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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

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

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 (the “Commission”) approval, through informal

adjudication, of a transaction that will result in the indirect transfer of control of Bresnan Utah, a Utah competitive local exchange carrier, to Charter Communications, Inc. (“Charter”).

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 Utah is a wholly-owned subsidiary of Cablevision Systems Corporation (“Cablevision”), which in conjunction with its subsidiaries, provides video, voice, broadband and business services to approximately 3.6 million customers in New York, New Jersey, Connecticut, Colorado, Wyoming, Montana and Utah. Bresnan Utah holds a certificate of public convenience and necessity issued by the Commission to provide local exchange telecommunications services in and around Cedar City, Utah.¹

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

Charter possesses significant experience in the successful operation of telecommunications services providers as demonstrated by Charter’s existing operation of 24 separate state-level telephone operating companies serving approximately 1.9 million telephone customers. With respect to its telephone operations, Charter currently offers a full array of local exchange, long distance, private line, and interconnected VoIP services to customers in Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nebraska,

¹ *Application of Bresnan Broadband LLC for a Certificate of Public Convenience and Necessity to Operate as a Competitive Local Exchange Carrier in Utah*, Report and Order, Docket No. 07-2476-02 (Utah Pub. Serv. Comm’n, Sept. 26, 2007).

Nevada, New Hampshire, New York, North Carolina, Oregon, South Carolina, Tennessee, Texas, Vermont, Virginia, Washington and Wisconsin. Charter's telephone operating subsidiaries utilize a dedicated telephone staff that is knowledgeable and experienced in all areas of telephone system management, including finance, operations, regulation, engineering, networking and sales, to oversee their respective telephone operations.

The indirect transfer of control will result from the proposed acquisition of the membership units of one of Bresnan Utah's parent companies, Bresnan Broadband Holdings, LLC ("Bresnan Broadband"), by Charter Communications Operating, LLC ("Charter Operating"), a subsidiary of Charter. As a result of the transaction, Bresnan Broadband will become a subsidiary of Charter, giving Charter indirect control of Bresnan Utah. No immediate changes to Bresnan Utah are anticipated as a result of the indirect transfer of control, and the company will continue to operate subject to the requirements contained in the certificate issued to it by the Commission.

2. Contact Information

Questions related to this application may be sent to:

For Bresnan 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 in Utah or in 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 of this application pursuant to Utah Admin. Code R746-349-7.

3. Description of the Transaction for Which Approval is Sought.

On February 7, 2013, Charter Operating, a subsidiary of Charter, entered into a Purchase Agreement (the "Agreement") with CSC Holdings, LLC, a wholly-owned subsidiary of Cablevision, pursuant to which Charter, through Charter Operating, agreed to acquire Bresnan Broadband and its

subsidiaries, including Bresnan Utah, from Cablevision on the terms and subject to the conditions set forth in the Agreement.

Upon completion of the transaction, Charter Operating will own 100% of the Bresnan Broadband membership units. The prior interest in Bresnan Broadband and its subsidiaries held by Cablevision and its subsidiaries or affiliates will be extinguished. Charter, through Charter Operating, will pay a cash purchase price to Cablevision for Bresnan Broadband and its subsidiaries of \$1.625 billion, subject to a working capital adjustment and certain other reductions or adjustments as set forth in the Agreement. Because Bresnan Utah is a wholly-owned, indirect subsidiary of Bresnan Broadband, the change in control of Bresnan Broadband will result in the indirect change of control of Bresnan Utah. Accordingly, after the completion of the transaction, Bresnan Broadband and its subsidiaries, including Bresnan Utah, will become indirect subsidiaries of Charter. The transaction 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: Combined Application for Consent to Transfer of Control of Domestic and International Section 214 Licensees (filed Feb. 27, 2013).
- Attachment B. Federal Communications Commission: Application for Cable Television Relay Service Station License (FCC Form 327) (filed Feb. 25, 2013).
- Attachment C. Colorado Public Utility Commission: Joint Application of Bresnan Broadband of Colorado, LLC and Charter Communications, Inc. to Execute a Transfer (filed Feb. 27, 2013).

- Attachment D. Montana Public Service Commission: Notice of Transfer of Control of Bresnan Broadband of Montana, LLC (filed Feb. 27, 2013).
- 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 currently are no notices, correspondence, or orders that are responsive to this request. Should any such notices, correspondence, or orders be issued prior to completion of the Commission's review of this application, copies will be submitted promptly to the Commission.

III. CONCLUSION

For the reasons stated above, the indirect transfer of control of Bresnan Utah and its associated certificate of public convenience and necessity to provide local exchange telecommunications services in and around Cedar City, Utah is in the public interest, and Bresnan Utah respectfully requests approval of this application by the Commission.

HOLLAND & HART, LLP

James A. Holtkamp
Attorney for Bresnan Broadband of Utah, LLC

CERTIFICATE OF SERVICE

I hereby certify that on the 27th day of February, 2013, an original and five (5) true and correct copies of the **APPLICATION OF BRESNAN BROADBAND OF UTAH, LLC FOR INFORMAL ADJUDICATION OF INDIRECT TRANSFER OF CONTROL** were hand-delivered, and an electronic copy of the foregoing was delivered, to:

Mr. Gary Widerburg
Commission Administrator
PUBLIC SERVICE COMMISSION OF UTAH
Heber M. Wells Building, Fourth Floor
160 East 300 South
Salt Lake City, Utah 84111
psc@utah.gov

and a true and correct copy, hand-delivered to both:

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and a true and correct copy sent via first class mail, or emailed in PDF format, to the following:

Electronic Mail

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/s/ Leah N. Buchanan