

ATTACHMENT B

**Application for Cable Television Relay Service Station License (FCC Form 327)
(filed Feb. 25, 2013)**

**FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

**APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION
LICENSE**

FCC Form 327

SCHEDULE A. Type of Application, Applicant Information, Contact Information, and Station Record Information

1. (a) Type of Application: (Check only one box)

- New License
 Transfer of Control
 Assignment of License
 Major Amendment of Application
 Minor Amendment of Application
 Modification of License
 Renewal of License

**(b) Type(s) of Amendment(s) or Modification(s):
(Check the appropriate box(es)).**

- Add Channel(s)
 Change Transmitter
 Change Transmit Site
 Increase Operating Power
 Change Emission Code
 Minor Modifications
 Change Antenna Height
 Change Antenna Structure Height
 Change Antenna System
 Add Receive Site(s)
 Change Receive Site(s)
 Other (specify in item 8)

(c) If this application modifies an existing station, provide the call sign: See Attachment

If this application amends a pending application, provide the file number: _____

2. (a) Applicant Information

FRN 00171179383		EIN or SSN 431857213	
Legal Name Charter Communications, Inc.		Business Name (if applicable)	
Mailing Address 12405 Powerscourt Drive			
City St. Louis	State MO	Zip Code 63131	Telephone (303) 323-1423

(b) Contact Information

Contact Name Steven J. Horvitz		Business Name Davis Wright Tremaine LLP	
Mailing Address 1919 Pennsylvania Avenue N.W, Suite 800		E-mail Address stevehorvitz@dwt.com	
City Washington	State DC	Zip Code 20006	Telephone (202) 973-4373

(c) Address where Station's Records will be Maintained

Address On file			
City	State	Zip Code	Telephone

	YES	NO
<p>3. Will the applicant provide program material to eligible systems other than those which the applicant owns or operates? If "YES," attach as Exhibit A-1 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.</p>		X
<p>4. (a) Has the applicant or any of its controlling parties had any FCC station license, permit, or authorization revoked? If "YES," attach as Exhibit A-2 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.</p>		X
<p>(b) Is the applicant or any of its partners, members, or owners, a foreign government or the representative thereof?</p>		X
<p>5. If this is a renewal, indicate whether legal or engineering changes have been made since the last license application.</p>	N/A	
<p>6. Attach as Exhibit A-3 a statement showing that the applicant is eligible pursuant to 47 C.F.R. § 78.13 to be a licensee.</p>		
<p>7. For a new station or major change, (e.g., a change in azimuth or transmit antenna or an increase in power or frequency, etc.) attach as Exhibit A-4 a statement or showing detailing the results of a frequency coordination study performed pursuant to 47 C.F.R. § 78.36 by a technically qualified person or entity (e.g., local coordinating committees, frequency coordinator, etc.).</p>		
<p>8. List all attachments, exhibits, and or specifications that will be included on this schedule: Schedule B, Section II Exhibit A - Additional Contacts Exhibit A-3 - Eligibility Exhibit B-1 - Ownership Structure Exhibit B-2 - Description of Transaction & Public Interest Statement</p>		

CERTIFICATION

All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that neither the applicant nor any other part to the application is subject to a denial of Federal benefits pursuant to 47 C.F.R. § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under 47 C.F.R. § 1.2002(c). See 47 C.F.R. § 1.2002(b) for the definition of "party to the application" as used in this certification.

The applicant certifies that the applicant has a current copy of the Commission's rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same whether by license or otherwise and requests an authorization in accordance with this application.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.

Print Full Name

Saconna Blair

Print Title

VP of Technical Operations

Signature

Saconna Blair

Date (mm/dd/yyyy)

2/25/13

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the entity (if the entity has no EIN use Social Security Number (SSN)), the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); the Internal Revenue Service Employer Identification Number (EIN) used by the entity (if the entity has no EIN, use the applicant's Social Security Number (SSN)). If the entity is a non-governmental corporation, indicate the state under whose laws the corporation is organized.

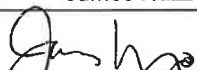
Legal Name (if person, last name first)	EIN or SSN	Entity Code	State
Charter Communications, Inc.	43-1857213	3	DE

2. Attach as **Exhibit B-1** the information requested of the applicant in item 1 for each entity which either directly or indirectly controls the applicant. Place this information in a detailed block diagram or family tree showing the direct or indirect control of the applicant, including percentage of control, including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

SECTION II. Assignment of License or Transfer of Control

Attach as **Exhibit B-2** a statement describing the proposed assignment of license or transfer of control. The assignment of license or transfer of control shall not be completed until authorized by the Commission. The Commission must be notified of consummation no later than 30 days after it occurs.

Licensee Information

FRN 0007001977			
Legal Name (if person, last name first) Bresnan Communications, LLC		Business Name Bresnan Communications, LLC	
Mailing Address 1111 Stewart Avenue		City Bethpage	State NY
Zip Code 11714		E-mail Address	
Telephone No. (516)803-2300			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.			
Print Full Name James Nuzzo		Print Title Senior Executive Vice President, Operations and Business Planning	
Signature 		Date (mm/dd/yyyy) 2/25/13	

SCHEDULE B, SECTION II

Call Sign	City	State	Expiration Date
WHZ-634	Little Rock	MT	02/01/2015
WHZ-748	Harlem	MT	08/01/2013
WLY-332	Hogback Mountain	MT	12/01/2016
WLY-861	Black Eagle	MT	05/01/2016
WBH-637	Banner	WY	11/01/2016
WLY-563	Bosin Rock	WY	12/01/2016
WLY-838	Riverton	WY	03/01/2015
WLY-839	Lander	WY	03/01/2015
WLY-914	Highwoods	MT	02/01/2016

EXHIBIT A

In addition to the contact person shown in response to Item 2(b) on page 1, copies of any correspondence or submission relation to the referenced CARS facilities should be directed to:

Tara Corvo
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue N.W., Suite 900
Washington, DC 20004
(202) 434-7359
TMCorvo@mintz.com

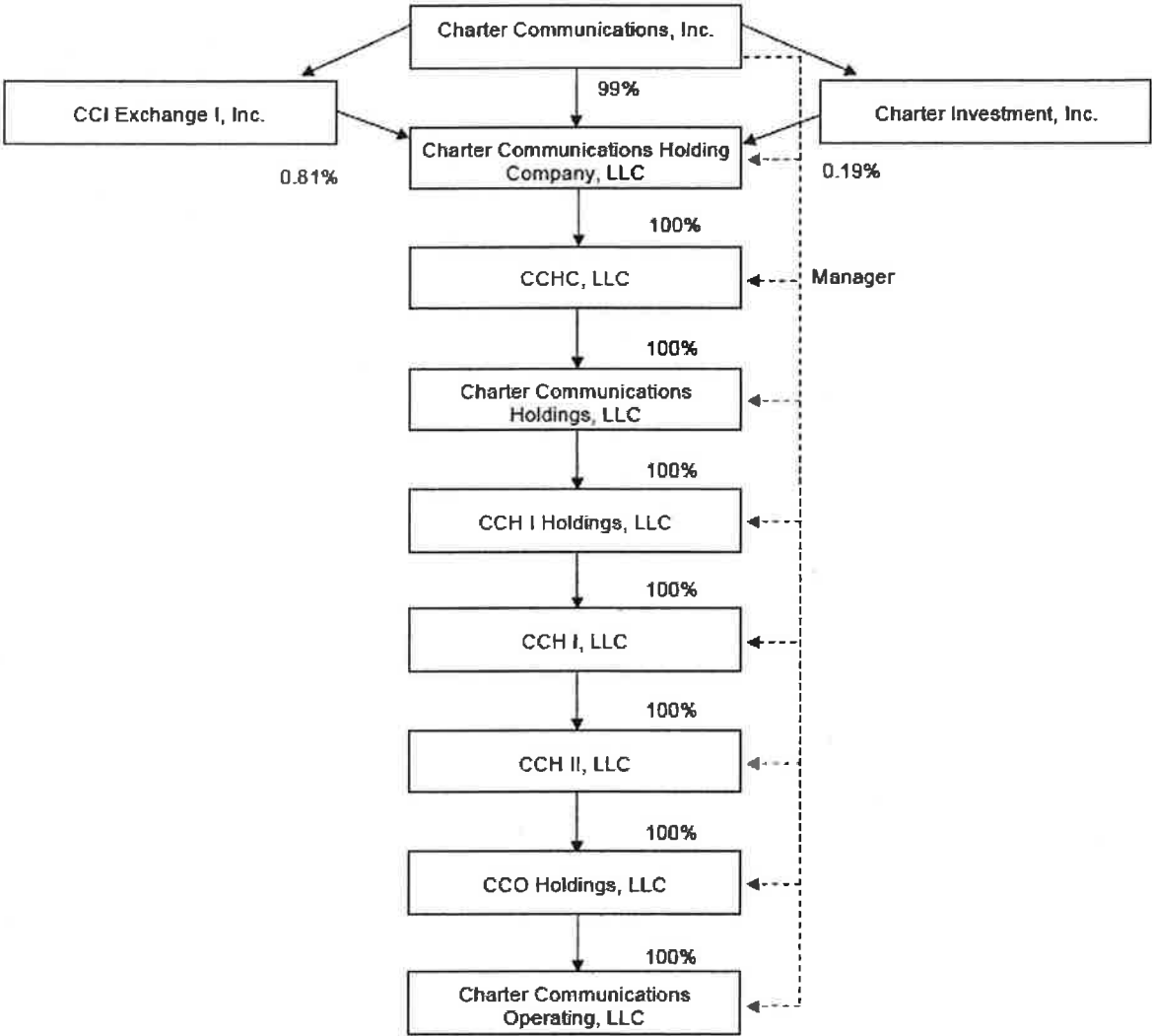
EXHIBIT A-3

ELIGIBILITY

Section 78.13(c) of the Commission's rules states that a cable operator is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable operations. This will not change as a result of the proposed transaction. Thus, the company will remain eligible in the CARS service.

The Applicant's ownership and operation of the subject CARS stations will not contravene any of the Commission's cross-ownership rules.

**EXHIBIT B-1
OWNERSHIP STRUCTURE**



After closing, BBH and Bresnan will be added to this organizational charter as follows:

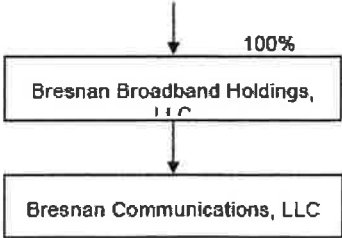


EXHIBIT B-2

DESCRIPTION OF TRANSACTION, PUBLIC INTEREST STATEMENT AND OTHER LICENSES, PERMITS, AND APPLICATIONS

On February 7, 2013, a subsidiary of Charter Communications, Inc. (“Charter”), Charter Communications Operating, LLC (“Charter Operating”), entered into a Purchase Agreement (the “Agreement”) with a subsidiary of Cablevision Systems Corporation (“Cablevision”), CSC Holdings, LLC (“CSC Holdings”), pursuant to which Charter agreed to acquire Bresnan Broadband Holdings, LLC (“Bresnan”) and its subsidiaries, including the Licensee, from Cablevision on the terms and subject to the conditions set forth in the Agreement.

Description of Transaction

Upon completion of the transaction, Charter Operating will own 100% of the membership units of Bresnan. The prior interests in Bresnan held by Cablevision and its subsidiaries or affiliates will be extinguished. Because the Licensee is a subsidiary of Bresnan, the Licensee will, as a result of the transaction, become an indirect subsidiary of Charter. The transaction closing is expected to occur following the satisfaction of customary closing conditions. Upon closing, control of the licenses will be transferred to Charter.

Public Interest Statement

The proposed transfer of control of Bresnan to Charter will serve the public interest. Bresnan will continue to provide high-quality broadband, video and telephone products and services in both the residential and business communities in the Bresnan

service areas in Colorado, Montana, Utah and Wyoming. Such communities will continue to benefit from the technological advances and increased choice afforded by Bresnan's high-quality service offerings and Bresnan's competitiveness in the communications marketplace. The transfer of control will not interrupt or degrade Bresnan's services in any way, and the financial and managerial support of Charter will further the development of new and better services for the benefit of both Charter's and Bresnan's customers, communities and employees.

The proposed combination of Bresnan's cable and telephone systems, well-run operations, and deep knowledge of its local markets with Charter's technology, marketing, pricing and service packages, and its experience in managing local cable and telephone operations in urban, suburban and rural markets across the United States, will foster broadband, voice and video service innovation, penetration and competition in both the residential and business communities that Bresnan serves. In particular, Charter intends to continue Cablevision's focus on accelerating the pace of product innovation and feature enhancements, simplifying pricing, and continuing to improve the overall value proposition to, and experience of, customers – a strategy that has enabled Charter to increase its own penetration of digital video, voice and broadband in its markets. The outcome will be the continued development and introduction of 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. In turn, Bresnan will become a stronger competitor in its markets, which will result in the continued availability of competitive prices and high quality service for all consumers.

Charter has the size, scope, leadership and capital that are necessary to introduce these benefits to the Bresnan systems. Combining Bresnan's cable and telephone systems, operations and customers with Charter's current cable and telephone systems, services, products and expertise will allow Charter to strengthen its competitive position in the communications marketplace, realize economic, marketing and operational efficiencies that will enhance its ability to offer innovative high-quality broadband, video and telephone products and services in both its own service areas and in the communities served by Bresnan, and compete more effectively in the communications marketplace.

For each of the foregoing reasons, grant of consent to the transfer of control of Bresnan to Charter is in the public interest and will benefit both companies' customers, communities and employees.

Other Licenses, Permits, and Applications Included

The parties to this application hereby request that the grant of this application for consent to transfer control include authority for Charter to acquire control of any licenses, construction permits, or applications held by or filed by Bresnan Communications, LLC, including any authorization, construction permit, or application issued to Bresnan or its subsidiaries during the pendency of this proceeding and during the period required to consummate the transaction following the approval thereof.¹

¹ See *In re Applications of Craig O. McCaw and AT&T*, Memorandum Opinion and Order, 9 FCC Rcd. 5836, 5909 ¶ 137 n.300 (1994)