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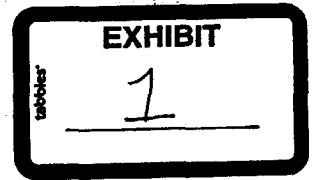
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
N.L. Bentson)
)
 Transferor,)
and)
)
The Estate of N.L. Bentson,)
)
 Transferee.)
)
Joint Application for Consent to Transfer)
International and Domestic Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended)
)

File No. _____

**JOINT APPLICATION FOR CONSENT TO TRANSFER INTERNATIONAL AND
DOMESTIC AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Communications Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, N.L. Bentson and the Estate of N.L. Bentson (the "Estate," and together with Mr. Bentson the "Applicants") hereby request consent to the involuntary transfer of control of Midcontinent Communications ("Midcontinent") from Mr. Bentson to the Estate. Midcontinent is a non-dominant carrier authorized by the Commission to provide international and domestic telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Sections 63.03(b)(2) and 63.24(g) of the Commission's Rules. This Joint Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau.



In support of this Joint Application, the Applicants respectfully submit the following information:

Background

N.L. Bentson owned 95.81% of Midcontinent Media, Inc., a privately-held company organized under the laws of the state of Minnesota. Midcontinent Media, Inc. owns 100% of Midcontinent Communications Investor, LLC, which in turn owns 50% of Midcontinent and is the managing general partner of Midcontinent. Mr. Bentson passed away on April 12, 2009. On that date, Mr. Bentson's indirect interest in Midcontinent was transferred to his estate. Midcontinent will continue to operate in its existing service territory.

Midcontinent is the largest cable provider in the Dakotas. Midcontinent offers cable service, high speed Internet and telephone service across North Dakota and South Dakota, and also serves some customers in western and northern Minnesota. Midcontinent has been offering long distance telephone service since 1982 and local telephone service since 1999. Midcontinent obtained Section 214 international authorization in 2001.¹

Midcontinent's telephone service is a direct replacement for incumbent telephone company offerings, including local and long distance services; features like call waiting and call forwarding; and voice mail. Midcontinent's telephone service is offered via its own facilities, and it is certificated as a local exchange carrier in Minnesota, North Dakota and South Dakota. Midcontinent serves more than 80,000 telephone customers and more than 250,000 customers for all of its services combined.

This Joint Application is entitled to streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because the proposed transaction described herein would result in all Midcontinent affiliates and subsidiaries having a market share in the

¹ See Public Notice, DA No. 01-1604 (Jun. 29, 2001), granting File No. ITC-214-20010606-00327.

interstate, interexchange market of less than ten percent (10%) and because Midcontinent is not dominant with respect to any service.

Description of the Transaction

The transaction between Mr. Bentson and his Estate involves the transfer of Mr. Bentson's indirect interest in Midcontinent to his Estate by operation upon his death.

Qualification for Streamlined Processing

Midcontinent affirms that (a) the proposed transaction will result in Midcontinent having a market share in the interstate, interexchange marketplace of less than 10 percent; (b) following the proposed transaction Midcontinent will provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) neither of the applicants is dominant with respect to any service. Consequently, this transaction qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

Transfer of International Section 214 Authorization

In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

(1) Name, address and telephone number of each Applicant:

Transferor:

N.L. Bentson²
3600 Minnesota Drive, Suite 700
Minneapolis, MN 55435

Transferee:

The Estate of N.L. Bentson
George Reilly, Personal Representative
c/o Leonard, Street and Deinard

² In prior applications, Mr. Bentson was referred to as Larry Bentson.

150 South Fifth Street
Suite 2300
Minneapolis, MN 55402
Tel: (612) 335-1614

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized

Not applicable

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:

For Mr. Bentson and the Estate:

J.G. Harrington
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Suite 800
Washington, DC 20036
Tel. (202) 776-2818
Fax (202) 776-2222

(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.

Mr. Bentson, the transferor, indirectly controlled more than ten percent (10%) of the equity of Midcontinent. Midcontinent holds an international resale authority pursuant to File No. ITC-214-20010606-00327. Midcontinent also holds authority pursuant to File No. ITC-ASG-20081217-00538.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:

The following entities own ten percent (10%) or more of the equity of 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
TCI-Midcontinent, LLC	50%	US	investments

1500 Market Street
Philadelphia, PA 19121

The transferor, Mr. Bentson, was a US citizen. Mr. Bentson owned 95.81% of the equity of Midcontinent Media, Inc., a privately-held company organized under the laws of the state of Minnesota. Midcontinent Media, Inc. owns 100% of Midcontinent Communications Investor, LLC. Midcontinent Media, Inc. and Midcontinent Communications Investor, LLC have the same address.

The transferee is Mr. Bentson's estate. Mr. George Reilly is the Personal Representative of the Estate of N.L. Bentson.³ Mr. Reilly is a U.S. citizen.

TCI-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 TCI-Midcontinent, LLC. No individual or entity holds 10 percent or more of the equity of Comcast Corporation.

The following entities, all of which are non-dominant, are affiliated with TCI-Midcontinent, LLC and provide or are 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 WCS ME02, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME04, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME05, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME16, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME22, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME26, Inc.	Delaware	Wireless Communications	Wholly-owned subsidiary of Comcast

³ Mr. Reilly is named as the Personal Representative in the Decedent's will. The Court appointment is in process. Mr. Reilly is acting pursuant to Section 524.3-701 of the Minnesota Probate Code.

Entity	State of Organization	Services Provided	Affiliation
		Services	Corporation
Comcast WCS ME28, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME22, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
SpectrumCo, LLC	Delaware	Wireless Communications Services	54.28% owned by Comcast Corporation

(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier:

The Estate certifies that neither it nor any affiliate or successor is or will be a foreign carrier, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true:

The Estate certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which Midcontinent or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; or (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(8) Showing regarding provision of international telecommunications service to a country where the Transferee is a foreign carrier or is affiliated with a foreign carrier.

Not applicable.

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

Not applicable.

(10) Certification that Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier.

The Estate certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US 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.

(11) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

The Estate hereby certifies, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(12) Qualification for streamlined processing.

This Joint Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No Applicant is affiliated with any foreign carrier in any destination market. No Applicant has an affiliation with a dominant US carrier. No Applicant seeks 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. Authorization is sought for the transfer of an indirect interest from a deceased individual to his estate.

Transfer of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, the Applicants supply the following information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

(1) Description of the transaction

The transaction involves the involuntary transfer of an indirect ownership interest in Midcontinent from Mr. Bentson, who is deceased, to his estate. Service will not be affected by the proposed transaction.

(2) Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

The transferor controlled over 10% of the equity of Midcontinent. Transferee is the transferor's estate.

Midcontinent offers local exchange, exchange access and interstate interexchange telephone service in North Dakota, South Dakota and portions of western Minnesota. Local exchange and exchange access services are offered via Midcontinent's own facilities and interexchange telephone services are offered via Midcontinent's own facilities or resale. Midcontinent is certificated as a local exchange carrier in Minnesota, North Dakota and South Dakota. Midcontinent serves more than 80,000 telephone customers.

(3) Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment:

The Joint Application is entitled to streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules because (a) the proposed transfer would result in Midcontinent, its subsidiaries and affiliates having a market share in the interstate, interexchange market of less than ten percent (10%); and (b) neither Applicant is dominant with respect to any service.

The proposed transaction will have no adverse effect on competition. Grant of streamlined treatment for this Application is consistent with Commission precedent.

(4) Identification of all other Commission applications related to the same transaction

This transaction also resulted in the transfer of control of certain authorizations in the Cable Antenna Relay Service, the Private Land Mobile service, the Common Carrier Microwave

service, and the Receive-Only Earth Station service. Transfer of control applications are being filed for those authorizations concurrently with this application.

(5) Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure

Neither Applicant is facing imminent business failure. Therefore, the Applicants are not requesting special consideration for this reason.

(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(7) Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets


The proposed transfer of Mr. Bentson's indirect ownership interest in Midcontinent to his estate will enable the continued provision of high-quality communications services to Midcontinent's customers. As the proposed transaction simply involves the transfer of an indirect interest in Midcontinent from a recently-deceased individual to his estate, competition will not be adversely affected by consummation of the proposed transaction.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

N.L. Bentson
The Estate of N.L. Bentson

By: 

J.G. Harrington
Their Counsel
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Washington, DC 20036
(202) 776-2818
jharrington@dowlohn.com

Date: May 11, 2009

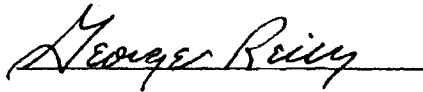
**JOINT INTERNATIONAL AND DOMESTIC SECTION 214 APPLICATION
ESTATE CERTIFICATIONS**

I, George Reilly, Personal Representative of the Estate of N.L. Bentson ("Transferee")

hereby certify the following:

- Transferee is not a foreign carrier, nor is it affiliated with any foreign carrier, within the meaning of Sections 63.18(i) and 63.09(d) and (e) of the rules of the Federal Communications Commission. 47 C.F.R. §§ 63.18(i), 63.09(d), (e);
- Transferee does not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply;
- Transferee has not agreed to accept special concessions 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; and
- No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: May 11, 2009



George Reilly
Personal Representative, Estate of N.L. Bentson
150 South Fifth Street
Suite 2300
Minneapolis, MN 55402

BENTSON CERTIFICATION

On behalf of N.L. Bentson, the undersigned hereby certifies that Mr. Bentson is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: May 11, 2009

N.L. Bentson

By:

A handwritten signature in cursive script that reads "George Reilly". The signature is written in black ink and is positioned to the right of the word "By:".

George Reilly
Personal Representative, Estate of N.L. Bentson
150 South Fifth Street
Suite 2300
Minneapolis, MN 55402

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 979091			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Dow Lohnes PLLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 c/o J.G. Harrington, Esq.			
(5) STREET ADDRESS LINE NO. 2 1200 New Hampshire Ave., NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-776-2818		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0015-7981-68			
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 Midcontinent Communications			
(14) STREET ADDRESS LINE NO. 1 410 South Phillips Avenue			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Sioux Falls		(17) STATE SD	(18) ZIP CODE 57104
(19) DAYTIME TELEPHONE NUMBER (include area code) 605-357-5777		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0002-6219-51			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID Section 214	(24A) PAYMENT TYPE CODE C U T	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 1,015.00	(27A) TOTAL FEE 1,015.00		
(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, Allyson Mejia , 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 <i>Allyson Mejia</i>		DATE 5/11/2009	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input checked="" type="checkbox"/> VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER 5532893022479301		EXPIRATION DATE 6/2010	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <i>S. Anderson</i>		DATE 5/11/2009	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005