

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

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IN RE:

PETITION OF CII HOLDCO, INC.,  
MEMPHIS NETWORKX, LLC, MEMPHIS LIGHT  
GAS & WATER DIVISION, AND MEMPHIS  
BROADBAND, LLC FOR APPROVAL OF  
CHANGE OF CONTROL OF MEMPHIS  
NETWORKX, LLC

Docket No. 07-000178

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**NOTICE OF THE WITHDRAWAL BY CITY OF MEMPHIS OF ITS OBJECTION TO  
PETITION FOR CHANGE OF CONTROL**


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The City of Memphis, pursuant to T.C.A. § 4-5-310, T.C.A. § 65-2-107 and Tenn. Comp. R. & Regs. 1220-1-2-.08, intervened in the above-captioned proceeding, in opposition to the Petition for Change of Control.

1. The Petition of CII Holdco, Inc., Memphis Networkx, LLC, Memphis Light Gas & Water Division, and Memphis Broadband, LLC for Approval of Change of Control of Memphis Networkx, LLC ("Petitioners") for Approval of change of control of the Franchise with the City of Memphis is currently pending before this Authority (the "Petition"). This proceeding was suspended pending resolution of a litigation between the City and Petitioner regarding the Franchise between the City and Memphis Networkx, LLC.

2. The City and Petitioner have settled their disputes regarding the Franchise. The City hereby withdraws its opposition to the Petition and defers to the Authority to take whatever action it deems appropriate with respect to the Petition.

Respectfully submitted,

By: /s/ Allan J. Wade   
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Attorneys for the City of Memphis

**CERTIFICATE OF SERVICE**

I certify that I forwarded a true and correct copy of the foregoing document to the following individuals, by electronic means or by U.S. mail, postage prepaid, this the 30th day of December, 2010.

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