

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Application of

William J. Bresnan

Transferor,

WCB Docket No. \_\_\_\_\_

Bresnan Digital Services, LLC  
Bresnan Broadband of Colorado, LLC  
Bresnan Broadband of Montana, LLC  
Bresnan Broadband of Wyoming, LLC  
Bresnan Broadband of Utah, LCC,

IB

Licensees

and

William J. Bresnan Revocable Trust,

Transferee

For grant of authority pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Transfer Control of Licensees

**I. INTRODUCTION**

**A. Summary of Transaction**

Pursuant to Section 214 of the Communications Act, as amended,<sup>1</sup> and Sections 63.04 and 63.24 of the Commission's rules,<sup>2</sup> Mr. William J. Bresnan ("Transferor"), William J. Bresnan Revocable Trust ("Trust" or "Transferee"), Bresnan Communications, Inc. ("BCI"),

---

<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04, 63.24.

Bresnan Broadband Holdings, LLC (“Bresnan Holdings”), Bresnan Communications, LLC (“Bresnan Communications”), and the above-captioned Licensees (Bresnan Digital Services, LLC (“BDS”), Bresnan Broadband of Colorado, LLC, Bresnan Broadband of Montana, LLC, Bresnan Broadband of Wyoming, LLC, and Bresnan Broadband of Utah, LLC) (collectively, “Applicants”), respectfully request Commission approval to transfer control of the Licensees to Transferee. Licensees are non-dominant carriers holding blanket domestic and international Section 214 authorization from the Commission to provide interstate and international telecommunications services under Section 63.01 and 63.18 of the Commission’s rules.<sup>3</sup>

Approval of this transfer is necessitated by the recent death of Mr. Bresnan. This application is unrelated to the transfer of control of Bresnan to Cablevision Systems Corporation, the application for which is being filed essentially concurrently with this one. (This application, however, should be processed first.)

**B. Request for Streamlined Processing**

Applicants respectfully submit that this application is eligible for presumptive streamlined processing with respect to Licensees’ domestic 214 authorization under Section 63.03(b)(1)(ii) of the Commission’s rules because the Transferee is not a telecommunications provider.<sup>4</sup> They also respectfully submit that this application is eligible for streamlined processing with respect to Licensees’ international 214 authorization pursuant to Section 63.12 of the Commission’s rules, for the following reasons: (1) Applicants are not affiliated with any foreign carrier in a market for which authority is sought, (2) Applicants do not have any

---

<sup>3</sup> 47 C.F.R. §§ 63.01, 63.18.

<sup>4</sup> 47 C.F.R. § 63.03(b)(1)(ii).

affiliation with a dominant U.S. carrier whose international switched or private line services they seek to resell.<sup>5</sup>

## II. DESCRIPTION OF THE APPLICANTS

### A. Transferor and Licensees

Transferor: Prior to his death, Mr. Bresnan directly owned 100% of BCI and served as its sole director.<sup>6</sup> Pursuant to a management agreement between BCI and Bresnan Holdings, Mr. Bresnan, through BCI, exercised control over Bresnan Holdings and all of its subsidiaries, including Bresnan Communications, and international section 214 Licensee BDS, as well as the following local exchange carrier subsidiaries of BDS (the “LEC Licensees”): Bresnan Broadband of Colorado, LLC (“Bresnan Colorado”), Bresnan Broadband of Montana, LLC (“Bresnan Montana”), Bresnan Broadband of Wyoming, LLC (“Bresnan Wyoming”) and Bresnan Broadband of Utah, LCC (“Bresnan Utah”).<sup>7</sup>

Licensees: The Licensees collectively provide cable, broadband and telecommunications services to over 320,000 customers in Colorado, Montana, Wyoming, and Utah.

---

<sup>5</sup> 47 C.F.R. § 63.12.

<sup>6</sup> In October 2009, as part of estate preparations prior to his death, Mr. Bresnan transferred his ownership interest in BCI to the Trust. Because the Trust was revocable, and because Mr. Bresnan continued to be the beneficial owner of 100% of the BCI interests through his control of the Trust, management believed the transfer of BCI to the Trust to be a non-cognizable event under the Commission’s transfer of control and ownership rules.

<sup>7</sup> Attached hereto as Exhibit A is the organization chart that BDS submitted as an attachment to its International 214 application in November 2006. See File No. ITC-214-20061117-00525. The Licensees are identified as the “Telephony Subsidiaries” in the chart, and were individually identified in the application as the entities to operate pursuant to BDS’ authorization pursuant to 47 C.F.R. § 63.21(h). BCI is identified as the “Manager” of Bresnan Holdings. The LEC Licensees (Bresnan Colorado, Bresnan Wyoming, Bresnan Utah, and Bresnan Montana) provide international service pursuant to BDS’ authorization.

**B. Transferee**

Trust is a revocable trust organized under the laws of the state of Connecticut. Prior to Mr. Bresnan's death, the trustees consisted of Mr. Bresnan and Jeffrey DeMond, the CEO and President of BCI.

After Mr. Bresnan's death, the co-trustees of the Trust consist of Mr. DeMond and J.P. Morgan Chase Bank, N.A.

**III. DESCRIPTION OF THE TRANSACTION**

As a result of Mr. Bresnan's death on November 29, 2010, direct control over BCI, and as a result, management control over the Licensees (pursuant to the Management Agreement between BCI and Bresnan Holdings), transferred from Mr. Bresnan to the Trust. The co-trustees of the Trust are Mr. Jeffrey S. DeMond and J.P. Morgan Chase Bank, N.A.

**IV. PUBLIC INTEREST STATEMENT**

Approval of this Application is in the public interest because it will assure the continued lawful management of the Bresnan entities, who together provide competitive broadband service to over 300,000 customers in four western, largely rural states.

**V. INFORMATION REQUIRED UNDER SECTION 63.04 AND 63.24(e)**

Applicants submit the following information required under Section 63.04 and 63.24(e) of the Commission's rules in support of their application.

**(a) Name, address, and telephone number of each Applicant**

Transferor

William J. Bresnan (deceased) FRN: 0007203318

Licensees

Bresnan Digital Services, LLC FRN: 0015743123

Bresnan Broadband of Colorado, LLC FRN: 0019990902

Bresnan Broadband of Montana, LLC FRN: 0019990951

Bresnan Broadband of Wyoming, LLC FRN: 0019990977

Bresnan Broadband of Utah, LLC FRN: 0019990993

The Centre at Purchase  
One Manhattanville Road  
Purchase, NY 10577  
Tel: (914) 641-3300

Transferee

William J. Bresnan Revocable Trust FRN: 0019769223

c/o Bresnan Communications, LLC  
One Manhattanville Road  
Purchase, NY 10577  
Tel: (914) 641-3300

**(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized**

Transferor

William J. Bresnan U.S. citizen (deceased)

Licensees

Bresnan Digital Services, LLC, Delaware LLC

Bresnan Broadband of Colorado, LLC, Colorado LLC

Bresnan Broadband of Montana, LLC, Montana LLC

Bresnan Broadband of Wyoming, LLC Wyoming LLC

Bresnan Broadband of Utah, LCC Utah LLC

Transferee

William J. Bresnan Revocable Trust Connecticut

**(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.**

Transferor and Licensees

Michael C. Sloan  
Danielle Frappier  
Legal Counsel  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue NW Suite 800  
Washington, DC 20006-3401  
Tel: (202) 973-4200  
Fax: (202) 973-4499  
michaelsloan@dwt.com  
daniellefrappier@dwt.com

With copies to

Jerold C. Lambert  
Vice President and Associate General Counsel  
Bresnan Communications  
One Manhattanville Road  
Purchase, NY 10577  
Tel: (914) 641-3338  
Fax: (914) 641-3438  
jlambert@bresnan.com

Transferee

Michael C. Sloan  
Danielle Frappier  
Legal Counsel  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue NW Suite 800  
Washington, DC 20006-3401  
Tel: (202) 973-4200  
Fax: (202) 973-4499  
michaelsloan@dwt.com  
daniellefrappier@dwt.com

With copies to

Jerold C. Lambert  
Vice President and Associate General Counsel  
Bresnan Communications  
One Manhattanville Road  
Purchase, NY 10577  
Tel: (914) 641-3338  
Fax: (914) 641-3438  
jlambert@bresnan.com

**(d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis).**

Neither the Transferor nor the Transferee have previously received authority under Section 214 of the Act. Licensees hold domestic and international Section 214 authorization under the Act. Specifically, BDS, Bresnan Colorado, Bresnan Montana, Bresnan Wyoming and Bresnan Utah hold international 214 authorization under file number ITC-214-2006117-00525, which authorizes these entities to provide global or limited global facilities-based and resold

international services. These entities also hold blanket domestic 214 authority to provide interstate telecommunications services.

(e) Not applicable.

(f) Not applicable.

(g) Not applicable.

**(h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the Transferee, and the percentage of equity owned by each of those entities (to the nearest one (1) percent). The Transferee shall also identify any interlocking directorates with a foreign carrier.**

For a list of the relevant ownership interests of the Transferee, please see the attached organizational chart at Exhibit B. All entities and persons listed on the chart are of U.S. citizenship. Transferee has no interlocking directorates.

**(i) A certification as to whether or not the Transferee is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the Transferee is, or is affiliated with, a foreign carrier.**

Transferee is not a foreign carrier, nor is Transferee affiliated with a foreign carrier.

**(j) A certification as to whether or not the Transferee seeks to provide international telecommunications services to any destination country for which any of the following is true. The certification shall state with specificity the foreign carriers and destination countries:**

**(1) The Transferee is a foreign carrier in that country; or**  
**(2) The Transferee controls a foreign carrier in that country; or**  
**(3) Any entity that owns more than 25 percent of the Transferee, or that controls the Transferee, controls a foreign carrier in that country.**

**(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 per-cent of the Transferee and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.**

Not applicable.

**(k) For any destination country listed by the applicant in response to paragraph (j) of this section, the applicant shall make one of the following showings:**

Not applicable.

**(l) Any Transferee that proposes to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier shall either provide a showing that would satisfy § 63.10(a)(3) of this part or state that it will file the quarterly traffic reports required by § 43.61(c) of this chapter.**

Not applicable. Transferee is not a foreign carrier nor is Transferee affiliated with a foreign carrier.

**(m) With respect to regulatory classification under § 63.10 of this part, any Transferee that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) of this section and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to § 63.10 of this part.**

Not applicable. Transferee is not a foreign carrier nor is Transferee affiliated with a foreign carrier.

**(n) A certification that the Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.**

Transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.



**(o) A certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853a.**

Applicants certify, as evidenced by the signatures in the attached certifications, that no Applicant is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998.

**(p) If the applicant desires streamlined processing pursuant to § 63.12, a statement of how the application qualifies for streamlined processing.**

Applicants respectfully submit that this application is eligible for presumptive streamlined processing with respect to Licensees' international 214 authorization pursuant to Section 63.12 of the Commission's rules, for the following reasons: (1) Applicants are not affiliated with any foreign carrier in a market for which authority is sought, (2) Applicants do not have any affiliation with a dominant U.S. carrier whose international switched or private line services they seek to resell.<sup>8</sup>

---

<sup>8</sup> 47 C.F.R. § 63.12.

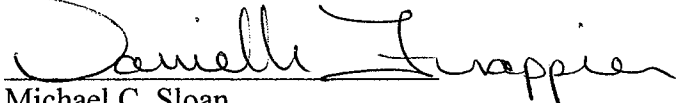
## VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this application.

Respectfully submitted,



Michael C. Sloan  
Danielle Frappier  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue NW Suite 800  
Washington, DC 20006-3401  
Tel: (202) 973-4200  
[michaelsloan@dwt.com](mailto:michaelsloan@dwt.com)  
[daniellefrappier@dwt.com](mailto:daniellefrappier@dwt.com)



Michael C. Sloan  
Danielle Frappier  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue NW Suite 800  
Washington, DC 20006-3401  
Tel: (202) 973-4200  
[michaelsloan@dwt.com](mailto:michaelsloan@dwt.com)  
[daniellefrappier@dwt.com](mailto:daniellefrappier@dwt.com)

*Counsel for* William J. Bresnan, Bresnan Digital Services, LLC, Bresnan Broadband of Colorado, LLC, Bresnan Broadband of Montana, LLC, Bresnan Broadband of Wyoming, LLC and Bresnan Broadband of Utah, LCC

*Counsel for* William J. Bresnan Revocable Trust

Dated: June 30, 2010

## SUPPLEMENT FOR DOMESTIC 214

**(a)(6) A description of the transaction.**

Please see a description of the transaction at Section III above.

**(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.**

Neither Transferor nor Transferee directly provide domestic telecommunications services. Their affiliates, the Licensees, do provide domestic telecommunications services. Specifically, these entities provide wholesale local exchange and exchange access services to interchange carriers and interconnected VoIP service providers in Colorado, Montana, Wyoming and Utah.

**(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.**

Applicants respectfully submit that this application is eligible for presumptive streamlined processing with respect to Licensees' domestic 214 authorization under Section 63.03(b)(1)(ii) of the Commission's rules because the Transferee is not a telecommunications provider.<sup>9</sup>

**(a)(9) Identification of all other Commission applications related to the same transaction.**

On June 16, 2010, Bresnan Communications filed an FCC Form 603 with the Wireless Telecommunications Bureau seeking consent for the involuntary transfer of control of Bresnan

---

<sup>9</sup> 47 C.F.R. § 63.03(b)(1)(ii).

Communication's 30 wireless licenses (including private radio, common carrier fixed point-to-point microwave and 700 MHz lower band licenses) from William J. Bresnan to the William J. Bresnan Revocable Trust, due to the death of Mr. Bresnan. See File No. 0004258165 (granted by the Wireless Bureau on June 29, 2010).

On June 17, 2010, Bresnan Communications filed an FCC Form 327 with the Media Bureau seeking consent for the involuntary transfer of control of Bresnan Communications' nine Cable Television Relay Service station licenses from William J. Bresnan to the William J. Bresnan Revocable Trust. See File No. CAR-20100625-AA-09, CAR-20100625-AB-09, CAR-20100625-AC-09, CAR-20100625-AD-09, CAR-20100625-AE-09, CAR-20100625-AF-09, CAR-20100625-AG-09, CAR-20100625-AH-09, CAR-20100625-AI-09 (granted by the Media Bureau on June 25, 2010).

On June 30, 2010, Bresnan Communications, LLC filed FCC Form 312 with the International Bureau notifying the Bureau of the involuntary transfer of control of thirty-three receive-only earth stations from William J. Bresnan to the William J. Bresnan Revocable Trust. See Application Submission ID: IB2010002094.

**(a)(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.**

Not applicable.

**(a)(11) Identification of any separately-filed waiver requests being sought in conjunction with the transaction.**

Not applicable. Applications for Special Temporary Authority for the Trust to operate the Licensees this application is pending before the Commission was filed on June 30, 2010.

**(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.**

Please see Applicants' public interest statement in Section IV above.

## **CERTIFICATIONS**

## CERTIFICATION

I, Jeffrey S. DeMond, state that I am a co-trustee of the William J. Bresnan Revocable Trust ("Trust"), that I am authorized to make this certification on behalf of the Trust, and that the contents of the foregoing application with respect to the William J. Bresnan Revocable Trust are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "J. DeMond". The signature is written in a cursive style with a large initial "J" and a long horizontal stroke extending to the right.

Jeffrey S. DeMond  
Trustee  
William J. Bresnan Revocable Trust

Date: 7-01-10

**CERTIFICATION**

I, Jerold C. Lambert, state that I am Vice President and Associate General Counsel of Bresnan Communications, Inc., that I am authorized to make this certification on behalf of the following: Bresnan Digital Services, LLC, Bresnan Broadband of Colorado, LLC, Bresnan Broadband of Montana, LLC, Bresnan Broadband of Wyoming, LLC and Bresnan Broadband of Utah, LCC, and that the contents of the foregoing application with respect to these entities are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Date: 6-30-10

Jerold C. Lambert  
Vice President and Associate General Counsel  
Bresnan Communications  
One Manhattanville Road  
Purchase, NY 10577  
Tel: (914) 641-3338  
Fax: (914) 641-3438  
jlambert@bresnan.com

for:

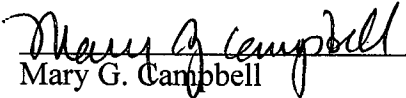
Bresnan Digital Services, LLC  
Bresnan Broadband of Colorado, LLC  
Bresnan Broadband of Montana, LLC  
Bresnan Broadband of Wyoming, LLC  
Bresnan Broadband of Utah, LCC



**CERTIFICATION**

I, Mary G. Campbell, on behalf of J.P. Morgan Chase Bank, N.A., a co-trustee of the William J. Bresnan Revocable Trust ("Trust"), state that I am authorized to make this certification on behalf of the Trust, and that the contents of the foregoing application with respect to the William J. Bresnan Revocable Trust are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

  
Mary G. Campbell  
Managing Director  
J.P. Morgan Chase Bank, N.A.

Date: 6-30-10

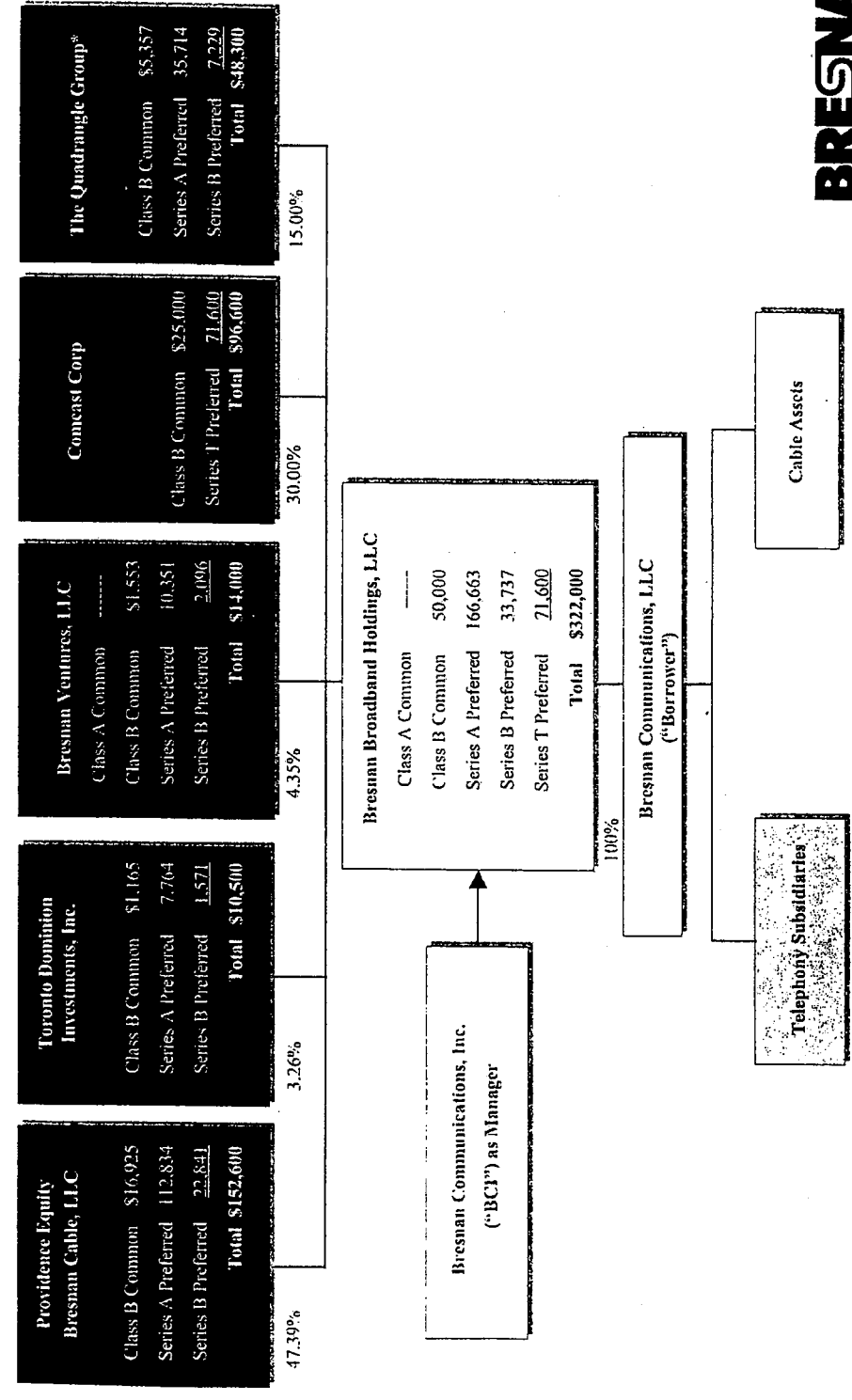
William J. Bresnan Revocable Trust

**EXHIBIT A**

202-418-2824  
Mikelle Mora

# Pro Forma Organizational Structure

\$ in thousands

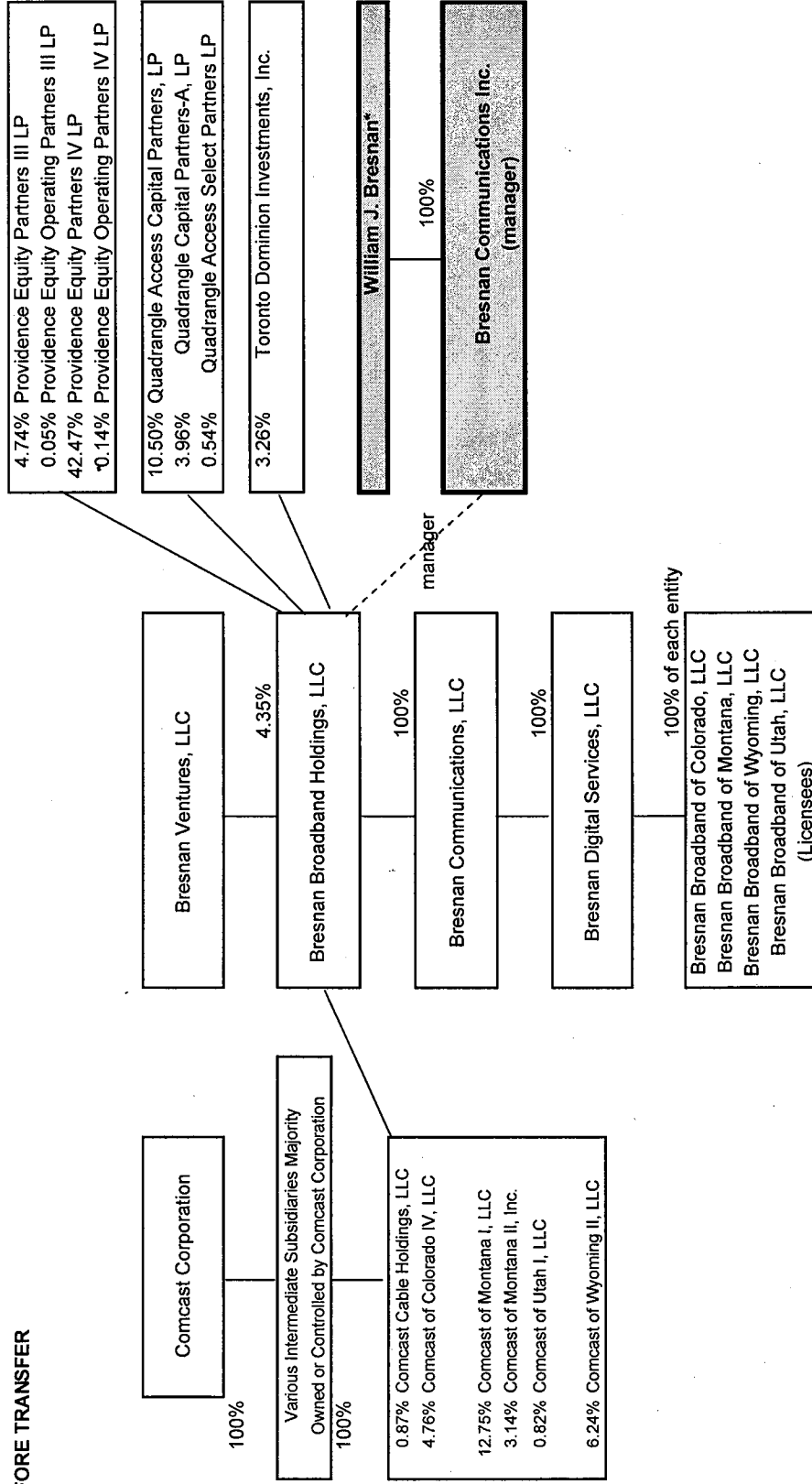


**BRESNAN**

Communications

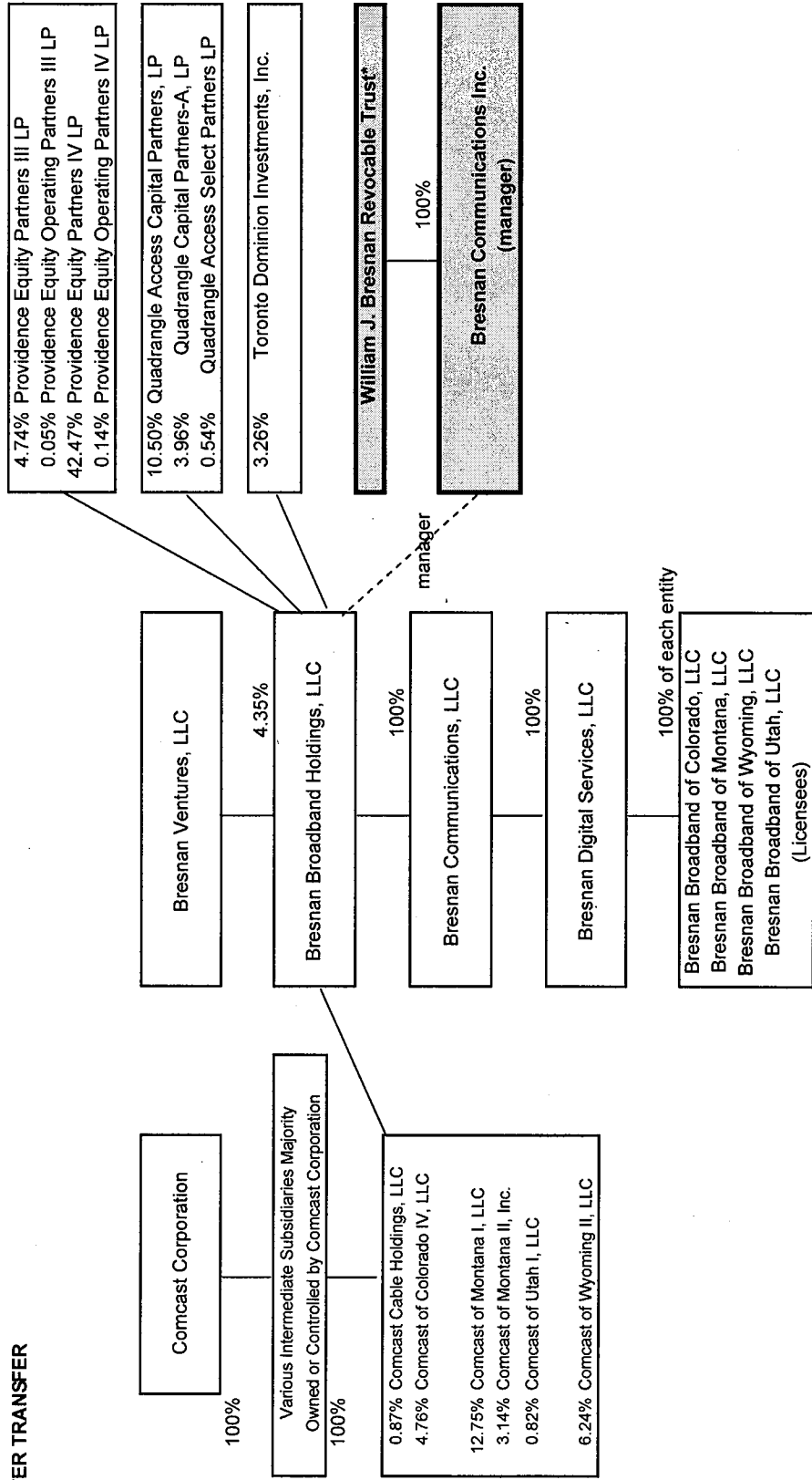
**EXHIBIT B**

**BEFORE TRANSFER**



\*Control of Licensees through direct 100% ownership of Bresnan Communications, Inc. ("BCI"). BCI has management control over Bresnan Broadband Holdings as set forth in Management Agreement between BCI and Bresnan Broadband Holdings.

**AFTER TRANSFER**



\*Control of Licensees through direct 100% ownership of Bresnan Communications, Inc. ("BCI"). BCI has management control over Bresnan Broadband Holdings as set forth in Management Agreement between BCI and Bresnan Broadband Holdings.