and about 80 community newspapers and shoppers in eight (8) states. Journal owns and operates 36 radio stations and nine television stations in 12 states and operates two television stations under local marketing agreements. Journal also provides a wide range of commercial and electronic printing services, and operates a direct marketing services business. Journal does not provide any intrastate telecommunications services and does not hold any certificates or authorizations from this Commission.

**C. Q-Comm Corporation**

Q-Comm is a privately held Nevada corporation with principal offices located at 10408 Natural Springs, Las Vegas, Nevada 89129, which holds the stock of multiple subsidiaries including several regional telecommunications service providers

Q-Comm, through its operating subsidiaries, has demonstrated the technical, managerial, and financial qualifications to acquire control of Norlight. Q-Comm and its operating subsidiaries are operated by a highly qualified management team, all of whom have

extensive backgrounds in the telecommunications industry. In addition to the expertise Q-Comm's management has developed within the company, several managers of Q-Comm have held positions with a number of other companies in the communications industry prior to joining Q-Comm. Management biographies for the Q-Comm management team are attached hereto as Exhibit B. Q-Comm's management team will augment the existing management of Norlight, which the Parties currently expect to remain with Norlight immediately following completion of the transaction.

Bingham McCutchen LLP  
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### **Designated Contacts**

For the purposes of this notice, questions or any correspondence should be directed to the following contacts for the Parties:

#### **For the Parties:**

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Katie B. Besha  
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#### **For Norlight:**

Tom Valentyn  
Vice President and General  
Counsel  
Norlight Telecommunications, Inc.  
13935 Bishops Drive  
Brookfield, WI 53005-6605  
Tel: (262) 792-7604  
Fax: (262) 792-4959  
Email: tvalentyn@norlight.com

#### **For Q-Comm:**

John Chuang  
Corporate Counsel  
8829 Bond St.  
Overland Park, KS 66214  
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### **Description of the Transaction**

On November 13, 2006, Journal, Norlight, and Q-Comm, entered into a Stock Purchase Agreement (the "Agreement") pursuant to which Journal will sell to Q-Comm all of the stock of Norlight, owned by Journal's wholly owned subsidiary, The Journal Company. As a result, control of Norlight will be transferred to Q-Comm and Norlight will be a wholly-owned subsidiary of Q-Comm. For the Commission's convenience, pre- and

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post-transaction corporate organizational charts are provided as Exhibit A. Q-Comm will pay \$185 million, subject to certain working capital adjustments.

The Parties emphasize that the transfer of control will not involve a change in the name under which Norlight currently operates nor a change in the manner in which Norlight currently offers service in Florida. Immediately following the transfer of control, Norlight will continue to offer the services it currently offers with no change in the rates or terms and conditions of service. The transfer of control of Norlight, therefore, will be seamless and transparent to consumers in Florida.

#### **Public Interest Statement**

The Parties submit that the transaction will serve the public interest. The transaction will provide Norlight and Q-Comm Ops with access to each other's substantial technical and management expertise and complementary services and facilities. These benefits are expected to strengthen the companies' ability to expand their offerings and provide more advanced services to a broader customer base. Therefore, the Parties expect that the transaction will enable the companies to strengthen their competitive positions to the benefit of Florida consumers.

Further, as stated above, the transaction will be conducted in a manner that will be transparent to Norlight's customers. The transfer of control of Norlight will not result in a change of carrier for customers or any transfer of authorizations. Following consummation of the transaction, Norlight will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. The transfer of control of Norlight therefore will be seamless and transparent to consumers in terms of the services they receive.

\* \* \* \*

An original and five (5) copies of this notice are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed stamped envelope. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang  
Brett P. Ferenchak  
Katie B. Besha

Counsel to the Parties

Attachments

**LIST OF EXHIBITS**

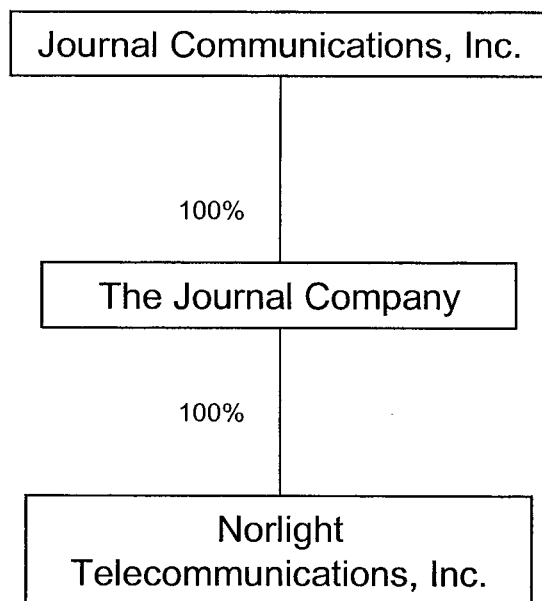
Exhibit A	Pre- and Post-Transaction Corporate Organizational Chart
Exhibit B	Management Biographies of Q-Comm Corporation
Verification	

**EXHIBIT A**

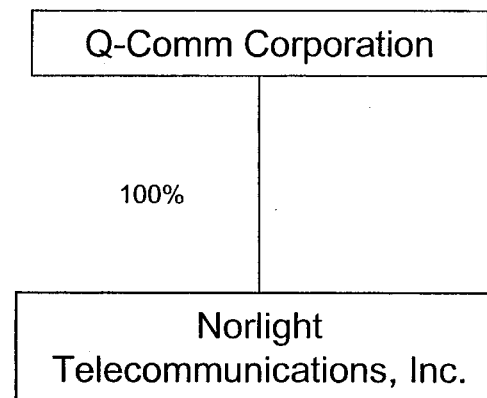
**Pre- and Post-Transaction Corporate Organizational Charts**

Pre- and Post-Transaction Ownership of  
Norlight Telecommunications, Inc.

Pre-Transaction



Post-Transaction



**EXHIBIT B**

**Management Biographies of Q-Comm**



## **Q-Comm Management Profiles**

### **Albert E. Cinelli – Chairman and C.E.O.**

Mr. Cinelli is Chairman of the Board and Chief Executive Officer of Q-Comm Corporation. Prior to the founding of Q-Comm Corporation, Mr. Cinelli served as General Counsel for several major corporations, including ELTRA Corporation and American Home Products. Mr. Cinelli also worked for Marion Labs in Kansas City as Vice President and Chief Legal Counsel. Mr. Cinelli founded an interconnect company in Kansas City in 1985 and subsequently purchased Quest Communications in 1990. Mr. Cinelli is a graduate of Lafayette College and Columbia University Law School. Mr. Cinelli is a 25 year veteran of the telecommunications industry.

### **John P. Cinelli – President**

Mr. Cinelli is President of Q-Comm Corporation. Mr. Cinelli's background is in finance having been employed by Bank of Boston and Security Pacific prior to joining Q-Comm in 1990. Mr. Cinelli currently holds the position of President of Cinergy Communications Company, a subsidiary of Q-Comm Corporation, and is responsible for the day-to-day management of the company. Mr. Cinelli received his Bachelor of Arts in International Regulations from Tufts University in 1985.

### **John C. Greenbank – Executive Vice President**

Mr. Greenbank is Executive Vice President of Q-Comm Corporation. Mr. Greenbank joined the Q-Comm Corporation's senior management team in 1992 and his leadership has been instrumental in the growth of Q-Comm Corporation. Mr. Greenbank has extensive experience in the telecommunications industry running other telecommunications companies prior to joining Q-Comm Corporation. Mr. Greenbank's main responsibility is network development and management. Mr. Greenbank has over 25 years of telecommunications experience and is veteran of the telecommunications industry.

### **Lohn H. Weber – Vice-President, C.F.O., and Treasurer**

Mr. Weber is Vice President, Chief Financial Officer and Treasurer of Q-Comm Corporation. Mr. Weber, a CPA with an extensive background in accounting, joined Q-Comm Corporation's senior management team in 1996. Prior to joining the Q-Comm Corporation, Mr. Weber worked for Baird, Kurtz and Dobson, a large Midwest regional public accounting firm. Mr. Weber has nearly 20 years of experience in accounting with 10 of those specifically in telecommunications. Mr. Weber is a graduate of the University of Missouri, Columbia, with a degree in accounting.

### **Ed Corr – Vice-President of Tax**

Mr. Corr is Vice-President of Tax for Q-Comm Corporation. 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. Mr. Corr joined the Q-Comm management team in 2004 and brings with him over 15 years of business and management experience. Prior to

working for Q-Comm Corporation, Inc., Mr. Corr was with Deloitte & Touche, LLP, (formerly Deloitte, Haskins & Sells) for six years where he held the position of Tax Manager. He was co-founder and Senior Partner of Walsh, Corr & Associates, CPA. For several years, Mr. Corr was also President of his own consulting company. Mr. Corr received his Bachelor of Science in Accounting in 1985 and his Masters of Science in Accounting and Tax in 1986 from Oklahoma State University.

**Cole Hawks – Executive Vice President**

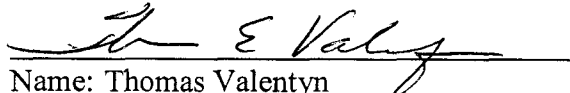
Mr. Hawks is Vice President, General Counsel and Secretary of Q-Comm Corporation. Mr. Hawks joined Q-Comm Corporation in 1996. Mr. Hawk is responsible for Q-Comm Corporation's legal affairs and is actively involved in the management of business development. Mr. Hawks received his Bachelor of Business Administration in Management and Economics, Summa Cum Laude, from Wichita State University and his Juris Doctorate from the University of Kansas School of Law.

## Verification

## VERIFICATION

I, Thomas Valentyn, state that I am Vice President and General Counsel for Norlight Telecommunications, Inc., a party to this filing; that I am authorized to make this Verification on behalf of Norlight Telecommunications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

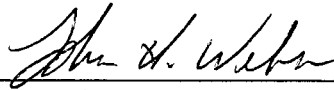
I declare under penalty of perjury that the foregoing is true and correct. Executed this 17<sup>th</sup> day of November, 2006.

  
Name: Thomas Valentyn  
Title: Vice President and General Counsel  
Norlight Telecommunications, Inc.

## VERIFICATION

I, Lohn H. Weber, state that I am V.P., CFO and Treasurer for Q-Comm Corporation, a party to this filing; that I am authorized to make this Verification on behalf of Q-Comm Corporation; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17 day of November, 2006.



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Name: Lohn H. Weber  
Title: V.P., CFO and Treasurer  
Q-Comm Corporation