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August 25, 1998

Blanca S. Bayo, Director  
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Re: Notification of Knology of Florida, Inc. Regarding the Transfer of Control Of Knology Holdings, Inc.

Dear Ms. Bayo:

On behalf of Knology of Florida, Inc. this letter is to advise the Commission of a transfer of control in Knology Holdings, Inc. Knology Holdings, Inc. is the parent company of Knology of Florida, Inc. As you are aware, Knology of Florida, Inc. is a duly certificated Alternative Local Exchange Company and Intorexchange Company in the State of Florida. At the time Knology of Florida, Inc. received its certificates ITC Holding Company, Inc. held approximately 42% of the outstanding capital stock of Knology Holdings, Inc. We have been advised that effective July 31, 1998, ITC Holding Company, Inc. has increased its percentage ownership of the outstanding capital stock of Knology Holdings, Inc. to approximately 85%.

Upon review of the Florida statutes and Commission rules, it is Knology of Florida, Inc.'s understanding that Commission approval is not required for the acquisition of capital stock described herein. In the event the Commission determines that approval of the acquisition of capital stock is required, however, Knology of Florida, Inc. requests that this letter be deemed to be a request for such expedited approval.

The above described acquisition will have no practical impact on Knology of Florida, Inc.'s business or ability to do business in the State of Florida. The acquisition capital stock does not, in any way, reduce Knology of Florida, Inc.'s technical, financial or managerial capabilities attested to in its application filed with

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ALEC 5345

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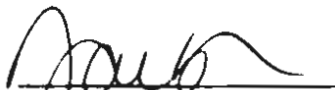
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the Commission.

This letter is forwarded to the Commission for informational purposes, to be included in the appropriate file. Unless we are informed to the contrary we will proceed with our understanding that no Commission approval or formal action with respect to the stock acquisition is required. Please date-stamp the enclosed extra copy of this letter and return it in the self-addressed, stamped envelope provided herein. Should you have any questions or comments regarding this transaction, do not hesitate to contact the undersigned.

Very Truly Yours,

PENNINGTON, MOORE, WILKINSON, BELL  
& DUNBAR, P.A.



Barbara D. Auger