



Filed electronically

August 6, 2007

Federal Communications Commission

RE: CS Docket 97-80

The attached declaration is made on behalf of CTC Video Services, LLC, which is a wholly owned subsidiary of The Concord Telephone Company (collectively CTC). CTC requests that the Commission accept this late filed declaration as fulfillment of the conditions associated with the waiver granted pursuant to the Commission's Order in *Consolidated Requests for Waiver of Section 76.1204(a)(1) of the Commission's Rules, Memorandum Opinion and Order, DA 07-2921, CS Docket No. 97080 (rel. June 29, 2007) ("Order")*. Because of the existence of merger agreements that contemplate a change in CTC's corporate control, CTC was required to make inquiry at various levels of corporate governance in two different organizations in order to ensure that the commitments it makes herein are consistent with future corporate plans. CTC has always taken, and continues to take, very seriously its obligations and commitments to this Commission, and reports that it is now confident that the declarations made in the attached document are accurate and that all commitments will be met in a timely fashion. Accordingly, CTC seeks leave to late-file the attached declaration and requests that the Commission accept this document as fulfillment of the waiver criteria.

On May 25, 2007, CT Communications, Inc., the parent company of The Concord Telephone Company and Windstream Corporation (Windstream) signed an agreement and plan of Merger. On June 29, 2007, the Commission issued an order in this proceeding, which required CTC to make commitments during a period after which the merger would have been completed. Given this set of facts, CTC did not believe it could reasonably make these commitments without ensuring that Windstream was prepared to make similar commitments.

With most of its federal regulatory resources focused on the transaction, and with the order having been released on Friday before the 4th of July holiday week, CTC did not realize that it needed to make the declaration until the following Monday, July 9, 2007, the deadline established in the June 29th order. Internal review of the content and requirements of the waiver conditions have since been reviewed and approved by all appropriate levels within the two corporations.

A number of factors complicated the review and approval process. First, many key decision makers were primarily focused on transition issues. Second, offering video in this manner was new to Windstream and decisions about the future of the video offering had not been made. Third, given the relative infancy of Windstream's video operations, clear lines of responsibility within the context of the transition had not yet been established.

CTC apologizes for the delay in filing this declaration and asks the Commission's understanding. Inasmuch as the delay in confirming its willingness to comply with waiver conditions will in no way impact the time frame on meeting these commitments or negatively impact CTC's

prospective subscribers, CTC submits that grant of the instant relief ultimately will serve the public interest.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Trey Judy', with a long horizontal flourish extending to the right.

Trey Judy
Director – Regulatory Affairs
CTC Video Services, LLC

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of)	
)	
CTC Video Services, LLC)	CS Docket No. 97-80
)	
Request for Waiver of)	CSR-7176Z
47 C.F.R. § 76.1204(a)(1))	

SWORN DECLARATION OF Matthew J. Dowd

1. My name is Matthew J. Dowd. I am Senior Vice President of CTC Video Services, LLC ("CTC"). I declare under penalty of perjury that the facts contained in this Declaration are true and correct to the best of my knowledge, information, and belief, and that I am authorized to give this Declaration on behalf of CTC.

2. Pursuant to conditions established by the Commission in the matter of *Consolidated Requests for Waiver of Section 76.1204(a)(1) of the Commission's Rules, Memorandum Opinion and Order*, DA 07-2921, CS Docket No. 97080 (rel. June 29, 2007) ("Order"), CTC hereby formally accepts the conditional waiver from the integration ban, recognizing its limitation to those devices to be deployed that do not include high definition digital video recorder capabilities. Pursuant to those conditions, CTC publicly commits to the following plan to the extent that it continues its video operations:

- a. CTC commits to the establishment of an all-digital network on or before February 17, 2009;
- b. CTC commits to notify all of its analog customers of its plans to go all digital at least one year in advance of the planned conversion, and

again, six months in advance of that event to ensure that customers understand that, post-conversion, devices that are not equipped with CableCARDS will not be capable of receiving cable service without a set-top box;

- c. CTC will submit a sworn declaration to the Commission confirming that the notice described in paragraph (b) above has been provided;
- d. CTC will ensure that, at least one year prior to its conversion to an all-digital system, it has in inventory or has placed orders for enough set-top boxes to ensure that each of its customers can continue to view its video programming on their television sets; and
- e. CTC will submit a sworn declaration to the Commission confirming that the condition of paragraph (d) above has been met.

In conformance with the Order, CTC hereby publicly commits to this plan through this sworn declaration.

Dated this 6th day of August 2007.



Matthew J. Dowd
Senior Vice President