

ATTACHMENT 1

Joint International and Domestic Section 214 Application to Assign and Transfer Control of Certain Assets of Knology of Kansas, Inc. to Midcontinent Communications

This joint application seeks Commission consent under Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 64.24 of the Commission’s rules¹ to assign and transfer control of the telecommunications assets, including customers, of Knology of Kansas, Inc. (“Knology Kansas” or “Assignor”) to Midcontinent Communications (“Midcontinent” or “Assignee”).

As further discussed below, Knology Kansas is authorized under Section 214 of the Act to provide domestic telecommunications services and international resold telecommunications services. Upon consummation of the proposed transaction, Midcontinent will provide service to the transferred customers pursuant to its existing international Section 214 authorization. Knology Kansas will retain its international Section 214 authority, which will not be assigned to Midcontinent.

I. RESPONSES TO QUESTIONS SET FORTH IN THE FCC 214 MAIN FORM

Responses to certain questions set forth in the application’s FCC 214 Main Form are as follows:

Answers to Question 10

Assignor Contact Information

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¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.04, 64.24. The Commission has long treated asset purchases where no customers will lose service or have their service impaired as transfers of control under its domestic Section 214 requirements. *See Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶ 59 (2002).

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Place of Organization

Knology Kansas is a corporation organized under the laws of the State of Delaware. Midcontinent is a general partnership organized under the laws of the State of South Dakota.

Prior International Section 214 Authorizations

Pursuant to Section 63.21(h) of the Commission’s rules,² Knology Kansas, a wholly-owned subsidiary of Knology, Inc. (“Knology”), operates under Knology’s international Section 214 authority to provide global international resold services (File No. ITC-214-20000203-00075). Knology will continue to retain its international Section 214 authorization.

Midcontinent holds an international Section 214 authorization to provide global international resold services pursuant to Section 63.18(e)(2) of the Commission’s rules (File No. ITC-214-20010606-00327). Post-closing, Midcontinent will provide service to the acquired customers pursuant to its existing international Section 214 authorization.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission’s rules, the following entities directly or indirectly hold a ten percent or greater equity interest in Midcontinent via general partnership interests:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Midcontinent Communications Investor, LLC 3600 Minnesota Drive, Suite 700 Minneapolis, MN 55435	50%	US	Investments
Comcast Midcontinent, LLC 1500 Market Street Philadelphia, PA 19121	50%	US	Investments

Midcontinent Communications Investor, LLC is the managing partner of Midcontinent Communications.

² 47 C.F.R. § 63.12(h).

Midcontinent Media, Inc. (“MMI”) owns 100% of Midcontinent Communications Investor, LLC. MMI is owned in equal shares of 50% each by Patrick McAdaragh and Steven Grosser. The following is the required information for MMI and its shareholders:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Midcontinent Media, Inc. 3600 S. Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	Investments
Patrick McAdaragh 3600 S. Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	President of Midcontinent
Steven Grosser 3600 S. Minnesota Drive, Suite 700 Minneapolis, MN 55435	US	Chief Financial Officer of Midcontinent

Other than their interests in MMI, neither Mr. McAdaragh nor Mr. Grosser holds an attributable interest in any entity that provides interstate telecommunications services.

Comcast Midcontinent, LLC is wholly owned by Comcast Corporation, a public company organized under the laws of the state of Pennsylvania, which has the same address as Comcast Midcontinent, LLC. No individual or entity holds 10 percent or more of the equity of Comcast Corporation. The entities listed in Exhibit A, all of which are non-dominant, are affiliated with Comcast Midcontinent, LLC and provide or are authorized to provide interstate telecommunications services. The entities affiliated with Comcast Midcontinent, LLC which are authorized to provide international telecommunications services are listed in Exhibit B.

A chart depicting Midcontinent’s ownership is included as Exhibit C. No other entity or individual directly or indirectly holds a 10 percent or greater equity interest in Midcontinent.

Answer to Question 13

Description of Transaction and Public Interest Statement

Knology Kansas is a wholly-owned subsidiary of Knology, which in turn is a wholly-owned subsidiary of WideOpenWest Finance, LLC (“WOW”). Both Knology and WOW are organized under the laws of the State of Delaware. WOW is a diversified communications service provider holding company with corporate headquarters in Englewood, Colorado. Through its operating subsidiaries, including Knology Kansas, WOW provides an array of communications, video, and broadband services, including digital cable, HDTV, DVR, high speed Internet, and local and long distance phone services.

Midcontinent is a leading provider of cable television, high-speed broadband, and advanced communications services to rural America. Midcontinent offers cable television, high-

speed internet, and telephone services, including both switched and non-switched services, across North Dakota, South Dakota, Minnesota, and Wisconsin. Midcontinent built South Dakota's first cable television system in 1967, and has been offering competitive long distance telephone service since 1982 and competitive local telephone service since 1999.

Midcontinent, Knology Kansas, and WOW entered into an Asset Purchase Agreement ("Agreement") dated as of October 20, 2016 pursuant to which Midcontinent will acquire Knology Kansas' communications business in and around Lawrence, Kansas. Specifically, under the Agreement Knology Kansas will assign to Midcontinent the assets, including network facilities and equipment, contracts, customer base, that are associated with its operations in and around Lawrence, Kansas.

The proposed transaction will serve the public interest by ensuring that Knology's customers continue to receive high quality telecommunications service, without interruption, from an experienced provider. Midcontinent has a track record of integrating and upgrading acquired systems, allowing it to improve competition with other providers and to offer robust products and outstanding customer service. The proposed transaction is not expected to result in competitive harm or negative customer impact.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. Midcontinent has no foreign carrier affiliates, and will continue to have no such affiliates post-closing. It therefore qualifies for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE FCC'S RULES IN RELATION TO TRANSFER OF ASSETS UNDER BLANKET DOMESTIC SECTION 214 AUTHORITY

In support of the applicants' request for consent to transfer control of certain assets from Knology Kansas to Midcontinent, the following information is submitted pursuant to Section 63.04 of the Commission's rules.³ Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area:

³ 47 C.F.R. § 63.04.

Knology Kansas provides competitive local exchange and long distance service in Kansas.

Midcontinent offers local exchange, exchange access, and interstate interexchange telephone service in North Dakota, South Dakota, and portions of western, northern, and southern Minnesota. Local exchange and exchange access services are offered using Midcontinent's own facilities and interexchange telephone services are offered either using Midcontinent's own facilities or by resale. Midcontinent is certificated as a local exchange carrier in Minnesota, North Dakota, South Dakota, and Wisconsin.

(a)(8) Statement as to how the application qualifies for streamlined treatment:

This application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because post-closing Midcontinent will have a market share in the interstate, interexchange market of less than 10 percent, will provide competitive telephone exchange services or exchange access services exclusively in a geographic area – in and around Lawrence, Kansas – served by a dominant local exchange carrier that is not a party to the instant transaction, and neither party is dominant with respect to any telecommunications service. Moreover, the proposed transaction does not involve the transfer of any local exchange assets of an incumbent local exchange carrier.

(a)(9) Identification of all other Commission applications related to this transaction:

No other FCC applications are being filed in connection with this transaction. A receive-only earth station registration (call sign E070103) currently held by Knology Kansas will be assigned to Midcontinent as part of this transaction. Consistent with FCC rules, the parties will file a notification regarding the assignment of the earth station registration after closing.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants request no special consideration of this application for reasons relating to imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

The applicants seek no separately filed waiver requests in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A demonstration of how the grant of application serves the public interest, convenience and necessity is set forth in Section I above.

EXHIBIT A

Provide/Authorized to Provide Interstate Telecommunications Services

Entity	State of Organization	Services Provided	Affiliation
Comcast Business Communications, LLC dba Comcast Long Distance	Pennsylvania	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of California, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Colorado, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Connecticut, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Florida, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Georgia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Idaho, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Illinois, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Iowa, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Entity	State of Organization	Services Provided	Affiliation
Comcast Phone of Louisiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Maine, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Massachusetts, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Minnesota, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Montana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Nebraska, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Nevada, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Hampshire, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Carolina, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Ohio, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Entity	State of Organization	Services Provided	Affiliation
Comcast Phone of Oklahoma, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Oregon, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Pennsylvania, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Rhode Island, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Texas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Utah, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Vermont, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of West Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Washington, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Entity	State of Organization	Services Provided	Affiliation
Comcast Phone II, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Alabama, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arkansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arizona, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Delaware, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of D.C., LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Central Indiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kentucky, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Northern Maryland, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Mississippi, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

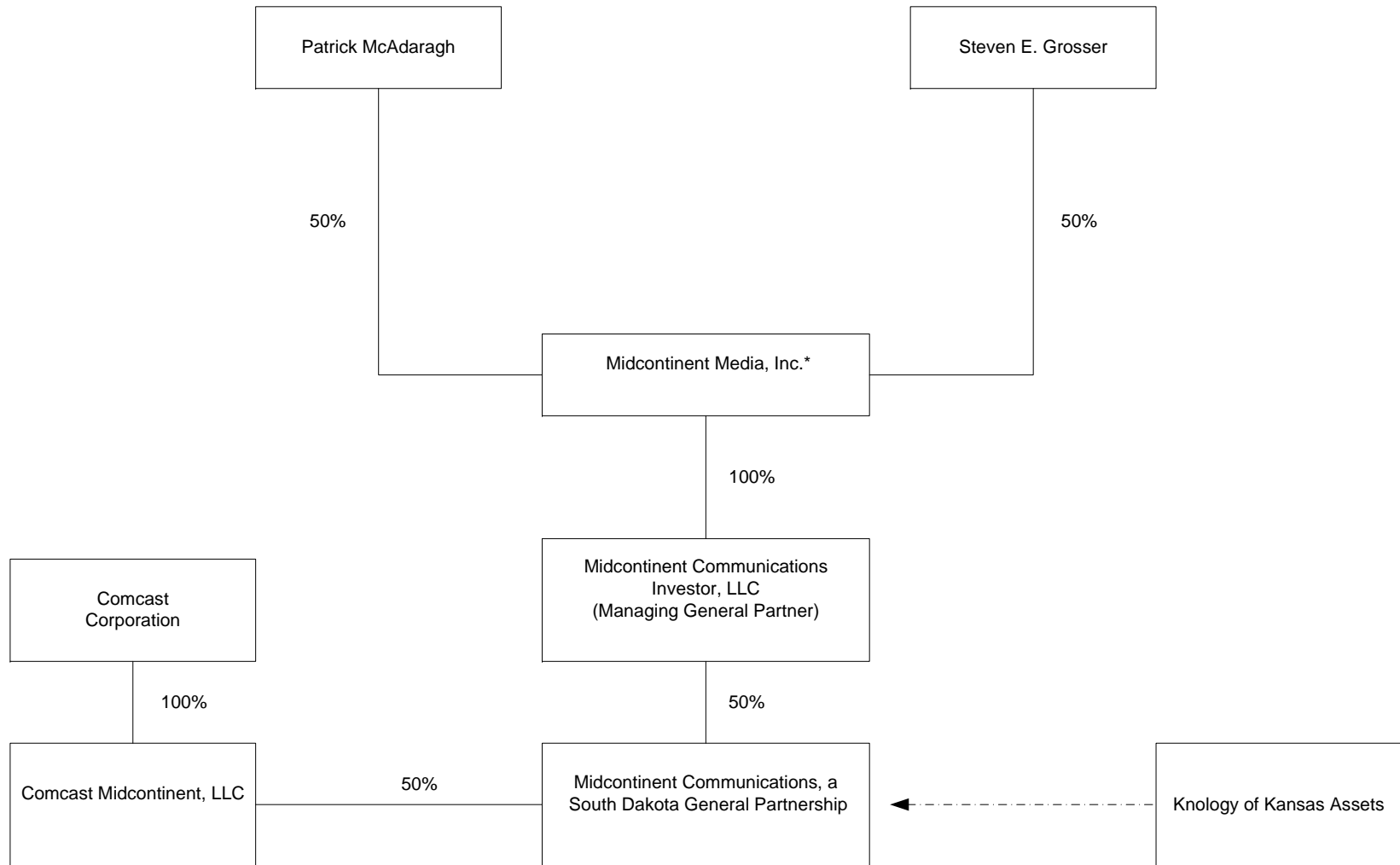
Entity	State of Organization	Services Provided	Affiliation
Comcast Phone of Missouri, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Jersey, LLC	Delaware	None	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Mexico, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New York, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Carolina, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Tennessee, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Wisconsin, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Michigan, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

EXHIBIT B

Authorized to Provide International Telecommunications Services

Entity	Authorization	Services Provided	Affiliation
Comcast Business Communications, LLC dba Comcast Long Distance	ITC-214-19961122-00591 ITC-214-19961122-00593	Limited global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone, LLC	ITC-214-19970801-00449	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of California, LLC	ITC-214-19970801-00451	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Illinois, LLC	ITC-214-19970801-00447	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Michigan, LLC	ITC-214-20031017-00480	Global or limited global facilities-based and global or limited global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Texas, LLC	ITC-214-19970805-00468	Global resale	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone II, LLC	ITC-214-20040116-00017	Global resale	Wholly-owned subsidiary of Comcast Corporation
Jones Cable Holdings, LLC	ITC-214-20001120-00685	Global or limited global resale	Wholly-owned subsidiary of Comcast Corporation

Ownership Structure



* Controlling Entity