

June 26, 2008

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Via Electronic Filing

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

Re: Supplement to Joint Application to Assign the International and Domestic Section
214 Authorizations of Empire State Independent Network, LLC to ION HoldCo, LLC
WC Docket No. 08-89, File No. ITC-ASG-20080609-00259

Dear Ms. Dortch:

At the request of Commission staff, ION HoldCo, LLC ("ION") and Empire State Independent Network, LLC ("Empire") supplement the above-referenced pending Joint Application (the "Joint Application"), which seeks consent for ION to acquire the assets of Empire, with additional information regarding ION's ownership.

As noted in the Joint Application, RLEC Holding Company, LLC ("RLEC HoldCo") holds a direct 25 percent ownership interest in ION. RLEC HoldCo, in turn, was formed by several rural local exchange carriers ("RLECs") through various intervening affiliates. A list of the RLECs, the affiliates through which they invested in RLEC HoldCo, and their respective ownership interests in ION, is attached. The RLECs, directly or through affiliates, primarily provide a combination of local and long distance telecommunications services, cable service, and Internet access and data services in the state of New York.¹ As the list demonstrates, no RLEC holds a sufficient ownership interest to constitute a direct or indirect 10 percent or greater ownership interest in ION.²

¹ Some of the RLECs also provide these services in Pennsylvania, West Virginia, and Maryland.

² Those entities or individuals that hold a direct or indirect 10 percent or greater ownership interest in ION are described in the Joint Application. No other entity or individual directly or indirectly holds a 10 percent or greater interest in ION.

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If you have any questions regarding this supplement, please contact the undersigned.

Very truly yours,

/s/ Jennifer L. Kostyu

Jennifer L. Kostyu

cc: Jodie May (WCB)
Sally Stone (OGC)
Sumita Mukhoty (IB)
Keith Roland (Empire State Independent Network, LLC)

Approximate RLEC Ownership Interests In ION HoldCo, LLC¹

RLEC	RLEC Affiliate Directly Investing In RLEC Holding Company, LLC	Ownership Percentage In RLEC Holding Company, LLC	Ownership Percentage In ION HoldCo, LLC ²
Armstrong Telephone Co.	Armstrong Telecommunications Inc.	2.42%	0.61%
Empire Telephone Co.	Bench LLC	27.25%	6.81%
Crown Point Telephone Co.	Blue Glass, LLC	3.48%	0.87%
Delhi Telephone Co.	DTC Cable Inc.	7.97%	1.99%
Dunkirk & Fredonia Telephone Co.	DFT Empire State Fiber Corp.	4.57%	1.14%
Germantown Telephone Co.	Germantown Cellular, Inc.	10.28%	2.57%
Margaretville Telephone Co.	MTC South, Inc.	4.05%	1.01%
Newport Telephone Co.	Newport Network, Inc.	8.67%	2.17%
Middleburgh Telephone Co.	Seamless Geoport Communications, Inc.	18.41%	4.06%
State Telephone Co.	Slenca, Inc.	5.18%	1.30%
Chazy & Westport Telephone Co.	Westelcom Communications Inc.	7.74%	1.94%

¹ The RLECs' ownership interests in RLEC Holding Company, LLC may be adjusted slightly prior to closing, however, any such adjustments will not result in any RLEC or RLEC affiliate holding a 10 percent or greater direct or indirect ownership interest in ION HoldCo, LLC.

² RLEC Holding Company, LLC holds a 25 percent direct ownership interest in ION HoldCo, LLC.