



July 2, 2010

Doug Dean
Director
Colorado Public Utilities Commission
1560 Broadway, Suite 250
Denver, CO 80202

Re: Transfer of Control of Bresnan Broadband of Colorado, LLC and Associated Certificate of Public Convenience and Necessity for Providing Competitive Telecommunications Services

Dear Mr. Dean:

This letter is to provide notice to the Colorado Public Utilities Commission (“Colorado PUC”) of the impending indirect transfer of control of Bresnan Broadband of Colorado, LLC (“Bresnan Colorado”) due to the proposed merger of its ultimate parent company, Bresnan Broadband Communications, LLC (“Bresnan Broadband”) with a wholly-owned subsidiary of Cablevision Systems Corporation (“Cablevision”). As a result of the merger, Bresnan Broadband will become a wholly-owned subsidiary of Cablevision, giving Cablevision indirect control of Bresnan Colorado, which has been issued a certificate of public convenience and necessity (“CPCN”) to provide local exchange telecommunications services in Colorado.^{1/}

Cablevision is a leading telecommunications, media, and entertainment company with a portfolio of operations that includes advanced digital cable television services, voice and high-speed Internet services, and local media and programming services. In addition to its position as the fifth largest cable television system operator in the United States, Cablevision also possesses significant experience in successful management of competitive local exchange carriers through

^{1/} The following is a more detailed description of the transaction resulting in the indirect transfer of control of Bresnan Colorado: On June 13, 2010, BBHI Holdings LLC (“Holdings Sub”), a Delaware limited liability company, BBHI Acquisition LLC (“Acquisition Sub”), a Delaware limited liability company, and CSC Holdings, LLC (“CSC Holdings”), a Delaware limited liability company, each of which are wholly owned subsidiaries of Cablevision Systems Corporation (“Cablevision”), entered into an Agreement and Plan of Merger (“Merger Agreement”) with Bresnan Broadband Holdings, LLC (the “Company”), and Providence Equity Bresnan Cable LLC. Pursuant to the Merger Agreement, Holdings Sub has agreed to acquire the Company and its subsidiaries (collectively, “Bresnan”) on the terms set forth in the Merger Agreement. Pursuant to the Merger Agreement, at the closing the Acquisition Sub will merge with and into the Company, with the Company being the surviving limited liability company. The Company will become a direct wholly owned subsidiary of Holdings Sub and an indirect wholly owned subsidiary of Cablevision. The closing is expected to occur after all necessary regulatory approvals have been obtained.



the longstanding operation of its Cablevision Lightpath subsidiary, which possesses CPCNs as a competitive local exchange carrier in Connecticut, New Jersey, and New York. Cablevision prides itself on the quality of its service to customers – a commitment exemplified by the recent award to Cablevision Lightpath of the New York Public Service Commission’s Commendation for Excellent Service for the twelfth consecutive year.

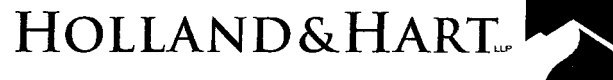
Cablevision anticipates no immediate change in the organizational structure of Bresnan Colorado as a result of the indirect transfer of control, and the company will continue, without interruption, to operate under and within the requirements of the CPCN issued to it by the Colorado PUC. That CPCN provides Bresnan Colorado with authority to provide local exchange telecommunications services in Colorado.^{2/}

Further information regarding the benefits of the transaction is contained in the attached public interest statement that the parties are filing with the Federal Communications Commission.

Finally, Bresnan Colorado and Cablevision are providing the Commission with this notice so that the Commission is aware of the transaction, able to ask questions of the companies, and able to respond to any customer inquiries the Commission may receive. However, Bresnan Colorado and Cablevision are not seeking Commission approval for the proposed transaction. This is because PUC approval is not required for a transaction such as this, involving the merger of two holding companies, with no direct effect on the subsidiary directly holding the CPCN and providing services in Colorado.^{3/} Having said that, if the Commission believes a formal application is required, Bresnan Colorado and Cablevision would, of course, file for such approval. Bresnan Colorado and Cablevision request that the Commission provide the companies with notice within 14 days of receipt of this letter if the Commission believes a formal application is required to approve this transaction. Pursuant to discussions with Mr. David Beckett, counsel for the Commission, if no such notice is provided Bresnan Colorado and Cablevision will presume that the Commission has determined that this transaction does not require formal Commission approval.

^{2/} See Decision No. R06-0867, Docket No. 06A-125T, Application of Bresnan Broadband of Colorado LLC for a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services (July 26, 2006).

^{3/} See, e.g., Decision No. C05-0501, Docket No. 05A-084T, Joint Application of SBC Communications Inc and AT&T Corp. (on Behalf of AT&T Communications of the Mountain States, Inc. and TGC Colorado) for Approval of Merger (Apr. 28, 2005).



Please contact the undersigned with any questions or need for additional information.

Respectfully submitted,

Handwritten signature of Thorvald A. Nelson in black ink.

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Handwritten signature of Adam Falk in black ink.

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