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February 4, 2009

VIA HAND DELIVERY

FILED/ACCEPTED

The Honorable Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

FEB - 4 2009
Federal Communications Commission
Office of the Secretary

Re: **Joint Application of CC VIII Operating, LLC, Charter Fiberlink, LLC and Midcontinent Communications for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended**

Dear Ms. Dortch:

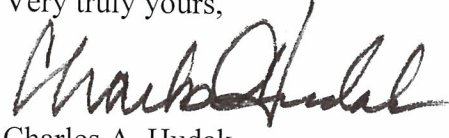
CC VIII Operating, LLC and Charter Fiberlink, LLC (collectively, "**Charter**"), by its attorney, hereby submits the attached Supplement to Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act, as Amended (the "**Supplement**"), in connection with the above-referenced application.

Charter is submitting the Supplement in response to the request of Ms. Jodie May-Donovan of the Wireline Competition Bureau. Charter previously transmitted an electronic version of the Supplement to Ms. May-Donovan on January 27, 2009, but at the time of such transmission the original version of the Supplement was not available for submission.

Enclosed are an original and five (5) copies of the Supplement. Please file the Supplement in your usual fashion and return one (1) file-stamped copy to our courier.

Please direct any questions concerning this matter to the undersigned.

Very truly yours,



Charles A. Hudak

FRIEND, HUDAK & HARRIS, LLP
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The Honorable Marlene H. Dortch
February 4, 2009
Page 2

CAH/jh

cc: Ms. Jodie May-Donovan (*via electronic mail*)
J.G. Harrington
Best Copy & Printing (*via electronic mail*)

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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Policy Division
International Bureau

In the Matter of)
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CC VIII Operating, LLC)
Charter Fiberlink, LLC)
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 Transferors,)
)
and)
)
Midcontinent Communications,)
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)
 Transferee.)
)
)
Joint Application for Consent to Transfer)
International and Domestic Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended)

File No. _____

**SUPPLEMENT TO JOINT APPLICATION FOR CONSENT TO TRANSFER
INTERNATIONAL AND DOMESTIC AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

On December 3, 2008, CC VIII Operating, LLC (“**CC VIII Operating**”), Charter Fiberlink, LLC (“**Charter Fiberlink**”) (CC VIII Operating and Charter Fiberlink collectively referred to as “**Charter**”) and Midcontinent Communications (“**Midcontinent,**” and together with Charter, the “**Applicants**”) submitted their Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended (the “**Joint Application**”), requesting authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “**Communications Act**”), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, to transfer to Midcontinent certain tangible and intangible assets and related liabilities of Charter in the communities of Fairmont and Sherburn, Minnesota that are used or useful in providing domestic interstate and international

services. The assets include a distribution system over which Charter Fiberlink and/or its affiliates provide interconnected voice over Internet protocol (“VoIP”) service, cable television service, and high speed Internet service to customers in the communities of Fairmont and Sherburn, Minnesota, along with the associated customer base for the foregoing services.

Charter hereby submits the following information as a Supplement to the Joint Application:

I. Description of Charter Fiberlink

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware. Charter Fiberlink’s principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Generally, Charter Fiberlink is a provider of interconnected VoIP services and point-to-point private line telecommunications services in the states of Minnesota and Wisconsin.

However, in the communities of Fairmont and Sherburn, Minnesota -- which are the geographic areas subject to the transaction described in the Joint Application -- Charter Fiberlink provides only interconnected VoIP services to customers. Although Charter Fiberlink is authorized to provide local or long distance telecommunications services to customers within such communities, Charter Fiberlink does not currently provide any local or long distance telecommunications services to customers within such communities.

II. Description of Authorizations Held by Charter Fiberlink

Charter Fiberlink holds various authorizations and/or certificates issued by the FCC and/or the state public service or utility commissions (“State PSC”) in Minnesota and Wisconsin due to the nature of the services offered by Charter Fiberlink and the regulatory requirements attaching to such services. Specifically, Charter Fiberlink offers and provides interconnected VoIP services in Minnesota and Wisconsin. Charter Fiberlink understands, however, that no FCC authorization and/or State PSC certification is required in connection with its offering and/or provision of

interconnected VoIP services. Charter Fiberlink also offers and, depending upon the geographic area, provides point-to-point private line telecommunications services in Minnesota and Wisconsin. Charter Fiberlink has obtained certificates from the FCC and the State PSCs in Minnesota and Wisconsin in order to remain compliant with FCC and State PSC regulations attaching to its provision of such private line services, as well as to remain compliant with the intrastate authorization requirement arising under the FCC's E-Rate program with respect to any services provided by Charter Fiberlink for which E-Rate reimbursement is sought and/or provided.

A list of the various authorizations and/or certificates issued by the FCC and/or the State PSCs in Minnesota and Wisconsin is as follows:

A. FCC. Charter Fiberlink is authorized by the FCC to provide domestic interstate and international telecommunications services.¹

B. Minnesota. Charter Fiberlink is authorized by the Minnesota Public Utilities Commission to provide facilities-based local exchange services, resold local exchange services, interexchange services and local niche services.² Charter Fiberlink holds such authority in the following Minnesota exchanges and rate centers (including all exchanges accessed through extended calling arrangements):

(i) St. Cloud, St. Joseph, Duluth, Northfield, Twin Cities Metropolitan Service Area, Little Falls, Sauk Centre, Marshall, Montevideo, Willmar, Rochester, Stewartville,

¹ Charter Fiberlink is authorized by the Commission to provide resold international telecommunications services pursuant to File Number: ITC-214-20030127-00071. Charter Fiberlink also is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's Rules.

² Charter Fiberlink (f/k/a Marcus Fiberlink, LLC) first received a Certificate of Authority from the Minnesota Public Utilities Commission on December 31, 1997 in Docket No. P-5535/NA-97-993. Thereafter, the Minnesota Public Utilities Commission approved applications to amend and/or expand the scope of Charter Fiberlink's Certificate of Authority on February 8, 2000 (Docket No. P-5535/PA-99-1679), May 31, 2000 (Docket No. P-5535/M-00-450), December 14, 2005 (Docket No. P-5535, 5704/PA-05-1484), June 28, 2006 (Docket No. 5535/M-06-625), October 18, 2006 (Docket No. P-5535/M-06-1284), February 12, 2007 (Docket No. P-5535/M-07-26), March 26, 2007 (Docket No. P-5535/M-07-242), August 20, 2007 (P-5535/M-07-1015), May 6, 2008 (Docket No. P-5535/M-08-402), and November 12, 2008 (Docket No. P-5535/M-08-1212).

Winona, Faribault, Owatonna, Albert Lea, Austin, Brainerd, Cass Lake, Glenwood, Nisswa, Park Rapids, Red Wing, Staples, Tracy, Wadena, Fergus Falls and Bemidji, served by Qwest Corporation.

(ii) Cokato, Osseo, Eyota, Benson, Aitkin, Alexandria, Browerville, Crosby, Deerwood and Long Prairie, Lewiston, Rollingstone and Bennitville, served by Embarq Minnesota, Inc.

(iii) Mound, Byron, Cottonwood, Ranier and International Falls, served by Citizens Telecommunications Company of Minnesota, LLC, d/b/a Frontier Citizens Communications of Minnesota.

(iv) Apple Valley and Fairmont, Apple Valley, Rosemount, Lakeville and Farmington, served by Frontier Communications of Minnesota, Inc.

(v) Mankato, served by Mankato Citizens Telephone Company.

(vi) Eagle Lake, served by Mid-Communications, Inc. d/b/a HickoryTech.

C. **Wisconsin**. Charter Fiberlink is authorized by the Public Service Commission of Wisconsin to provide resold and facilities-based intrastate interLATA and intraLATA toll telecommunications services, private line services, and resold and facilities-based local exchange services to residential and business customers in the present obliged-to-serve local exchange territories (not including foreign exchange services, cross-LATA boundary services, or nonaffiliated local calling areas) of: Wisconsin Bell, Inc. d/b/a SBC Wisconsin, Verizon North, Inc., CenturyTel of Central Wisconsin LLC, CenturyTel of the Midwest-Wisconsin, LLC, CenturyTel of Wisconsin, LLC, CenturyTel of Northwest Wisconsin, LLC, CenturyTel of Northern Wisconsin, LLC, CenturyTel of Larsen-Readfield, LLC, CenturyTel of Southern Wisconsin, LLC, CenturyTel of Fairwater-Brandon-Alto, LLC, CenturyTel of Forestville, LLC, CenturyTel of the Midwest-Kendall,

LLC, Frontier Communications of Wisconsin, LLC, Frontier Communications St. Croix, LLC, Frontier Communications of Viroqua, LLC, Mid-Plains Telephone LLC, Mount Horeb Telephone Company, Mt. Vernon Telephone Company, LLC, Riverside Telecom, LLC, Telephone USA of Wisconsin LLC, Waunakee Telephone Company, LLC, Wood County Telephone Company and UTELCO, LLC.³ In addition, Charter Fiberlink's authorization is deemed automatically amended to include any new territory that becomes open for competition in the future for facilities-based local exchange services, except with respect to certain territories operated by TDS Telecom, Inc.

III. Description of Charter Fiberlink's Operations and Customers in Fairmont and Sherburn, Minnesota

In the communities of Fairmont and Sherburn, Minnesota, Charter Fiberlink provides only interconnected VoIP services to its customers. Although Charter Fiberlink is authorized to provide local or long distance telecommunications services to customers within such communities, Charter Fiberlink does not currently provide any local or long distance telecommunications services to customers within such communities.

In order for Charter Fiberlink to provide its interconnected VoIP services to customers in the communities of Fairmont and Sherburn, Minnesota, Charter Fiberlink utilizes certain cable television and Internet assets owned by its affiliate, CC VIII Operating. CC VIII Operating is not authorized by the FCC to provide, and does not provide, any telecommunications services.

IV. Description of Transaction

As described in the Joint Application, the transaction between Midcontinent and Charter involves the purchase and sale of assets relating to the telephone, interconnected VoIP, cable

³ Charter Fiberlink (f/k/a Marcus Fiberlink, LLC) first received authorization from the Public Service Commission of Wisconsin as an alternative telecommunications utility on September 5, 1995 in Docket 3355-NC-100. Thereafter, the Public Service Commission of Wisconsin approved applications to amend and/or expand the scope of Charter Fiberlink's authorization on January 22, 1998 (Docket 3355-NC-101), December 18, 1998 (Docket 3355-NC-102), January 12, 2001 (Docket 3355-NC-103), November 23, 2005 (Docket 3355-NC-105), January 18, 2006 (Docket 3355-NC-104), and May 19, 2008 (Docket 3355-NC-108)

television and Internet business of Charter only in the communities of Fairmont and Sherburn, Minnesota.⁴ Specifically, pursuant to an Asset Purchase Agreement dated October 7, 2008, Midcontinent will acquire certain assets, including the assets used by Charter Fiberlink to provide interconnected VoIP services in the communities of Fairmont and Sherburn, Minnesota. The only “telephone” assets to be transferred include facilities and equipment owned by CC VIII Operating that are used by Charter Fiberlink to provide its interconnected VoIP services, as well as Charter Fiberlink’s existing interconnected VoIP customer base in those communities.

Following the consummation of the transaction, all of the assets used by Charter Fiberlink in those communities and all of Charter Fiberlink’s existing interconnected VoIP customers in those communities will be transferred to Midcontinent. This transaction also will result in Midcontinent acquiring CC VIII Operating’s cable television and Internet assets in the affected communities.

V. Description of Prior Discussions With FCC Staff

Prior to submitting the Joint Application regarding the transaction, counsel for Charter informally discussed the need for the Joint Application with staff members of the FCC’s Wireline Competition Bureau and International Bureau. After consultation and advice from the FCC’s staff, Charter understood that there was no need to submit an application to transfer assets subject to a domestic or international authorization pursuant to Section 214 of the Communications Act because the transaction contemplated by Charter and Midcontinent involved the transfer of assets in Fairmont and Sherburn, Minnesota over which Charter Fiberlink only provided interconnected VoIP services and because the only customers affected by the transfer of assets were Charter Fiberlink’s

⁴ On December 18, 2008, Charter and Midcontinent also submitted a Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended in connection with a substantially similar transaction affecting the communities of Bemidji, Cass Lake, International Falls and Ranier, Minnesota. As described in that application, Charter Fiberlink provides point-to-point private line telecommunications services to one customer within such communities, which distinguishes that application and transaction from the facts underlying the transaction affecting the assets in the communities of Fairmont and Sherburn, Minnesota.

interconnected VoIP customers. In addition, Charter understood that -- in lieu of the foregoing -- Charter Fiberlink should submit a request to the FCC for discontinuance of the “offering” by Charter Fiberlink of domestic telecommunications services (*i.e.*, point-to-point private line telecommunications services) pursuant to Section 214 of the Communications Act in the communities of Fairmont and Sherburn, Minnesota inasmuch as Charter Fiberlink had been “offering” the sale of point-to-point private line telecommunications services in such communities, although Charter Fiberlink did not “provide” any such services in such communities.

The advice from the FCC’s staff regarding the lack of necessity of an application to transfer assets subject to a domestic or international authorization pursuant to Section 214 of the Communications Act with respect to the contemplated transaction between Charter and Midcontinent was consistent with the FCC’s treatment of a prior transaction involving the transfer of certain interconnected VoIP assets and customers between certain Charter affiliates and Wave Broadband, LLC in 2007 (the “**Wave Transaction**”). Specifically, on August 14, 2007 in WC Docket No. 07-179, Charter Communications Entertainment II, LLC, CCO Fiberlink, LLC and Charter Fiberlink CA-CCO, LLC and Wave Division VI, LLC and Wave Broadband, LLC (the “**Wave Transaction Applicants**”) submitted a Joint Application for Consent to Transfer International and Domestic Assets and Customers Pursuant to Section 214 of the Communications Act of 1934, as Amended. In that application, the Wave Transaction Applicants requested authority, to the extent required, to acquire domestic assets and customers of Wave Broadband, LLC to whom Wave Broadband, LLC provided interconnected VoIP services. Following discussions with the Staff of the FCC’s Wireline Competition Bureau, the Staff informally advised the Wave Transaction Applicants that the Wireline Competition Bureau does not process applications for authority to transfer interconnected VoIP assets or operations that do not involve assets that are

contemporaneously used to provide services that the FCC has determined to be telecommunications services. Consequently, the Wave Transaction Applicants withdrew the domestic portion of their application on August 24, 2007.⁵ In addition, following discussions with the Staff of the FCC's International Bureau, the Wave Transaction Applicants were advised that the international portion of their application had not been accepted for filing.

The transaction between Midcontinent and Charter described in the Joint Application presents the same issues as previously addressed by the FCC's Wireline Competition Bureau in the Wave Transaction. Notably, both transactions involve only the transfer of interconnected VoIP assets and customers, and neither transaction involves the transfer of assets that are used to provide services that the FCC has determined to be telecommunications services or the transfer of customers for any telecommunications services.

Because counsel for Charter and Midcontinent could not agree on whether the FCC would require the filing of the Joint Application, in an abundance of caution, the Applicants agreed to submit the Joint Application to the FCC, to the extent it was deemed necessary and approval was deemed to be required, for the transfer of the assets used by Charter Fiberlink to provide interconnected VoIP services in the communities of Fairmont and Sherburn, Minnesota.

VI. Proposed Closing Date

Charter and Midcontinent plan to close the transaction described in the Joint Application on February 3, 2009, subject to receipt of all necessary regulatory approvals.

⁵ See Notice of Termination of Domestic Section 214 Application Proceeding, WC Docket No. 07-179, DA 07-3788 (released August 29, 2007).

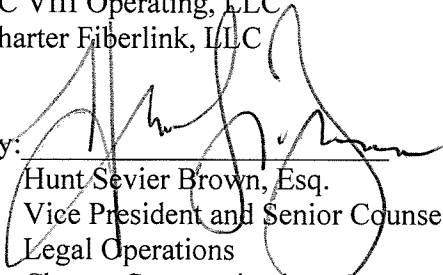
VII. Conclusion

I certify that the contents of this Supplement are true and correct to the best of my knowledge, information and belief.

Respectfully submitted,

CC VIII Operating, LLC
Charter Fiberlink, LLC

By:



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Vice President and Senior Counsel
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