

LIST OF EXHIBITS

EXHIBIT A	Articles of Organization and Certificate of Existence of Applicant
EXHIBIT B	Form of \$100,000 Letter of Credit in Lieu of Bond
EXHIBIT C	Managerial and Technical Qualifications of Personnel for Utah Operations
EXHIBIT D	Organizational Charts of Applicant's Operations
EXHIBIT E	Applicant Chart of Accounts [CONFIDENTIAL]
EXHIBIT F	Financial Statements of Bresnan Communications, LLC and its Subsidiaries [CONFIDENTIAL]
EXHIBIT G	Letter of Bresnan Communications, LLC's Controller in Support of Financial Statements
EXHIBIT H	Proof of CLEC Certification in Colorado
EXHIBIT I	Proof of CLEC Certification in Montana
EXHIBIT J	Proof of CLEC Certification in Wyoming
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EXHIBIT L	VERIFICATION

EXHIBIT "A"

RECEIVED

NOV 28 2006

Utah Div. Of Corp. & Comm. Code

ARTICLES OF ORGANIZATION
OF
BRESNAN BROADBAND OF UTAH, LLC

ARTICLE I
NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company hereby formed is Bresnan Broadband of Utah, LLC (the "Company").

ARTICLE II
BUSINESS PURPOSES

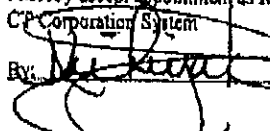
The business purposes for which the Company is organized are:

- (a) To provide telecommunications services;
- (b) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Act.
- (c) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

The foregoing clauses shall be construed so as to not limit or restrict in any manner the general power of the Company.

ARTICLE III
REGISTERED AGENT NAME, SIGNATURE AND STREET ADDRESS

CT Corporation System
50 West Broadway Street, Suite 800
Salt Lake City, Utah 84101

I hereby accept appointment as Registered Agent for the Company:
CT Corporation System
By:  Ms. Kim Miyake
Special Assistant
Secretary

The Director of the Division of Corporations and Commercial Code of the Utah Department of Commerce is appointed the agent of the Company for service of process if the above-named registered agent has, without successor, resigned, the agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence.

1

Date: 11/28/2006
Receipt Number: 1986607
Amount Paid: \$52.00

11-28-06 11:56 AM

MP

**ARTICLE IV
DESIGNATED OFFICE**

98 West Harding Avenue
Cedar City, Utah 84720

**ARTICLE V
ORGANIZER(S)**

The Company does not have organizers who are not members of the Company.

**ARTICLE VI
MANAGEMENT**

The Company will be member managed.

The name and address of the Member is

Bresnan Digital Services, LLC
One Manhattanville Road
Purchase, New York 10577

Member Signature:

Bresnan Digital Services, LLC

By: Bresnan Communications, LLC, Member

By: Bresnan Broadband Holdings, LLC, Manager

By: Bresnan Communications, Inc., Manager

By:



Robert Bresnan

Senior Vice President and General Counsel

**ARTICLE VII
PRINCIPAL ADDRESS**

One Manhattanville Road
Purchase, New York 10577



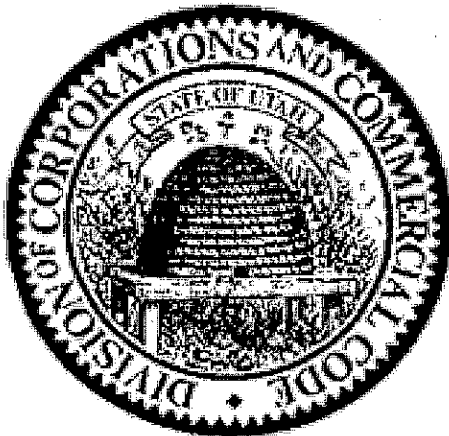
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

02/02/2007
6401518-016002022007-485457

CERTIFICATE OF EXISTENCE

Registration Number: 6401518-0160
Business Name: BRESNAN BROADBAND OF UTAH, LLC
Registered Date: November 28, 2006
Entity Type: LLC - Domestic
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division; and, that Articles of Dissolution have not been filed.



Kathy Berg
Director
Division of Corporations and Commercial Code

EXHIBIT “B”

WACHOVIA BANK, N.A.
International Department
Standby Letter of Credit Unit
401 Linden Street
Winston-Salem, NC 27101

Fax: (336) 735-0950

**Telex: 440585 WACH INT WSL
440588**

**To: PAUL BERNSTEIN
CARLETTA ROBINSON**

**Fax Number: 914-641-3459
704-383-6647**

From: LORI MARTIN

Phone Number: 336-735-3367

Number of pages (including this cover page): _____

Please review draft. There is no charge for the first initial draft. Any additional changes there will be a \$150.00 charge. When the draft language is accepted and ready to issue initial the approval stamp and fax back to myself. This will be our approval to proceed with the issuance of the Letter of Credit.

Thanks
Lori

Please call the phone number listed above if there are any problems.

***** IMPORTANT NOTICE*****

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

/[Initials]

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER [REDACTED] 9W

LETTER OF CREDIT AMOUNT	ISSUE DATE	EXPIRY DATE
USD 100,000.00	01/12/07	01/12/08

BENEFICIARY:
UTAH PSC
PLEASE COMPLETE ADDRESS

APPLICANT:
BRESNAN COMMUNICATIONS, LLC
ONE MANHATTANVILLE ROAD
PURCHASE, NY 10577

WE HEREBY OPEN OUR IRREVOCABLE STANDBY LETTER OF CREDIT IN YOUR FAVOR FOR THE ACCOUNT OF THE ABOVE REFERENCED APPLICANT IN THE AGGREGATE AMOUNT OF USD 100,000.00 (USD ONE HUNDRED THOUSAND AND 00/100'S) WHICH IS AVAILABLE BY PAYMENT WHEN ACCOMPANIED BY THE FOLLOWING DOCUMENTS:

1. A DRAFT AT SIGHT DRAWN ON WACHOVIA BANK, NATIONAL ASSOCIATION, DULY ENDORSED ON ITS REVERSE SIDE THEREOF BY THE BENEFICIARY, SPECIFICALLY REFERENCING THIS LETTER OF CREDIT NUMBER.
2. THE ORIGINAL LETTER OF CREDIT AND ANY AMENDMENTS ATTACHED THERETO.

WE HAVE BEEN INFORMED THIS LETTER OF CREDIT IS TO PROVIDE SECURITY FOR UNDISPUTED CUSTOMER DEPOSITS OR OTHER LIABILITIES TO TELECOMMUNICATIONS CUSTOMERS OF BRESNAN BROADBAND OF UTAH, LLC INCURED WITHIN THE STATE OF UTAH.

THIS IRREVOCABLE LETTER OF CREDIT SETS FORTH IN FULL THE TERMS OF OUR UNDERTAKING. THIS UNDERTAKING IS INDEPENDENT OF AND SHALL NOT IN ANY WAY BE MODIFIED, AMENDED, AMPLIFIED, OR INCORPORATED BY REFERENCE TO ANY DOCUMENT, CONTRACT, OR AGREEMENT REFERENCED HEREIN.

WE HEREBY AGREE WITH YOU THAT DRAFT(S) DRAWN UNDER AND IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF THIS CREDIT SHALL BE DULY HONORED IF PRESENTED TOGETHER WITH DOCUMENT(S) AS SPECIFIED AT OUR OFFICE LOCATED AT 401 LINDEN STREET, MAIL CODE NC6034, WINSTON SALEM, NC 27101, ATTENTION: STANDBY LETTERS OF CREDIT ON OR BEFORE THE ABOVE STATED EXPIRY DATE, OR ANY EXTENDED EXPIRY DATE IF APPLICABLE..

DRAFT(S) DRAWN UNDER THIS CREDIT MUST SPECIFICALLY REFERENCE OUR CREDIT NUMBER.

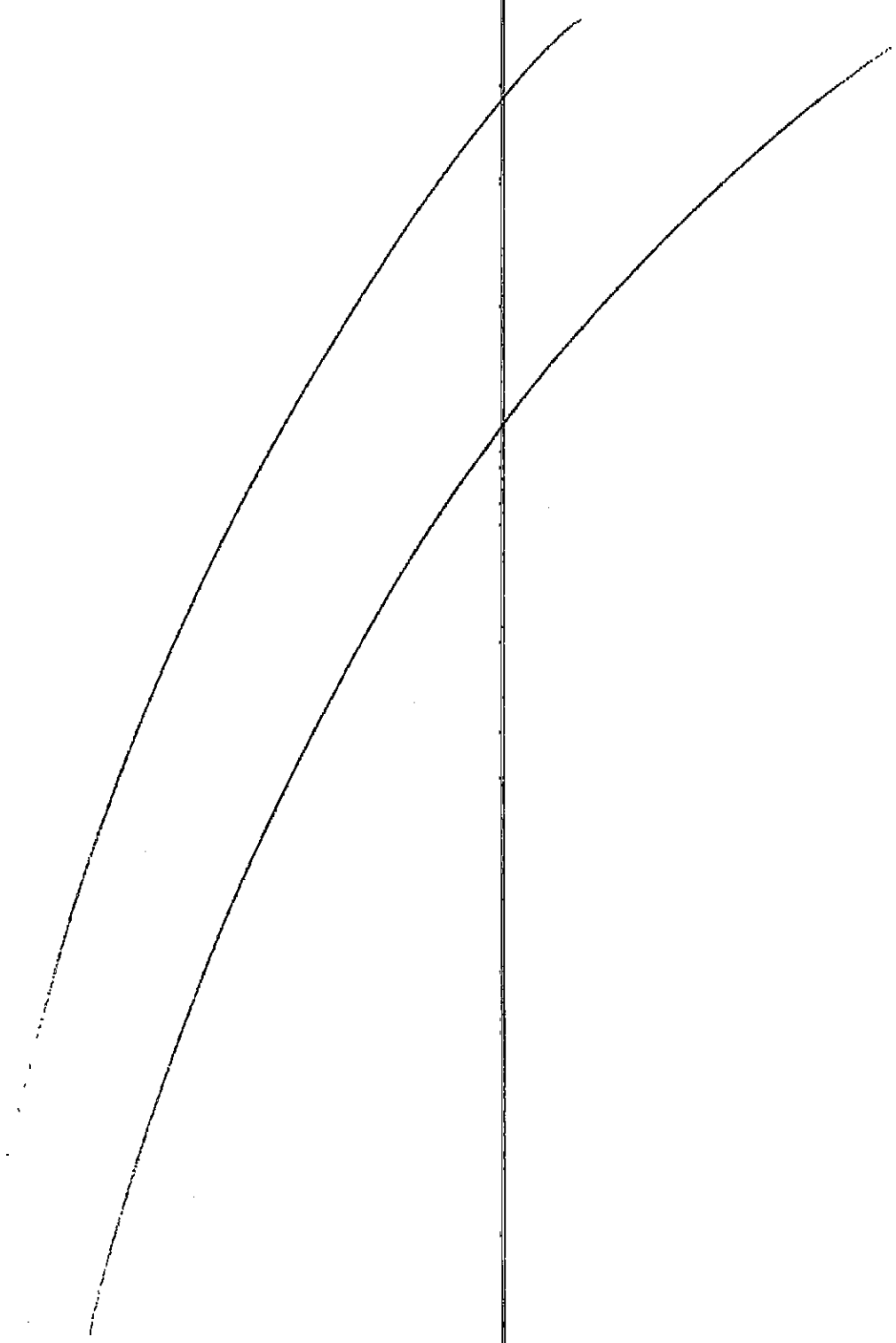
EXCEPT AS OTHERWISE EXPRESSLY STATED HEREIN, THIS LETTER OF CREDIT IS SUBJECT TO THE INTERNATIONAL STANDBY PRACTICES 1998, INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 590 ("ISP98").

SINCERELY,

AUTH JAN. 12. 2007 4:15PM WACHOVIA INT
LAM

NO. 020 P. 3

CONTINUED ON NEXT PAGE WHICH FORMS AN INTEGRAL PART OF THIS
LETTER OF CREDIT .



IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED] PAGE NO. 2 01/12/07

THE ORIGINAL OF THIS LETTER OF CREDIT CONTAINS AN EMBOSSED SEAL OVER THE AUTHORIZED SIGNATURE.

PLEASE DIRECT ANY CORRESPONDENCE INCLUDING DRAWING OR INQUIRY QUOTING OUR REFERENCE NUMBER TO:

WACHOVIA BANK, NATIONAL ASSOCIATION
401 LINDEN STREET, MAIL CODE NC6034
WINSTON SALEM, NORTH CAROLINA 27101

OUR CUSTOMER CARE PHONE NUMBER FOR ANY QUERIES IS 800-776-3862
OUR FAX NUMBER IS 336-735-0950

WORDING REVIEWED AND APPROVED

BY: _____

THIS FORM IS AN INTEGRAL PART OF THE
APPLICATION AND AGREEMENT FOR STANDBY
LETTER OF CREDIT DATED _____

EXHIBIT “C”

Bresnan Management Team

William J. Bresnan, President and Chief Executive Officer:

Mr. Bresnan began his cable career in 1958 when, at the age of 25, he designed and built his first cable system in Rochester, MN. When that system was acquired by Jack Kent Cooke, Inc. in 1965, Mr. Bresnan joined the Cooke executive team. After a series of transactions, the Cooke holdings were merged with Teleprompter Corporation, then the largest cable company in the U.S. Mr. Bresnan served as President of Teleprompter's Cable Television Division from 1974 to 1981. In 1981, Westinghouse Electric purchased Teleprompter, and Mr. Bresnan was named Chairman and Chief Executive Officer of the new company, Group W Cable, Inc. He left Group W Cable and founded Bresnan Communications in 1984.

Throughout his career, Mr. Bresnan has played a leadership role in the cable television industry. He has testified before the FCC and U.S. congressional committees on a wide range of communications and copyright issues. Known as one of the cable industry's leading contributors to technological advancement, he played a major role in the development of the first domestic satellite transmission as well as the country's first fiber optic communications system. In 1981, he was the recipient of the National Cable Telecommunications Association's prestigious Larry Boggs Award (now the Distinguished Vanguard Award for Leadership) for outstanding contributions to the industry, and in 1987 he was honored with the Cable Television Public Affairs Association's President's Award. In 1999, his numerous contributions to the industry were acknowledged when he received one of cable's highest honors, the Walter Kaitz Foundation's Partnership in Diversity Award. In the spring of 2000, he was inducted into the Cable Television Hall of Fame. In May of 2000, he received the Stanley B. Thomas Lifetime Achievement Award from the National Association of Minorities in Communications. In November of 2000, Mr. Bresnan also was inducted into *Broadcasting and Cable* magazine's Hall of Fame.

Mr. Bresnan served on the Board of Directors of the NCTA for over 30 years and was a member of its Executive Committee for some 15 years; he rejoined the NCTA Board in 2003. He is currently the Chairman of The Cable Center in Denver, a member of the Board of Directors and Executive Committee of C-SPAN, and a Board member of Cable Television Laboratories, Cable TV Pioneers, Cable Positive and The Walter Kaitz Foundation. A supporter of diversity in the workplace, Mr. Bresnan is also a member of the Board of Directors of The Emma Bowen Foundation, which promotes minority interests in media. Previously, he was the Chairman of CablePAC and has served on the Boards of Directors of Cable in the Classroom and the Cabletelevision Advertising Bureau. A firm believer in the advancement of women throughout the industry, Mr. Bresnan is an honorary lifetime member of Women in Cable and Telecommunications.

Jeffrey S. DeMond, CPA, Executive Vice President and Chief Financial Officer:

Jeff DeMond brings a broad background in acquisition and operations finance and financial management to the Bresnan management team.

Bresnan Management Team

Mr. DeMond joined Bresnan in 1985 as Director of Finance. He is now Executive Vice President and Chief Financial Officer. During his tenure with the Company, he has overseen the acquisition, financing and financial integration of numerous domestic and international communications businesses, including telephone and cable investments in the United States, Chile and Poland. These included domestic and international bank financings, public high-yield bond offerings and equity investments by financial investors including Providence Equity, Quadrangle Group, TD Capital, The Blackstone Group and Credit Suisse First Boston and by strategic partners such as TeleCommunications, Inc., AT&T Broadband, Comcast Corporation, and TeleCommunications International (now part of Liberty Media Group). These businesses were sold during 1999 and 2000 for a total of more than \$3.5 billion. Mr. DeMond also oversees the Bresnan management team's private investment program and serves on the boards of several of its portfolio companies.

Before joining Bresnan, Mr. DeMond was a Senior Manager with the New York City office of Peat, Marwick, Mitchell & Company, an international firm of certified public accountants (now known as KPMG). During his seven-year tenure, he worked with entrepreneurial clients in a variety of industries, including radio broadcasting and film syndication. Mr. DeMond is a certified public accountant and a business school honors graduate of the University of Alabama, where he won various awards including the Stan Kenton Outstanding Jazz Soloist award as a member of a college all-star big band. He also performed and recorded with a band that had a million-selling record in 1975.

Steven M. Brookstein, Executive Vice President of Operations:

Steve Brookstein brings to the Bresnan management team an extensive background in consumer and cable marketing, cable operations and high-tech experience.

Mr. Brookstein joined Bresnan in April 2003, assuming overall responsibility for the operations of the Company's cable television systems. Previously, he spent nine years with Comcast Cable, joining the company in 1990 as Senior Vice President of Marketing and moving into operations four years later as Regional Senior Vice President for Comcast's East/West Region. In that role, he managed Comcast's cable systems in Connecticut, Colorado and California. In 1999, Mr. Brookstein joined @Home, the industry's premiere high-speed data provider, as Senior Vice President of Affiliate Relations. In April 2002, he was appointed General Manager of @Home's residential business unit. Prior to joining Bresnan, Mr. Brookstein held a senior executive management post with DIVA, a pioneer Video On Demand solutions provider.

He began his career in advertising account management for such New York advertising agencies as Ogilvy & Mather, Wells, Rich Greene, and Young and Rubicam. In the early 1980's he joined Home Box Office and was part of the team that developed and launched HBO's sister service, Cinemax.

Mr. Brookstein holds a BS degree from Temple University in Philadelphia and an MBA degree from the University of Pennsylvania's Wharton Business School.

Bresnan Management Team

Daniel J. Bresnan, Executive Vice President of Business Development:

Dan Bresnan contributes a range of experience in planning, acquisitions, operations, and strategic management to the Bresnan management team.

Mr. Bresnan joined the Company in 1984 with responsibility for its strategic information systems. For the last 20 years he has led the acquisition, corporate development, and international operations areas of the Company. During this period, Mr. Bresnan has overseen the negotiation and consummation of numerous domestic and international acquisitions as well as the integration of acquired businesses.

With overall responsibility for the Company's international division, Mr. Bresnan led the development, staffing and operations of businesses in Chile and Poland, where the Company marked a number of important achievements. These include the successful, profitable launch of one of the earliest European applications of high-speed data, telephony, and video over HFC networks, and the consolidation and upgrade of networks creating one of Europe's largest single head-end systems, covering more than a half-million households. Mr. Bresnan was responsible for negotiating the participation of private equity groups in the international businesses of the Company, as well as the eventual, profitable disposition of those assets.

Mr. Bresnan graduated magna cum laude from New York University with a BS in Music and Technology and was awarded an MBA with honors in Strategic Management from Pace University.

Patrick J. Bresnan, Senior Vice President of Community Development:

Pat Bresnan brings close to 40 years of experience in cable operations management, marketing and community relations to the Bresnan management team.

Formerly Bresnan's Vice President of Marketing, Mr. Bresnan assumed the position of Vice President of Community Development in 1998. In this role, he has overseen the development and growth of the Company's relationships with government, media, education and opinion leaders in the communities served by Bresnan Communications. This has included working with local officials to implement programs utilizing the Company's technology to benefit the community.

Mr. Bresnan began his cable TV career in 1965 as Advertising Manager for Jack Kent Cooke, Inc. (which later became Teleprompter Corporation) in Beverly Hills, CA, and subsequently held positions with the company as General Manager for systems in Keene, NH, Sault Ste. Marie, MI and Sault Ste. Marie, Ontario. In 1969, he was appointed General Manager of the Ironwood, MI system and District Manager of the Great Lakes District. In addition, he served as General Manager of Teleprompter's El Paso, TX system and District Manager for its Rocky Mountain District. In 1986, Mr. Bresnan re-joined the Great Lakes District as District Manager for Bresnan Communications, which had acquired the region's systems. He joined the headquarters management group in 1988. Mr. Bresnan is a member of the Cable TV Pioneers.

Bresnan Management Team

Robert V. Bresnan, Senior Vice President and General Counsel:

Bob Bresnan brings his extensive and diverse background in law, with emphasis on telecommunications law, to the Bresnan management team, which he joined in 1993.

Mr. Bresnan oversees all legal matters, including oversight of the Company's day-to-day legal and administrative issues, franchise transfers, union negotiations, rate regulation compliance, acquisition and divestiture documentation, as well as external counsel supervision.

After becoming a member of the California Bar in 1986, Mr. Bresnan joined the law firm of Tuverson & Hillyard, specializing in the defense of attorneys in complex legal malpractice suits. In 1988, he joined the cable brokerage firm of Hardesty, Puckett & Co. in San Diego. As in-house counsel, he was responsible for all aspects of cable television transactions. Mr. Bresnan also handled legal matters that arose from the operation of the business. He graduated from the State University of New York at Albany with a BA in Music and English. Mr. Bresnan holds a Juris Doctorate from the University of Southern California Law School.

Leonard Higgins, Senior Vice President of Advanced Services:

Lenny Higgins brings a broad understanding of the voice and data telecommunications industry to the Bresnan management team.

Since joining the Company in 1996, Mr. Higgins has directed Bresnan's entry into the telephony and high-speed data markets. Additionally, Mr. Higgins developed new and innovative business opportunities in the telecom area, growing Bresnan's telecommunications business unit to over \$10 million in revenue after two years of operation.

Previously, Mr. Higgins was Executive Director of Strategic Business Development at Bellcore. Prior to that, he was Vice President of Development for Sutton Capital, Inc., a telecommunications investment company with interests in cable television systems, cellular operations and alternate access networks. While at Sutton, Mr. Higgins directed the development of an alternative local telecommunications network in New Jersey and Sutton's participation in the FCC's PCS auctions. He was also Director of Corporate Development for Teleport Communications Group from 1988 to 1993, where he oversaw the expansion of its local telecommunications networks into a number of new markets. Mr. Higgins received a BA in Economics from Syracuse University and an MBA from Monmouth College in New Jersey.

Andrew C. Kober, CPA, Senior Vice President and Controller:

Andy Kober brings a detailed understanding of financial structuring, accounting, tax and financial reporting to the Bresnan management team.

Bresnan Management Team

Mr. Kober joined Bresnan in 1990 as Controller and has been responsible for the accounting and financial reporting functions of the Company's U.S. and international operations. In this role, Mr. Kober has worked with various domestic and international operating locations to implement policies and procedures, integrate acquired businesses, recommend improvements in systems and procedures, review financial results with local management and ensure timely reporting of financial and tax information to our partners, bankers and the SEC.

In addition, Mr. Kober has been actively involved in the Company's public high-yield offerings and international and domestic equity-raising efforts. He also helped coordinate the sale of Bresnan's former domestic and international operations, overseeing the orderly completion of financial and tax reporting and the transition of financial operations to the acquiring companies.

Prior to joining Bresnan, Mr. Kober was a manager with the New York City office of Ernst & Young. During his six years there, he worked with clients in the manufacturing, legal services, media, broadcasting and cable sectors, including Bresnan.

Mr. Kober is a certified public accountant and a summa cum laude graduate of Manhattan College, where he received a BS in Accounting and Information Systems. He is a member of the New York State Society of Certified Public Accountants, the American Institute of Certified Public Accountants, the Broadband Tax Institute, the Broadcasting and Cable Financial Management Society and the Accounting and Financial Operations Committee of the National Cable Telecommunications Association.

Gareth P. McIntosh, Senior Vice President of Engineering:

Gary McIntosh brings to the Bresnan management team an extensive background in domestic and international engineering related to telecommunications system design.

Mr. McIntosh joined Bresnan in 1994, assuming responsibility for all engineering and technical operations. He has designed and supervised construction of state-of-the-art Hybrid Fiber-Coax systems for the Company both in the U.S. and abroad, including major rebuilds of its domestic plant and development of leading-edge systems for its former cable operations in Poland and Chile. In Poland he also was responsible for the early deployment of cable telephony. In Chile he oversaw a rapid development plan which resulted in the build-out or upgrade of over 5,000 kilometers of HFC plant in only 15 months.

He began his career with Rediffusion Ltd., one of the world's first -- and Britain's largest -- cable system operators. Subsequently, he moved to the BBC, where among other broadcast activities he helped to install Britain's first 625-line facilities. He later joined a subsidiary of British Airways which fulfilled various communications and electronics contracts and services for overseas clients in aeronautics and other fields. After serving with Lindsay CATV Canada as its General Manager and Chief Engineer, Mr. McIntosh joined Canadian-based Rogers Cable Systems, where he progressed to the position of Vice President of Engineering, Canada. At Rogers, in addition to his normal cable

Bresnan Management Team

television responsibilities, he was involved in the initial implementation stages of a national Canadian cellular communications system.

Upon joining Fundy Cable in Canada as Vice President of Engineering, he assumed responsibility for its domestic operations in cable, broadcasting and manufacturing, and also played an instrumental role in developing Fundy's joint cable/telephony system in the U.K. During his employment with Fundy, he was awarded the Canadian Cable Television Association's Annual Award for Cable TV Technical Innovation.

Mr. McIntosh studied at Llandaff College of Advanced Technology in Wales, graduating as a Chartered Engineer through the U.K. Institute of Electronic and Radio Engineers.

Terry St. Marie, Senior Vice President of Operations:

Terry St. Marie brings a strong foundation in operations management, analysis, budgeting and forecasting to the Bresnan management team.

Utilizing his extensive background in operations and finance, Mr. St. Marie oversees the field operations of Bresnan's cable television systems in Montana, Wyoming, Colorado and Utah. He joined the Company in 1994 to supervise all operational activities of Bresnan's international ventures and strategic partnerships. He was responsible for developing and implementing standardized operating procedures for various Bresnan ventures and has played a key role in new business development for the Company. His previous responsibilities also included the preparation, analysis and implementation of all financial planning and budgeting for international operations. Mr. St. Marie has also been actively involved in the capital-raising efforts of the Company.

A certified public accountant, Mr. St. Marie served as an Audit Manager with Ernst & Whinney (now Ernst & Young) from 1982 to 1987. From 1987 to 1990, he was Vice President of Administration and General Manager for Cooke Cablevision, Inc., where he oversaw operations and directed all financial planning and budgeting for the company's 40 cable systems serving 670,000 subscribers in 19 states. Prior to joining Bresnan, he was Senior Vice President with the Washington Redskins/JKC Stadium, Inc. in Middleburg, VA, from 1990 to 1994. Mr. St. Marie graduated summa cum laude from St. Mary's University in San Antonio, TX, where he received a BA in Business Administration.

Margot C. Bright, Vice President of Finance and Investor Relations:

Margot Bright has nine years of finance experience in the cable television industry. Ms. Bright manages the Company's relationships with the financial community, including the structuring of financings and overseeing compliance reporting, analyst meetings, rating agency presentations and the Company's bank meetings. She also supervises the Company's treasury management activities.

Before joining Bresnan, Ms. Bright was a Director in the syndications group at TD Securities, USA, where she worked exclusively on media and telecommunications

Bresnan Management Team

transactions. Prior to TD Securities, she was a Manager in the Media Finance group of the Bank of Nova Scotia in New York, where she was responsible for structuring, underwriting and managing a portfolio that included cable, broadcasting, and publishing.

Ms. Bright has an MBA in Finance from the University of Pittsburgh and a BS in Business from the Pennsylvania State University.

Shawn Fisher, Vice President of Advanced Services Technology:

Shawn Fisher is responsible for Advanced Services Technology related to data and voice services across the Bresnan footprint. In his current capacity, he has taken the lead in the development of the core services infrastructure and operations for Bresnan OnLine, the company's high-speed data service.

Mr. Fisher joined the Bresnan team in 1991, bringing with him more than 15 years of technical and management experience. Working in various capacities at Bresnan, he played an integral role in the deployment of BresnanLink high-speed data deployments dating back to 1997. Staying with Bresnan Communications after the sale of the Company's properties to Charter Communications in 2000, he served on the acquisition team that succeeded in purchasing several Comcast systems (formerly AT&T Broadband) in the Far West region where they now serve customers in Montana, Wyoming, Colorado, and Utah.

Mr. Fisher holds membership in a number of professional societies including the ISOC, the organizational home of the Internet Engineering Task Force (IETF), the Internet Architecture Board (IAB), the Internet Engineering Steering Group (IESG), and the Internet Research Task Force, all of which represent the standards setting and research arms of the Internet community. He also is a member of the Society of Cable Telecommunication Engineers.

Jim Gemmill, Vice President of Operations:

Jim brings to Bresnan a solid foundation in both operations and finance. Joining Bresnan in 1995 as Manager of Operations, he quickly was elevated to the post of Director of Operations, responsible for the implementation and monitoring of Company operating policies and procedures. Most recently he has taken on the additional responsibility for the administration of the Company's cable programming offerings throughout its footprint.

Prior to joining Bresnan Jim spent 15 years at Sutton Capital Associates, Inc. in New York, where he was Vice President of Operations. At Sutton, owner and operator of numerous cable systems throughout the U.S., he held a wide range of responsibilities, among them operations, certain aspects of cable programming and debt placements.

From 1969 to 1974, Jim served in the U.S. Air Force, where held the rank of Captain.

Bresnan Management Team

He holds a BA degree in English from Georgetown University, Washington, DC, and an MBA, with a concentration in Finance, from St. Johns University in New York.

Jackie Heitman, Vice President of Marketing:

Jackie Heitman brings to the Bresnan management team an extensive background in integrated marketing across a variety of industries including cable, sports and entertainment, telecom, and broadcast.

In her role as Vice President of Marketing at Bresnan, Ms. Heitman will have oversight of sales, corporate marketing, public relations, public affairs and community relations. In addition to those duties, she will spearhead the launch of the company's first bundled service offering that will include such products as digital cable, high-speed Internet access, and VOIP.

Ms. Heitman came to Bresnan from Cox Communications where she held the post of Marketing Vice President for New Orleans. At Cox, she planned and executed the launch of the company's telephony product on a facilities-based switched platform, achieving nearly 13% market penetration in the first year of being fully launched. Prior to that, she held a variety of top-level marketing and research positions in which she was responsible for the development and implementation of integrated and targeted business-to-business programs, growth of revenue streams, and realization of cost savings for large and medium-size businesses alike.

Ms. Heitman holds an MBA and a BS in Business Administration, both of which she earned at the University of Dayton, Ohio.

Katherine Kirchner, Vice President of Telephony Operations

Since joining the company in 2003, Katherine Kirchner has played a major role in the introduction of Bresnan Communications' digital telephone service. In her role as Director of Telephony Operations at Bresnan, Katherine oversees all aspects of the company's telecommunications and transport services. She is responsible for planning, implementing and overseeing maintenance on all leased and company-owned transport facilities for advanced services, including high-speed data, analog and digital video, high-definition video, and digital telephony.

In addition to managing the company's internal telecommunications infrastructure, Katherine performs IP capacity planning for major hubs and regional high-speed data markets. She also implements capacity upgrades and carrier diversity to national backbone for IP services. Prior to joining Bresnan, Katherine was General Manager for Montana Advanced Information Network (MAIN), Inc. a regional fiber-optic network/telecommunications company. While there, she took the company from a net loss, cash burn position to a positive net income within two years.

Katherine began her career in the field of telecommunications in 1993, when she worked until 1996 as an NMC Analyst II – Surveillance for Sprint/United Telephone-Midwest.

Bresnan Management Team

From there, she moved to Mid-Rivers Telephone Cooperative, Inc. where she was Manager of New Services. After that, she joined MEANS Telecom, which later became Onvoy, first as Customer Care Manager and then, as Director of Operations and Information Services.

Jerold C. Lambert, Associate General Counsel:

Jerold Lambert brings to the Bresnan management team more than 15 years of experience in the telephony and cable television regulatory arenas. In his role at Bresnan, his work is focused primarily on the Company's digital telephone service. Working alongside the General Counsel and SVP of Advanced Services, Jerry is responsible for ensuring regulatory compliance at all levels of government, Federal, State, and Local. He also provides advice and counsel on relevant operating policies, assuring their regulatory compliance. As Associate General Counsel, Jerry represents Bresnan before all regulatory agencies, legislative bodies, and industry organizations and, as needed, assists the General Counsel with local cable TV franchise matters and commercial services contracts.

Prior to joining Bresnan Communications, Jerry served as Vice President and Senior Counsel at Charter Communications, where he had oversight of all regulatory issues pertaining to cable rates, cable and telecommunications franchising and telephony service offerings for the multi-state corporation. He also was responsible for all system legal and regulatory compliance. In addition to those duties, Jerry represented the Company's telephone division at administrative proceedings and obtained CLEC certifications as needed.

Before making a transition to the private sector, Jerry worked in the public sector, serving the Texas cities of Houston, and then, Austin. For the former, he served as Public Service Manager, administering franchises, monitoring electric and telecommunications rate hearings, and providing counsel on various statutory interpretations and city ordinances. While serving Austin as Director, Cable and Regulatory Affairs, Jerry negotiated and drafted franchise agreements with various utilities, enforced franchise provisions against all holders, and administered the contract providing for the management of public access television resources as required by the City's cable television franchise agreement.

Mr. Lambert, a member of the Texas Bar Association, holds a Juris Doctorate and a B.S. in Petroleum Land Management, both of which he earned at the University of Houston.

Shawn Beqaj, Director, Government Affairs and Community Development

Shawn, as Director of Government Affairs & Community Development has a wide array of responsibilities. He manages corporate-wide relationships with elected and regulatory officials from all levels of government, directs communication and media relation efforts and develops the corporate community development and public affairs agenda.

Bresnan Management Team

Prior to joining Bresnan Shawn was Director of Association Affairs at the National Cable and Telecommunications Association in Washington DC. While there, he was responsible for communicating national cable legislative and regulatory agendas to state associations and industry executives. In addition he was the NCTA liaison to the various intergovernmental associations including ALEC, NCSL, NGA among others.

Prior to joining NCTA, Shawn worked in the cable television industry as Director of Franchise Management for Cablevision Systems Corporation in New York. His legislative experience was derived from both state and federal level positions. He was Legislative Assistant for New York State Assemblyman Phillip Boyle, Communications Director for the New York State Assembly and Communications Director for Congressman Rick Lazio, also from New York.

Before making the transition to communications and government Shawn spent 8 years as an officer in the US. Merchant Marines where he commanded an international salvage tug in locations ranging from Venezuela to Central Asia.

EXHIBIT “D”

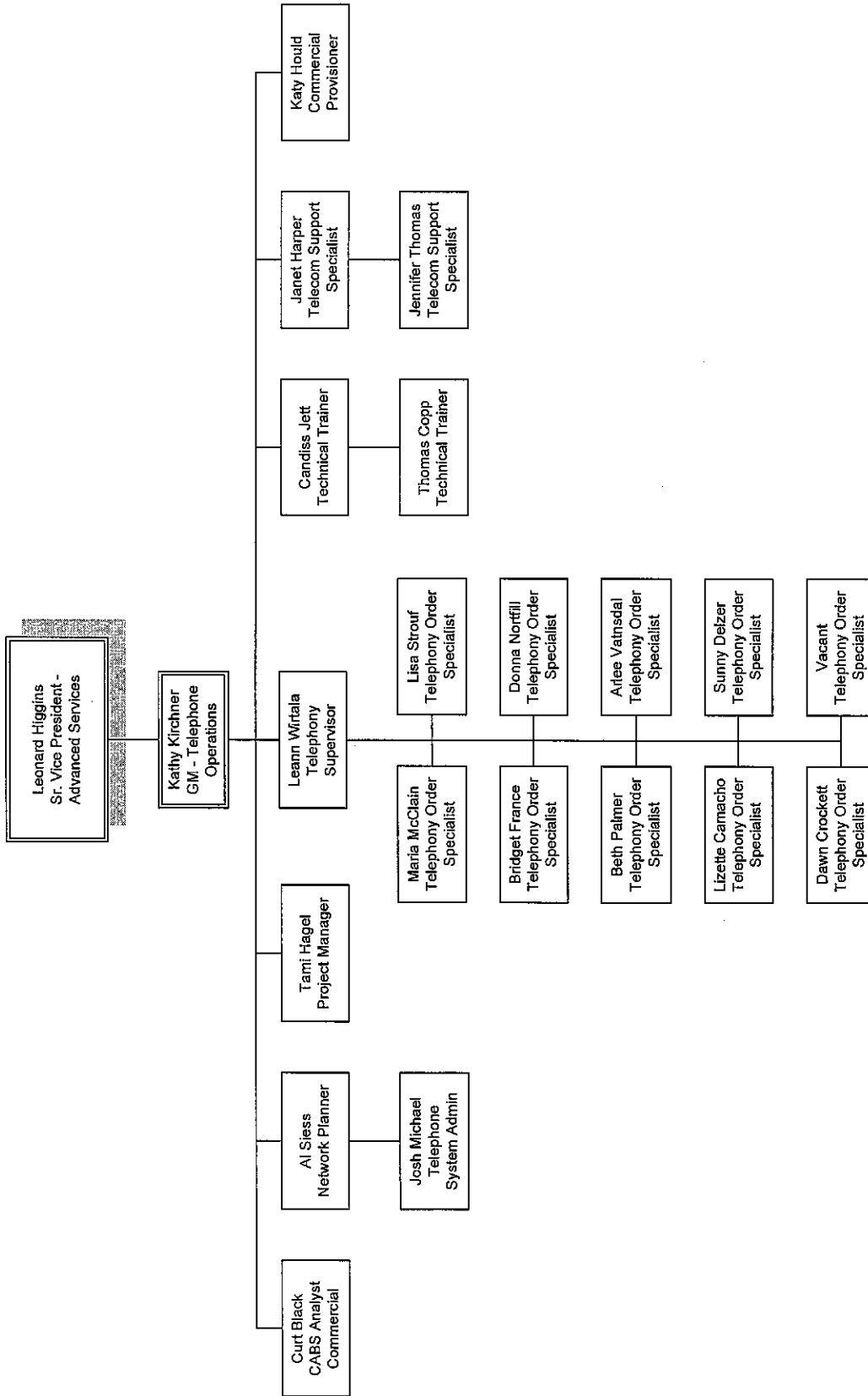


EXHIBIT “E”

EXHIBIT “F”

EXHIBIT “G”

BRESNAN
Communications

Bresnan Communications
One Marlborough Road
Parsippany, NJ 07054-2900
Tel: 974.641.7200
Fax: 974.641.7300
www.bresnan.com

February 1, 2007

Julie Orchard, Secretary
Utah Public Service Commission
Heber M. Wells Building
160 East 300 South St.
Salt Lake City, Utah 84111

Re: Application of Bresnan Broadband of Utah, LLC for a Certificate of Public Convenience and Necessity

Dear Ms. Orchard:

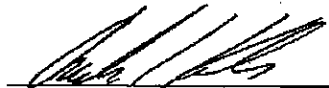
On behalf of Bresnan Broadband of Utah, LLC (the "Applicant") this letter is submitted as an exhibit to Applicant's application for a Certificate of Public Convenience and Necessity (the "Application") in accordance with Utah Administrative Code R746-349-3(A)(10)(b).

I am the Senior Vice President and Controller of Bresnan Communications, Inc., the Manager of Bresnan Communications, LLC and the Applicant is a wholly owned subsidiary of Bresnan Communications, LLC. I have the requisite knowledge to make the following attestation and I am authorized to do so.

I attest to the accuracy, integrity and objectivity of the financial statements of Bresnan Communications, LLC and its subsidiaries attached as an exhibit to the Application. I also attest they were prepared in accordance with Generally Accepted Accounting Principles ("GAAP").

Sincerely yours,

BRESNAN COMMUNICATIONS, LLC
by Bresnan Communications, Inc. its Manager



by Andrew C. Kober its
Senior Vice President and Controller

EXHIBIT “H”

Decision No. R06-0867

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 06A-125T

IN THE MATTER OF THE 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**

Mailed Date: July 26, 2006

I. STATEMENT, FINDINGS, AND CONCLUSIONS

1. On March 15, 2006, Bresnan Broadband of Colorado, LLC (Bresnan) filed an application for a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services.
2. Notice of the application was posted on the Commission's web site on March 20, 2006.
3. On May 1, 2006, Staff of the Colorado Public Utilities (Staff) intervened in the case.
4. On May 3, 2006, the Commission referred the matter to an Administrative Law Judge.
5. On July 18, 2006, Bresnan and Staff filed a Stipulation and Settlement Agreement and a Joint Motion to Approve the Stipulation and Settlement Agreement.

6. It is found and concluded that the Stipulation and Settlement Agreement attached to and incorporated in this Recommended Decision is just, reasonable, in the public interest, and it should be accepted.

7. The application is consistent with the legislative policy statements contained in §§ 40-15-101, 40-15-501, and 40-15-502, C.R.S. It is in the public interest to grant Bresnan a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services in the State of Colorado.

8. Pursuant to § 40-6-109, C.R.S., it is recommended that the Commission enter the following order.

II. ORDER

A. The Commission Orders That:

1. The Stipulation and Settlement Agreement filed on July 18, 2006 by Staff of the Colorado Public Utilities Commission and Bresnan Broadband of Colorado, LLC, attached to and incorporated in this Recommended Decision, is approved.

2. Bresnan Broadband of Colorado, LLC is granted a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services in the State of Colorado.

3. Applicant Bresnan Broadband of Colorado, LLC shall file tariffs for its services with the Commission, including a detailed description of Applicant's service territory delineated in the local exchange maps filed with the tariff.

4. Bresnan Broadband of Colorado, LLC's local exchange telecommunications services will be regulated under the default regulatory scheme contained in 4 *Code of Colorado Regulations* 723-2.

5. Bresnan Broadband of Colorado, LLC shall serve customers in its service territory on a non-discriminatory basis. "Service territory" shall be defined as that portion of Colorado included in the local exchange maps provided with the Applicant's tariffs. Bresnan Broadband of Colorado, LLC shall not be required to extend service where the underlying facilities based provider has no facilities.

6. Prior to commencing operations under the Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services, Bresnan Broadband of Colorado, LLC shall file an Advice Letter containing local exchange maps, local calling areas, and a proposed tariff to become effective on not less than 30 days' notice.

7. If Bresnan Broadband of Colorado, LLC fails to file an effective tariff within three years from the effective date of this Decision, the Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Service shall be deemed null and void. For good cause shown, and if a proper request is filed within three years of the effective date of this Recommended Decision, the Commission may grant Applicant additional time within which to file the tariff.

8. Bresnan Broadband of Colorado, LLC will be required to contribute to the Public Utilities Commission's Fixed Utilities Fund, the Colorado High Cost Support Mechanism, the Telecommunications Relay services for the Disabled Telephone Users Program, the Emergency Telephone Access Act Program (Low Income Fund), and other financial support mechanisms that may be created in the future by the Commission to implement §§ 40-15-502(4) and (5), C.R.S.

9. Bresnan Broadband of Colorado, LLC shall comply with all statutory and regulatory requirements applicable to telecommunications providers subject to the jurisdiction of

the Commission, and comply with the terms of the Stipulation and Settlement Agreement attached to this Recommended Decision.

10. This Recommended Decision shall be effective on the day it becomes the Decision of the Commission, if that is the case, and is entered as of the date above.

11. As provided by § 40-6-109, C.R.S., copies of this Recommended Decision shall be served upon the parties, who may file exceptions to it.

a) If no exceptions are filed within 20 days after service or within any extended period of time authorized, or unless the decision is stayed by the Commission upon its own motion, the recommended decision shall become the decision of the Commission and subject to the provisions of § 40-6-114, C.R.S.

b) If a party seeks to amend, modify, annul, or reverse basic findings of fact in its exceptions, that party must request and pay for a transcript to be filed, or the parties may stipulate to portions of the transcript according to the procedure stated in § 40-6-113, C.R.S. If no transcript or stipulation is filed, the Commission is bound by the facts set out by the administrative law judge and the parties cannot challenge these facts. This will limit what the Commission can review if exceptions are filed.

12. If exceptions to this Decision are filed, they shall not exceed 30 pages in length, unless the Commission for good cause shown permits this limit to be exceeded.

(S E A L)



ATTEST: A TRUE COPY

Doug Dean

Doug Dean,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

WILLIAM J. FRITZEL

Administrative Law Judge

BEFORE THE PUBLIC UTILITIES COMMISSION FOR THE STATE OF COLORADO

Docket No. 06A-125T

IN THE MATTER OF THE APPLICATION OF BRESNAN BROADBAND OF COLORADO LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE LOCAL
EXCHANGE TELECOMMUNICATIONS SERVICES.

STIPULATION AND SETTLEMENT AGREEMENT

This Stipulation and Settlement Agreement ("Stipulation") is entered into by and between Staff of the Colorado Public Utilities Commission ("Staff") and Bresnan Broadband of Colorado LLC (BRESNAN). Staff and BRESNAN collectively are referred to as Parties, and individually as Party.

INTRODUCTION AND BACKGROUND

1. BRESNAN is a Delaware Limited Liability Company having its principal office in Purchase, New York.
2. On March 15, 2006, BRESNAN initiated this Docket by filing its Application for Certificate of Public Convenience and Necessity (CPCN) to Provide Local Exchange Telecommunications (Application).
3. Staff timely filed its Notice of Intervention in this matter on May 1, 2006. Staff is the only intervener in this Docket.
4. The Parties now stipulate and agree that the Commission should approve the Application on the terms set forth in this Stipulation.

TERMS OF STIPULATION AND SETTLEMENT

5. Pursuant to Section 40-15-503.5, C.R.S., BRESNAN shall maintain a letter of credit for a period of three (3) years from the date that its initial tariff to provide regulated telecommunications service to any customer becomes effective which shall occur after the CPCN becomes effective. Such letter of credit must be renewed annually by BRESNAN as required for a period of three (3) years. Concurrent with the filing of an Advice Letter and initial tariff to provide such telecommunications services, BRESNAN shall file with the Commission a verified statement, signed by an officer of BRESNAN, attaching the original and two copies of the letter of credit to the verified statement. The beneficiary of the letter of credit shall be the Colorado Public Utilities Commission.

6. Initially, the letter of credit shall be in the amount of fifty thousand dollars (\$50,000), which will be the minimum amount required for the duration of the letter of credit. The formula used to calculate the amount of the letter of credit is attached to this Stipulation as Exhibit A and incorporated herein.

7. The issuer of the letter of credit shall be rated "Secure" by A.M. Best Company, Inc.

8. Within thirty (30) calendar days beginning on the calendar date the number of BRESNAN's revenue producing lines¹ reaches one thousand (1,000) lines, BRESNAN shall recalculate the amount of the letter of credit that will be required and shall file a report with the Commission that clearly shows the number of revenue producing lines and the recalculated amount of the letter of credit that is then required, using the same formula used for determining the initial amount of the letter of credit, which is found in and is attached as Exhibit A. Within thirty (30) calendar days beginning on the day after the thirty-day report period set forth above in this same Paragraph No. 8 has

¹ The term "revenue producing lines" shall mean lines that have been activated and for which customers are being billed. In the event BRESNAN sells systems that serve multiple lines, the calculation of "revenue producing lines" or the equivalent shall be made pursuant to Federal Communications Commission Form 477, "Instructions for the Local Competition and Broadband Reporting Form."

expired, an officer of BRESNAN shall file with the Commission a verified statement that the letter of credit has been increased to the required amount. Such verified statement shall clearly identify the new amount and the new term of the letter of credit. BRESNAN shall file with the Commission a verified statement, signed by an officer of BRESNAN, that the letter of credit has been increased to the required amount, attaching the original and two copies of the letter of credit to the verified statement..

9. BRESNAN shall file a report with the Commission no later than December 31 of each year that the letter of credit is required, beginning in the year that BRESNAN offers regulated telecommunications services to its customers under its effective tariff. This report shall include the following:

- (a) The total number of revenue producing lines of BRESNAN for regulated telecommunications services to end user customers in Colorado for the six (6) months preceding the date of the report;
- (b) Any change in the number of revenue producing lines of Bresnan for regulated telecommunications services to end user customers in Colorado for the six (6) months preceding the date of the report;
- (c) the amount of the existing letter of credit; and
- (d) any recalculation of the amount of the letter of credit that may be required.

10. An increase in the amount of the letter of credit will not be required unless the recalculation of the amount of the letter of credit as calculated using the formula set for in Exhibit A exceeds twenty percent (20%) of the amount of the existing letter of credit.

11. The monies from the letter of credit shall be disbursed as set forth in this paragraph in the event of the issuance of a show cause order by the Commission pursuant to paragraph 14 below.

Disbursement shall be made on a percentage basis, which percentages are included in Exhibit A.

Disbursement of the letter of credit shall be made as described below:

- a. To funds mandated by the Commission and Colorado statute, including the Colorado High Cost Support Mechanism, the Low Income Telephone Assistance Program, the Fixed Utilities Fund, 9-1-1, and the Telecommunications Relay Service;
- b. To wholesale telecommunications provider(s), specifically for services provided to BRESNAN for which payment has not yet been received on undisputed amounts; and for the wholesale telecommunications provider's costs of providing notice to customers if BRESNAN fails to do so due to BRESNAN's discontinuance of providing service, after verification of those costs by Staff;
- c. To refund customer deposits and prepayments for telecommunications services not yet received in the event that BRESNAN discontinues service to its customers. Upon attestation by an officer of BRESNAN that all refunds owed to customers for payment for services not yet received has been rendered and the disbursement of the funds to all other parties has been completed, the Commission shall disburse to BRESNAN any remaining proceeds from the letter of credit up to the amount of the refunds BRESNAN issued to customers; and
- d. For Commission-incurred costs for items including, but not limited to, notices mailed by the Commission or the designated default provider if BRESNAN discontinues service and fails to mail notice to customers, as required by 4 CCR 723-2-2108; any Commission-incurred costs associated with the transitioning of customers to another provider; and any Commission-incurred bankruptcy court costs.

12. At any time any portion of the letter of credit is disbursed, BRESNAN shall obtain an addition to the current letter of credit or a new letter of credit for the amount required based on the formula set forth in Exhibit A.

13. BRESNAN shall be considered in default of the letter of credit in the following circumstances:

a. If BRESNAN ;

i. untimely ("late by more than thirty (30) calendar days which period shall begin on the first day after the due date") remits or fails to remit payments to statutory funds (including the Colorado High Cost Support Mechanism, the Low Income Telephone Assistance Program, the Fixed Utilities Fund, 9-1-1, and the Telecommunications Relay Service);

ii. untimely remits or fails to submit undisputed payments to wholesale providers;

iii. untimely pays or fails to pay any refunds, credits or deposits owed to customers; and

b. untimely files or fails to file Commission-required reports including, but not limited to:

i. annual reports;

ii. line count report when the number of revenue-producing lines first exceed one thousand (1,000) lines for the first time;

iii. verified annual statements of line counts and letter of credit amounts;

iv. verified statements of letter of credit renewal or modification;

iv. and/or violation of any Commission rules concerning regulated telecommunication providers.

14. Occurrence of any or all of the items described in Paragraph No. 13(a) and (b) above shall be cause for Staff to request that the Commission issue an order to show cause concerning the actions of or failure to act by BRESNAN as well as to make recommendations to the Commission

concerning BRESNAN's letter of credit and the status of BRESNAN's CPCN. In the event the Commission issues a show cause order that finds Bresnan is in breach of any or all of the items described in Paragraph No. 13(a) and (b) above, the Commission may authorize its representatives to draw on the letter of credit. No demand for a draw on the letter of credit shall be honored by the issuing bank, absent a show cause order issued by the Commission authorizing its representative to draw on the letter of credit.

15. BRESNAN agrees that it will not discontinue service to customers for any reason unless the Commission has granted its application to discontinue pursuant to 4 CCR 723-2-2108 (Rule 2108). For so long as BRESNAN is obligated to provide the letter of credit, in the event that BRESNAN files an application pursuant to Rule 2108, BRESNAN shall file with the Commission, and serve a copy on Staff, the following: (a) the number of business and residential lines affected by such discontinuance; (b) a customer list, including the name, address and telephone number of each customer; (c) the amount of any refund due to each individual customer for payment of service not received by the customer; and (d) the identity of all underlying providers supporting the regulated telecommunications services affected by such discontinuance.

16. BRESNAN expressly acknowledges that, in accordance with Section 40-5-105, C.R.S. (2004), as amended, it cannot sell, assign, or otherwise transfer its Colorado assets that are used in the provision of regulated telecommunications services, including, without limitation, Billing Account Numbers, customers, Interconnection Agreements, and its CPCN, without first having obtained Commission approval.

17. In this docket, BRESNAN shall provide Staff notice, within thirty days' of its execution, of any agreement between Bresnan and a third party for the provision of marketing, customer service, or customer acquisition services in connection with BRESNAN's regulated

telecommunications service in Colorado. If such third party agreement is entered into with a party that is affiliated with BRESNAN and over whom Bresnan exercises substantial oversight, BRESNAN shall provide notice of such agreement within seven (7) days of its entry into the agreement. This requirement does not include employment agreements with Bresnan employees who may be hired to perform inside sales, marketing or customer service or acquisition activities.

18. For the three (3) year period that BRESNAN is required to maintain a letter of credit pursuant to Paragraph No. 5, above, BRESNAN shall file a report with the Commission in writing within ten (10) calendar days of any of the following occurrences in connection with the regulated telecommunications services provided by BRESNAN or one of its regulated affiliates:

- a. Assessment of civil penalties by any court or regulatory body;
- b. Assessment of criminal penalties by any court or regulatory body;
- c. Injunctive relief awarded by any court or regulatory body;
- d. Any corrective action taken by any court or regulatory body;
- e. Any refund of more than one hundred dollars (\$100) in any individual case, or any refund of two hundred fifty dollars (\$250) or more to any class of customers awarded by any court or regulatory body;
- f. Reparations to any party awarded by any court or regulatory body;
- g. Initiation of a show cause proceeding by any court or regulatory body;
- h. Initiation of disciplinary proceedings by any court or regulatory body, including proceedings to limit or to place restrictions on any authority to operate a CPCN or offer any service;
- i. Refusal to grant authority to operate or provide a service by any court or regulatory body;

- j. Revocation of authority to operate or to provide a service by any court or regulatory body;
- k. Voluntary surrender of any certificate or authority to operate in lieu of any action by a court or regulatory body; or
- l. Any combination of the foregoing sanctions, penalties, corrective actions, or other proceedings.

19. If BRESNAN fails to perform any or all of the obligations set forth in this Stipulation including, but not limited to, failing to obtain and maintain a letter of credit according to the terms outlined in this Stipulation and/or fails to timely report to the Commission any events set forth in Paragraph 18 above, Staff shall consider BRESNAN to have breached this Stipulation. In that event, Staff may request that the Commission issue an order to show cause to determine whether the Commission should take action against BRESNAN's CPCN. In the event the Commission issues a show cause order that finds Bresnan is in breach of any or all of the obligations set forth in this Stipulation, the Commission may authorize its representatives to draw on the letter of credit. No demand for a draw on the letter of credit shall be honored by the issuing bank, absent a show cause order issued by the Commission authorizing its representative to draw on the letter of credit.

GENERAL SETTLEMENT TERMS AND CONDITIONS

20. This Stipulation is made for settlement purposes only. No Party concedes the validity or correctness of any regulatory principle or methodology directly or indirectly incorporated in this Stipulation. Furthermore, this Stipulation does not constitute agreement, by any Party, that any principle or methodology contained within this Stipulation may be applied to any situation other than the above-captioned case. No precedential effect or other significance, except as may be necessary to

enforce this Stipulation or a Commission order concerning the Stipulation, shall attach to any principle or methodology contained in the Stipulation.

21. This Stipulation shall not become effective until the Commission issues a final order approving the Stipulation, which order does not contain any modification of the terms and conditions of this Stipulation that is unacceptable to the Parties hereto. In the event the Commission modifies this Stipulation in a manner unacceptable to either Party, that Party shall have the right to withdraw from this Stipulation and proceed to hearing on some or all of the issues that may be appropriately raised by that Party in this Docket under a new procedural schedule. The withdrawing Party shall notify the Commission and the other Party to this Stipulation in writing within ten (10) days of the date of the Commission order that the Party is withdrawing from the Stipulation (Notice). A Party who properly serves a Notice shall have and be entitled to exercise all rights the Party would have had in the absence of the Party's agreeing to this Stipulation.

22. In the event this Stipulation is not approved, or is approved with conditions that are unacceptable to any Party who subsequently withdraws, the negotiations or discussions undertaken in conjunction with the Stipulation shall not be admissible into evidence in this or any other proceeding. Moreover, in such an event, except as may be specifically provided for herein, neither anything said, admitted or acknowledged in the negotiations leading up to the execution of this Stipulation, nor the settlement terms and conditions contained herein, nor the Stipulation itself may be used in this or any other administrative or court proceeding by any of the Parties hereto, or otherwise.

23. The Parties state that they have reached this Stipulation by means of a negotiated process that is in the public interest, and that the results reflected in this Stipulation are just, reasonable, and in the public interest. Each Party pledges its support of this Stipulation and urges the Commission to approve same, without modification.

24. Except as otherwise specifically agreed in this Stipulation, nothing contained herein shall be deemed as constituting either a settled practice or precedent for the purposes of any other proceeding, and by entering into this Stipulation, no Party shall be deemed to have agreed to any specific principles of ratemaking. The Parties expressly reserve the right to advocate positions different from those stated in this Stipulation in any proceeding other than one necessary to obtain approval of, or to implement, this Stipulation or its terms and conditions. Nothing in this Stipulation shall constitute a waiver by any Party with respect to any matter not specifically addressed in this Stipulation.

25. This Stipulation may be executed in separate counterparts, including facsimile. The counterparts taken together shall constitute the Stipulation and Settlement Agreement.

26. The signatories represent that the signatories to this Stipulation have full authority to bind their respective Parties to the terms of this Stipulation.

Dated this 6th day of ^{July} ~~June~~, 2006.

**FOR BRESNAN BROADBAND OF
COLORADO, LLC**

By: [Signature]
LEONARD HIGGINS
Sr. V.P., Advanced Services
Bresnan Communications, Inc.
1 Manhattan Road
Purchase, New York 10577

APPROVED AS TO FORM

By: [Signature]
Rebecca B. DeCook
Holland & Hart LLP
8390 East Crescent Parkway, Ste. 400
Greenwood Village, CO 80111

**FOR STAFF OF THE COLORADO PUBLIC
UTILITIES COMMISSION**

By: [Signature]
~~ROBERT SKINNER, GERALD ENRIGHT~~
Financial Analyst,

Colorado Public Utilities Commission
1580 Logan Street, OL-1
Denver, Colorado 80203

APPROVED AS TO FORM

JOHN W. SUTHERS
Attorney General

By: [Signature]
Anne K. Botterud, #20726*
First Assistant Attorney General
Business and Licensing Section

Attorneys for Staff of the Public
Utilities Commission

1525 Sherman Street, 5th Floor
Denver, Colorado 80203
Telephone: (303) 866-3867
Fax: (303) 866-56915
Email: anne.botterud@state.co.us

*Counsel of Record

EXHIBIT A

STAFF Letter of Credit CALCULATION

PAGE 1 OF 1

Estimated Number of Customers: 500

Average Revenue per customer per month: \$ 25.00 Monthly Revenue per customer

Fixed Utilities Fund (FUF): 1.466% of Intrastate revenues

911 Fund: \$0.50 per line per month

Colorado High Cost Support Mechanism (CHCSM): 2% of revenues

Low Income Fund: \$.12 per line per month

TRS Relay Fund: \$.06 per line per month

PUC Administrative Costs .In the event CLEC does not perform customer transition obligations, calculated at \$1.44 per customer.

Prepayments assume each customer prepays one month of service ((\$25X1)X500 customers)

Wholesale Supplier Regulatory Obligation, 2 months of service ((\$25X2)X500 customers)

Customer deposits assume 10% of retail customers will need to place a 2 month deposit of \$50



Number of Customers	500	<u>% of Total</u>	
Annual Revenues	\$150,000		
FUF	2199	4%	
911	3000	6%	
CHCSM	3000	6%	
Low Income	720	1%	
TRS Fund	360	1%	
PUC Administrative Costs	721	1%	
Customer deposits	2500	5%	
Customer Prepayments	12,500	25%	
Wholesale Supplier Obligation	<u>\$ 25,000</u>	50%	
Total Deposit/LETTER OF CREDIT Requirement	\$ 50,000	100%	

RECEIVED

JUL 27 2006

HOLLAND & HART
Becky DeCook

EXHIBIT "I"

 	
Montana's Official State Website PUBLIC SERVICE COMMISSION	
<div style="display: flex; justify-content: space-between;"> Energy Telecom Water/Sewer Transportation Pipeline Safety </div>	
PSC Home	Telecommunications
Commissioners	Carrier Details (as of 1/22/2007 1:35:53 PM)
Press Releases	Registration Details For Selected Carrier
Calendars	<u>COMPANY INFORMATION</u>
Consumers	Company Name: Bresnan Broadband of Montana, LLC Address: 1127 Alderson Avenue Billings, MT 59102 US
eDocuments	Phone: (800) 569-3959 Toll-Free: (800) 569-3959 Fax: (406) 869-5629
Contact Us	<u>REGULATORY CONTACT PERSON</u>
Contact Information: Address: State of Montana Public Service Commission 1701 Prospect Ave P.O. Box 202601 Helena, MT 59620-2601 Telephone: Main Switchboard : (406) 444-6199 V/TDD Consumer Complaints : (800) 646-6150 V Facsimile (FAX) : (406) 444-7618 Other: File a Complaint : click here Comment on Proceedings : click here Contact PSC Webmaster : psc_webmaster@state.mt.us	Name: Jerry Lambert Address: 1 Manhattanville Road Purchase, NY 10577 US Phone: (914) 641-3338 Fax: (914) 641-3438 Email: jlambert@bresnan.com
	Description of Existing Telecommunications Operations and General Service Areas in any Other Jurisdictions: Bresnan currently provides cable and broadband service to approximately 300,000 customers in Colorado, Montana, Utah, and Wyoming. Bresnan began providing intrastate, point-to-point Wide Area Network data service in Colorado, Montana and Wyoming on a beta basis in mid-2004 and later. Bresnan began providing digital phone services using Internet Protocol to its customers in Montana, Colorado and Wyoming in mid-2005.
	<u>PARENT COMPANY INFORMATION</u>
	Company Name: Bresnan Digital Services, LLC Address: 1 Manhattanville Rd Purchase, NY 10577 US Phone: (914) 641-3335
	The names, principal addresses and telephone numbers of any subsidiary and/or affiliate companies: Bresnan Broadband of Colorado, LLC 1127 Alderson Avenue Billings MT 59102 800-569-3959 Bresnan Broadband of Wyoming LLC 1127 Alderson Avenue Billings MT 59102 800-569-3959 Bresnan Communications, LLC 1 Manhattanville Rd Purchase NY 10577 914-641-3300
	<u>TELECOMMUNICATIONS SERVICE(S) COMPANY INTENDS TO PROVIDE IN MONTANA</u>
	Other Services
	Description of Facilities and Equipment Used to Provide Service in Montana: Bresnan Broadband of Montana, LLC will use the existing facilities and equipment of Bresnan Communications, LLC to provide service in Montana.
	Does the company intend to draw from the universal service fund or other explicit support funds? No
	Does the company intend to seek PSC designation as an eligible telecommunications carrier? No

Has a court or state or federal regulatory agency taken formal action against the company that resulted in penalty or sanction within the last 5 years? No

Is The Company incorporated? No

Form of ownership: Limited Liability Company

Date Business Entity Created: 4/6/2004

Principle Owners' and Managers' Names and Addresses:

Bresnan Digital Services, LLC is the sole member of Bresnan Broadband of Montana, LLC: Robert Bresnan Manager, Bresnan Digital Services, LLC 1 Manhattanville Road Purchase, NY 10577 Leonard Higgins Manager, Bresnan Digital Services, LLC 1 Manhattanville Road Purchase, NY 10577

AGENT INFORMATION

Name: CT Corporation System
Address: 40 West Lawrence, Suite A
P.O. Box 1166
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EXHIBIT “J”

THE STATE



OF WYOMING

DAVE FREUDENTHAL
GOVERNOR

Public Service Commission

HANSEN BUILDING, SUITE 300

2515 WARREN AVENUE

CHEYENNE, WYOMING 82002

(307) 777-7427

FAX (307) 777-5700

TTY (307) 777-5723

<http://psc.state.wy.us>

COMMISSIONERS

ROB HURLESS

STEVE FURTNEY

KATHLEEN A. "CINDY" LEWIS

STEPHEN G. OXLEY
SECRETARY AND CHIEF
COUNSEL
RUTH M. HOBBS
DEPUTY DIRECTOR

June 21, 2005

Walter F. Eggers, III
HOLLAND AND HART
2515 Warren Ave., Suite 450
Cheyenne, WY 82001

Re: IN THE MATTER OF THE APPLICATION OF BRESNAN BROADBAND OF WY,
LLC, FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO
PROVIDE LOCAL TELECOMMUNICATION SERVICES IN WYOMING - DOCKET
NO. 70114-TA-05-2 (RECORD NO. 9893)

Dear Mr. Eggers:

Enclosed please find a copy of the Commission's Notice And Order, Public Notice,
and Public Service Announcement (PSA), in the above docketed matter.

Should you have any questions regarding this matter, please contact the
undersigned at (307) 777-5746.

Very truly yours,

A handwritten signature in black ink, appearing to read "Steve Oxley".
STEPHEN G. OXLEY
Secretary and Chief Counsel

SGO/bde
Enclosure

BEFORE THE PUBLIC SERVICE COMMISSION OF WYOMING

IN THE MATTER OF THE APPLICATION OF)
BRESNAN BROADBAND OF WYOMING, LLC,)
FOR A CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO)
PROVIDE CONCURRENT LOCAL EXCHANGE)
TELECOMMUNICATIONS SERVICES IN)
WYOMING)

Docket No. 70114-TA-05-2
(Record No. 9893)

NOTICE AND ORDER
(Issued June 20, 2005)

This matter is before the Wyoming Public Service Commission (Commission) on the application of Bresnan Broadband of Wyoming, LLC (Bresnan) for a concurrent certificate of public convenience and necessity to provide local exchange telecommunications services in those areas of Wyoming where Qwest Corporation is the incumbent local exchange service provider. The Commission, having reviewed the application, its files regarding Bresnan, applicable telecommunications law, and being otherwise fully advised in the premises, HEREBY FINDS and CONCLUDES:

1. Bresnan is a telecommunications company as defined by W.S. §37-15-103(a)(xi); and, as such, it is subject to the Commission's jurisdiction under W.S. § 37-15-401(a)(vi).

2. Bresnan filed its application on May 16, 2005, seeking a certificate of public convenience and necessity to provide concurrent local exchange services in Wyoming in the areas presently served by Qwest Communications. Bresnan stated in its Application that it plans to provide "all local exchange telecommunications services" through its own facilities and to provide them "as part of its IP-Enabled digital voice service." Bresnan stated that it will offer services to all customers within the Qwest exchanges "provided Bresnan has sufficient and adequate broadband plant" to do so. Bresnan further stated that it will provide the services in conjunction with its partner, Net2Phone, explaining that Net2Phone's affiliated competitive local exchange carrier, IDT America, has an interconnection agreement with Qwest.

3. W.S. § 37-15-201(b) requires the Commission to grant a concurrent certificate of public convenience and necessity for local exchange service "... if it finds, after notice and opportunity for hearing, that the applicant possesses sufficient technical, financial and managerial resources to provide safe, adequate and reliable local exchange services within the identified geographic areas." W.S. § 37-15-203(a) provides that "[p]rices for telecommunications services which have not been determined by the legislature or the commission to be competitive shall be

regulated by the commission in accordance with this section." Under W.S. § 37-15-204(a), local telecommunications companies shall file with the Commission price schedules showing all competitive and noncompetitive services, terms, conditions and prices.

4. Section 253(a) of the federal Telecommunications Act of 1996 states that "[n]o State or local statute or regulation, or other State or local legal requirement, may prohibit or have the effect of prohibiting the ability of any entity to provide any interstate or intrastate telecommunications service." Section 253(b) affirms our ability "... to impose, on a competitively neutral basis * * * requirements necessary to preserve and advance universal service, protect the public safety and welfare, ensure the continued quality of telecommunications services, and safeguard the rights of consumers."

5. Bresnan is a Wyoming Limited Liability Company whose sole member is Bresnan Digital Services, LLC. Both entities are wholly owned by Bresnan Communications, LLC. Bresnan is in good standing and duly authorized to transact business in Wyoming.

6. To support its assertion that it possesses the requisite technical, financial and managerial resources to operate as a local exchange telecommunications company, Bresnan provided several years of audited financial statements and a summary of the professional and technical qualifications of its managerial team directly involved in Bresnan's offering of local telecommunications services. Bresnan further states that it is an experienced cable television, telephony and high-speed internet service provider.

7. Bresnan's application is consistent with the intent of both the Wyoming Telecommunications and the Act of 1995 federal Telecommunications Act of 1996 to promote competition in the telecommunications industry. The Commission finds and concludes that Bresnan has demonstrated it possesses sufficient technical, financial and managerial resources to provide safe, adequate and reliable service as required by W.S. § 37-15-201(b). The Commission further concludes that Bresnan has supported its application and that it should therefore, be approved, subject to notice, protest, opportunity for hearing, change and such further order as the Commission may deem appropriate.

8. Bresnan's application is on file with the Commission at its offices in Cheyenne, Wyoming, and at Bresnan's offices in Cheyenne at 506 West 17th Street and at its offices in Casper at 451 S Durbin Street. It may be inspected by any interested persons during regular business hours and any of these locations.

9. Anyone wishing to intervene, request a hearing, or file a statement, representation or protest to this application must do so in writing addressed to the Commission on or before July 20, 2005, mentioning Docket No. 70114-TA-05-2.

10. If you wish to participate and require reasonable accommodation for a disability, call the PSC at (307) 777 7427 or write the PSC at 2515-Warren Avenue, Suite 300, Cheyenne, Wyoming 82002. Communications impaired persons may also contact the Commission through Wyoming Relay by dialing 711. Please mention the docket number when you call or write.

IT IS THEREFORE ORDERED:

1. Pursuant to open meeting action taken on June 16, 2005, the application of Bresnan for a concurrent certificate of public convenience and necessity to provide local exchange telecommunications services in the areas of Wyoming presently served by Qwest Communications is hereby approved, effective June 16, 2005, subject to notice, possible protest, opportunity for hearing or such further action or order as the Commission may deem necessary.

2. Bresnan is hereby directed to file appropriate local exchange price schedules, and any applicable interconnection agreements prior to providing local exchange telecommunications services.

3. The Commission directs that the public notice herein be substantially the same as paragraphs 1 through 10 hereinabove.

4. This Notice and Order is effective immediately.

MADE and ENTERED at Cheyenne, Wyoming, on June 20, 2005.

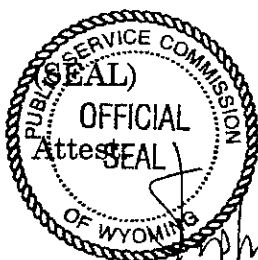
PUBLIC SERVICE COMMISSION OF WYOMING



ROB HURLESS, Chairman



KATHLEEN A. LEWIS, Commissioner



STEPHEN G. OXLEY, Secretary and Chief Counsel

THE STATE



OF WYOMING

DAVE FREUDENTHAL
GOVERNOR

Public Service Commission

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(307) 777-7427

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CHEYENNE, WYOMING 82002
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COMMISSIONERS

ROB HURLESS
STEVE FURTNEY
KATHLEEN A. "CINDY" LEWIS

June 21, 2005

STEPHEN G. OXLEY
SECRETARY AND CHIEF
COUNSEL
RUTH M. HOBBS
DEPUTY DIRECTOR

Casper Star Tribune
Legal Publications
Box 80
Casper, WY 82602

Re: IN THE MATTER OF THE APPLICATION OF BRESNAN BROADBAND OF WY, LLC, FOR
A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE LOCAL
TELECOMMUNICATION SERVICES IN WYOMING - DOCKET NO. 70114-TA-05-2
(RECORD NO. 9893)

Dear Sir or Madam:

Enclosed is a Commission Public Notice in the above proceeding. Please publish it once a week for two consecutive weeks beginning the week of receipt of this letter. The billing for the publication should be directed to the following person who is solely liable for payment pursuant to W.S. § 37-2-125 and agreement with the Commission:

Walter F. Eggers, III
HOLLAND AND HART
2515 Warren Ave., Suite 450
Cheyenne, WY 82001
(307) 778-4200

Please provide a copy of the publisher's affidavit to the Commission after the final date of publication. We would appreciate your publishing a news story on this matter in addition to the publication.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen G. Oxley".

STEPHEN G. OXLEY
Secretary & Chief Counsel

SGO/bde
Enclosure

xc: Walter F. Eggers, III - HOLLAND AND HART

PUBLIC NOTICE

Please take notice that Bresnan Broadband of Wyoming, LLC (Bresnan) has applied to the Wyoming Public Service Commission (Commission) for a concurrent certificate of public convenience and necessity to provide local exchange telecommunications services in those areas of Wyoming where Qwest Corporation is the incumbent local exchange service provider.

Bresnan is a telecommunications company as defined by W.S. §37-15-103(a)(xi); and, as such, it is subject to the Commission's jurisdiction under W.S. § 37-15-401(a)(vi).

Bresnan filed its application on May 16, 2005, seeking a certificate of public convenience and necessity to provide concurrent local exchange services in Wyoming in the areas presently served by Qwest Communications. Bresnan stated in its Application that it plans to provide "all local exchange telecommunications services" through its own facilities and to provide them "as part of its IP-Enabled digital voice service." Bresnan stated that it will offer services to all customers within the Qwest exchanges "provided Bresnan has sufficient and adequate broadband plant" to do so. Bresnan further stated that it will provide the services in conjunction with its partner, Net2Phone, explaining that Net2Phone's affiliated competitive local exchange carrier, IDT America, has an interconnection agreement with Qwest.

W.S. § 37-15-201(b) requires the Commission to grant a concurrent certificate of public convenience and necessity for local exchange service ". . . if it finds, after notice and opportunity for hearing, that the applicant possesses sufficient technical, financial and managerial resources to provide safe, adequate and reliable local exchange services within the identified geographic areas." W.S. § 37-15-203(a) provides that "[p]rices for telecommunications services which have not been determined by the legislature or the commission to be competitive shall be regulated by the commission in accordance with this section." Under W.S. § 37-15-204(a), local telecommunications companies shall file with the Commission price schedules showing all competitive and noncompetitive services, terms, conditions and prices.

Section 253(a) of the federal Telecommunications Act of 1996 states that "[n]o State or local statute or regulation, or other State or local legal requirement, may prohibit or have the effect of prohibiting the ability of any entity to provide any interstate or intrastate telecommunications service." Section 253(b) affirms our ability ". . . to impose, on a competitively neutral basis * * * requirements necessary to preserve and advance universal service, protect the public safety and welfare, ensure the continued quality of telecommunications services, and safeguard the rights of consumers."

Bresnan is a Wyoming Limited Liability Company whose sole member is Bresnan Digital Services, LLC. Both entities are wholly owned by Bresnan Communications, LLC. Bresnan is in good standing and duly authorized to transact business in Wyoming.

To support its assertion that it possesses the requisite technical, financial and managerial resources to operate as a local exchange telecommunications company, Bresnan provided several years of audited financial statements and a summary of the professional and technical qualifications of its managerial team directly involved in Bresnan's offering of local telecommunications services. Bresnan further states that it is an experienced cable television, telephony and high-speed internet service provider.

Bresnan's application is consistent with the intent of both the Wyoming Telecommunications and the Act of 1995 federal Telecommunications Act of 1996 to promote competition in the telecommunications industry. The Commission finds and concludes that Bresnan has demonstrated it possesses sufficient technical, financial and managerial resources to provide safe, adequate and reliable service as required by W.S. § 37-15-201(b). The Commission further concludes that Bresnan has supported its application and that it should therefore, be approved, subject to notice, protest, opportunity for hearing, change and such further order as the Commission may deem appropriate.

Bresnan's application is on file with the Commission at its offices in Cheyenne, Wyoming, and at Bresnan's offices in Cheyenne at 506 West 17th Street and at its offices in Casper at 451 S Durbin Street. It may be inspected by any interested persons during regular business hours and any of these locations.

Anyone wishing to intervene, request a hearing, or file a statement, representation or protest to this application must do so in writing addressed to the Commission on or before July 20, 2005, mentioning Docket No. 70114-TA-05-2.

If you wish to participate and require reasonable accommodation for a disability, call the PSC at (307) 777 7427 or write the PSC at 2515-Warren Avenue, Suite 300, Cheyenne, Wyoming 82002. Communications impaired persons may also contact the Commission through Wyoming Relay by dialing 711. Please mention the docket number when you call or write.

June 20, 2005

THE STATE



OF WYOMING

DAVE FREUDENTHAL
GOVERNOR

Public Service Commission

HANSEN BUILDING, SUITE 300

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STEVE FURTNEY

KATHLEEN A. "CINDY" LEWIS

June 21, 2005

STEPHEN G. OXLEY
SECRETARY AND CHIEF
COUNSEL
RUTH M. HOBBS
DEPUTY DIRECTOR

Wyoming Tribune-Eagle
Legal Publications
702 W. Lincolnway
Cheyenne, WY 82001

Re: IN THE MATTER OF THE APPLICATION OF BRESNAN BROADBAND OF WY, LLC, FOR
A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE LOCAL
TELECOMMUNICATION SERVICES IN WYOMING - DOCKET NO. 70114-TA-05-2
(RECORD NO. 9893)

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Walter F. Eggers, III
HOLLAND AND HART
2515 Warren Ave., Suite 450
Cheyenne, WY 82001
(307) 778-4200

Please provide a copy of the publisher's affidavit to the Commission after the final date of publication. We would appreciate your publishing a news story on this matter in addition to the publication.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "S. Oxley".
STEPHEN G. OXLEY
Secretary & Chief Counsel

SGO/bde
Enclosure

xc: Walter F. Eggers, III - HOLLAND AND HART

THE STATE



OF WYOMING

DAVE FREUDENTHAL
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HANSEN BUILDING, SUITE 300

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KATHLEEN A. "CINDY" LEWIS

STEPHEN G. OXLEY
SECRETARY AND CHIEF
COUNSEL
RUTH M. HOBBS
DEPUTY DIRECTOR

June 21, 2005

KUWR-FM
P.O. Box 3984
Laramie, WY 82071-3984

Re: IN THE MATTER OF THE APPLICATION OF BRESNAN BROADBAND OF WY, LLC, FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE LOCAL
TELECOMMUNICATION SERVICES IN WYOMING - DOCKET NO. 70114-TA-05-2
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Walter F. Eggers, III
HOLLAND AND HART
2515 Warren Ave., Suite 450
Cheyenne, WY 82001
(307) 778-4200

Please provide a copy of the billing sent to the utility showing the run times, the cost of the announcement and the docket number.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen G. Oxley".
STEPHEN G. OXLEY
Secretary and Chief Counsel

SGO/bde
Enclosure

xc: Walter F. Eggers, III - HOLLAND AND HART

Wyoming Public Service Commission

PSC News

2515 Warren Ave., Suite 300 Cheyenne, Wyoming 82002 Telephone 307-777-7427 Fax 307-777-5700

Visit us on the web at psc.state.wy.us

PLEASE TAKE NOTICE THAT BRESNAN BROADBAND OF WYOMING, LLC (BRESNAN) HAS APPLIED TO THE WYOMING PUBLIC SERVICE COMMISSION (PSC) FOR A CONCURRENT CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES IN THOSE AREAS OF WYOMING WHERE QWEST CORPORATION IS THE INCUMBENT LOCAL EXCHANGE SERVICE PROVIDER.

BRESNAN IS A TELECOMMUNICATIONS COMPANY AS DEFINED BY W.S. §37-15-103(A)(XI); AND, AS SUCH, IT IS SUBJECT TO THE PSC'S JURISDICTION UNDER W.S. § 37-15-401(A)(VI).

BRESNAN FILED ITS APPLICATION ON MAY 16, 2005, SEEKING A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE CONCURRENT LOCAL EXCHANGE SERVICES IN WYOMING IN THE AREAS PRESENTLY SERVED BY QWEST COMMUNICATIONS. BRESNAN STATED IN ITS APPLICATION THAT IT PLANS TO PROVIDE "ALL LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES" THROUGH ITS OWN FACILITIES AND TO PROVIDE THEM "AS PART OF ITS IP-ENABLED DIGITAL VOICE SERVICE." BRESNAN STATED THAT IT WILL OFFER SERVICES TO ALL CUSTOMERS WITHIN THE QWEST EXCHANGES "PROVIDED BRESNAN HAS SUFFICIENT AND ADEQUATE BROADBAND PLANT" TO DO SO. BRESNAN FURTHER STATED THAT IT WILL PROVIDE THE SERVICES IN CONJUNCTION WITH ITS PARTNER, NET2PHONE, EXPLAINING THAT NET2PHONE'S AFFILIATED COMPETITIVE LOCAL EXCHANGE CARRIER, IDT AMERICA, HAS AN INTERCONNECTION AGREEMENT WITH QWEST.

W.S. § 37-15-201(B) REQUIRES THE PSC TO GRANT A CONCURRENT CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY FOR LOCAL EXCHANGE SERVICE "... IF IT FINDS, AFTER NOTICE AND OPPORTUNITY FOR HEARING, THAT THE APPLICANT POSSESSES

SUFFICIENT TECHNICAL, FINANCIAL AND MANAGERIAL RESOURCES TO PROVIDE SAFE, ADEQUATE AND RELIABLE LOCAL EXCHANGE SERVICES WITHIN THE IDENTIFIED GEOGRAPHIC AREAS.” W.S. § 37-15-203(A) PROVIDES THAT “[P]RICES FOR TELECOMMUNICATIONS SERVICES WHICH HAVE NOT BEEN DETERMINED BY THE LEGISLATURE OR THE COMMISSION TO BE COMPETITIVE SHALL BE REGULATED BY THE COMMISSION IN ACCORDANCE WITH THIS SECTION.” UNDER W.S. § 37-15-204(A), LOCAL TELECOMMUNICATIONS COMPANIES SHALL FILE WITH THE PSC PRICE SCHEDULES SHOWING ALL COMPETITIVE AND NONCOMPETITIVE SERVICES, TERMS, CONDITIONS AND PRICES.

SECTION 253(A) OF THE FEDERAL TELECOMMUNICATIONS ACT OF 1996 STATES THAT “[N]O STATE OR LOCAL STATUTE OR REGULATION, OR OTHER STATE OR LOCAL LEGAL REQUIREMENT, MAY PROHIBIT OR HAVE THE EFFECT OF PROHIBITING THE ABILITY OF ANY ENTITY TO PROVIDE ANY INTERSTATE OR INTRASTATE TELECOMMUNICATIONS SERVICE.” SECTION 253(B) AFFIRMS OUR ABILITY “. . . TO IMPOSE, ON A COMPETITIVELY NEUTRAL BASIS * * * REQUIREMENTS NECESSARY TO PRESERVE AND ADVANCE UNIVERSAL SERVICE, PROTECT THE PUBLIC SAFETY AND WELFARE, ENSURE THE CONTINUED QUALITY OF TELECOMMUNICATIONS SERVICES, AND SAFEGUARD THE RIGHTS OF CONSUMERS.”

BRESNAN IS A WYOMING LIMITED LIABILITY COMPANY WHOSE SOLE MEMBER IS BRESNAN DIGITAL SERVICES, LLC. BOTH ENTITIES ARE WHOLLY OWNED BY BRESNAN COMMUNICATIONS, LLC. BRESNAN IS IN GOOD STANDING AND DULY AUTHORIZED TO TRANSACT BUSINESS IN WYOMING.

TO SUPPORT ITS ASSERTION THAT IT POSSESSES THE REQUISITE TECHNICAL, FINANCIAL AND MANAGERIAL RESOURCES TO OPERATE AS A LOCAL EXCHANGE TELECOMMUNICATIONS COMPANY, BRESNAN PROVIDED SEVERAL YEARS OF AUDITED FINANCIAL STATEMENTS AND A SUMMARY OF THE PROFESSIONAL AND TECHNICAL QUALIFICATIONS OF ITS MANAGERIAL TEAM DIRECTLY INVOLVED IN BRESNAN’S OFFERING OF LOCAL TELECOMMUNICATIONS SERVICES. BRESNAN FURTHER STATES THAT IT IS AN EXPERIENCED CABLE TELEVISION, TELEPHONY AND HIGH-SPEED INTERNET SERVICE PROVIDER.

BRESNAN'S APPLICATION IS CONSISTENT WITH THE INTENT OF BOTH THE WYOMING TELECOMMUNICATIONS AND THE ACT OF 1995 FEDERAL TELECOMMUNICATIONS ACT OF 1996 TO PROMOTE COMPETITION IN THE TELECOMMUNICATIONS INDUSTRY. THE PSC FINDS AND CONCLUDES THAT BRESNAN HAS DEMONSTRATED IT POSSESSES SUFFICIENT TECHNICAL, FINANCIAL AND MANAGERIAL RESOURCES TO PROVIDE SAFE, ADEQUATE AND RELIABLE SERVICE AS REQUIRED BY W.S. § 37-15-201(B). THE PSC FURTHER CONCLUDES THAT BRESNAN HAS SUPPORTED ITS APPLICATION AND THAT IT SHOULD THEREFORE, BE APPROVED, SUBJECT TO NOTICE, PROTEST, OPPORTUNITY FOR HEARING, CHANGE AND SUCH FURTHER ORDER AS THE PSC MAY DEEM APPROPRIATE.

BRESNAN'S APPLICATION IS ON FILE WITH THE PSC AT ITS OFFICES IN CHEYENNE, WYOMING, AND AT BRESNAN'S OFFICES IN CHEYENNE AT 506 WEST 17TH STREET AND AT ITS OFFICES IN CASPER AT 451 S DURBIN STREET. IT MAY BE INSPECTED BY ANY INTERESTED PERSONS DURING REGULAR BUSINESS HOURS AND ANY OF THESE LOCATIONS.

ANYONE WISHING TO INTERVENE, REQUEST A HEARING, OR FILE A STATEMENT, REPRESENTATION OR PROTEST TO THIS APPLICATION MUST DO SO IN WRITING ADDRESSED TO THE PSC ON OR BEFORE JULY 20, 2005, MENTIONING DOCKET NO. 70114-TA-05-2.

IF YOU WISH TO PARTICIPATE AND REQUIRE REASONABLE ACCOMMODATION FOR A DISABILITY, CALL THE PSC AT (307) 777 7427 OR WRITE THE PSC AT 2515-WARREN AVENUE, SUITE 300, CHEYENNE, WYOMING 82002. COMMUNICATIONS IMPAIRED PERSONS MAY ALSO CONTACT THE PSC THROUGH WYOMING RELAY BY DIALING 711. PLEASE MENTION THE DOCKET NUMBER WHEN YOU CALL OR WRITE.

THE STATE



OF WYOMING

DAVE FREUDENTHAL
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Public Service Commission

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KATHLEEN A. "CINDY" LEWIS

STEPHEN G. OXLEY
SECRETARY AND CHIEF
COUNSEL
RUTH M. HOBBS
DEPUTY DIRECTOR

June 21, 2005

KGAB
1912 Capitol Ave., Ste. 300
Cheyenne, WY 82001

Re: IN THE MATTER OF THE APPLICATION OF BRESNAN BROADBAND OF WY, LLC, FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE LOCAL
TELECOMMUNICATION SERVICES IN WYOMING - DOCKET NO. 70114-TA-05-2
(RECORD NO. 9893)

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Walter F. Eggers, III
HOLLAND AND HART
2515 Warren Ave., Suite 450
Cheyenne, WY 82001
(307) 778-4200

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Thank you for your assistance in this matter.

Sincerely,

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STEPHEN G. OXLEY
Secretary and Chief Counsel

SGO/bde
Enclosure

xc: Walter F. Eggers, III - HOLLAND AND HART



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STEPHEN G. OXLEY
SECRETARY AND CHIEF
COUNSEL
RUTH M. HOBBS
DEPUTY DIRECTOR

June 21, 2005

KTWO-AM
150 N. Nichols Ave.
Casper, WY 82601

Re: IN THE MATTER OF THE APPLICATION OF BRESNAN BROADBAND OF WY, LLC, FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE LOCAL
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Sincerely,


STEPHEN G. OXLEY
Secretary and Chief Counsel

SGO/bde
Enclosure

xc: Walter F. Eggers, III - HOLLAND AND HART

BEFORE THE PUBLIC SERVICE COMMISSION OF WYOMING

IN THE MATTER OF THE APPLICATION OF)
BRESNAN BROADBAND OF WYOMING, LLC,)
FOR A CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE CONCURRENT)
LOCAL EXCHANGE TELECOMMUNICATIONS)
SERVICES IN WYOMING)

Docket No. 70114-TA-05-2
(Record No. 9893)

ORDER DENYING MOTION TO INTERVENE AND REQUEST FOR HEARING
(Issued August 29, 2005)

This matter is before the Wyoming Public Service Commission (Commission) upon the petition of the Communications Workers of America (CWA) requesting authority to intervene in the above entitled matter.

The Commission, having reviewed CWA's filing, Bresnan Broadband of Wyoming, LLC's (Bresnan) response to the filing, its files regarding Bresnan, applicable telecommunications and other pertinent law, and being otherwise fully advised in the premises, HEREBY FINDS and CONCLUDES:

1. Bresnan is a telecommunications company as defined by W.S. § 37-15-103(a)(xi); and, as such, it is subject to the Commission's jurisdiction under W.S. § 37-15-401(a)(vi).

2. Bresnan is a Wyoming Limited Liability Company whose sole member is Bresnan Digital Services, LLC. Both entities are wholly owned by Bresnan Communications, LLC. Bresnan is in good standing and duly authorized to transact business in Wyoming.

3. W.S. § 37-15-201(b) requires the Commission to grant a concurrent Certificate of Public Convenience and Necessity for local exchange service ". . . if it finds, after notice and opportunity for hearing, that the applicant possesses sufficient technical, financial and managerial resources to provide safe, adequate and reliable local exchange services within the identified geographic areas." W.S. § 37-15-203(a) provides that "[p]rices for telecommunications services which have not been determined by the legislature or the commission to be competitive shall be regulated by the commission in accordance with this section." Under W.S. § 37-15-204(a), local telecommunications companies shall file with the Commission price schedules showing all competitive and noncompetitive services, terms, conditions and prices.

4. Section 253(a) of the federal Telecommunications Act of 1996 states that "[n]o State or local statute or regulation, or other State or local legal requirement, may prohibit or have the effect of prohibiting the ability of any entity to provide any interstate or intrastate telecommunications service." Section 253(b) affirms our ability ". . . to impose, on a competitively neutral basis * * * requirements necessary to preserve and advance universal service, protect the public safety and welfare, ensure the continued quality of telecommunications services, and safeguard the rights of consumers."

5. Bresnan filed its application on May 16, 2005, seeking a Certificate of Public Convenience and Necessity to provide concurrent local exchange services in Wyoming in the areas presently served by Qwest Communications. Bresnan stated in its Application that it plans to provide "all local exchange telecommunications services" through its own facilities and to provide them "as part of its IP-Enabled digital voice service." Bresnan stated it will offer services to all customers within the Qwest exchanges "provided Bresnan has sufficient and adequate broadband plant" to do so. Bresnan further stated it will provide the services in conjunction with its partner, Net2Phone, explaining Net2Phone's affiliated competitive local exchange carrier, IDT America, has an interconnection agreement with Qwest.

6. To support its assertion it possesses the requisite technical, financial and managerial resources to operate as a local exchange telecommunications company, Bresnan provided several years of audited financial statements and a summary of the professional and technical qualifications of its managerial team directly involved in Bresnan's offering of local telecommunications services. Bresnan further stated it is an experienced cable television, telephony and high-speed internet service provider.

7. At a properly noticed open meeting on June 16, 2005, the Commission found Bresnan's application consistent with the intent of both the Wyoming Telecommunications Act and the federal Telecommunications Act of 1996 to promote competition in the telecommunications industry. The Commission found and concluded Bresnan demonstrated it possesses sufficient technical, financial and managerial resources to provide safe, adequate and reliable service as required by W.S. § 37-15-201(b). The Commission further concluded Bresnan had supported its application and that it should therefore, be approved, subject to notice, protest, opportunity for hearing, change and such further order as the Commission may deem appropriate.

8. On June 21, 2005, the Commission issued a Notice and Order regarding Brennan's application. The notice provided for a protest period ending July 20, 2005, during which interested parties could file statements, requests for intervention or other representations with regard to the Company's application.

9. On July 19, 2005, CWA filed its letter in which CWA stated, "The Communications Workers of America wish to *renew their objection* to the abovementioned matter, and request intervention status, discovery, and a hearing to determine if Bresnan Communications has the necessary financial, technical, and managerial experience to provide a safe, adequate, and reliable telecommunications system." (emphasis added) CWA's letterhead listed an address of 8085 E. Prentice Avenue, Greenwood Village, CO 80111-2745. No Certificate of Service accompanied CWA's letter filing.

10. On August 4, 2005, Bresnan filed its Bresnan's Response to CWA's Letter of July 19, 2005. Bresnan contended CWA's request to intervene was procedurally and substantively deficient, and requested the intervention be denied. Bresnan contended, *inter alia*, CWA failed to serve the letter filing and failed to state grounds for intervention.

11. On August 5, 2005, Bresnan filed its Bresnan's Supplemental Filing in Support of Response to CWA's Letter of July 19, 2005, accompanied by a Certificate of Service.

12. On August 8, 2005, the Commission issued its Notice of Setting, setting all

outstanding motions for hearing for August 16, 2005, at 1:30 p.m., in the Commission's hearing room. Parties were provided an option to participate via telephone. Copies were mailed to Bresnan's counsel of record, the Office of Consumer Advocate, and Albert Kolger, CWA's designated contact person.

13. On August 16, 2005, the Commission heard all outstanding motions in this docket, pursuant to its Notice of Setting. Present were counsel for Bresnan and counsel for the Office of Consumer Advocate. CWA had no representative present nor did CWA participate via telephone.

14. After oral arguments by counsel for Bresnan and the Office of Consumer Advocate, the Commission found CWA's motion was procedurally and substantively deficient, as no parties were served and no standing was alleged. The Commission concluded CWA's request for intervention, discovery and a public hearing should be denied.

IT IS THEREFORE ORDERED:

1. Pursuant to open meeting action taken on August 16, 2005, the motion of CWA to intervene, request for discovery and a public hearing should be and hereby is denied.

2. This Order is effective immediately.

MADE and ENTERED at Cheyenne, Wyoming on this 29th day of August 2005.

PUBLIC SERVICE COMMISSION OF WYOMING

STEVE FURTNEY, Chairman

KATHLEEN A. LEWIS, Deputy Chair

(SEAL)

Attest:

HARRY IVEY, Assistant Secretary

EXHIBIT “K”

Letter of Agency to Change Telephone Service Provider

Dear Telephone Company Manager:

1. **Identity of Principal and Billing Telephone Number(s) (BTN):** This Letter of Agency (LOA) pertains to BTN (_____ - _____ - _____) and to the BTN(s) identified on the attached page(s), if any. _____ ("Customer") currently subscribes to _____ ("Telephone Company") as the Customer's preferred local telephone service provider. The undersigned has the necessary authority to sign this LOA on behalf of the Customer. Customer's billing address is:

Street Address _____

City _____, State _____, Zip _____

2. **Intent and Understanding of Customer.** Customer intends to change its preferred telephone service provider for the BTN(s) identified above to Bresnan Broadband of Utah, LLC ("Bresnan"). End User intends to change its preferred telephone service provider to Bresnan for the following services. Customer acknowledges that the services below will be provided by Bresnan and that Customer will be billed all applicable charges for local, toll and/or other telecommunications service(s) requested pursuant to the published Bresnan rates.

- InterLATA Toll Service
- IntraLATA Toll Service
- Local Telephone Service

3. **Authorization of Bresnan to Act as Customer's Agent.** Customer hereby authorizes Bresnan to act as Customer's agent for the purpose of changing the Customer's preferred telephone service provider to Bresnan and Bresnan hereby accepts such authority. Customer understands that only one interexchange carrier may be designated as the Customer's preferred interLATA carrier for any one telephone number; that only one carrier may be designated as the Customer's preferred intraLATA toll carrier for any one telephone number; and that only one carrier may be designated as the Customer's preferred local telephone service provider. Customer also understands that by signing this LOA, Bresnan is the preferred carrier selection for all of the above services.

4. **Revocation of Previous LOAs.** This LOA revokes all previous LOAs for interexchange and local service provided to the BTN(s) identified above.

5. **Effective Date and Term of Agency.** This LOA takes effect on _____ and will remain in effect until canceled or revoked by Customer.

Bresnan Broadband of Utah, LLC.

By: _____
Customer Signature

Customer Printed Name

EXHIBIT "L"

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF UTAH**

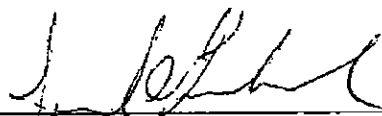
Application of Bresnan Broadband of Utah,)
LLC for a Certificate To Provide Local Exchange)
Telecommunications Service In Utah) Docket No. 07-____-01

VERIFICATION

STATE OF NEW YORK)
)
CITY AND COUNTY OF WESTCHESTER) ss.

I, Jerold C. Lambert, being first duly sworn, depose and state that I am authorized to make this Verification on behalf of Bresnan Broadband of Utah, LLC; that I have read the foregoing Application and the attached exhibits and know their content; that they are true and correct to the best of my knowledge, information and belief.

Executed on this 1ST day of February, 2007.



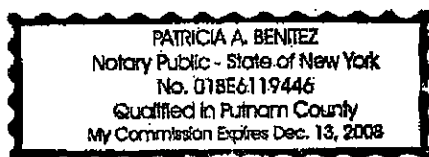
Jerold C. Lambert
Associate General Counsel
Bresnan Communications, LLC

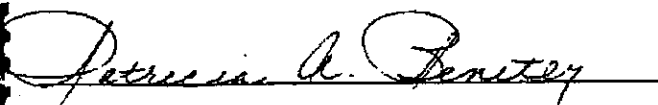
STATE OF NEW YORK)
)
COUNTY OF Westchester) ss.

The foregoing instrument was subscribed and sworn to before me this 1ST day of ~~February~~ January, 2007 by Jerold C. Lambert, an individual.

Witness my hand and official seal.

My commission expires:





Patricia A. Benitez