

ATTACHMENT D

**Notice of Transfer of Control of Bresnan Broadband of Montana, LLC
(filed Feb. 27, 2013)**

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February 26, 2013

VIA OVERNIGHT MAIL

Kate Whitney
Administrator
Montana Public Service Commission
1701 Prospect Avenue
P.O. Box 202601
Helena, Montana 59620-2601

Re: Transfer of Control of Bresnan Broadband of Montana, LLC

Dear Ms. Whitney:

This letter is to provide notice to the Montana Public Service Commission (the "Commission") of the impending indirect transfer of control of Bresnan Broadband of Montana, LLC ("Bresnan Montana") and Bresnan Digital Services, LLC ("Bresnan Digital") due to the proposed acquisition of the membership units of Bresnan Broadband Holdings, LLC ("Bresnan Broadband") by Charter Communications Operating, LLC, a subsidiary of Charter Communications, Inc. ("Charter"). As a result of the transaction, Bresnan Broadband will become a subsidiary of Charter, giving Charter indirect control of Bresnan Montana and Bresnan Digital, which are registered telecommunications services providers in Montana.

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

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

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management, including finance, operations, regulation, engineering, networking and sales, to oversee their respective telephone operations.

Charter anticipates no immediate changes to Bresnan Montana or Bresnan Digital as a result of the indirect transfer of control, and the companies will continue to operate subject to the requirements established by the Commission for registered telecommunications service providers. Upon completion of the transaction, Charter will provide the Commission with any updated information, such as Charter's regulatory contact persons, that is needed to maintain the accuracy of the companies' registrations.

If you have any questions or need for additional information regarding this notification, please contact the undersigned counsel for Charter at (770) 399-9500, or Adam Falk or Thorvald A. Nelson, counsel for Bresnan Montana and Bresnan Digital, at (516) 803-2133 or (303) 290-1601, respectively.

Respectfully submitted,



Charles A. Hudak
Counsel for Charter Communications, Inc.

cc: Michael R. Moore, Esq.
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