

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

In the Matter of)	
)	
The World Company)	
and WorldNet, L.L.C.)	
<i>Assignors</i>)	
)	WC Docket No. _____
and)	
)	IB File No. _____
Knology of Kansas, Inc.)	
<i>Assignee</i>)	
)	
Application for Consent to Assign Assets)	
Pursuant to Section 214 of the Communications)	
Act of 1934, As Amended, to)	
Knology of Kansas, Inc.)	

APPLICATION

The World Company (“World”) and WorldNet, L.L.C. (“WorldNet”) (World and WorldNet together, “Sunflower” or “Assignors”) and Knology of Kansas, Inc. (“Knology of Kansas” or “Assignee” and together with Sunflower, “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Sections 63.04 and 63.24 of the Commission’s Rules, 47 CFR §§ 63.04, 63.24, to assign certain telecommunication service assets and customer contracts, as specified below, from Sunflower to Knology of Kansas. Knology of Kansas is a newly-formed subsidiary of Knology, Inc., a leading provider of communications and entertainment services in the Southeastern and Midwestern United

States. Sunflower provides telecommunications, cable television and Internet access services to customers in Kansas.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing this combined application for the proposed transfer of assets. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). *Exhibit A* provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12).

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(ii), because (1) the proposed transaction will result in Knology of Kansas (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange telecommunications market of less than 10 percent, and Knology of Kansas will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction (*i.e.*, Southwestern Bell Telephone Co. d/b/a AT&T); and (2) WorldNet is a non-dominant carrier that provides telecommunications services exclusively outside the geographic areas in which Knology of Kansas's ILEC affiliates are dominant.

This Application also qualifies for streamlined treatment under Section 63.12 because (i) Knology of Kansas is not affiliated with any foreign carrier, (ii) Knology of Kansas will not become affiliated with any foreign carrier as a result of the proposed

transaction, and (iii) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

The Applicants respectfully request approval of this Application as soon as possible.

I. APPLICANTS

A. Sunflower

WorldNet (FRN 0004937116), a Kansas limited liability company, is located at 609 New Hampshire, Lawrence, Kansas 66044. WorldNet provides competitive local exchange and interexchange telecommunications services to residential and business customers in Kansas under the name "Sunflower Broadband." WorldNet holds a blanket domestic authorization to provide interstate telecommunications services under Section 63.01 of the Commission's Rules and an international Section 214 license, File No. ITC-214-20010613-00337, granted July 6, 2001, to provide global and limited global resold and facilities-based telecommunications services. Worldnet is authorized by the Kansas Corporation Commission to provide intrastate telecommunications services in Kansas.

WorldNet is 98% owned by World (FRN 0002337509), a privately-held Kansas corporation also located at 609 New Hampshire, Lawrence, Kansas 66044. World was founded in 1891 and is today a multi-media company. Using the trade name Sunflower Broadband (previously Sunflower Cablevision), World provides cable and Internet services to customers in Kansas. World d/b/a Sunflower Broadband entered the cable television business in 1970 and launched Channel 6 News in Lawrence, Kansas. In 1998, World d/b/a Sunflower Broadband became the first cable company to deploy DOCSIS modems and then, in 1998, launched digital cable.

Together, WorldNet and World offer customers cable television programming as well as advanced video, data and voice services. The Sunflower cable system delivers over 200 television channels, high speed cable modem Internet access, and local and long distance telephone services to residential and business customers in Lawrence, Eudora, Linwood, Tonganoxie and Basehor, Kansas and in nearby rural areas in Douglas, Leavenworth and Wynadotte counties in Kansas.

Sunflower currently has no affiliates that offer domestic telecommunications services. No current 10% or greater shareholders of Sunflower hold a 10% or greater interest in other telecommunications companies providing service in the United States. A diagram of the corporate structure of Sunflower is provided in *Exhibit B*.

B. Knology

Knology of Kansas (FRN 0020113197), a Delaware corporation, is a direct, wholly-owned subsidiary of Knology, Inc. (FRN 0005-0664-93), also a Delaware corporation. Both companies are located at 1241 O.G. Skinner Drive, West Point, Georgia 31833. Knology, Inc. functions as a holding company for its operating subsidiaries and, through those subsidiaries (collectively, the “Knology Companies”), is a leading provider of interactive communications and entertainment services in the Southeastern United States with additional operations in the Midwest. The Knology Companies serve both residential and business customers with one of the most technologically advanced broadband networks in the country. The Knology Companies’ offerings include over 200 channels of digital cable TV, local and long distance digital telephone service with the latest enhanced voice messaging features, and high-speed Internet access, which enable consumers to quickly download video, audio and graphic

files using a cable modem. The Knology Companies also provide advanced communications services, such as video-on-demand, subscriber video-on-demand, digital video recorders, High-Definition Television, interactive television, IP Centrex services, and Passive Optical Network services. The Knology Companies provide these services over their wholly-owned, fully upgraded 750 MHz bandwidth, fiber-optic interactive broadband network.

The Knology Companies provide their full suite of video, voice (local and interexchange) and data services in Alabama, Florida, Georgia, South Carolina, Tennessee, Minnesota, Iowa and South Dakota.¹ Knology of Kansas affiliates that operate in these states are authorized to provide international telecommunications services either pursuant to Knology, Inc.'s international Section 214 license (File No. ITC-T/C-19981013-00752) or in their own right. Knology of Kansas does not currently hold an international Section 214 license granted by the Commission, but post-close will operate pursuant to the authority held by Knology, Inc.²

¹ The entities authorized to provide telecommunications services in these states are: Globe Telecommunications, Inc.; Knology of the Valley, Inc.; Valley Telephone Company LLC; Knology of Alabama, Inc.; Knology of Florida, Inc.; Knology of Georgia, Inc.; Knology of South Carolina, Inc.; Knology of Tennessee, Inc.; Knology of the Plains, Inc.; Knology Community Telephone, Inc.; Knology of the Black Hills, LLC; Knology Total Communications, Inc.; and Wiregrass Telecommunications, Inc. Knology of the Valley, Inc. is a small rural ILEC operating in Alabama and Georgia. Valley Telephone Company, LLC is a small rural ILEC operating in Alabama. Knology Total Communications, Inc. is a small rural ILEC operating in Alabama. Knology Community Telephone, Inc. is a small rural ILEC operating in South Dakota. Knology of Kansas does not have any other affiliates that offer domestic telecommunications services.

² Knology Inc. will file a notice to this effect as required by Section 63.21(h) of the FCC Rules upon or following consummation of the transaction.

Knology, Inc. is a widely-held public corporation. Mr. Donald W. Burton, through various partnerships and in his individual capacity, indirectly owns or controls 13.2% of the equity of Knology of Kansas. Mr. Burton is a United States citizen who resides at 614 West Bay Street, Tampa, Florida 33606. No other persons or entities own 10% or more of the equity of Knology, Inc.

A diagram of the corporate structure of Knology, Inc. is provided in *Exhibit B*.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Asset Purchase Agreement dated August 3, 2010 by and between World as Assignor and Knology of Kansas as Assignee (the "Agreement"), Sunflower will assign to Knology of Kansas certain assets. The assets to be assigned include assets related to Sunflower's provision of telecommunications, high speed data, cable television, and other services to residential and business customers in Kansas. The assets include customer contracts but do not include the international Section 214 authorization of WorldNet. After consummation of the transaction, Knology of Kansas will provide telecommunications services to the acquired customers directly pursuant to its own state and federal telecommunications authorizations. WorldNet will cease operations as a telecommunications carrier. Consummation of the transaction is contingent upon the receipt of the required regulatory approvals, among other things.

III. PUBLIC INTEREST STATEMENT

The transaction described herein will serve the public interest. The Knology Companies, of which Knology of Kansas is a part, are established providers of telecommunications services to residential and business customers. The Knology Companies' long history of providing quality service to their customers demonstrates the legal, technical, and financial qualifications of Knology of Kansas to acquire the assets of

Sunflower as proposed in the Agreement. With support from its parent company, Knology, Inc., Knology of Kansas will have a strong management team that will continue to provide high quality telecommunications services to the customers acquired from Sunflower. Knology of Kansas will also have access to significant financial resources from Knology, Inc. which will enable it to provide innovative and diversified service offerings to customers in Kansas. These enhancements will inure directly to the benefit of the acquired customers, as well as indirectly to consumers generally in the telecommunications marketplace.

The proposed transaction will have no adverse impact on the customers that Knology of Kansas will acquire from Sunflower. These customers will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes to the rates, terms and conditions of service will be made consistent with Commission requirements. To ensure a seamless transition and avoid customer confusion or inconvenience, Knology of Kansas will provide advance written notice to the telecommunications customers at least thirty (30) days prior to the transfer, as required by the Commission's Rules and state requirements. The advance written notice will explain the change in service provider in accordance with applicable Commission and state requirements for a transaction of this type. To comply with the Commission's slamming requirements, Knology of Kansas will file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120 of the Commission's Rules, 47 C.F.R. § 64.1120. Customers will still be responsible to Sunflower for any applicable early contract termination charges if they choose a service provider other than Knology of Kansas.

Finally, the proposed transaction does not present any anti-competitive issues. The proposed transaction will not lead to the concentration of any market shares in the Sunflower territories or the elimination of a competitor, as Knology of Kansas will simply replace Sunflower in the relevant local markets. Knology of Kansas is not a foreign carrier and has no foreign carrier affiliations.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

The World Company ("World") (Assignor)
609 New Hampshire
Lawrence, Kansas 66044
(785) 832-7125

WorldNet, L.L.C. ("WorldNet") (Assignor)
609 New Hampshire
Lawrence, Kansas 66044
(785) 832-7125

Knology of Kansas, Inc. ("Knology of Kansas") (Assignee)
1241 O.G. Skinner Drive
West Point, Georgia 31833
(706) 645-3966

- (b) WorldNet is a Kansas limited liability company. World is a Kansas corporation. Knology of Kansas is a Delaware corporation.

- (c) Correspondence concerning this Application should be sent to:

For The World Company and WorldNet:

Debra R. Schmidt
Director of Telephone Service
WorldNet L.L.C./Sunflower Broadband
1 Riverfront Plaza, Suite 301
Lawrence, Kansas 66044
Tel. (785) 312-6925
Fax (785) 312-6997
dschmidt@sunflowerbroadband.com

For Knology of Kansas:

Bruce Schoonover
Director – Regulatory Affairs/Telephone Cost
Knology, Inc.
1241 O.G. Skinner Drive
West Point, Georgia 31833
Tel. (706) 645-3966
Fax (706) 645-0148
Bruce.schoonover@knology.com

With copies to:

Edward A. Yorkgitis, Jr.
Melissa Conway
KELLEY DRYE & WARREN LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
Tel: (202) 342-8552
Fax: (202) 342-8451
mconway@kelleydrye.com

- (d) WorldNet holds a blanket domestic authorization to provide interstate telecommunications services and an international Section 214 license, ITC-214-20010613-00337, granted July 6, 2001, to provide global and limited global resold and facilities-based telecommunications services. Knology of Kansas does not currently hold an international Section 214 license. WorldNet's international Section 214 authorization is not one of the assets to be assigned to Knology of Kansas in connection with the proposed transaction. Following consummation of the transaction, Knology of Kansas will operate as a provider of international services pursuant to the Section 214 authorization held by its parent, Knology, Inc.

- (h) The following entities or persons hold, directly or indirectly, a 10% or greater interest in Knology of Kansas, the Assignee:

Knology, Inc., a Delaware holding company, owns 100% interest in Knology of Kansas. Knology, Inc. is a widely-held public corporation, located at 1241 O.G. Skinner Drive, West Point, Georgia 31833.

Mr. Donald W. Burton, through various partnerships and in his individual capacity, indirectly owns or controls 13.2% of the equity of Knology of Kansas. Mr. Burton is a general partner in the Burton Partnership (QP), the Burton Partnership and Snake River Partners – which in turn own shares of common stock in Knology, Inc. Additionally, Mr. Burton individually owns common stock in Knology, Inc. In total, Mr. Burton owns 13.2% of the common stock in Knology, Inc. and, consequently, owns or controls 13.2% of the equity of Knology of Kansas pursuant to the Commission's attribution rules. Mr. Burton is a United States citizen and resides at 614 West Bay Street, Tampa, Florida 33606. His principal business is investment.

There are no other persons or entities that hold 10% or more of the voting or equity interests of Knology of Kansas pursuant to the Commission's attribution rules. Knology of Kansas has no interlocking directorates with any foreign carrier.

- (i) As evidenced by the signature of its authorized representative to this Application, Knology of Kansas certifies that, following consummation of the transaction, (a) Knology of Kansas will not be a foreign carrier, and (b) Knology of Kansas will not be affiliated with any foreign carrier.
- (j) As evidenced by the signature of its authorized representative to this Application, Knology of Kansas certifies that it does not seek to provide international telecommunications services to any destination country where, once the transaction closes, (a) Knology of Kansas is a foreign carrier; (ii) Knology of Kansas controls a foreign carrier; (iii) any entity that owns more than 25 percent of Knology of Kansas, or that controls Knology of Kansas, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Knology of Kansas and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.

- (n) As evidenced by the signature of its authorized representative to this Application, Knology of Kansas certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that Knology of Kansas will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants requests streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules because (i) post-close, Knology of Kansas will not be affiliated with any foreign carrier; (ii) Knology of Kansas is not affiliated with any dominant U.S. carrier whose international switched or private line services Knology of Kansas seeks authority to resell, nor will Knology of Kansas be so affiliated post-close; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, applies

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 asset assignment application is provided in *Exhibit A*.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**The World Company and WorldNet,
L.L.C.**

By: 

Dan Simons
President of Electronics Division
THE WORLD COMPANY
609 New Hampshire
Lawrence, Kansas 66044
Tel. (785) 832-7176

Knology of Kansas, Inc.

By: _____

Chad S. Wachter
Vice President, General Counsel
KNOLOGY, INC.
1241 O.G. Skinner Drive
West Point, Georgia 31833
Tel. (706) 645-8553

Dated: *8/20/10*

VI. CONCLUSION

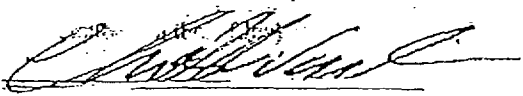
Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

The World Company and WorldNet,
L.L.C.

Knology of Kansas, Inc.

By: _____
Dan Simons
President of Electronics Division
THE WORLD COMPANY
609 New Hampshire
Lawrence, Kansas 66044
Tel. (785) 832-7176

By: 
Chad S. Wachter
Vice President, General Counsel
KNOLOGY, INC.
1241 O.G. Skinner Drive
West Point, Georgia 31833
Tel. (706) 645-8553

Dated: AUGUST 20, 2010

EXHIBIT A

DOMESTIC SECTION 214 ASSET ASSIGNMENT INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(a)(6): Description of the Transactions

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(ii), because (1) the proposed transaction will result in Knology of Kansas (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange telecommunications market of less than 10 percent, and Knology of Kansas will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction (*i.e.*, Southwestern Bell Telephone Co. dba AT&T); and (2) WorldNet is a non-dominant carrier that provides telecommunications services exclusively outside the geographic areas in which Knology of Kansas's ILEC affiliates are dominant. With respect to (2), the Applicants note that Knology of Kansas is

affiliated with four (4) ILECs, specifically Knology Community Telephone, Inc., a small rural ILEC and former telephone cooperative operating in rural southeastern South Dakota; Knology Total Communications, Inc, a small rural ILEC operating in Alabama; Knology of the Valley, Inc., a small rural ILEC operating in Alabama and Georgia; and Valley Telephone Company, LLC, a small rural ILEC operating in Alabama. WorldNet does not provide telecommunications services in South Dakota, Alabama or Georgia; it only provides telecommunications services in Kansas.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

In connection with the proposed transaction, Applicants are filing applications with the Wireless Telecommunications Bureau for assignment of a 700 MHz license and an Industrial/Business pool private radio license. Additionally, consistent with Commission rules, the Applicants will submit filings to address resulting changes in ownership in connection with an antenna structure registration and an earth station registration being transferred from Sunflower to Knology of Kansas. Finally, the Applicants will make appropriate filings in the Commission's COALs database to transfer CUID registrations from Sunflower to Knology of Kansas.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Requests (If Any)

None.

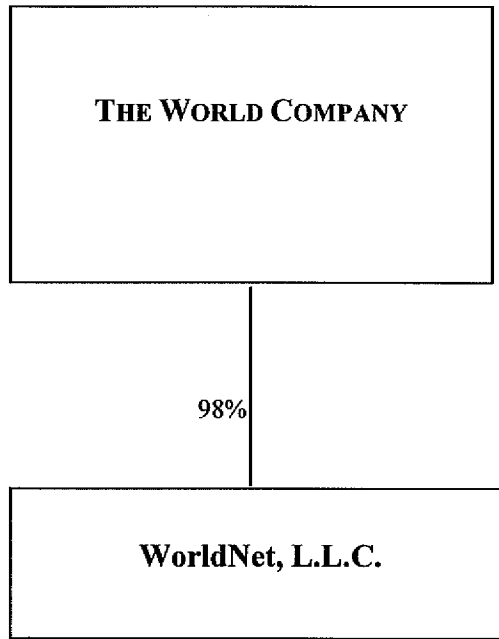
63.04(a)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

EXHIBIT B

ORGANIZATIONAL CHARTS

SUNFLOWER ORGANIZATIONAL CHART



Knology Companies

