

ATTACHMENT 1

Application for Transfer of Control of Bresnan Digital Services, LLC

Answer to Question 10:

Information Requested by 47 C.F.R. § 63.18(c):

Transferee:

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Sr. Director and Sr. Counsel, Regulatory Affairs
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
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with a copy to:

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Transferor:

Catherine Bohigian
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Cablevision Systems Corporation
1099 New York Avenue, N.W.
Washington, D.C. 20001
Telephone: (202) 393-0343
Facsimile: (202) 347-6974
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Information Requested by 47 C.F.R. § 63.18(d):

Transferee:

Charter Communications, Inc. (“Charter”) operates four (4) subsidiaries that possess Section 214 authorization to provide global resale services between the United States and international points under 47 C.F.R. § 63.18(e)(2) (the “Charter International Companies”), and twenty-four (24) state-level telephone operating subsidiaries that are non-dominant carriers authorized to provide interstate telecommunications services pursuant to blanket domestic Section 214 authorization under 47 C.F.R. § 63.01 (the “Charter Domestic Companies”). Each of the Charter Domestic Companies is authorized to provide international telecommunications services either pursuant to its own international Section 214 authorization or pursuant to the international Section 214 authorization of its parent (*i.e.*, one of the Charter International Companies) pursuant to 47 C.F.R. § 63.21(h). The Charter International Companies and the Charter Domestic Companies are as follows.

A. Charter Fiberlink International Companies:

The following Charter Fiberlink International Companies are authorized to provide international telecommunications services pursuant to Section 63.18(e)(2) of the Commission’s Rules.

Name/Address:	Authorization Number/Type:	State of Organization:
CC Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20030127-00070 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC’s Rules to All International Points	Delaware
CCO Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20060309-00144 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC’s Rules to All International Points	Delaware
CCVII Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20060309-00145 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC’s Rules to All International Points	Delaware
Charter Fiberlink CC VIII, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20090313-00122 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC’s Rules to All International Points	Delaware

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B. Charter Fiberlink Domestic Companies:

The following Charter Fiberlink Domestic Companies are authorized to provide domestic interstate telecommunications services pursuant to Section 63.01 of the Commission's Rules.

Name:	Address:	State of Organization:
Charter Fiberlink CC VIII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Alabama, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Georgia, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Illinois, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Michigan, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Missouri, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Nebraska, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Tennessee, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink CA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink CT-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink LA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink MA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink MS-CCVI, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NC-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NH-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NV-CCVII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NY-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink OR-CCVII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink SC-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink TX-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink VA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware

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Charter Fiberlink VT-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink WA-CCVII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware

Transferor:

Cablevision Lightpath, Inc., a wholly-owned subsidiary of Cablevision Systems Corporation (“Cablevision”), possesses a Section 214 authorization to provide global facilities-based services and resell international services between the United States and international points (ITC-214-19940128-00025) and a blanket domestic Section 214 authorization under 47 C.F.R. § 63.01.

Bresnan Digital Services, LLC (“Bresnan Digital”), a wholly-owned subsidiary of Cablevision, possesses a Section 214 authorization to provide global facilities-based services and resell international services between the United States and international points (ITC-214-20061117-00525) and a blanket domestic Section 214 authorization under 47 C.F.R. 63.01.

Bresnan Broadband of Colorado, LLC (“Bresnan Colorado”), Bresnan Broadband of Montana, LLC (“Bresnan Montana”), Bresnan Broadband of Utah, LLC (“Bresnan Utah”) and Bresnan Broadband of Wyoming, LLC (“Bresnan Wyoming”), each wholly-owned subsidiaries of Cablevision, possess blanket domestic Section 214 authorization under 47 C.F.R. § 63.01. They also were listed as authorized entities, pursuant to 47 C.F.R. § 63.21(h), in Bresnan Digital’s original application for international Section 214 authorization file number ITC-214-20061117-00525.

Answer to Question 11:

The following entities hold a ten percent (10%) or greater ownership interest in Charter, which indirectly holds 99 percent (99%) ownership of Charter Communications Operating, LLC (“Charter Operating”) through a series of intervening limited liability companies.

Name and Address	Percent Held	Citizenship	Principal Business
Apollo Global Management, LLC 9 West 57 th Street, 43 rd Floor New York, New York 10019	23.7%	USA	Investments
Oaktree Capital Group Holdings GP, LLC 333 South Grand Avenue, 28th Floor Los Angeles, California 90071	12%	USA	Investments
Crestview, L.L.C. 667 Madison Avenue, 10th Floor New York, New York 10065	10.1%	USA	Investments

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The following provides additional descriptions of the entities holding a direct or indirect ten percent (10%) or greater ownership interest in Charter.

Apollo Global Management, LLC

Apollo Global Management, LLC (“Apollo Global”), a Delaware limited liability company (collectively, with all relevant Apollo affiliates, “Apollo”), indirectly manages through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate hold Charter stock representing approximately a 23.7% interest in Charter. The Apollo interest is held primarily by AP Charter Holdings, L.P. (Delaware) (“AP Charter”), which through its wholly owned subsidiary AP Charter Holdings (Sub II MM), LLC (Delaware) and its wholly owned subsidiary AP Charter Holdings (Sub II), LLC (Delaware), holds approximately a 23.0% interest in Charter. No limited partner of AP Charter holds an indirect interest in Charter of 10% or more.

The general partners of AP Charter are Apollo Advisors VI, L.P. (Delaware) (“Apollo Advisors VI”) and Apollo Advisors VII, L.P. (Delaware) (“Apollo Advisors VII”). The sole general partner of Apollo Advisors VI is Apollo Capital Management VI, LLC (Delaware) (“ACM VI”), and the sole general partner of Apollo Advisors VII is Apollo Capital Management VII, LLC (Delaware) (“ACM VII”). The sole member and manager of both ACM VI and ACM VII is Apollo Principal Holdings I, L.P. (Delaware) (“APH I”). The general partner of APH I is Apollo Principal Holdings I GP, LLC (Delaware) (“APH I GP”). The sole member of APH I GP is APO Asset Co., LLC (Delaware) (“APO Assets”). The sole member of APO Assets is Apollo Global.

The manager of Apollo Global is AGM Management, LLC (Delaware) (“AGM Management”). The 76.9% voting member¹ of Apollo Global and the sole member and manager of AGM Management is BRH Holdings GP, Ltd. (Cayman) (“BRH”). Leon Black, Marc Rowan, and Joshua Harris, all of whom are U.S. citizens, are the sole directors and shareholders of BRH and therefore ultimately control Apollo Global.

The principal business address for the Apollo entities mentioned above is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal business address for Messrs. Black, Harris and Rowan is 9 West 57th Street, 43rd Floor, New York, New York 10019.

Oaktree Capital Group Holdings GP, LLC

Oaktree Capital Group Holdings GP, LLC (“OCGH”), a Delaware limited liability company (collectively with all relevant OCGH affiliates, “Oaktree”), controls through a series of intermediate subsidiaries and management arrangements an investment vehicle, Oaktree Opportunities Investments, L.P., a Delaware limited partnership (“OOI”), which holds Charter stock representing a 12% interest in Charter. OOI’s general partner, which makes all decisions on its behalf, is Oaktree Fund GP, LLC (Delaware) (“OF GP”). The managing member of OF GP is Oaktree Fund GP I, L.P.

¹ As of February 11, 2013.

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(Delaware) (“OF GPI”). The general partner of OF GPI is Oaktree Capital I, L.P. (Delaware) (“OC I”). The general partner of OC I is OCM Holdings I, LLC (Delaware) (“OCM”). The managing member of OCM is Oaktree Holdings, LLC (Delaware) (“OH”). The managing member of OH is Oaktree Capital Group, LLC (Delaware) (“OCG”). The duly elected manager of OCG is OCGH. The following principals of OCGH control OCGH with respect to its media company business and also serve as managers of OCGH, which as a limited liability company has no directors.

NAME	TITLE
Howard Marks	Member, Manager and Chairman
Bruce Karsh	Member, Manager and President
John Frank	Member, Manager and Managing Principal
Steve Kaplan	Member, Manager and Principal
David Kirchheimer	Member, Manager and Chief Financial Officer and Chief Administrative Officer

The principal business address for the Oaktree entities and individuals mentioned above is c/o Oaktree Capital Group Holdings GP, LLC, 333 S. Grand Avenue, 28th Floor, Los Angeles, California 90071.

Crestview, L.L.C.

Crestview, L.L.C. (“Crestview LLC”), a Delaware limited liability company (collectively with all relevant Crestview LLC affiliates, “Crestview”), controls through a series of intermediate subsidiaries and management arrangements, the following Crestview entities that directly hold Charter stock: Encore, LLC and Encore II, LLC. Neither individually holds a 10% or greater voting or equity interest in Charter. In addition, none of the intermediate subsidiaries in the ownership chain between Encore, LLC and Crestview LLC, or between Encore II, LLC and Crestview LLC, individually hold a 10% or greater interest in Charter by successive multiplication. Crestview LLC is wholly-owned by the following six members and none of these entities individually hold an indirect 10% or greater interest in Charter by successive multiplication: (i) Volpert Investors, L.P.; (ii) Murphy Investors, L.P.; (iii) DeMartini Investors, L.P.; (iv) RJH Investment Partners, L.P.; (v) The 2007 Delaney Family LLC; and (vi) J&N Ventures, Inc. Each of these six entities is owned solely by family members of its related senior manager, who are: Barry Volpert, Thomas S. Murphy, Jr., Richard DeMartini, Robert J. Hurst, Bob Delaney, and Jeff Marcus, respectively.

The principal business address for the Crestview entities and individuals mentioned above is c/o Crestview Partners, 667 Madison Avenue, 10th Floor, New York, New York 10065.

Vertical Ownership Chain for Charter Operating

Additionally, the vertical ownership chain of intervening limited liability companies between

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Charter and Charter Operating is as follows:

Name/Address	% Held	Citizenship	Principal Business
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	99%	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131		USA	Cable/Telecommunications

Answer to Question 13:

On February 7, 2013, a subsidiary of Charter, Charter Operating, entered into a Purchase Agreement (the "Agreement") with a subsidiary of Cablevision, CSC Holdings, LLC ("CSC Holdings"), pursuant to which Charter agreed to acquire Bresnan Broadband Holdings, LLC ("Bresnan Broadband") and its subsidiaries, including Bresnan Digital, Bresnan Colorado, Bresnan Montana, Bresnan Utah and Bresnan Wyoming (collectively, the "Licensees"), 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 membership units of Bresnan Broadband. The prior interests 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

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as set forth in the Agreement. Because the Licensees are indirect subsidiaries of Bresnan Broadband, the Licensees will, as a result of the transaction, become indirect subsidiaries of Charter. The transaction closing is expected to occur following the satisfaction of customary closing conditions, including conditions relating to antitrust clearance, FCC approvals and franchise approvals. Upon closing, control of certain licenses held by Bresnan Broadband and its subsidiaries will be transferred to Charter.

Answer to Question 20:

The Applicants respectfully request streamlined treatment of this application pursuant to 47 C.F.R. § 63.12. This application qualifies for streamlined treatment with respect to Licensees' international authorizations pursuant to 47 C.F.R. § 63.12(c)(1) because neither Applicant is affiliated with a foreign carrier in a destination market, and neither Applicant has an affiliation with a dominant U.S. carrier whose international services it seeks to resell.