

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

In the Matter of)
)
Combined Application for Consent to Transfer of)
Control of Domestic and International)
Section 214 Licensees)
)
BRESNAN DIGITAL SERVICES, LLC) WC Docket No. _____
and its Subsidiaries)
)
to)
)
CABLEVISION SYSTEMS CORPORATION)
)

**COMBINED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF
DOMESTIC AND INTERNATIONAL SECTION 214 LICENSEES**

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The William J. Bresnan Revocable Trust (“Bresnan Trust” or “Transferor”) and Cablevision Systems Corporation (“Cablevision” or “Transferee”) (collectively, the “Applicants”) hereby respectfully request authority from the Federal Communications Commission (“Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”)^{1/} and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission’s rules,^{2/} to transfer control of Bresnan Digital Services, LLC (“Bresnan Digital”), Bresnan Broadband of Colorado, LLC (“Bresnan Colorado”), Bresnan Broadband of Montana, LLC (“Bresnan Montana”), Bresnan Broadband of Utah, LLC (“Bresnan Utah”), and Bresnan Broadband of Wyoming, LLC (“Bresnan Wyoming”) (collectively, “Licensees”), to Cablevision,

^{1/} 47 U.S.C. § 214.

^{2/} 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, 63.24(e).

pursuant to Section 63.01 of the Commission’s rules.³ The Licensees all hold blanket domestic 214 authorization. Bresnan Digital also holds, international Section 214 authorization (ITC-214-20061117-00525). When it applied for this international 214 authorization, it also listed the other Licensees as wholly-owned subsidiaries entitled to operate under Bresnan Digital’s authorization pursuant to Section 63.21(h) of the Commission’s rules.⁴ All Licensees are non-dominant carriers. The application is eligible for streamlined treatment under both 47 C.F.R. §§ 63.02 and 63.12 and Applicants hereby request streamlined treatment. The proposed transfer of control is a necessary part of a larger transaction pursuant to an Agreement and Plan of Merger (“Agreement”) whereby a newly created, wholly-owned subsidiary of Cablevision will acquire control of Bresnan Digital, its subsidiaries, and its affiliates (collectively “Bresnan”). For the reasons stated below, the proposed transfers are in the public interest and the Application should be granted.

I. INTRODUCTION AND BACKGROUND

The proposed combination of Bresnan’s advanced cable systems, well-run operations, deep knowledge of its local markets and its customers’ needs and interests with Cablevision’s technology, marketing, pricing and packaging innovation will foster greater broadband, voice and video penetration and competition in both the residential and business communities in the Bresnan services areas in Colorado, Montana, Wyoming, and Utah. In particular, Cablevision intends to focus on accelerating the pace of product innovation, feature enhancements, and value creation, simplifying pricing, and continually improving the value proposition to customers – a strategy that has enabled Cablevision to achieve the highest penetration of digital video, voice

³ 47 C.F.R. § 63.01.

⁴ 47 C.F.R. § 63.21(h).

and broadband in the industry in its home market. The outcome will be advanced communications products and services suited to the local communities at affordable prices, resulting in more consumers online, greater customer satisfaction and a more robust enterprise in the local marketplace.

Cablevision anticipates that it will find many opportunities to bring new value, products and services to the households, businesses, and government entities in the Bresnan service area.

At a minimum, Cablevision plans to:

- increase the availability of High Definition (“HD”) programming throughout the service areas within two years;
- increase broadband speeds by at least 25% in a majority of the systems within two years;
- and
- deploy DOCSIS 3.0 in the majority of systems within five years.

Cablevision also believes that there will be additional opportunities to enhance and expand services as it delves deeper into the local business. Among these potential opportunities are:

- improving substantially broadband penetration;
- adding more niche and local programming targeted to the communities;
- adding more VOD and interactive programming offerings;
- continuing to deploy enhancements that integrate Internet content with television;
- offering more voice services and popular ancillary services;
- expanding the presence of Cablevision’s Power to Learn initiative, including expanding the in-school program “Internet Smarts”; and
- expanding the “Meet the Leaders” local programming model, whereby local political leaders are featured on programs dedicated to issues of importance to the state and locale.

These advancements, including the integration of Cablevision's industry-leading network, customer service, and technology platforms, will benefit customers and potential customers in the Bresnan service areas.

Cablevision has the size, scope, history, leadership and capital that are necessary to bring these benefits to the Bresnan systems, and Bresnan has a deep knowledge of its local markets. Together, the two operators can bring these systems to their fullest potential for Bresnan's customers, communities, and employees.

A. The Parties.

Bresnan. Bresnan Communications is a cable operator founded in 1984 by William J. Bresnan, a noted cable pioneer. Bresnan operates in 148 communities in Colorado, Utah, Montana and Wyoming. It is the thirteenth largest multiple systems operator ("MSO") in the country. It operates systems served by 48 headends, serves 300,000 cable subscribers, and provides voice and broadband services to 126,000 and 220,000 subscribers respectively. Bresnan Business Services, the company's commercial sales division, delivers custom data, voice, and video solutions to a variety of businesses, institutions and municipalities including serving as the state-wide data transport provider to the State of Montana.

For more than 25 years Bresnan has been a leader in providing leading-edge technology, entertainment and advanced services to small and medium-sized markets delivering the latest advanced products and services including high-speed Internet access, high-definition television, video-on-demand, digital video recorder, and digital telephone to residential and business customers across an upgraded fiber-optic coaxial network. The company has excelled as a provider of technologically advanced services in challenging markets consistently delivering among the highest levels of performance, both financial and in technical advancement, when

measured against industry leaders. The company's results are additionally notable in that they have been achieved while maintaining Mr. Bresnan's ethos that the company cannot wholly succeed without being fundamentally involved in the fabric of its communities and both Mr. Bresnan and the company he founded have been consistently recognized as the finest of corporate citizens by government officials, community leaders and the industry at large.

Cablevision. Cablevision was founded in 1973 by Charles F. Dolan, who continues as the company's Chairman of the Board of Directors. Cablevision started service in Long Island, New York, with 1,500 video customers. Today, through a series of capital investments totaling billions of dollars, operational innovations, and product breakthroughs, Cablevision operates a system that passes more than 5 million households and businesses in New York, New Jersey and Connecticut and serves more than 3.1 million customers with video, voice, broadband and business services.

Cablevision's service area includes densely populated major metropolitan areas, large and small suburban markets, and rural markets that span a wide distribution of income levels. Cablevision's strategic investments, operational expertise, and product innovations have made it one of the nation's most successful cable operators in each of these diverse markets. For instance, Cablevision's broadband penetration in the Bronx, one of the most economically-challenged counties in the country, far exceeds the penetration of other low income areas in the country and even exceeds the industry average across all geographic areas. All three of Cablevision's leading services – digital video, voice and data – are among the fastest growing

and most highly penetrated in the industry. Cablevision's peers in the industry named it the 2010 "MSO of the Year."^{5/}

Cable Systems. Cablevision holds approximately 400 franchises in Connecticut, New Jersey, and New York, and, as of March 31, 2010, served approximately 3.1 million basic video customers.^{6/} Cablevision offers services as Optimum®-branded communications services: iO TV digital video, Optimum Voice digital voice, Optimum Online® high-speed Internet and Optimum WiFi®.

iO TV. iO TV is the company's digital video programming service, available to all customers in the company's service area. It is enjoyed by 94% of the company's video subscribers, making it the most highly penetrated digital video service in the industry. iO TV has a wide variety of programming, including more than 480 digital channels, 120 high-definition channels (available at no extra charge), programming channels in 15 languages and numerous programming package options. Customers can subscribe to unique monthly or seasonal subscriptions that provide options such as "Bollywood Hits On Demand," "Disney Channel On Demand," "IFC in Theaters On Demand," and "Anime Network On Demand." Cablevision also offers tailored sports packages that are available for particular sports seasons. Such packages offer up to 16 action-packed sports channels – from golf to horse racing to extreme sports to college sports, such as "MLB Extra Innings," "NBA League Pass" and "NHL Center Ice."

^{5/} See *Top Ops Issue*, CableFAX: The Magazine (July 25, 2010) at <http://www.cablefax.com/cablefaxmag/topops2010/>.

^{6/} Over the years, Cablevision has also successfully managed and operated cable systems outside its core New York Metropolitan service area. At one point, Cablevision successfully managed systems in 19 states, including Massachusetts, Ohio, Michigan, Florida, North Carolina and Missouri.

Cablevision is a leading video innovator. Cablevision was the first cable operator in the nation to support separate, removable conditional access in all of its set top boxes.^{7/} Cablevision was the first MSO to prepare the launch of a remote Digital Video Recorder (“DVR”), which is a more cost-efficient technology than DVR set-tops. Recently, Cablevision has developed and deployed additional new features, such as advanced search functions, Optimum Select,^{8/} telescoping, and mosaic functionality.^{9/} Cablevision also recently announced its forthcoming “PC-to-TV Media Relay,” which will allow broadband and digital customers to view content from their PC screens on a digital cable channel on their television.

Optimum Voice. Optimum Voice gives customers unlimited local and long distance calling anytime, to anywhere in the United States, Puerto Rico and Canada for one low, flat

^{7/} It also provides robust support for CableCARDs, and has deployed network support for Tru2Way throughout its service area. Following the Commission’s preference for downloadable conditional access, Cablevision has successfully migrated its Optimum services to its Open Media Security downloadable security platform, allowing new set top box vendors and third party consumer electronics manufacturers to design products that can access all of the Optimum video services without hardware security using an open standard, common interface.

^{8/} Optimum Select offers subscribers a convenient way of getting additional value from their iO TV and online experiences. It allows them to use their television set to request information, save videos and soon even make purchases, all with a simple press of a button on their remote control.

^{9/} Telescoping provides viewers the opportunity to view an advertiser’s dedicated video-on-demand channel and provide information about themselves if they choose. Mosaic allows viewers to view up to nine different kids, sports, and news networks on a single screen. *See, e.g.,* Todd Spangler, *Rainbow to Offer ITV Ads at Upfronts: Cablevision Plans to Enable RFI and Telescoping Capabilities in Q4*, MULTICHANNEL NEWS (Mar. 3, 2009) (noting that “[t]elescoping will let a marketer show an overlay on a 30-second spot that triggers direct tune-in to the advertiser’s dedicated video-on-demand channel, and ‘request for information’ will allow viewers to generate a prepopulated on-screen RFI form that is sent back to the advertiser.”); Anthony Crupi, *Cablevision Intros Same-Day VOD Ad Insertion*, MEDIaweek (June 10, 2009) (noting that Cablevision would begin “providing telescoping across its entire service area, a move that coincides with its plans to begin targeting spots to individual households based on census-level data (income, gender, etc.)”); Todd Spangler, *Cablevision Launches “Quick View” Channel Mosaics: MSO Offers Three Channels Through ActiveVideo Networks*, MULTICHANNEL NEWS (Oct. 27, 2009) (“Cablevision has launched iO TV Quick View, three new channels that display ‘mosaics’ of nine different kids, sports and news networks on a single screen.”); Zachary Rodgers, *Cablevision’s Interactive TV Ads Pay off Gillette*, CLICKZ.COM (Oct. 21, 2009) (describing the early success of Cablevision’s new interactive TV advertising function whereby subscribers can press the “Select” button on their remote controls during an advertisement and then choose from content and offers that are pre-selected by advertisers).

monthly rate with no additional fees. Customers receive 13 calling features such as anonymous call blocker, call forwarding, VIP rings, and a personal website to check voicemail online or on email, search call details and turn on/off calling features with just the click of a mouse, at no extra charge. iO TV customers with Optimum Voice and Optimum Online can have their caller ID display incoming call information on their television screen. Optimum Voice has been rated #1 for reliability and overall satisfaction by the readers of PC Mag.com for five straight years. It is the most successful and highly penetrated cable voice service in the country, enjoyed by more than 42% of the households in Cablevision's service area. As of March 31, 2010, Cablevision Optimum had approximately 2.1 million residential and small business voice subscribers in its footprint.

Optimum Online. Optimum Online offers the nation's fastest broadband service, providing download speeds of up to 101 Mbps. It is available to every household in the Cablevision service area at download speeds of up to 15, 30, and 101 Mbps, depending on the level of service. Optimum Online includes features such as five e-mail addresses, access to e-mail from any Internet connection, Internet security tools, Optimum Online Express Link Technology, traffic, news, weather, and exclusive local content through its Newsday online publication. Provided over Cablevision's fiber-rich, DOCSIS 3.0 broadband network, Optimum Online is the most successful and highly penetrated broadband service in the country, enjoyed by more than 50% of the households in Cablevision's service area; totaling approximately 2.6 million residential and business customers. In both 2009 and 2010, Cablevision was ranked by

J.D. Power and Associates as one of the top data and broadband providers to home-based and small businesses.^{10/}

Optimum WiFi. Optimum WiFi is one of the most advanced WiFi networks in the country, and is the nation's largest WiFi network based on geographic area covered. Cablevision has deployed its Optimum WiFi service, which includes thousands of WiFi hot spots, for use by its customers at no additional cost throughout its service territory, including on public commuter rail platforms, main streets, parks, marinas, and sports fields. At a time when demand for mobile data is exploding, Cablevision is the first provider to combine the reach and value of its WiFi deployments to deliver fast wireless Internet access to the public, for free to its subscribers. Striving to bring cutting edge technology to its customers, Cablevision has allocated over \$300 million for the deployment of WiFi and other network upgrades. Today, Cablevision customers access the Internet more than 3 million times a month over Optimum WiFi.

Cable System - Business Services. Optimum Lightpath is Cablevision's business offering, providing high-capacity IP-based Metro Ethernet services that support high bandwidth data, Internet, voice and video applications for companies with 100 or more employees. Lightpath offers voice and data services to commercial customers, providing critical applications at hospitals, in the hospitality industry, and for large and small government agencies. Lightpath also provides telecommunications and broadband services to Westchester County, NY and others.

^{10/} See, e.g., Press Release, *Service Outage Reductions Lead to Performance Gains among Telecommunications Data Service Providers*, J.D. Power and Associates (June 17, 2010), at <http://businesscenter.jdpower.com/news/pressrelease.aspx?ID=2010098> ("Optimum Business by Cablevision ranks highest in the home-based business segment. Optimum Business performs particularly well in the cost of service and offerings and promotions factors.").

Rainbow Programming Networks. Cablevision reaches hundreds of millions of consumers through its Rainbow Media Holdings subsidiary, a leading producer of content for multiple media platforms. Rainbow Media owns and operates some of the most popular and award-winning entertainment brands, including programming networks - AMC, IFC, Sundance Channel and WE tv, and produces award-winning programming such as Mad Men and Breaking Bad. In addition, Rainbow Media operates IFC Entertainment, an independent film business that consists of multiple brands devoted to bringing the best of specialty films to a large audience.

Cablevision also has an unparalleled commitment to the production of local programming, beginning with the creation of the first 24/7 local cable news channel in the country. Today, the News 12 Networks' award-winning, local news channels focus on issues, commentary and features unique to seven specific regional markets: New Jersey, Hudson Valley, Westchester, the Bronx, Brooklyn, Long Island and Connecticut.

In September 2009, Cablevision debuted MSG Varsity, a first-of-its kind initiative providing a suite of television and online programming covering high school sports and activities throughout the tri-state area. It is a 24/7 television network as well as comprehensive online destination and interactive service that is dedicated to high school sports, academics and activities. Content for these services includes MSG Varsity's professionally produced programming as well as school-generated content. MSG Varsity offers each private and public high school in Cablevision's service area a package of grants, scholarships, training, and state of the art digital equipment. Working in partnership with MSG Varsity, students and faculty throughout Cablevision's service area are given access to curriculum and training in multimedia creation and distribution, empowering them to become active participants in telling their schools' stories.

Other Holdings. Also a part of the Cablevision family of companies providing additional local content is Newsday Media Group, which consists of Long Island's leading daily newspaper, *Newsday*, and the popular website *Newsday.com*, as well as *amNewYork*, the nation's most widely circulated free daily serving New York City, and Star Community Publishing, the Northeast's largest group of weekly shopper publications. Cablevision also owns Clearview Cinemas, one of the largest movie exhibitors in the tri-state area and owner of the famed Ziegfeld Theatre, a popular and historic site for film premieres.

B. The Transaction.

On June 13, 2010, certain wholly-owned subsidiaries of Cablevision entered into an Agreement and Plan of Merger ("Agreement") with Bresnan Broadband Holdings, LLC ("Bresnan Broadband") and Providence Equity Bresnan Cable LLC pursuant to which a newly-created wholly-owned Cablevision subsidiary, BBHI Holdings, will acquire Bresnan Broadband and its subsidiaries (collectively, "Bresnan"), on the terms and conditions set forth in the Agreement.^{11/}

Upon consummation of the merger, BBHI Holdings will own 100% of the Bresnan Broadband membership units. The prior interest in Bresnan held by various private equity firms, as well as Comcast, will be extinguished. Cablevision, through its subsidiary, will pay a cash purchase price for Bresnan of \$1.365 billion, subject to a working capital adjustment and certain other potential reductions as set forth in the Agreement. The transaction closing is expected to occur following the satisfaction of customary closing conditions, including conditions relating to

^{11/} As the associated applications indicate, control of Bresnan Broadband Holdings, LLC is being acquired by Cablevision from the William J. Bresnan Revocable Trust (the "Trust"). The Trust controls Bresnan through its ownership of Bresnan Communications, Inc., which has entered into a management agreement with Bresnan.

antitrust clearance, FCC approvals and franchise approvals. Upon closing, control of certain licenses held by Bresnan and its subsidiaries will be transferred to Cablevision.

II. PUBLIC INTEREST STANDARD

Sections 310(d) and 214 of the Act provide that the Commission must approve transfers of licenses and authorizations upon finding that the transaction would serve the public interest, convenience and necessity.^{12/} In determining whether the public interest will be served, the Commission must “weigh any potential competitive harms and benefits”^{13/} and approve such a transaction upon concluding that, “on balance,” the transfer satisfies such standards.^{14/} In assessing the potential public interest benefits stemming from the transaction, the Commission will focus “on demonstrable and verifiable public interest benefits that could not be achieved if there were no merger.”^{15/} Historically, the Commission’s public interest evaluation has reflected a “deeply rooted preference for preserving and enhancing competition in relevant markets, [and] accelerating private sector deployment of advanced services.”^{16/} The Commission, however, has cautioned that its review process should not be treated as an open forum for parties to raise preexisting or industry disputes. As such, the Commission repeatedly has stated that its review

^{12/} 47 U.S.C. § 310(d); 47 U.S.C. § 214.

^{13/} *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Tele-Communications, Inc., Transferor, to AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd 3160, ¶15 (1999).

^{14/} *AT&T-MediaOne Order* ¶ 8 (“Before the Commission can approve the transfer of control of authorizations and licenses connected with the proposed merger under Sections 214(a) and 310(d) of the Communications Act, we must weigh the potential public interest harms of the merger against the potential public interest benefits to ensure that, on balance, the transfer of . . . licenses and authorizations . . . serves the public interest, convenience and necessity.”); *see also Applications Filed for the Transfer of Control of Embarq Corporation to CenturyTel, Inc.*, Memorandum Opinion and Order, 24 FCC Rcd 8741, ¶ 9 (2009).

^{15/} *AT&T-MediaOne Order* ¶ 154.

^{16/} *See Applications of AT&T Inc. and Centennial Communications Corp. for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, 24 FCC Rcd 13915, ¶ 28 (2009) (“*AT&T-Centennial Order*”).

will only address “merger specific” benefits and harms that flow from the proposed transaction.^{17/}

III. APPROVAL OF THE TRANSACTION FURTHERS THE PUBLIC INTEREST

The Transaction will generate significant public interest benefits that could not be achieved in the absence of the merger. Bresnan has a profound knowledge of the local communities in which it operates, and a history of managing its systems to respond efficiently to the particular needs and interests of each community. Cablevision has a noted track record in generating high levels of consumer satisfaction and business success through strategic investment in technology and services, and offering customers innovative and high value products, even resulting in significant consumer savings for their overall communications services package. Merging Cablevision’s innovative product design, marketing, and pricing expertise with Bresnan’s deep familiarity with the properties and market is expected to yield greater levels of video, voice and broadband penetration and continued customer satisfaction.

A. The Transaction Will Increase The Availability Of High-Quality, Diverse Programming, Innovative Product Packages, And Advanced Services.

For more than three decades, Cablevision has been a leader in creating and offering

^{17/} See, e.g., *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and America Online, Inc., Transferors, to AOL Time Warner Inc., Transferee*, Memorandum Opinion and Order, 16 FCC Rcd 6547, ¶ 6 (2001) (“*AOL-Time Warner Order*”) (“It is important to emphasize that the Commission’s review focuses on the potential for harms and benefits to the policies of the Communications Act that flow from the proposed transaction – i.e., harms and benefits that are ‘merger specific.’ The Commission recognizes and discourages the temptation and tendency for parties to use the license transfer review proceeding as a forum to address or influence various disputes with one or other of the applicants that have little if any relationship to the transaction or to the policies and objectives of the Communications Act.”); *AT&T-Centennial Order* ¶ 141 (“[T]he proposed conditions . . . are not narrowly tailored to prevent a transaction-specific harm, but apply broadly across the industry and are more appropriate for a Commission proceeding where all interested industry parties have an opportunity to file comments.”) (internal citations omitted); *AT&T Inc. and BellSouth Corporation Application for Transfer of Control*, 22 FCC Rcd 5662, ¶ 56 n.154 (2007) (“To the extent commenters allege that . . . contracts of the type used by AT&T and BellSouth are anticompetitive in general, this is not a merger specific harm, but rather is an issue that has been raised, and is better addressed, in the Commission’s pending special access rulemaking.”).

innovative services to its subscribers in a manner that drives high penetration. Cablevision has a history of being first to market with new services and technology and demonstrating their benefits to subscribers. In almost every category, Cablevision was the innovator that led an industry transformation: the low-priced triple play of voice, video and data, the deployment of ultra-high speed Internet service, the drive to provide substantially more high definition programming, the most aggressive push into local news, information, sports, and now high school sports and activities on MSG Varsity and a widely deployed WiFi service.^{18/}

Upon completion of the transaction, Cablevision will be honored to serve the customers and communities served by Bresnan in Colorado, Utah, Montana, and Wyoming. Bresnan has cultivated a meaningful relationship with each of the communities it serves, and Cablevision is eager to contribute its technology, innovative approach, and successful marketing strategies to the Bresnan service areas. Cablevision believes it will enhance the value, products and services that Bresnan customers enjoy today.

Cablevision sees substantial potential for growth in the Bresnan systems. In Cablevision's current footprint, Cablevision has been successful in making its subscribers aware of the myriad benefits their subscriptions offer.

^{18/} See, e.g., Marc Raimondi, *High School Set to Launch*, NEW YORK POST (Sept. 9, 2009), ("Cablevision next week will launch MSG Varsity, a multi-platform, high-school sports initiative that centers around a 24-hour-a-day, seven-day-a-week television network."); Mike Reynolds, *Cablevision Launches Univision HD, Telefutera HD: HD Services Are Available for Free to MSO's Digital-Cable Customers*, MULTICHANNEL NEWS (May 27, 2010) ("The predominant distributor in the New York DMA has launched Univision HD and TeleFutura HD, making it available for free to its 2.9 million digital customers, just two weeks before the networks and their standard-definition counterparts will present the 2010 FIFA World Cup from South Africa. Deal terms were not disclosed."); Cablevision, Press Release, *Using the Nation's Most Advanced Wifi Network Just Got Even Easier with Optimum Wifi Automatic Sign In* (Jan. 25, 2010); Cablevision, Press Release, *Remote DVR Access Now Playing on Mobile Devices for Optimum Online and iO TV Customers* (Nov. 5, 2009).

Cablevision's Current Footprint

Percentage of Homes Passed That Subscribe to Video	63%
Percentage of Video Subscribers That Subscribe to Digital Video	nearly 95%
Average HD Channels Available in Digital Video Package	120
Triple Play Pricing (one year promotion)	\$89.95/month
Top Available Broadband Speeds	101 Mbps
Total video channel availability	480 digital channels

In each of these areas, Cablevision hopes to bring Bresnan's systems in line with Cablevision's statistics. Specifically, Cablevision intends to increase the availability of HD programming throughout the service areas within two years. Programming diversity on Bresnan's systems is also likely to increase as Cablevision will consider adding additional programming channels that meet the diverse needs and interests of women and minorities in the Bresnan communities, as it has done in the local markets it serves today.^{19/} Moreover, similar to its efforts in its current footprint, Cablevision intends to explore opportunities to deploy advanced, consumer-friendly technologies such as advanced DVR interoperability with the web and RS-DVR capabilities, and enhancements that integrate Internet content with television. And Cablevision will deploy DOCSIS 3.0 in the majority of systems within five years.

^{19/} For example, in 2003 Cablevision launched iO en Espanol, one of the most comprehensive array of Spanish-language programming offered by any cable or satellite provider, which features more than 35 new and existing Spanish-language networks, many originating from abroad, and a Spanish-language video-on-demand service. iO en Espanol also provides subscribers 45 commercial-free digital music channels, including Latino favorites from Music Choice.

By attracting more subscribers and incenting existing subscribers to subscribe to additional products to obtain the fullest benefits from their service, Cablevision and Bresnan's combined synergies will ensure that the systems operate with a high level of efficiency. The likely increase in system revenues derived from achieving the goals of adding new customers and increasing subscriber penetration rates will allow increased investment in the system and its offerings, resulting in better value for consumers at even more competitive prices.

B. The Transaction Will Promote Broadband Adoption By Bresnan Subscribers.

Cablevision has 30-plus years of experience as an innovative provider of advanced services and transmission technologies. It has capitalized on this experience and invested billions of dollars to deploy an advanced fiber-rich network throughout its service area. Today, Cablevision offers its subscribers the fastest downstream broadband service available in the country and is continually upgrading its facilities in order to offer new services and capabilities that subscribers demand. Over 54% of homes passed by Cablevision's network subscribe to the company's high-speed data services.^{20/}

Bresnan, too, has deployed an upgraded fiber-rich coaxial network across its systems, and Bresnan's footprint centers around key cities in the region as well as college communities and government hubs. Its systems offer an average of up to 8 Mbps download speed with the average service package, but less than 35% of homes with Bresnan Internet service available choose to subscribe, suggesting that many households in Bresnan's service area do not yet recognize the tremendous potential value of broadband to their home and work experience, or that the current service offering is not sufficiently persuasive to entice them to subscribe.

^{20/} Bernie Arnason, *Cablevision Coming to Rural America Through Bresnan Acquisition*, TELECOMPETITOR.COM (June 14, 2010), at <http://www.telecompetitor.com/cablevision-coming-to-rural-america-through-bresnan-acquisition/>.

One of Cablevision's main goals will be to substantially increase broadband penetration among the Bresnan area households, consistent with one of the key objectives of the National Broadband Plan. Cablevision has proven experience in achieving this goal. Cablevision will not only bring Bresnan's broadband speeds more in line with Cablevision's current offerings (which offer up to 15 Mbps download speed with its base service package), including increasing broadband speeds by at least 25% in a majority of the systems within two years, but will use innovative marketing approaches to attract more customers to broadband. Cablevision also anticipates that emphasizing its popular Triple Play promotional package – which provides consumers with cable, voice, and broadband services for a convenient, low price – will further increase broadband penetration because it will provide consumers an affordable broadband Internet option.^{21/} By sharing Cablevision's expertise and business models that promote the adoption and use of broadband, the transaction will advance the Commission's goal of increasing broadband penetration in Bresnan's service areas – a result that could not be achieved without Cablevision's contributions.^{22/} As the Commission has noted, “[s]uccessful efforts to increase broadband adoption will spur additional demand for access, in addition to ensuring effective utilization of both existing and newly deployed access by consumers as envisioned by the

^{21/} M. Pelcovits & A. Ferguson, *Benefits to Consumers from the Transformation of the Cable Industry*, at vii, attached to Further Comments of the National Cable & Telecommunications Association, MB Docket No. 07-269 (filed July 29, 2009) (“*Pelcovits Study*”) (“Consumers benefit from the advantageous lower prices for the bundles” which are provided by cable operators and offer voice, broadband, and video services).

^{22/} *A National Broadband Plan for Our Future*, GN Docket No. 09-51, Notice of Inquiry, 24 FCC Rcd 4342, ¶ 6 (2009) (“Our goal must be for every American citizen and every American business to have access to robust broadband services.”); *id.* ¶ 9 (stating that the “broadband infrastructure and services . . . advance[s] a broad array of public interest goals, including consumer welfare, civic participation, public safety and homeland security, community development, health care delivery, energy independence and efficiency, education, worker training, private sector investment, entrepreneurial activity, job creation and economic growth, and other national purposes.”).

Recovery Act.”^{23/}

C. The Transaction Will Enhance Competition.

Combining Cablevision’s innovative operations, planned promotion of more robust packages of services, and better value propositions with Bresnan’s high-quality cable systems will promote the achievement of increased customer penetration of advanced services, higher customer satisfaction, and reduced customer churn. In turn, these changes will make the cable systems stronger competitors in their markets, resulting in lower prices and higher quality service for all consumers.

As the Commission frequently has recognized, “competition drives innovation and better choices for consumers.”^{24/} As the Bresnan systems’ attractiveness to potential subscribers increases, and those systems draw subscribers away from the main competitors in the market -- DirecTV and DISH Network for video; Qwest for high-speed Internet -- it will encourage those competitors to respond to retain their subscribers. They can be expected to expand the scope and quality of their video offerings, increase broadband speeds, and respond to customer demand for new and innovative service offerings.^{25/} The result will likely be improved service offerings and

^{23/} *Comments Sought on Broadband Adoption*, GN Docket Nos. 09-47, 09-51, 09-137, NBP Public Notice #16, 24 FCC Rcd 13692 (2009) (asking for comment, in part, on measuring broadband adoption, identifying and remedying barriers to adoption and seeking data about existing adoption programs).

^{24/} “National Broadband Plan Policy Framework,” presentation at the Federal Communications Commission, at slide 5 (Dec. 16, 2009); *see also Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, 24 FCC Rcd 542, ¶ 4 (2009) (“competition in the delivery of video programming services has provided consumers with increased choice, better picture quality, and greater technological innovation”).

^{25/} *See, e.g., Pelcovits Study* at iv (“Economic theory demonstrates how rivals for multiple products will compete more vigorously with bundles than they would if each product or service was sold solely on an unbundled basis.”); *see also id* at vi (“In addition to the direct benefits experienced by the traditional cable companies’ customers, competing firms’ subscribers also benefit from the vigorous competition between the rival firms. In particular, the incumbent local exchange carriers (ILECs) have been forced to compete aggressively to retain old customers and attract new customers for voice and data services.”).

better value for all consumers in the communities, whether or not they subscribe to the Bresnan cable systems.

Cablevision's ownership of the Bresnan systems will also increase competition in the small and medium sized business markets currently served by Bresnan. Cablevision looks forward to enhancing the competitive alternatives available to small and medium sized businesses. Cablevision currently provides award-winning customer service and services packages to businesses of all sizes. Likewise, Bresnan has long-standing service relationships with businesses in its service areas. Cablevision will continue to pursue and expand the offerings to small, medium, and large businesses and government agencies in the Bresnan footprint, driving more value, choice and technology into these communities.

D. Cablevision And Bresnan's Combined Synergies Will Better Serve The Needs Of Local Communities.

Cablevision and Bresnan share a strong commitment to supporting public and community affairs work and philanthropic efforts. Leveraging the combined Cablevision-Bresnan leadership, technology capabilities, and business partnerships will enhance the lives of all residents in the communities that Bresnan currently serves.

Cablevision is well known for tailoring programming and service programs to the specific needs and interests of its local communities. Cablevision's local programming provides communities a source to promote important community events and engage in civic discourse. Cablevision's "Power to Learn" education initiative – a nationally recognized education program – empowers K-12 learning in the New York metropolitan area by making technology in the classroom useful and by facilitating the home-school connection. Through Power to Learn, Cablevision offers "*Triple Play for Education*" free of charge to schools within the company's service area. This initiative gives students and teachers access to Cablevision's full suite of cable

television, high-speed Internet and digital voice-over-cable services for educational use. As a part of Power to Learn, Cablevision also launched “Internet Smarts,” an award winning program that encourages parents and teachers to work with children to examine issues arising from the use of digital media. Internet Smarts provides Internet tools and resources that encourage not just safe, online practices, but ethical ones on issues as wide-ranging as copyright and cyberbullying.

Cablevision’s local programming also encourages civic discourse. Its local program, *Meet the Leaders*, provides viewers an opportunity to hear directly from more than 300 local community leaders and public officials annually as well as to learn more about the policies and issues that impact the future course of regional communities and public officials annually. As discussed above, Cablevision’s most recent effort to partner with local communities is through its MSG Varsity services, which provides residents with an opportunity to see their high school sports and activities showcased on a cable channel dedicated to those events as well as on video-on-demand and online services. Through MSG Varsity, Cablevision is expanding its partnerships with local high schools by providing the equipment, financial support and training for students and teachers to create content for MSG Varsity. Working with MSG Varsity, students and faculty are given access to curriculum and training in multimedia creation and distribution, empowering them to become active participants in telling their schools’ stories.

Through *Rainbow Networks*, Cablevision distributes important information, like WE tv’s public affairs initiatives, WE Empowers Women and WE Volunteer, to viewers nationally. WE tv’s public affairs initiative and WE Empowers Women create programs that foster and celebrate women’s strength, confidence and diversity. The WE Volunteer initiative is a call-to-action for women to become more involved in their communities.

Bresnan is similarly dedicated to supporting the communities it serves, and actively collaborates with community-based and civic organizations on a variety of outreach endeavors and special events. Combining Bresnan's valuable knowledge of the needs of its local markets with Cablevision's experience in creating opportunities in the local community will allow the companies to continue and expand their roles in serving and supporting the local communities in which they operate.

IV. THE TRANSACTION IS CONSISTENT WITH THE ACT AND DOES NOT PRESENT ANY COMPETITION ISSUES

The balance of interests also tilts in favor of approval of the transaction because the proposed transaction is consistent with the Act and the Commission's rules and presents no potential competitive harms.

First, the proposed transaction will not implicate any cross-ownership restrictions or other concerns. No rule waivers are sought or required in connection with the transaction.

Second, this transaction raises no concerns about any potential ill effects due to geographic clustering or horizontal concentration,^{26/} because there will be no expansion of existing local or regional clusters or the creation of new clusters. The Bresnan systems are not themselves in large clusters but are spread among four large western states, all of which are

^{26/} *C.f. Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee*, Memorandum Opinion and Order, 17 FCC Rcd 23246, ¶ 5 (2002) (“*AT&T-Comcast Order*”) (noting that “[c]ommenters express concern that . . . increased clustering in major markets, w[ould] give the firm enhanced incentive and ability to discriminate against its competitors.”); *Applications for Consent to the Assignment and/or Transfer of Control of Licenses Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc., (subsidiaries) Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries) Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee*, Memorandum Opinion and Order, 21 FCC Rcd 8203, ¶ 114 (2006) (“*Adelphia Order*”) (approving the transaction despite expressing concerns about clustering).

located far from Cablevision's service area in the New York Metropolitan area.^{27/} Moreover, as a result of this transaction, Cablevision will gain only 300,000 additional subscribers, bringing its total basic subscribers to approximately 3.4 million, a gain that will have no effect on its current status as the 7th largest MVPD and will leave it well below any horizontal ownership cap the Commission has ever considered.

Importantly, the gain would not increase Cablevision's concentration in its current markets.^{28/} The proposed transaction poses no such harm as Cablevision and Bresnan operate in completely different geographic markets. Accordingly, there is no circumstance in which the Parties will increase concentration in any franchise area or service market. Indeed, consumers will continue to have meaningful choices in the marketplace and, as a result of the transaction, enhanced options due to new service offers.

Third, the transaction presents no vertical concentration concerns. The transaction does not involve the acquisition of any regional or national program networks that would implicate any vertical integration issues. Unlike previous transactions where the Commission has expressed concerns about potential vertical integration issues related to program carriage,^{29/} here,

^{27/} See Systems Footprint Map attached at Appendix 2.

^{28/} *General Motors Corporation and Hughes Electronics Corp., Transferors, and The News Corporation, Limited, Transferee, for Authority to Transfer Control*, Memorandum Opinion and Order, 19 FCC Rcd 473, ¶ 69 (2004) (a transaction may pose concerns when it "eliminate[s] competition between . . . firms and increase[s] concentration in the relevant markets."); see also *Application of EchoStar Communications Corporation, General Motors Corporation, and Hughes Electronics Corporation (Transferor) and EchoStar Communications Corporation (Transferee)*, Hearing Designation Order, 17 FCC Rcd 20559, ¶ 104 (2002) (expressing concern that the transaction would "substantially increase concentration in an already concentrated market, substantially reduce competition and harm consumers.").

^{29/} See, e.g., *Adelphia Order*, 21 FCC Rcd 8203, ¶ 34 (2006) ("the increase in vertical integration between cable operators and programmers" can mean that cable operators "favor affiliated over non-affiliated programmers and, similarly, [that] programmers [] favor affiliated over non-affiliated operators in the distribution of video programming."); see also *AT&T-Comcast Order*, 17 FCC Rcd 23246, ¶ 95 (2002) (stating that the Commission's program access rules "were designed to prevent vertically

the regional news and sports programming networks in which Cablevision has an interest are not, and would not, be distributed in the western states served by the Bresnan systems, so the transaction would not affect the licensing of those networks to MVPD competitors serving the Bresnan communities.

V. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined application for transfer of control of certain Bresnan domestic and international Section 214 authorized entities. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules.

The application for transfer of Licensees qualifies for streamlined treatment with respect to their domestic 214 authorizations pursuant to 47 C.F.R. § 63.03(b)(2), in that: (1) the proposed transaction will not result in Transferee Cablevision Systems Corporation obtaining a market share in the interstate, interexchange market of 10 percent or greater; (2) Transferee Cablevision Systems Corporation, through its subsidiaries, will provide competitive telephone exchange access services exclusively in geographic areas served by dominant local exchange carriers that are not part of the transaction; and (3) neither of the Applicants are dominant with respect to any service.

The application also qualifies for streamlined treatment with respect to Licensees' international authorizations pursuant to 47 C.F.R. § 63.12(c)(1) because neither Applicant is

integrated programming suppliers from favoring affiliated cable operators over unaffiliated MVPDs.”); *Implementation of the Cable Television Consumer Protection and Competition Act of 1992*, 17 FCC Rcd 12124, ¶ 4 (2002) (noting that an economic basis for denying competitive MVPDs access to vertically integrated programming continues and concluding that such denial would harm competitors' ability to compete for subscribers.).

affiliated with a foreign carrier in a destination market and neither Applicant has an affiliation with a dominant U.S. carrier whose international services Applicants seeks to resell.

VI. INFORMATION REQUIRED BY SECTIONS 63.24(e) AND 63.18 OF THE COMMISSION'S RULES FOR TRANSFER OF CONTROL OF INTERNATIONAL LICENSEES

A. The name, address and telephone number of each applicant.

Cablevision Systems Corporation
1111 Stewart Avenue
Bethpage, NY 11714
516-803-2300

William J. Bresnan Revocable Trust
ATTN Jeffrey S. DeMond
One Manhattanville Road
Purchase, NY 10577
914-641-3300

B. The government, state, or territory under the laws of which each corporate or partnership applicant is organized.

Cablevision Systems Corporation is a corporation organized under the laws of the State of Delaware.

The William J. Bresnan Revocable Trust is a trust formed under the laws of the State of Connecticut.

Bresnan Broadband Holdings, LLC is a limited liability company organized under the laws of the State of Delaware.

Bresnan Digital Services, LLC is a limited liability company organized under the laws of the State of Delaware.

Bresnan Broadband of Colorado, LLC is a limited liability company organized under the laws of the State of Colorado.

Bresnan Broadband of Montana, LLC is a limited liability company organized under the laws of the State of Montana.

Bresnan Broadband of Utah, LLC is a limited liability company organized under the laws of the State of Utah.

Bresnan Broadband of Wyoming, LLC is a limited liability company organized under the laws of the State of Wyoming.

C. The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Contact Information for Transferee Cablevision Systems Corporation:

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Senior Vice President, Legal, Regulatory, and Legislative Affairs
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Contact Information for Legal Counsel for Transferee Cablevision Systems Corporation:

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202-434-7400 (facsimile)
mhpryor@mintz.com

Contact Information for Transferor William J. Bresnan Revocable Trust:

Jeffrey S. DeMond
Co-Executor
William J. Bresnan Revocable Trust
One Manhattanville Road
Purchase, NY 10577
914-641-3300

Contact Information for Legal Counsel for Transferor William J. Bresnan Revocable Trust:

Michael C. Sloan
Davis Wright Tremaine LLP
Suite 800

1919 Pennsylvania Avenue NW
Washington, D.C. 20006-3401
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202-973-4499 (facsimile)
michaelsloan@dwt.com

D. A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis).

Cablevision Lightpath, Inc., a wholly-owned subsidiary of Applicant Cablevision Systems Corporation, possesses a Section 214 Authorization to provide global facilities-based services and resell international services between the United States and international points (ITC-214-19940128-00025) and a blanket domestic Section 214 authorization under 47 C.F.R. § 63.01.

Bresnan Digital Services, LLC, a wholly-owned subsidiary of Bresnan Broadband Holdings, LLC and currently controlled by Applicant William J. Bresnan Revocable Trust, possesses a Section 214 Authorization to provide global facilities-based services and resell international services between the United States and international points (ITC-214-20061117-00525) and a blanket domestic Section 214 authorization under 47 C.F.R. § 63.01.

Bresnan Broadband of Colorado, LLC, Bresnan Broadband of Montana, LLC, Bresnan Broadband of Utah, LLC, and Bresnan Broadband of Wyoming, LLC, each wholly-owned subsidiaries of Bresnan Digital Services, LLC and currently controlled by Applicant William J. Bresnan Revocable Trust, possesses a blanket domestic Section 214 authorization under 47 C.F.R. § 63.01. They were also listed as authorized entities, pursuant to 47 C.F.R. § 63.21(h), in Bresnan Digital's original application for international Section 214 authorization file number ITC-214-20061117-00525.

- E. As provided in 47 C.F.R. § 63.24(e)(2), the information requested by 47 C.F.R. § 63.18(e) is not required for applications for transfer of control.**
- F. As provided in 47 C.F.R. § 63.24(e)(2), the information requested by 47 C.F.R. § 63.18(f) is not required for applications for transfer of control.**
- G. As provided in 47 C.F.R. § 63.24(e)(2), the information requested by 47 C.F.R. § 63.18(g) is not required for applications for transfer of control.**
- H. The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the Transferee, and the percentage of equity owned by each of those entities (to the nearest one (1) percent). The Transferee shall also identify any interlocking directorates with a foreign carrier.**

On April 8, 2010, Cablevision System Corporation (“Cablevision”) filed a Proxy Statement with the Securities and Exchange Commission (“SEC”), which contained information concerning stock ownership as of March 31, 2010.^{30/} As of that date, the only entity that beneficially owned 10% or more of the combined voting interest of any class of stock of Cablevision was a group comprised of Charles F. Dolan and his family, which collectively beneficially owned 69.5% voting interest in CVC. Members of the Dolan family have formed a “group” for purposes of Section 13D of the Securities and Exchange Act of 1934 (the “Dolan Family Group”).^{31/}

The members of this group, all of whom are United States citizens, are: Charles F. Dolan, individually and as a trustee of the Charles F. Dolan 2009 Revocable Trust (the “CFD 2009 Trust”), the Charles F. Dolan 2008 Grantor Retained Annuity Trust #2 (the “2008 GRAT #2”), the Charles F. Dolan 2009 Grantor Retained Annuity Trust #1 (the “2009 GRAT #1”), the

30/

http://www.sec.gov/Archives/edgar/data/1053112/000119312510079515/ddef14a.htm#tx13436_29, at page 93 (“Stock Ownership Table”).

31/ Some members of the Dolan Family Group beneficially own 10% or greater of the voting interest of all classes of CVC stock. Their individual ownership is not presented here because of their inclusion in the Dolan Family Group.

Charles F. Dolan 2009 Grantor Retained Annuity Trust #2 (the “2009 GRAT #2”), the Charles F. Dolan 2009 Grantor Retained Annuity Trust #3 (the “2009 GRAT #3”) and the Charles F. Dolan 2010 Grantor Retained Annuity Trust #1 (the “2010 GRAT #1”); Helen A. Dolan, individually and as a trustee of the Helen A. Dolan 2009 Revocable Trust (the HAD 2009 Trust”), the Helen A. Dolan 2009 Grantor Retained Annuity Trust #1 (the “HAD 2009 GRAT #1”), the Helen A. Dolan 2009 Grantor Retained Annuity Trust #2 (the “HAD 2009 GRAT #2”) and the Helen A. Dolan 2010 Grantor Retained Annuity Trust #1; James L. Dolan; Thomas C. Dolan; Patrick F. Dolan; Kathleen M. Dolan, individually and as a co-trustee of the Charles F. Dolan Children Trust fbo Kathleen M. Dolan, the Charles F. Dolan Children Trust fbo Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust fbo Marianne Dolan Weber, the Charles F. Dolan Children Trust fbo Patrick F. Dolan, the Charles F. Dolan Children Trust fbo Thomas C. Dolan and the Charles F. Dolan Children Trust fbo James L. Dolan (collectively, the “Dolan Children Trusts”) and as trustee of the Charles Dolan 1989 Trust (for the benefit of Charles P. Dolan), the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust; Marianne Dolan Weber; Deborah A. Dolan-Sweeney; Lawrence J. Dolan, as a co-trustee of the Charles F. Dolan 2009 Family Trust fbo Patrick F. Dolan, the Charles F. Dolan 2009 Family Trust fbo Thomas C. Dolan, the Charles F. Dolan 2009 Family Trust fbo James L. Dolan, the Charles F. Dolan 2009 Family Trust fbo Marianne Dolan Weber, the Charles F. Dolan 2009 Family Trust fbo Kathleen M. Dolan and the Charles F. Dolan 2009 Family Trust fbo Deborah Dolan-Sweeney (collectively, the “2009 Family Trusts”); David M. Dolan, as a co-trustee of 2009 Family Trusts; Paul J. Dolan, as a co-trustee of the Dolan Children Trusts fbo Kathleen M. Dolan and James L. Dolan; Matthew J. Dolan, as a co-trustee of the Dolan Children Trusts fbo Marianne Dolan Weber and Thomas C.

Dolan; and Mary S. Dolan, as a co-trustee of the Dolan Children Trusts fbo Deborah A. Dolan-Sweeney and Patrick F. Dolan.^{32/}

Transferee has no interlocking directorates with any foreign carriers.

I. Certification as to whether or not the applicant is, or is affiliated with, a foreign carrier.

Applicant Cablevision Systems Corporation is not a foreign carrier or affiliated with any foreign carrier.

J. Certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which certain conditions are true. The certification shall state with specificity the foreign carriers and destination countries: (1) The applicant is a foreign carrier in that country; or (2) The applicant controls a foreign carrier in that country; or (3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country. (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

Applicant Cablevision Systems Corporation does not seek to provide international telecommunications services in any destination country for which any of the above statements is true.

K. For any destination country listed by the applicant in response to paragraph (j) of this section, the applicant shall make one of the following showings: (1) The named foreign country (i.e., the destination foreign country) is a Member of the World Trade Organization; or (2) The applicant's affiliated foreign carrier lacks market power in the named foreign country; or (3) The named foreign country provides effective competitive opportunities to U.S. carriers to compete in that country's market for the service that the applicant seeks to provide (facilities-based, resold switched, or resold non-interconnected private line services).

^{32/} See footnote 3 to the Stock Ownership Table.

Not applicable.

- L. Any Transferee that proposes to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier shall either provide a showing that would satisfy Sec. 63.10(a)(3) of this part or state that it will file the quarterly traffic reports required by Sec. 43.61(c) of this chapter.**

Not applicable. Transferee is not a foreign carrier nor is Transferee affiliated with a foreign carrier.

- M. Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carriers.**

Not applicable. Applicant Cablevision Systems Corporation is not a foreign carrier or affiliated with any foreign carrier.

- N. Certification that the applicant 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.**

Applicant Cablevision Systems Corporation certifies that it 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.

- O. Certification pursuant to Sec. Sec. 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Applicants certify that that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- P. If the applicant desires streamlined processing pursuant to Sec. 63.12, a statement of how the application qualifies for streamlined processing.**

Please see Applicants' request for streamlined treatment in Section V above.

VII. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES FOR ASSIGNMENT OF DOMESTIC AUTHORIZATIONS

A. A description of the transaction.

On June 13, 2010, BBHI Holdings LLC ("Holdings Sub"), a Delaware limited liability company, BBHI Acquisition LLC ("Acquisition Sub"), a Delaware limited liability company, and CSC Holdings, LLC ("CSC Holdings"), a Delaware limited liability company, each of which are wholly owned subsidiaries of Cablevision Systems Corporation ("Cablevision"), entered into an Agreement and Plan of Merger ("Merger Agreement") with Bresnan Broadband Holdings, LLC ("Bresnan Holdings"), and Providence Equity Bresnan Cable LLC. Pursuant to the Merger Agreement, Holdings Sub has agreed to acquire Bresnan Holdings and its subsidiaries (collectively, "Bresnan"), including all the Licensees, on the terms set forth in the Merger Agreement.

Pursuant to the Merger Agreement, at the closing the Acquisition Sub will merge with and into Bresnan Holdings, with Bresnan Holdings being the surviving limited liability company. Bresnan Holdings will become a direct wholly owned subsidiary of Holdings Sub and an indirect wholly owned subsidiary of Cablevision. Because Licensees are a wholly owned, indirect subsidiaries of Bresnan Holdings, Licensees will, as a result of the transaction, become an indirect wholly owned subsidiaries of Cablevision. The closing is expected to occur after all necessary regulatory approvals have been obtained.

On July 1, 2010, Bresnan Digital filed applications with the FCC's Wireline Competition and International Bureaus to seek approval for a transfer of control stemming from the November 2009 death of William J. Bresnan, which affected an involuntary transfer of control of Bresnan Digital's corporate parent, Bresnan Holdings, from Mr. Bresnan to the William J. Bresnan Revocable Trust ("Bresnan Trust"). Prior to his death, Mr. Bresnan was the 100 percent

owner of Bresnan Communications, Inc. (“BCI”), which, pursuant to a Management Agreement with corporate parent, Bresnan Holdings, was responsible for the day-to-day management and control of Bresnan Holdings and its subsidiaries, including Licensees. The applications filed were to requesting approval to transfer control of the Licensees from Mr. Bresnan to the Bresnan Trust. Bresnan also filed requests for Special Temporary Authority with each of these Bureaus while the transfer of control requests are pending.

B. A 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.

Transferor, the William J. Bresnan Revocable Trust, does not provide any telecommunications services. Its affiliates, Licensees, offer domestic local exchange and long distance telecommunications services in Colorado, Montana, Utah and Wyoming.

Transferee, Cablevision Systems Corporation, offers domestic local exchange and long distance telecommunications services in Connecticut, New Jersey, and New York through its subsidiary Cablevision Lightpath, Inc. Cablevision also offers video and Internet services in these areas.

C. A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.

Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission’s rules. The application qualifies for streamlined treatment under 47 C.F.R. § 63.03(b)(2) with respect to Licensees’ domestic 214 authorizations because: (1) the proposed transaction will not result in Transferee Cablevision Systems Corporation obtaining a market share in the interstate, interexchange market of 10 percent or greater; (2) Transferee, through its subsidiaries, will provide competitive telephone exchange access services

exclusively in geographic areas served by dominant local exchange carriers that are not part of the transaction; and (3) neither of the Applicants are dominant with respect to any service.

D. Identification of all other Commission applications related to the same transaction.

Applicants are simultaneously submitting this same combined application through the International Bureau's electronic filing system for transfer of International Section 214 Authorizations.

Applicants are submitting an FCC Form 327 transfer of control application transferring all Bresnan Communications, LLC cable television relay station ("CARS") licenses to Transferee Cablevision Systems Corporation. No FCC file number has yet been assigned to that application.

Applicants have submitted an FCC Form 603 transfer of control application transferring all Bresnan Communications, LLC wireless licenses to Transferee Cablevision Systems Corporation. The application has been assigned FCC file number 0004296040.

As described above in Section VII(A), Bresnan has also filed applications for approval to transfer control of Licensees in connection with the November 2009 death of William J. Bresnan and related requests for Special Temporary Authority.

E. A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

Neither party to the transaction is facing imminent business failure.

F. Identification of any separately filed waiver requests being sought in conjunction with the transaction.

No waivers are sought in conjunction with the transaction.

G. A statement showing how grant of the 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.

A description of how grant of the application will serve the public interest, convenience, and necessity has been provided in Parts I through IV, *supra*.

VIII. CONCLUSION

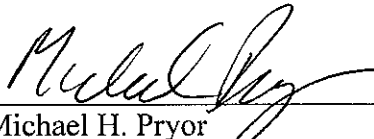
Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application for transfer of control of the Licensees, and the Applicants request Commission approval of the transfer.

Respectfully submitted,



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COUNSEL FOR CABLEVISION SYSTEMS
CORPORATION

Dated: July 1, 2010

CERTIFICATION

I, Jeffrey S. DeMond, state that I am a co-trustee of the William J. Bresnan Revocable Trust ("Trust"), that I am authorized to make this certification on behalf of the Trust, and that the contents of the foregoing application with respect to the William J. Bresnan Revocable Trust are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "J. DeMond". The signature is written in a cursive style with a large initial "J" and a long horizontal stroke extending to the right.


Jeffrey S. DeMond
Trustee
William J. Bresnan Revocable Trust

Date: 7-01-10

CERTIFICATION

I, Mary G. Campbell, on behalf of J.P. Morgan Chase Bank, N.A., a co-trustee of the William J. Bresnan Revocable Trust ("Trust"), state that I am authorized to make this certification on behalf of the Trust, and that the contents of the foregoing application with respect to the William J. Bresnan Revocable Trust are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.


Mary G. Campbell
Managing Director
J.P. Morgan Chase Bank, N.A.

Date: 6-30-10

William J. Bresnan Revocable Trust

CERTIFICATION

I, Michael E. Olsen, state that I am Senior Vice President, Legal, Regulatory, and Legislative Affairs of Cablevision Systems Corporation, that I am authorized to make this certification on behalf of Cablevision Systems Corporation, and I declare under penalty of perjury that the contents of the foregoing application with respect to Cablevision Systems Corporation are true and correct to the best of my knowledge, information, and belief.



Date: July 1, 2010

Michael E. Olsen
Senior Vice President, Legal, Regulatory, and Legislative Affairs
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