

WC 01-35

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

NEW YORK, NY
TYSONS CORNER, VA
CHICAGO, IL
STAMFORD, CT
PARSIPPANY, NJ
BRUSSELS, BELGIUM

AFFILIATE OFFICES
MUMBAI, INDIA

FACSIMILE
(202) 342-8451
www.kelleydrye.com

RANDALL W. SIFERS
DIRECT LINE: (202) 342-8601
EMAIL: rsifers@kelleydrye.com

FEB 16 2007

February 16, 2007

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau - CPD - 214s
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Joint Application of PrairieWave Holdings, Inc. and Knology, Inc. for a
Transfer of Control Involving an Authorized International and Domestic
Carrier

Dear Ms. Dortch:

Knology, Inc. ("Knology") hereby files the above-referenced application. Enclosed please find an original and six (6) copies of the application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$965.00 to cover the filing fee required for this application.

Pursuant to Section 63.04(b) of the Commission's Rules, this filing is submitted as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application ("Combined Application"). Knology has filed the Combined Application with the International Bureau through the IBFS filing system.

Please date-stamp the stamp-and-return copy upon receipt and return it to the courier for return to me.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch, Secretary
February 16, 2007
Page Two

Should you have any questions with respect to this filing, please contact Randy Sifers at (202) 342-8601.

Very truly yours,

Kelley Drye & Warren LLP



Randall W. Sifers
Counsel to
Knology, Inc.

Enclosures

cc: Martin L. Stern

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145					
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 3050 K Street, NW					
(5) STREET ADDRESS LINE NO. 2 Suite 400					
(6) CITY Washinton			(7) STATE DC	(8) ZIP CODE 20007	
(9) DAYTIME TELEPHONE NUMBER (include area code) 202 342-8601			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0003720158					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Knology, Inc.					
(14) STREET ADDRESS LINE NO. 1 1241 O.G. Skinner Drive					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY West Point			(17) STATE GA	(18) ZIP CODE 31833	
(19) DAYTIME TELEPHONE NUMBER (include area code) 706 645-3966			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0005066493					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE		(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)		(27A) TOTAL FEE			
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>RANDALL SIFERS</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>Randall Sifers</u>			DATE <u>2/16/2007</u>		
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE _____			DATE _____		

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

In the Matter of)
)
PrairieWave Holdings, Inc.,)
Transferor,)
)
and) File No. _____
)
Knology, Inc.,)
Transferee.)
)
Application for Consent to)
Transfer of Control of Companies Holding)
Domestic and International Authorizations)
Pursuant to Section 214)
of the Communications Act of 1934,)
as Amended)

**JOINT APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL
OF COMPANIES HOLDING DOMESTIC AND INTERNATIONAL
SECTION 214 AUTHORIZATIONS
(STREAMLINED PROCESSING REQUESTED)**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.18, and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.01, 63.03, 63.04, 63.18, and 63.24, PrairieWave Holdings, Inc. (“PrairieWave Holdings”), on behalf of itself and its subsidiaries, PraireWave Communications, Inc., (“PrairieWave Communications”), PrairieWave Telecommunications, Inc. (“PrairieWave Telecommunications”), PrairieWave Community Telephone, Inc. (“PrairieWave Community Telephone”), and PrairieWave Black Hills, LLC (“PrairieWave Black Hills” and together with each of the foregoing, “PrairieWave”), and Knology, Inc. (“Knology” and together with PrairieWave, the “Applicants”), hereby jointly request authority to transfer control of those

PrairieWave entities that hold domestic and international Section 214 authorizations to Knology.

The transfer of control will result from the consummation of a merger agreement between Knology and PrairieWave Holdings pursuant to which, as described in more detail below, PrairieWave Holdings will become a subsidiary of Knology, and the existing shareholders of PrairieWave Holdings will receive cash for their shares. The proposed transaction will result in the transfer of control of PrairieWave Telecommunications, Prairie Wave Community Telephone, and PrairieWave Black Hills as holders of blanket domestic Section 214 authorizations under Section 63.01 of the Commission's rules, 47 C.F.R. § 63.01. In addition, the proposed transaction will result in the transfer of control of two companies that hold international Section 214 authorizations, specifically PrairieWave Communications (*see* file Nos. ITC-T/C-20020618-00346 (Aug. 9, 2002), ITC-214-20020619-00300) and PrairieWave Black Hills (*see* file Nos. ITC-T/C-20050601-00205 (Jun. 24, 2005), ITC-214-19990625-00428). Because the proposed transaction is a sale of stock, it will not result in a reduction or impairment of service to PrairieWave's customers. Various PrairieWave entities also hold private radio licenses, earth station licenses, and an open video system license. The transfer of control of these PrairieWave entities as the holders of these licenses is the subject of related applications and a notification that are being filed with the Commission contemporaneously herewith.¹

As specified by Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants provide the additional information required for the transfer of control of the PrairieWave entities holding domestic Section 214 authorizations in Exhibit B. In Section IV of this Joint Application, the Applicants provide the information required by Sections 63.18 and

¹ Exhibit A is a list of those authorizations that are the subject of the related applications and notification.

63.24 of the Commission's rules, 47 C.F.R. §§ 63.18 and 63.24, for transfer of control of those PrairieWave entities that hold international authorizations.

Request for Streamlined Treatment. Applicants respectfully request streamlined treatment of both the domestic and international components of this Joint Application pursuant to, respectively, Sections 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03 and 63.12. Streamlined treatment of the Applicants' request for authority to transfer control of the PrairieWave entities holding domestic Section 214 authorizations is appropriate because, although PrairieWave and Knology each have limited ILEC operations, and thus are not entitled to presumptive streamlining under Section 63.03(b)(2) of the Commission's rules, the transaction raises no novel or controversial questions of fact, law or policy, or any public interest concerns that would justify non-streamlined processing.² Specifically, the Applicants' ILEC operations are a relatively small part of each company's overall telecommunications-related operations. With respect to PrairieWave, out of a total of approximately 53,000 telephone subscribers, only approximately 5,000 are subscribers of PrairieWave Community Telephone, a small rural ILEC and former telephone cooperative operating in rural southeastern South Dakota. The remaining 48,000 are customers of PrairieWave's CLEC operations. Similarly, Knology has two rural ILEC operations constituting only a small fraction of Knology's customer base. Knology's wholly-owned subsidiary, Interstate Telephone Company, Inc., is a small rural ILEC operating in Alabama and Georgia, with 16,662 access lines out of a total Knology subscriber base of 162,268. Knology's wholly-owned subsidiary, Valley Telephone Co., LLC, is a small rural

² The Commission has noted that even if an application fails to qualify for presumptive streamlined treatment, it may still be entitled to streamlined treatment under the case-by-case approach. *See Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Report and Order*, 17 FCC Rcd 5517, 5531 (¶ 28), 5535 (¶ 34) (2002).

ILEC operating in Alabama, with only 4,063 access lines.³ Significantly, the merger of the Applicants' ILEC operations will not result in any lessening of actual or potential competition. Knology and PrairieWave have no adjacent or overlapping territories. In combination, Knology and PrairieWave have less than 2 percent of subscriber lines nationwide and less than 10 percent of the interstate interexchange market. As noted below, the combined entity will continue to compete with other local providers in the local and long distance markets. For all these reasons, the transfer of control of the PrairieWave entities holding domestic Section 214 authorizations should be subject to streamlined processing.

The Applicants' request for consent to transfer control of the PrairieWave entities holding international Section 214 authorizations qualifies for streamlined processing under Section 63.12 of the Commission's rules because, in accordance with Section 63.12(c), neither PrairieWave nor Knology is affiliated with any foreign or dominant U.S. carrier. Furthermore, this Joint Application does not request authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. In the alternative, should streamlined processing not be conferred on this Application, Applicants seek expedited processing to enable closing to occur by no later than April 1, 2007.

I. DESCRIPTION OF THE APPLICANTS

A. PrairieWave

PrairieWave Holdings is the ultimate parent company of PrairieWave Communications, a Delaware corporation with headquarters at 5100 South Broadband Lane, Sioux Falls, South Dakota 57108. At present, two entities – Alta Communications VIII, L.P. (“Alta”) and

³ Knology access line data is current as of January 31, 2007.

BancAmerica Capital Investors I, L.P. (“BancAmerica”) – hold 10 percent or greater ownership interests in PrairieWave Holdings. Alta is a private equity fund managed by Alta Communications, a Boston-based private equity firm, while BancAmerica is a venture fund managed by Banc of America Capital Investors, a wholly-owned indirect subsidiary of Bank of America.

PrairieWave Communications, in turn, is the parent of: (1) PrairieWave Community Telephone, a rural ILEC and former cooperative, which provides voice services in 14 rural exchanges in southeastern South Dakota; (2) PrairieWave Telecommunications, a rural CLEC, which provides facilities-based competitive voice, cable and broadband Internet access services in Sioux Falls, South Dakota and 35 rural communities in eastern South Dakota, southwestern Minnesota and Storm Lake, Iowa; and (3) PrairieWave Black Hills, a rural CLEC which provides facilities-based competitive voice, cable and broadband Internet access services in Rapid City, South Dakota and ten other rural communities in an area of the Black Hills of western South Dakota known as the Northern Hills. The PrairieWave companies provide communications services over their own fiber optic, copper, and coaxial cable facilities throughout their service areas. PrairieWave also provides interexchange services through resale arrangements with other carriers.

B. Knology

Knology is a Delaware corporation with headquarters at 1241 O.G. Skinner Drive, West Point, Georgia 31833. Knology is a leading provider of interactive communications and entertainment services in the southeastern United States. Knology serves both residential and business customers with one of the most technologically advanced broadband networks in the country. Knology’s 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. Knology also provides 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. Knology provides these services over its wholly-owned, fully upgraded 750 MHz interactive broadband network.

Knology, through one or more of its wholly-owned subsidiaries, provides its full suite of video, voice and data services in Huntsville and Montgomery, Alabama; Panama City and Pinellas County, Florida; Augusta, Columbus, and West Point, Georgia; Charleston, South Carolina; and Knoxville, Tennessee.⁴ Through one or more of its wholly-owned subsidiaries, Knology holds domestic Section 214 authority under a blanket Section 214 authorization⁵ and international Section 214 authority.

As of the date of closing of this transaction, no entity will hold 10 percent or more of the shares of Knology.

II. DESCRIPTION OF THE TRANSACTION

On January 8, 2007, PrairieWave Holdings and Knology entered into an Agreement and Plan of Merger (“Agreement”) under which a wholly-owned subsidiary of Knology, Knology Acquisition Sub, Inc. (“Knology Acquisition Sub”), will merge with and into PrairieWave Holdings. The issued and outstanding shares of PrairieWave Holdings that exist immediately

⁴ Knology is authorized to provide local and interexchange telecommunications services in Alabama, Florida, Georgia, South Carolina and Tennessee, through one or more of its wholly owned operating subsidiaries.

⁵ The following Knology subsidiaries hold “blanket” domestic 214 authority: Globe Telecommunications, Inc.; Interstate Telephone Company, Inc.; Valley Telephone Company LLC; Knology of Alabama, Inc.; Knology of Florida, Inc.; Knology of Georgia, Inc.; Knology of South Carolina, Inc.; and Knology of Tennessee, Inc.

prior to the merger will be exchanged for cash consideration and cancelled, while the issued and outstanding shares of Knology Acquisition Sub will be converted into new shares of PrairieWave Holdings. As of the closing, these new shares of PrairieWave Holdings will be held by Knology. Thus, as a result of the Agreement, the PrairieWave companies that hold domestic and international Section 214 authority will become wholly-owned subsidiaries of Knology. Consummation of the transactions described in the Agreement is contingent, in part, on receipt of certain regulatory approvals. The Applicants expect the transactions to close on or prior to April 1, 2007.

Consummation of the transactions described in the Agreement will be completely transparent to and have no impact on consumers. The PrairieWave companies will continue to provide service under their existing names. These companies will continue to provide high-quality communications services to their customers without interruption and without change in rates, terms or conditions.

Diagrams of the corporate structure of Knology and PrairieWave, both before and after the transaction, are provided in Exhibit C.

III. PUBLIC INTEREST STATEMENT

The transfer of control of PrairieWave will serve the public interest, convenience, and necessity. The combination of these leading regional telecommunications providers, with predominantly competitive operations in the voice, broadband, and video markets, will enhance competition in the telecommunications industry. The proposed transaction will increase the scope of each of the existing companies and should enable the combined companies to compete more effectively in the highly competitive market for telecommunications services. The combined companies will benefit from increased economies of scale that will permit them to

operate more efficiently and thus realize substantial financial synergies that should enable the combined companies to increase their operating income and free cash flow. Significantly, the combination of Knology and PrairieWave will also benefit rural customers in South Dakota, Iowa, Minnesota and the Southeast.

While providing these synergies, the proposed transaction raises no competitive issues. Knology and PrairieWave have no overlapping or adjacent service areas and do not compete with each other in any geographic market. Moreover the combined entity would have less than 10 percent market share in the interstate, interexchange market, and fewer than 2 percent of subscriber lines nationwide. The combined entity will continue to compete with other local providers in the local and long distance markets, as well as in the video and broadband markets. Thus, the combination of Knology and PrairieWave under one umbrella company will not have a negative impact on competition.

IV. REQUEST TO TRANSFER CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATION UNDER SECTION 63.24

In support of this Joint Application, 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)-(d) and (h)-(p), 47 C.F.R. §§ 63.18(a)-(d), (h)-(p), 63.24(e):

- (a) Name, address and telephone number of Applicants:
PrairieWave Holdings, Inc. (Transferor)
5100 South Broadband Lane
Sioux Falls, SD 57108
Tel: 605-965-9368
Fax: 605-965-7867
FRN: 0007-2632-47

Knology, Inc. (Transferee)

1241 O.G. Skinner Drive
West Point, GA 31833
Tel: 706-645-8553
Fax: 706-645-0148
FRN: 0005-0664-93

(b) PrairieWave Holdings and PrairieWave Communications are corporations organized under the laws of the State of Delaware. Prairie Wave's telecommunications affiliates, PrairieWave Telecommunications and PrairieWave Community Telephone, are South Dakota corporations, while PrairieWave Black Hills is a South Dakota limited liability company. Knology is a corporation organized under the laws of the State of Delaware.

(c) Contact Persons concerning this Application are:

If to Transferor:

William P. Heaston
Vice President, General Counsel
PrairieWave Holdings, Inc.
5100 S Broadband Lane
Sioux Falls, SD 57108
Tel: 605-965-9894
Fax: 605-965-7867
Email: wheaston@prairiewave.com

with a copy to:

Martin L. Stern
Megan H. Troy
Scott C. Nelson
Kirkpatrick & Lockhart Preston Gates Ellis LLP
1735 New York Avenue, NW, Suite 500
Washington, DC 20006
Tel: 202-628-1700
Fax: 202-331-1024
Email: marty.stern@klgates.com

If to Transferee:

Chad Wachter
Knology, Inc.
1241 O.G. Skinner Drive
West Point, GA 31833
Tel: 706-645-8553
Fax: 706-645-0148
Email: chad.wachter@knology.com

with a copy to:

Edward A. Yorkgitis, Jr.
Joan M. Griffin
Randall W. Sifers
Kelley Drye & Warren LLP
3050 K Street, N.W.
Suite 400
Washington, DC 20007
Phone: 202-342-8601
Fax: 202-342-8451
Email: rsifers@kelleydrye.com

(d) PrairieWave. PrairieWave Communications and PrairieWave Black Hills each hold global Section 214 grants of authority to provide international services on a facilities and resale basis (*see* respectively, file Nos. ITC-T/C-20020618-00346, granted August 9, 2002, ITC-214-20020619-00300; and file Nos. ITC-T/C-20050601-00205, granted June 24, 2005, ITC-214-19990625-00428).

Knology. Knology holds international resale authority. *See* file No. ITC-T/C-19981013-00752. The following Knology telecommunications subsidiaries are authorized to provide international services under Knology's Section 214 authorization: Globe Telecommunications, Inc., Interstate Telephone Company, Inc., Valley Telephone Company, LLC, Knology of Alabama, Inc., Knology of Florida, Inc., Knology of Georgia, Inc., Knology of South Carolina, Inc., and Knology of Tennessee, Inc. *See Letter from Randall W. Sifers, Attorney, Kelley Drye & Warren LLP, to Marlene H. Dortch, Secretary, Federal*

Communications Commission (dated Dec. 16, 2003). The following wholly-owned telecommunications subsidiaries of Knology individually hold international resale authority: Knology of Florida, Inc. (file No. ITC-214-19980527-00350); Knology of South Carolina (ITC-T/C-19980723-00513); and Knology of Tennessee, Inc. (file No. ITC-214-20000203-00075).

(h) As of the date of closing of this transaction, no entity will hold 10 percent or more of the shares of Knology.

(i) As evidenced by the certification attached hereto in Exhibit D, Knology is not a foreign carrier and is not currently affiliated with a foreign carrier.

(j) As evidenced by the certification attached hereto in Exhibit D, Knology does not seek to provide either prior to or following the contemplated merger international telecommunications services to any destination country for which: (1) Knology is a foreign carrier in that country; (2) Knology controls a foreign carrier in that country; (3) any entity that owns more than 25 percent of Knology, or that controls Knology, controls a foreign carrier in that country; (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Knology and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.

(k) Section 63.18(k) is not applicable. Knology is not affiliated with any foreign carrier.

(l) Section 63.18(l) is not applicable. Knology is not a foreign carrier and is not affiliated with a foreign carrier.

(m) Section 63.18(m) is not applicable. Knology is not a foreign carrier and is not affiliated with a foreign carrier.

(n) As evidenced by the certification attached hereto in Exhibit D, Knology has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, 47 C.F.R. § 63.14(b), 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 will not enter into such agreements in the future.

(o) As evidenced by the certifications attached hereto in Exhibit D, no party to this Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(p) Knology submits that this Joint Application for Section 214 authority qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, because Knology is not affiliated with either a foreign carrier or a dominant U.S. carrier whose international switched or private line services Knology seeks authority to resell, and Knology does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

V. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Joint Application and consent to the transfer of control to Knology of the PrairieWave companies holding domestic and international Section 214 authorizations.

Respectfully submitted,

Knology, Inc.

 B.S.

Chad S. Wachter
Vice President, General Counsel
1241 O.G. Skinner Drive
West Point, GA 31833
706-645-8553

Edward A. Yorkgitis, Jr.
Joan M. Griffin
Randall W. Sifers
Kelley Drye & Warren LLP
3050 K Street, N.W.
Suite 400
Washington, DC 20007
202-342-8601
Attorneys for Knology, Inc.

PrairieWave Holdings, Inc.


William P. Heaston
Vice President, General Counsel
5100 S Broadband Lane
Sioux Falls, SD 57108
605-965-9894

Martin L. Stern
Megan H. Troy
Scott C. Nelson
Kirkpatrick & Lockhart Preston
Gates Ellis LLP
1735 New York Avenue, NW, Suite 500
Washington, DC 20006
202-628-1700
Attorneys for PrairieWave Holdings, Inc.

Dated: February 16, 2007

V. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Joint Application and consent to the transfer of control to Knology of the PrairieWave companies holding domestic and international Section 214 authorizations.

Respectfully submitted,

Knology, Inc.

Chad S. Wachter
Vice President, General Counsel
1241 O.G. Skinner Drive
West Point, GA 31833
706-645-8553

Edward A. Yorkgitis, Jr.
Joan M. Griffin
Randall W. Sifers
Kelley Drye & Warren LLP
3050 K Street, N.W.
Suite 400
Washington, DC 20007
202-342-8601
Attorneys for Knology, Inc.

PrairieWave Holdings, Inc.



William P. Heaston
Vice President, General Counsel
5100 S Broadband Lane
Sioux Falls, SD 57108
605-965-9894

Martin L. Stern
Megan H. Troy
Scott C. Nelson
Kirkpatrick & Lockhart Preston
Gates Ellis LLP
1735 New York Avenue, NW, Suite 500
Washington, DC 20006
202-628-1700
Attorneys for PrairieWave Holdings, Inc.

Dated: February 16, 2007

EXHIBIT A
PRAIRIEWAVE AUTHORIZATIONS SUBJECT TO
RELATED APPLICATIONS AND NOTIFICATION

<u>License Type</u>	<u>Licensee</u>	<u>File No. (If Applicable)</u>	<u>Call Sign</u>	<u>Service (If Applicable)</u>
Satellite Earth Station	Prairie Wave Telecommunications, Inc.	SES-REG-19970225-00308	E970192	
Satellite Earth Station	Prairie Wave Telecommunications, Inc.	SES-REG-20000522-00850	E000255	
Satellite Earth Station	Prairie Wave Telecommunications, Inc.	SES-REG-20000522-00860	E000260	
Wireless	Prairie Wave Communications, Inc.		KRK754	IG
Wireless	Prairie Wave Black Hills, LLC		WMH813	BR
Wireless	Prairie Wave Black Hills, LLC		WMH817	BR
Wireless	Prairie Wave Black Hills, LLC		WMI825	BR
Wireless	Prairie Wave Black Hills, LLC		WMI884	BR
Wireless	Prairie Wave Black Hills, LLC		WMX632	ED
Wireless	Prairie Wave Black Hills, LLC		WMX635	ED
Wireless	Prairie Wave Black Hills, LLC		WPQK308	IG
Open Video System	Prairie Wave Communications, Inc.			

EXHIBIT B

ADDITIONAL INFORMATION FOR TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORIZATION

In accordance with the requirements of Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information required for domestic Section 214 transfer of control:

63.04(a)(6). The Applicants describe the transaction in Section II of this application.

63.04(a)(7). The Applicants describe the geographic areas in which they offer domestic telecommunications services and the services that are provided in each area in Section I of this application.

63.04(a)(8). This application is eligible for streamlined processing because the transaction raises no novel or controversial issues or any public interest concerns that would justify non-streamlined processing. The Applicants' ILEC operations are a relatively small part of each company's overall telecommunications-related operations. Knology and PrairieWave have no adjacent or overlapping territories; in combination, Knology and PrairieWave have less than 2 percent of subscriber lines nationwide, and less than 10 percent of the interstate interexchange market. The combined entity will continue to compete with other local providers in the local and long distance markets.

63.04(a)(9). In connection with this application, the Applicants will submit an application regarding the transfer of control of three FCC Satellite Earth Station Licenses under the call signs E970192, E000255, and E000260. PrairieWave will also file a notification of this transaction in connection with its open video system license. Finally, PrairieWave and its wholly owned subsidiary, PrairieWave Black Hills LLC, will file an application for the transfer control of FCC radio licenses under the call signs KRK754, WMH813, WMH817, WMI825, WMI884, WMX632, WMX635, and WPQK308. *See* Exhibit A, hereto.

63.04(a)(10). The Applicants do not request special consideration because no party to the transaction is facing imminent business failure.

63.04(a)(11). The Applicants do not seek any waivers in conjunction with this transaction.

63.04(a)(12). The Applicants provide a statement showing how the grant of this transfer of control will serve the public interest, convenience, and necessity in Section III of this application.

EXHIBIT C

**DIAGRAMS OF APPLICANTS' CORPORATE STRUCTURE
BEFORE AND AFTER PROPOSED TRANSACTION**

EXHIBIT C-1

Knology Corporate Organization Chart
Pre-Transaction

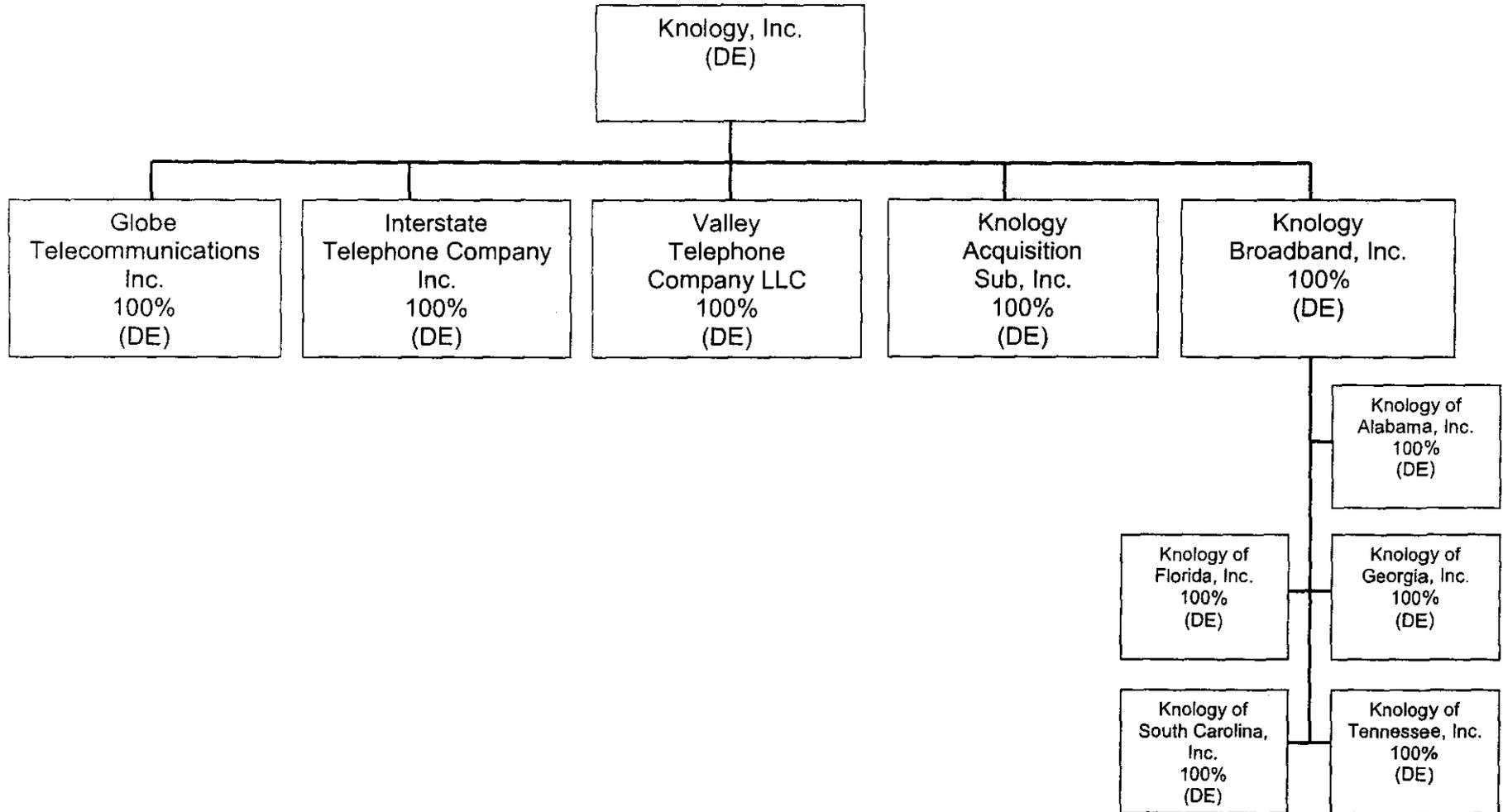


EXHIBIT C-2

PrairieWave Corporate Organization Chart
Pre-Transaction

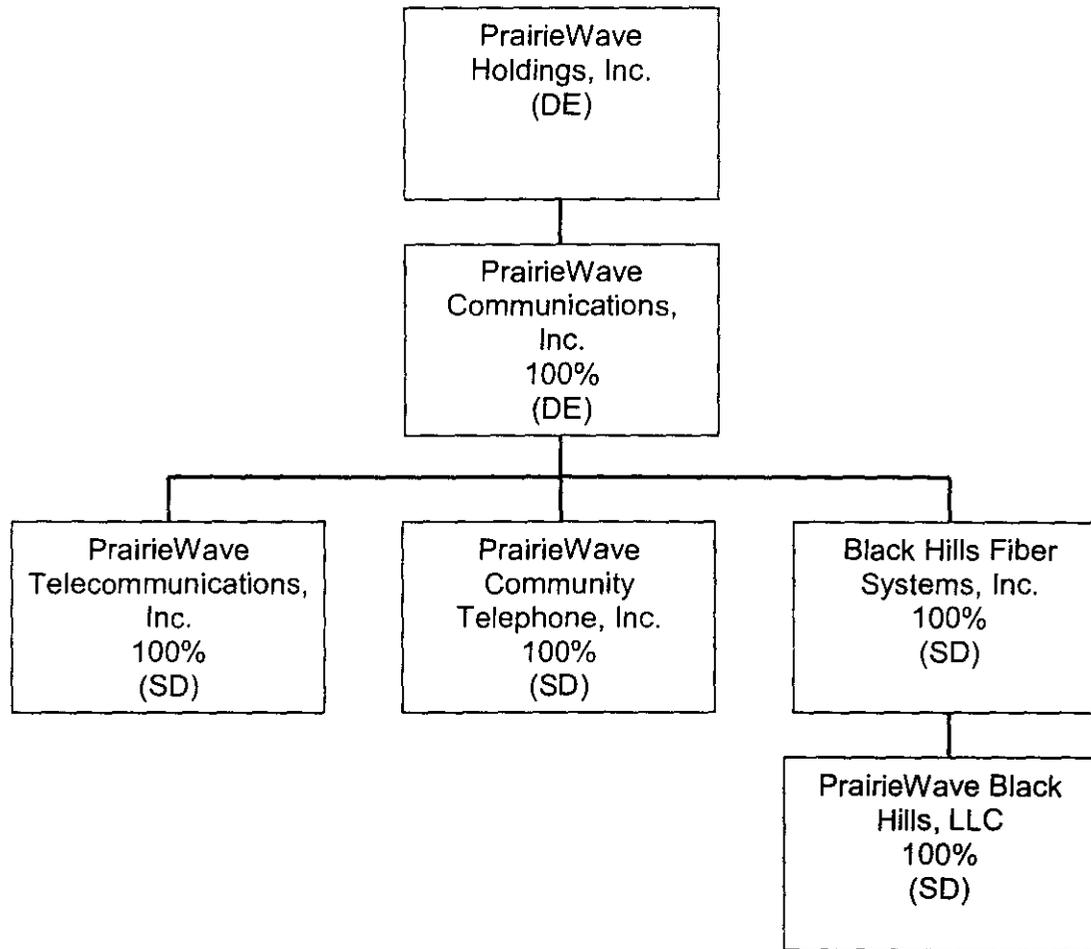
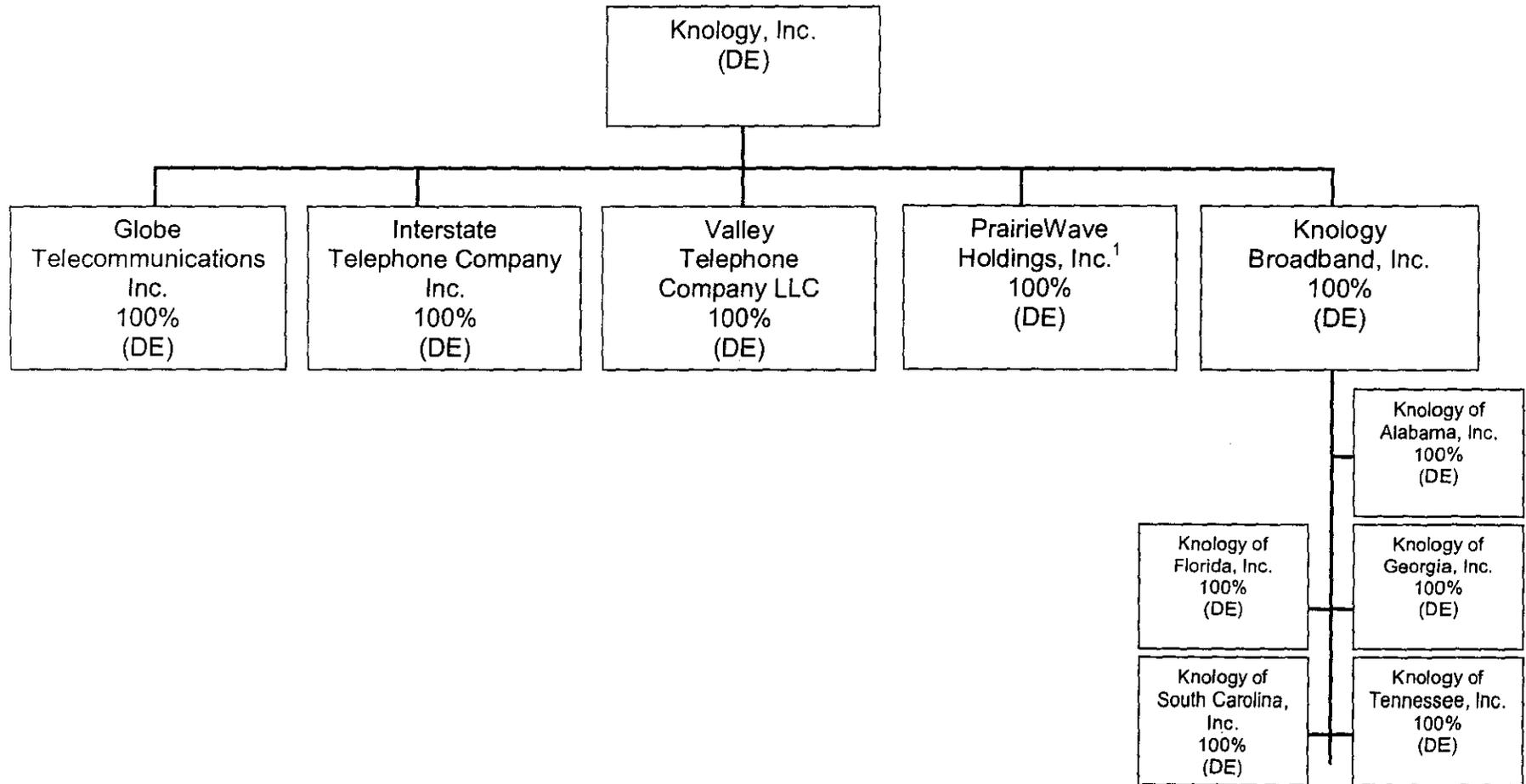


EXHIBIT C-3
Knology Corporate Organization Chart
Post-Transaction



¹ The corporate structure of the PrairieWave entities residing below PrairieWave Holdings, Inc. will remain unchanged at consummation of the transaction.

**EXHIBIT D
CERTIFICATIONS**

CERTIFICATION

I, Chad S. Wachter, Vice President, General Counsel of Knology, Inc. ("Knology"), hereby certifies, on behalf of Knology, with respect to the foregoing application to transfer control of authority to provide domestic and international services, that:

1. Knology is not a foreign carrier and is not currently affiliated with a foreign carrier.
2. Knology does not seek to provide international telecommunications services to any destination country for which: (1) Knology is a foreign carrier in that country; (2) Knology controls a foreign carrier in that country; (3) any entity that owns more than 25 percent of Knology, or that controls Knology, controls a foreign carrier in that country; (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Knology and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.
3. Knology has not agreed to special concessions, as defined in Section 63.14(b) of the Commission's Rules, 47 C.F.R. § 63.14(b), 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 will not enter into such agreements in the future.
4. Knology is not subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

 B.S.
Chad S. Wachter

Dated: February 16, 2007

CERTIFICATION

I, William P. Heaston, Vice President, General Counsel of PrairieWave Holdings, Inc., hereby certifies, on behalf of PrairieWave Holdings, Inc., and its subsidiaries, PrairieWave Communications, Inc., PrairieWave Telecommunications, Inc., PrairieWave Black Hills, LLC, and PrairieWave Community Telephone, Inc. (collectively, "PrairieWave") with respect to the foregoing application to transfer control of authority to provide domestic and international services, that PrairieWave is not subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

A handwritten signature in black ink, appearing to read 'William P. Heaston', written over a horizontal line.

William P. Heaston

Dated: February 16, 2007