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October 28, 2010

**VIA ELECTRONIC FILING**

Marlene H. Dortch  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

RE: Notification of Transfer of Control from Highland Communications Corporation to Highland Communications LLC Pursuant to Section 214 of the Communications Act of 1994, as Amended

Dear Secretary Dortch,

This letter shall serve as notification under 47 C.F.R. § 63.24 of a transfer of control from Highland Communications Corporation to Highland Communications LLC. Highland Communications LLC, is organized under the laws of the State of Tennessee. The name, address, and phone number of the transferee are:

Highland Communications LLC  
119 Hillcrest Street  
Wartburg, TN 37887  
(423) 346-4000

Highland Communications LLC, is a wholly-owned subsidiary of Highland Holdings Corporation (f/k/a Highland Media Corporation) ("Highland Holdings"), which is a wholly-owned subsidiary of Highland Telephone Cooperative, Inc. ("Highland Cooperative"). Highland Holdings is a holding company organized under the laws of the State of Tennessee. The address of Highland Holdings is 7840 Morgan City Highway, Sunbright, Tennessee 37872. Highland Cooperative is a telephone cooperative organized under the laws of the State of Tennessee and operating in Scott and Morgan Counties in Tennessee and McCreary County, Kentucky. The address of Highland Cooperative is 7840 Morgan City Highway, Sunbright, Tennessee 37872.

The names, addresses and telephone numbers of designated contacts in connection with this matter are:

G. M. Patterson, General Manager  
Highland Communications LLC  
119 Hillcrest Street  
Wartburg, Tennessee 37887

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(423) 346-4000 (telephone)  
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[pattersonm@highland.net](mailto:pattersonm@highland.net)

With a copy to:

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Attorneys for the entities described above.

The applicant, Highland Communications LLC, has never received authority under Section 214 of the Act. The transferor, Highland Communications Corporation received authority for global resale service in 1997.

This transfer of control was the result of an internal corporate reorganization that involved no substantial change in the ultimate beneficial ownership. The ultimate result of the internal corporate reorganization was that Highland Communications Corporation became Highland Communications LLC. This was done in two steps:

- 1. Merger of Highland Communications Corporation with and into Highland Media Corporation.**

Highland Communications Corporation and Highland Media Corporation were each a direct, wholly owned subsidiary of Highland Cooperative. Highland Communications Corporation was merged with and into Highland Media Corporation.

- 2. Formation of Highland Communications LLC and Related Transfer.**

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Highland Media formed a direct, wholly owned Tennessee limited liability company subsidiary named, Highland Communications LLC. Simultaneous with such merger described above, Highland Media Corporation transferred to Highland Communications LLC the customers and assets held by Highland Communications Corporation immediately prior to such merger.

Thus, pursuant to 47 C.F.R. § 63.24(d) and Note 2 to that section, the transfer of control was *pro forma* and, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party.

Please do not hesitate to contact me if you have any questions or concerns.

Sincerely,



Sarah Lodge Tally

SLT/sc