

**ATTACHMENT C**

**Colorado Public Utility Commission: Joint Application of Bresnan Broadband of Colorado, LLC and Charter Communications, Inc. to Execute a Transfer  
(filed Feb. 27, 2013)**

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO**

DOCKET NO. \_\_\_\_\_

---

IN THE MATTER OF THE JOINT APPLICATION OF BRESNAN BROADBAND OF COLORADO, LLC AND CHARTER COMMUNICATIONS, INC. TO EXECUTE AN INDIRECT TRANSFER OF CONTROL

---

**JOINT APPLICATION OF BRESNAN BROADBAND OF COLORADO, LLC AND CHARTER COMMUNICATIONS, INC. FOR APPROVAL OF AN INDIRECT TRANSFER OF CONTROL**

---

Bresnan Broadband of Colorado, LLC (“Bresnan Colorado”) and Charter Communications, Inc. (“Charter” and, collectively with Bresnan Colorado, the “Applicants”), through their undersigned counsel, respectfully request approval from the Colorado Public Utilities Commission (“Commission”) of a transaction that will result in the indirect transfer of control of Bresnan Colorado to Charter. Bresnan Colorado is a competitive local exchange carrier that holds a certificate of public convenience and necessity (“CPCN”) from the Commission to provide local exchange telecommunications services.<sup>1</sup> The proposed transaction will be entirely transparent to customers and will not affect the day-to-day operations of Bresnan Colorado or its technical or managerial qualifications.

In support of the Joint Application, Applicants hereby provide a completed version of the Commission’s transfer of control application form, which is attached hereto at Exhibit A, and the following information:

---

<sup>1</sup> *Application of Bresnan Broadband of Colorado LLC for a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services*, Recommended Decision of Administrative Law Judge William J. Fritzel Approving Stipulation and Settlement Agreement and Granting Application, Docket No. 06A-125T (Colo. Pub. Util. Comm’n, July 26, 2006).

## **I. DESCRIPTION OF THE APPLICANTS**

**Bresnan Colorado.** Bresnan Colorado is a limited liability company organized under the laws of the State of Colorado. Bresnan Colorado is a wholly-owned subsidiary of Cablevision Systems Corporation (“Cablevision”), which in conjunction with its subsidiaries, provides video, voice, broadband and business services to approximately 3.6 million customers in New York, New Jersey, Connecticut, Colorado, Montana, Utah, and Wyoming.

**Charter.** Charter is a leading broadband communications company with operations in 25 states and is the fourth-largest cable television system operator in the United States. Through its operating subsidiaries, Charter offers a variety of entertainment, information and communications solutions to residential and commercial customers, including traditional cable video programming (basic and digital video), high-speed Internet services, and telephone services.

Charter possesses significant experience in the successful operation of telecommunications services providers as demonstrated by Charter’s existing operation of 24 separate state-level telephone operating companies serving approximately 1.9 million telephone customers. With respect to its telephone operations, Charter currently offers a full array of local exchange, long distance, private line, and interconnected VoIP services to customers in Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Hampshire, New York, North Carolina, Oregon, South Carolina, Tennessee, Texas, Vermont, Virginia, Washington and Wisconsin. Charter’s telephone operating subsidiaries utilize a dedicated telephone staff that is knowledgeable and experienced in all areas of telephone system management, including finance, operations, regulation, engineering, networking and sales, to oversee their respective telephone operations.

## **II. DESCRIPTION OF THE TRANSACTION**

On February 7, 2013, Charter Communications Operating, LLC ("Charter Operating") a subsidiary of Charter, entered into a Purchase Agreement (the "Agreement") with CSC Holdings, LLC, a wholly-owned subsidiary of Cablevision, pursuant to which Charter, through Charter Operating, agreed to acquire Bresnan Broadband Holdings, LLC ("Bresnan Broadband") and its subsidiaries, including Bresnan Colorado, from Cablevision on the terms and subject to the conditions set forth in the Agreement.

Upon completion of the transaction, Charter Operating will own 100% of the membership units of Bresnan Broadband. The prior interest in Bresnan Broadband and its subsidiaries held by Cablevision and its subsidiaries or affiliates will be extinguished. Charter, through Charter Operating, will pay a cash purchase price to Cablevision for Bresnan Broadband and its subsidiaries of \$1.625 billion, subject to a working capital adjustment and certain other reductions or adjustments as set forth in the Agreement. Because Bresnan Colorado is a wholly-owned, indirect subsidiary of Bresnan Broadband, the change in control of Bresnan Broadband will result in the indirect change of control of Bresnan Colorado. Accordingly, after the completion of the transaction, Bresnan Broadband and its subsidiaries, including Bresnan Colorado, will become indirect subsidiaries of Charter. The transaction closing is expected to occur during the third quarter of 2013 after all necessary regulatory approvals have been obtained.

## **III. INFORMATION REQUIRED BY COMMISSION RULE 2109**

Commission Rule 2109, which governs applications to execute a transfer, requires applicants to provide certain information, all of which is provided in the completed transfer of control application form attached hereto at Exhibit A. However, for ease of reference Applicants provide the following information:

**A. Information required by Rule 2002(b):**

**1. The names and address of the applicants:**

- (a) Bresnan Broadband of Colorado, LLC  
1111 Stewart Avenue  
Bethpage, New York 11714
- (b) Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131

**2. The name(s) under which the applicant is, or will be, providing telecommunications services in Colorado:**

Both prior and subsequent to the indirect transfer of control transaction described herein, telecommunications services in Colorado will be provided by Bresnan Colorado pursuant to the CPCN issued to it by the Commission.

**3. The name, address, telephone number, facsimile number, and e-mail address of the applicant's representative to whom all inquiries concerning the application should be made:**

*For Bresnan Colorado:*

Adam Falk  
Vice President, Government & Public Affairs  
Cablevision Systems Corporation  
1111 Stewart Avenue  
Bethpage, NY 11714  
Telephone: (516) 803-2133  
Facsimile: (516) 803-2667  
E-mail: [afalk@cablevision.com](mailto:afalk@cablevision.com)

Thorvald A. Nelson  
Holland & Hart LLP  
6380 South Fiddlers Green Circle, Suite 500  
Greenwood Village, CO 80111  
Telephone : (303) 290-1601  
Facsimile : (303) 975-5290  
E-mail: [tnelson@hollandhart.com](mailto:tnelson@hollandhart.com)

*For Charter:*

Michael R. Moore  
Sr. Director and Sr. Counsel, Regulatory Affairs  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 543-2414  
Facsimile: (314) 965-6640  
E-mail: [Michael.Moore@chartercom.com](mailto:Michael.Moore@chartercom.com)

Charles A. Hudak  
Friend, Hudak & Harris, LLP  
Three Ravinia Drive, Suite 1450  
Atlanta, Georgia 30346  
Telephone: (770) 399-9500  
Facsimile: (770) 395-0000  
E-mail: [chudak@fh2.com](mailto:chudak@fh2.com)

- 4. The name, address, telephone number, facsimile number, and e-mail address of the applicant's contact person for customer inquiries concerning the application, if that contact person is different from the person listed in subparagraph 3:**

The Applicants' representatives listed in subparagraph 3 may be contacted for information concerning the Joint Application.

- 5. A statement indicating the town or city, and any alternate town or city, where the applicant prefers any hearings to be held:**

Applicants prefer that any hearings be held in Denver, Colorado.

- 6. A statement that the applicant agrees to respond to all questions propounded by the Commission or its Staff concerning the application:**

Applicants agree to respond to all questions propounded by the Commission or its Staff concerning the Joint Application, subject to appropriate privileges and objections or required protections for confidential information.

- 7. A statement that the applicant shall permit the Commission or any member of its Staff to inspect the applicant's books and records as part of the investigation in the application:**

Applicants agree to permit such inspection, subject to required protections for confidentiality and appropriate privileges and objections.

- 8. A statement that the applicant understands that if any portion of the application is found to be false or to contain material misrepresentations, any authorities granted may be revoked upon Commission order:**

Applicants understand and agree with the above statement.

- 9. Acknowledgement that, by signing the application, the applying utility understands that:**

- (a) The filing of the application does not by itself constitute approval of the application.**
- (b) If the application is granted, the applying utility shall not commence the requested action until the applying utility complies with applicable Commission rules and with any conditions established by Commission order granting the application.**
- (c) If a hearing is held, the applying utility shall present evidence at the hearing to establish its qualifications to undertake, and its right to undertake, the requested action.**

Applicants acknowledge the above statements.

- 10. An attestation which is made under penalty of perjury; which is signed by an officer, a partner, an owner, an employee of, an agent for, or an attorney for the applying utility, as appropriate, who is authorized to act on behalf of the applying utility; and which states that the contents of the application are true, accurate, and correct. The application shall contain the title and the complete address of the affiant.**

Affidavits of an officer of each Applicant are attached to this Joint Application.

- 11. A copy of the company's proposed notice to the public and its customers if such notice is required:**

No notice is required at this time beyond the Commission's public notice of the Joint Application because Bresnan Colorado will continue to provide service under the CPCN.

**B. Name under which the transferee or encumberer is, or will be, providing service in Colorado if the transfer or encumbrance is approved:**

Both prior and subsequent to the indirect transfer of control transaction described herein, telecommunications services in Colorado will be provided by Bresnan Colorado pursuant to the CPCN issued to it by the Commission.

**C. The specific assets, including any operating authority or rights obtained under such operating authority that the applicants propose to transfer or encumber.**

The transaction involves only an indirect change of control of Bresnan Colorado as a result of the acquisition of the membership units of one of Bresnan Colorado's parent companies. No assets or operating authority of Bresnan Colorado will be transferred or encumbered as a result of the transaction.

**D. A statement of the facts (not in the form of conclusory statements) relied upon to show that the proposed transfer or encumbrance is consistent with, and not contrary to, the statements of public policy in §§ 40-15-101, 40-15-501, and 40-15-502, C.R.S.:**

The proposed indirect transfer of control is consistent with the telecommunications public policy statements of the Colorado legislature. Bresnan Colorado will continue to provide high-quality broadband, video and telephone products and services in both the residential and business communities throughout its service area in Colorado. Such communities will continue to benefit from the technological advances and increased choice afforded by Bresnan Colorado's high-quality service offerings and Bresnan Colorado's competitive services in the communications marketplace. The transfer of control will not interrupt or degrade Bresnan Colorado's services in any way, and the financial and managerial support of Charter will further the development of competitive services for the benefit of both Charter's and Bresnan Colorado's customers, communities and employees.

The proposed combination of Bresnan Colorado'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 Colorado 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 Colorado 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 Colorado systems. Additionally, combining Bresnan Colorado'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. Charter will realize economic, marketing and operational efficiencies that will enhance its ability offer innovative broadband, video and telephone products and services in both its own service areas and in the communities served by Bresnan Colorado and, thus, compete more effectively in the communications marketplace.

For each of the foregoing reasons, grant of consent to the transfer of control of Bresnan Colorado to Charter is consistent with the telecommunications public policy statements of the Colorado legislature and will benefit both companies' customers, communities and employees.

- E. Acknowledgement that by signing the application, the joint applicants understand and agree that:**
- 1. The filing of the application does not, by itself, constitute authority to execute the transfer or encumbrance;**
  - 2. The applicants shall not undertake the proposed transfer or encumbrance unless and until a Commission decision granting the application is issued;**
  - 3. The granting of the application does not constitute execution of the transfer or encumbrance, but only represents the Commission's approval of the request for authority to transfer or encumber;**
  - 4. If a transfer is granted, such transfer is conditional upon:**
    - (a) The existence of applicable, effective tariffs or price lists for relevant services, including any required adoption notices;**
    - (b) Compliance with the statutes and all applicable Commission rules, including the transferor's filing an annual report and remitting payment for all amounts due to all applicable funds or support mechanisms for the period up to the effective date of the transfer; and**
    - (c) Compliance with all conditions established by Commission order; and**
  - 5. If the application to transfer or encumber is granted, the joint applicants shall notify the Commission if the transfer is not consummated within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. This notice shall include the docket and decision number(s) which granted the authority to execute the transfer or encumbrance.**

Applicants acknowledge, understand and agree to the above statements.

**F. Provider of Last Resort ("POLR") information:**

None of the companies involved in the transaction have been designated as a provider of last resort.

V. CONCLUSION

For the reasons stated above, the indirect transfer of control of Bresnan Colorado to Charter is in the public interest, and the Applicants respectfully request approval of the Joint Application by the Commission.

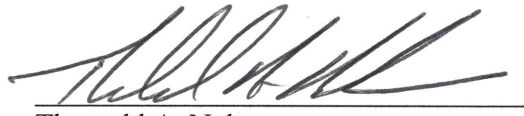
Respectfully Submitted,



Charles A. Hudak  
Friend, Hudak & Harris, LLP  
Three Ravinia Drive, Suite 1450  
Atlanta, Georgia 30346  
Telephone: (770) 399-9500  
Facsimile: (770) 395-0000  
E-mail: [chudak@fh2.com](mailto:chudak@fh2.com)

Michael R. Moore  
Sr. Director & Sr. Counsel, Regulatory Affairs  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 543-2414  
Facsimile: (314) 965-6640  
E-mail: [Michael.Moore@chartercom.com](mailto:Michael.Moore@chartercom.com)

Counsel for Charter Communications, Inc.



Thorvald A. Nelson  
Holland & Hart LLP  
6380 South Fiddlers Green Circle, Suite 500  
Greenwood Village, CO 80111  
Telephone : (303) 290-1601  
Facsimile : (303) 975-5290  
E-mail: [tnelson@hollandhart.com](mailto:tnelson@hollandhart.com)

Adam Falk  
Vice President, Government & Public Affairs  
Cablevision Systems Corporation  
1111 Stewart Avenue  
Bethpage, NY 11714  
Telephone: (516) 803-2133  
Facsimile: (516) 803-2667  
E-mail: [afalk@cablevision.com](mailto:afalk@cablevision.com)

Counsel for Bresnan Broadband of Colorado,  
LLC

**EXHIBIT A**

**Transfer of Control Application Form**

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO**  
 1560 Broadway, Suite 250, Denver, CO 80202 **PHONE: 303-894-2000**  
**E-MAIL ADDRESS: www.dora.state.co.us/puc**

<i>FOR OFFICIAL USE ONLY</i> <b>DOCKET NO.</b> _____
--

**IN THE MATTER OF THE JOINT APPLICATION OF BRESNAN BROADBAND OF COLORADO, LLC AND CHARTER COMMUNICATIONS, INC. TO EXECUTE A**

- TRANSFER OR**  
 **MERGER OF JURISDICTIONAL TELECOMMUNICATIONS PROVIDERS OR**  
 **ENCUMBRANCE**

**1. Applicant's Name and Complete Mailing Address (Transferor)**

Legal Name	Bresnan Broadband of Colorado, LLC
Name (d/b/a) applicant uses in Colorado	Bresnan Broadband of Colorado, LLC
Mailing Address	1111 Stewart Avenue Bethpage, New York 11714
Regulatory Contact	Adam Falk
Phone Number	516-803-2133
Fax Number	516-803-2667
E-mail Address	afalk@cablevision.com

**2. Applicant's Name and Complete Mailing Address (Transferee or Lender)**

Legal Name	Charter Communications, Inc.
Trade Name (d/b/a) applicant uses in Colorado	
Mailing Address	12405 Powerscourt Drive St. Louis, Missouri 63131
Regulatory Contact	Betty Sanders
Phone Number	314-288-3259
Fax Number	314-288-3555
E-mail Address	betty.sanders@chartercom.com

**3. Person to Contact for Questions about this Application:**

Contact Person	Michael R. Moore, Esq.
Mailing Address	Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131
Phone Number	314-543-2414
Fax Number	314-965-6640
E-Mail Address	michael.moore@chartercom.com

**4. Application to Execute a Transfer, Merger or Encumbrance.**

Read Rule 4 CCR 723-2-2109 before completing this section.

For an encumbrance see Sections 40-15-204 and 40-15-509 C.R.S. Use attachments as necessary.

To request authority to execute a transfer, as defined at 4 CCR 723-2-2101 (b) or as required by Colorado statute, the transferor and transferee shall file a joint application with the Commission not less than 45 days prior to the effective date of the proposed transfer.

If the transferee does not hold a Commission issued certificate of public convenience and necessity to provide local exchange telecommunications services, the transferee shall also provide the information required pursuant to Rule 4 CCR 723-2-2103 and must receive an appropriate grant of authority from the Commission.

**5. Application to Execute a Transfer or Merger (Continued)**

A. Name under which the transferee is, or shall be, providing service in Colorado, if the transfer is approved.

Bresnan Broadband of Colorado, LLC

B. Identify the assets, including any certificate, operating authority, or CPCN, or rights including stock obtained under such certificate, operating authority, or CPCN, proposed to be sold, assigned, encumbered, leased or otherwise transferred.

No sale, assignment, encumbrance, or lease of any certificate, operating authority, CPCN or assets of the licensee, Bresnan Broadband of Colorado, LLC ("Bresnan Colorado"), will occur as a result of this transaction. The transaction involves only an indirect change of control of Bresnan Colorado as a result of the acquisition of the membership units of one of Bresnan Colorado's parent companies, Bresnan Broadband Holdings, LLC, by a subsidiary of Charter Communications, Inc.

A detailed description of the transaction is set forth in the petition.

C. Proposed effective date of the transfer (no sooner than 45 days from filing date):

The parties propose to complete the transaction during the third quarter of 2013 (i.e., no sooner than June 30, 2013).

D. Provide a statement of the facts relied upon to show that the proposed transfer is consistent with, and not contrary to, the statements of public policy in 40-15-101, 40-15-501, and 40-15-502, C.R.S.

A statement demonstrating that the proposed transaction is consistent with the public interest is set forth in the petition.

E. If the Application is set for a hearing by the Commission, in which town or city does the applicant prefer the hearing be held? Denver

**6. Signature and verification (to be completed by all applicants)**

**By signing this form, joint applicants understand and agree:**

- 1) To answer all questions posed by the Commission or any authorized member of its staff concerning the application, and to permit the Commission or any authorized member of its staff to inspect the applicants' books and records as part of the investigation into the application.
- 2) That filing of the application does not, by itself, constitute authority to execute a transfer. Applicants will not execute the proposed transfer unless and until a Commission decision granting the application is issued.
- 3) That if a transfer is granted, such transfer is conditional upon: a) the existence of applicable, effective tariffs or price lists for relevant services, including any required adoption notices; b) compliance with statutes and all applicable Commission rules; c) the transferor filing an annual report and remitting payment for all amounts due to all applicable funds or support mechanisms for the period up to the effective date of the transfer and d) compliance with any and all conditions established by Commission order.
- 4) If the application to transfer is granted, the joint applicants shall notify the Commission if the transfer is not consummated within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. This notice shall include the docket and decision numbers which approved the transfer.

5. Provider of last resort (POLR). If the Commission has designated either the transferor or the transferee as a POLR, the application shall also include the information required by Commission rule 4 CCR 723-2-2186 relating to relinquishment of POLR designation.

6) That if any portion of the application is found to be false or to contain material misrepresentations, any transfer granted may be deemed null and void, upon Commission order.

**Transferor: Bresnan Broadband of Colorado, LLC**

SIGNATURE <u>Adam E. Falk</u>	DATE <u>2/26/13</u>
NAME OF SIGNATORY <u>ADAM E. FALK</u>	TITLE <u>VICE PRESIDENT, GOVERNMENT AND PUBLIC AFFAIRS</u>

**Transferee/Lender: Charter Communications, Inc.**

SIGNATURE _____	DATE _____
NAME OF SIGNATORY _____	TITLE _____

**7. Affidavit (to be provided by both applicants)**

Each applicant shall attach an affidavit signed by an officer, partner, owner, or authorized employee, stating that the contents of this application are true, accurate and correct.

**By signing this form, joint applicants understand and agree:**

- 1) To answer all questions posed by the Commission or any authorized member of its staff concerning the application, and to permit the Commission or any authorized member of its staff to inspect the applicants' books and records as part of the investigation into the application.
- 2) That filing of the application does not, by itself, constitute authority to execute a transfer. Applicants will not execute the proposed transfer unless and until a Commission decision granting the application is issued.
- 3) That if a transfer is granted, such transfer is conditional upon: a) the existence of applicable, effective tariffs or price lists for relevant services, including any required adoption notices; b) compliance with statutes and all applicable Commission rules; c) the transferor filing an annual report and remitting payment for all amounts due to all applicable funds or support mechanisms for the period up to the effective date of the transfer and d) compliance with any and all conditions established by Commission order.
- 4) If the application to transfer is granted, the joint applicants shall notify the Commission if the transfer is not consummated within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. This notice shall include the docket and decision numbers which approved the transfer.

5. Provider of last resort (POLR). If the Commission has designated either the transferor or the transferee as a POLR, the application shall also include the information required by Commission rule 4 CCR 723-2-2186 relating to relinquishment of POLR designation.

6) That if any portion of the application is found to be false or to contain material misrepresentations, any transfer granted may be deemed null and void, upon Commission order.

**Transferor: Bresnan Broadband of Colorado, LLC**

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
NAME OF SIGNATORY \_\_\_\_\_ TITLE \_\_\_\_\_

**Transferee/Lender: Charter Communications, Inc.**

SIGNATURE Rick Dykhouse DATE 2/25/2013  
NAME OF SIGNATORY RICK DYKHOUSE TITLE SVP, GC & CORPORATE SECRETARY

**7. Affidavit: (to be provided by both applicants)**

Each applicant shall attach an affidavit signed by an officer, partner, owner, or authorized employee, stating that the contents of this application are true, accurate and correct.



**AFFIDAVIT**

STATE OF MISSOURI

COUNTY OF ST. LOUIS

I, Richard R. Dykhouse, state that I am Senior Vice President, General Counsel & Corporate Secretary of Charter Communications, Inc., that I am authorized to make this certification on behalf of Charter Communications, Inc., and I declare under penalty of perjury that the contents of the foregoing application with respect to Charter Communications, Inc. are true and correct to the best of my knowledge, information and belief.

**Charter Communications, Inc.**

By: Richard R. Dykhouse

Name: Richard R. Dykhouse  
Title: SVP, General Counsel & Corporate Secretary

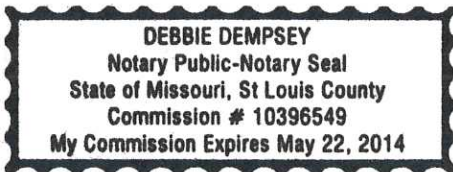
Date: 2/25/2013

Sworn to and subscribed before me  
this 25th day of February, 2013.

Debbie Dempsey  
Notary Public

My commission expires: May 22, 2014

(NOTARIAL SEAL)



**AFFIDAVIT**

STATE OF NEW YORK

COUNTY OF NASSAU

I Adam Falk, state that I am Vice President, Government & Public Affairs, of Cablevision Systems Corporation, that I am authorized to make this certification on behalf of Bresnan Broadband of Colorado, LLC, and I declare under penalty of perjury that the contents of the foregoing application with respect to Bresnan Broadband of Colorado and Cablevision Systems Corporation are true and correct to the best of my knowledge, information and belief.

**Cablevision Systems Corporation**

By: Adam E. Falk

Name: ADAM E. FALK  
Title: VICE PRESIDENT  
Date: 2/26/13

Sworn to and subscribed before me  
this 26<sup>th</sup> day of February, 2013.

Helen V. Walsh  
Notary Public

My commission expires: 11/10/13

(NOTARIAL SEAL)

HELEN V. WALSH  
Notary Public, State of New York  
No. 01WA5088009  
Qualified in Nassau County  
Commission Expires Nov. 10, 2013