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**BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH**

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In the Matter of the Application of Bresnan Broadband of Utah, LLC for Informal Adjudication of Indirect Transfer of Control.	<b>Application of Bresnan Broadband of Utah for Informal Adjudication of Indirect Transfer of Control</b>
	<b>Docket No.</b>

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Bresnan Broadband of Utah, LLC (“Bresnan Utah”), through its undersigned counsel and pursuant to Utah Code Ann. §§ 54-4-28, 54-4-29, 63G-4-203 and Utah Admin. Code R746-349-7, requests Utah Public Service Commission (“Utah PSC”) approval through informal adjudication of a transaction that will result in the indirect transfer of control of Bresnan Broadband of Utah, LLC (“Bresnan Utah”), a Utah competitive local exchange carrier to Cablevision Systems Corporation (“Cablevision”).

## **I. INTRODUCTION**

### **1. Introduction of the Parties**

Bresnan Utah is a limited liability company organized under the laws of the State of Utah with its principal place of business in Cedar City, Utah. Bresnan is a wholly-owned subsidiary of Bresnan Broadband Holdings, LLC, which in conjunction with its subsidiaries, provides cable and telecommunication services to more than 300,000 customers in Colorado, Wyoming, Montana and Utah. Bresnan Utah holds a certificate of public convenience and necessity from the Utah PSC to provide local exchange telecommunications services in and around Cedar City, Utah.<sup>1/</sup>

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 the longstanding operation of its Cablevision Lightpath subsidiary, which possesses CPCNs as a competitive local exchange carrier (“CLEC”) 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

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<sup>1/</sup> Bresnan Utah was granted a CPCN by the Utah PSC in September 2007 to provide local exchange services in and around Cedar City, Utah. *See* Application of Bresnan Broadband LLC for a Certificate of Public Convenience and Necessity to Operate as a Competitive Local Exchange Carrier in Utah, Docket No. 07-2476-02, Report and Order (Utah Pub. Serv. Comm’n, Sept. 26, 2007). This application requests Utah PSC approval of the indirect transfer of that CPCN only as it relates to service in and around Cedar City Utah. On November 16, 2007, the Commission issued a CPCN in Docket No. 07-2476-01 for Bresnan to provide service in Vernal, Utah. On June 29, 2010, Bresnan Utah filed with the Utah PSC a Verified Application to Terminate Its CPCN to Provide Telecommunications Services to Vernal, Utah. That verified application is pending before the Utah PSC.

Commendation for Excellent Service for the twelfth consecutive year.

The indirect transfer of control will result from the proposed merger of Bresnan Utah's ultimate parent company, Bresnan Broadband Holdings, LLC, with a wholly-owned subsidiary of Cablevision. As a result of the merger, Bresnan Broadband Holdings, LLC will become a wholly-owned subsidiary of Cablevision, giving Cablevision indirect control of Bresnan Utah. No immediate change in the organizational structure of Bresnan Utah is anticipated 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 CPCNs issued to it by the Utah PSC.<sup>2/</sup>

Attached are copies of the related filings with the Federal Communications Commission, which include a public interest statement that clarifies the benefits to the public of the transaction resulting in this indirect transfer of control.

## **2. Contact Information**

Questions related to this Application may be sent to:

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<sup>2/</sup> As noted above, Bresnan Utah will continue to operate under the CPCN in and around Cedar City, Utah.

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## **II. APPLICATION**

As required by Utah Admin. Code R746-349-7, Bresnan Utah provides the following information:

### **1. Identification that Applicant is Not an ILEC.**

Bresnan Utah certifies that it is not an incumbent local exchange carrier (“ILEC”) in Utah or any other location.

### **2. Identification that Applicant Seeks Approval of the Application Pursuant to Utah Admin. Code R746-349-7.**

Bresnan Utah declares that it is seeking approval for this application pursuant to Utah Admin. Code R746-349-7.

### **3. A Reasonably Detailed Description of the Transaction for Which Approval Is Sought.**

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”), the ultimate parent of Bresnan Utah, and Providence Equity Bresnan Cable LLC, which owns 47.4% of the Company. 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. Because Bresnan Utah is a wholly owned indirect subsidiary of the Company, the change in control of the Company will result in indirect change of control of Bresnan Utah. The closing is expected to occur after all necessary regulatory approvals have been obtained.

**4. Copies of Any Filings Required by the Federal Communications Commission or Any Other State Utility Regulatory Agency in Connection with the Transaction.**

Copies of the following filings are attached:

- Attachment A. Federal Communications Commission: Applications and Public Interest Statement (filed July 1, 2010). Please note that several of the other Attachments listed below include this document as an attachment. To conserve paper, this document is only included once in this filing.

- Attachment B. Federal Communications Commission: Applications for Transfer of International and Domestic Section 214 Authorizations (filed July 1, 2010).
- Attachments C and D. Federal Communications Commission: Applications for Transfer of Control of Cable Television Relay Service (“CARS”) Licenses and Wireless Licenses (filed June 17, 2010)<sup>3/</sup>.
- Attachments E and F. Federal Communications Commission: Applications for Transfer of Control of Cable Television Relay Service (“CARS”) Licenses and Wireless Licenses (filed July 1, 2010).
- Attachment G. Colorado Public Utility Commission: Notice of Indirect Transfer of Control of CPCN Issued to Bresnan Broadband of Colorado, LLC (sent July 1, 2010).
- Attachment H. Wyoming Public Service Commission: Notice of Indirect Transfer of Control of CPCNs Issued to Bresnan Broadband of Wyoming, LLC (sent July 1, 2010).
- Attachment I. Montana Public Service Commission: Although not required by the Montana Public Service Commission, a copy of the notice of the transaction sent to the Montana PSC (sent July 1, 2010).

**5. Copies of Any Notices, Correspondence, or Orders from Any Federal Agency or Other State Utility Regulatory Agency Reviewing the Transaction Which Is the Subject of the Application.**

There are currently no notices, correspondence, or orders that would be responsive to this

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<sup>3/</sup> Though only indirectly in connection with this transaction, these *pro forma* filings explain that control of the licensee was previously exercised by William J. Bresnan, through his 100% ownership of Bresnan Communications, Inc. The June 17 submitted notifications inform the FCC of Mr. Bresnan’s passing and the transfer of *de facto* control of the licensee to the William J. Bresnan Revocable Trust. The transaction described in this application will transfer that control to Cablevision.

request. Should any such notices, correspondence, or orders be issued prior to completion of the Utah PSC's review of this Application, copies will be immediately forwarded to the PSC.

### **III. CONCLUSION**

For the reasons stated above, the indirect transfer of control of Bresnan Broadband of Utah, LLC and its associated CPCN for service in and around Cedar City, Utah would be in the public interest, and Bresnan Utah respectfully requests approval of the Application by the Utah PSC.

**HOLLAND & HART, LLP**

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