

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

**WASHINGTON HARBOUR, SUITE 400**

**3050 K STREET, NW**

**WASHINGTON, D.C. 20007-5108**

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

MELISSA CONWAY

DIRECT LINE: (202) 342-8552

EMAIL: mconway@kelleydrye.com

NEW YORK, NY  
CHICAGO, IL  
STAMFORD, CT  
PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES  
MUMBAI, INDIA

September 7, 2010

**VIA IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: **Knology, Inc.** - Notification pursuant to Section 63.24(f) of a  
Pro Forma Transaction

Dear Ms. Dortch:

Knology, Inc. ("Knology"), by its counsel and pursuant to Section 63.24(f) of the Commission's Rules, hereby notifies the Commission of a *pro forma* transaction. Knology's indirect, wholly-owned subsidiary, Knology of Tennessee, Inc. ("Knology Tennessee"), has assigned its international Section 214 license, ITC-214-20000203-00075, granted March 15, 2000, on a *pro forma* basis to Knology. This type of assignment from a wholly-owned indirect subsidiary to its parent corporation qualifies as presumptively *pro forma* pursuant to Note 2 in Section 63.24(d) of the Commission's Rules. This *pro forma* assignment, which is being made at the request of Commission Staff, does not result in any change in the ownership or control of Knology.

In accordance with Section 63.24(f) of the Commission's Rules, Knology provides the following information in paragraphs (a) through (d) and (h) of §63.18 for the assignee:

(a) The address and telephone number of the assignee is:

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

KELLEY DRYE & WARREN LLP

September 7, 2010  
Page Two

- (b) Knology is a Delaware corporation.
- (c) Correspondence concerning this notice should be sent to:

Melissa Conway  
KELLEY DRYE & WARREN LLP  
3050 K Street N.W., Suite 400  
Washington, D.C. 20007  
(202) 342-8552  
mconway@kelleydrye.com

- (d) Prior to the assignment, Knology has operated pursuant to an international Section 214 authorization in File No. ITC-T/C-19981013-00752.
- (h) Knology, Inc. is a widely-held public company incorporated in Delaware and located at 1241 O.G. Skinner Drive, West Point, Georgia 31833.

Donald W. Burton directly or indirectly controls a 13.1% equity interest in Knology, Inc., as explained further below. Mr. Burton is a United States citizen and resides at 614 West Bay Street, Tampa, Florida 33606. His principal business is investment.

The following three (3) persons or investment entities collectively own 13.1% of the equity of Knology, Inc.: The Burton Partnership (QP), Limited Partnership (9.7%); The Burton Partnership, Limited Partnership (3.2%); and Mr. Burton (0.2%). Both The Burton Partnership (QP), Limited Partnership and The Burton Partnership, Limited Partnership (together, the "Burton Partnerships") are Delaware partnerships located at 565 Pine Drive, Jackson, Wyoming 83001-4643. The principal business of the Burton Partnerships is investment. Mr. Burton is the sole general partner of the Burton Partnerships, and so their interests in Knology are indirectly attributable to him.

No other person or entity or investment group owns 10% or more of the voting or equity interests of Knology, Inc. pursuant to the Commission's attribution rules.

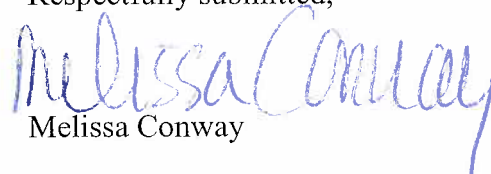
There are no interlocking directorates with any foreign carrier.

September 7, 2010  
Page Three

A certification that the assignment was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party is appended hereto as Exhibit A.


Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully submitted,

  
Melissa Conway

## EXHIBIT A

The undersigned hereby certifies, with respect to the foregoing notification of a pro forma assignment of a Section 214 license to Knology, Inc., that the assignment was pro forma as described in Section 63.24 of the Commission's Rules and that this assignment, together with all previous pro forma transactions, does not result in a change in the actual controlling party.

By:   
Chad S. Wachter  
Vice President, General Counsel  
Knology, Inc.  
1241 O.G. Skinner Drive  
West Point, Georgia 31833

Date: September 7, 2010