

FCC Form 312
Notification of Transfer of Control
Cablevision of Wappingers Falls, Inc.

Description of Transaction and Public Interest Statement

Cablevision of Wappingers Falls, Inc. is an indirect wholly-owned subsidiary of Cablevision Systems Corporation (“Cablevision” or the “Company”). Cablevision has converted its direct wholly-owned subsidiary, CSC Holdings, Inc. from a corporation to a limited liability company, CSC Holdings LLC. This was merely a change in corporate form. The ownership of CSC Holdings LLC is identical to the ownership of what was CSC Holdings, Inc., and there has been no change in the management or operations of Cablevision in connection with the transaction. The transfer of control of Cablevision of Wappingers Falls, Inc. therefore requires only *pro forma* notification.^{1/}

^{1/} See, e.g., 47 C.F.R. § 63.03(d) (defining *pro forma* transfers to include “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” and “assignment or transfer from a corporation to a wholly owned subsidiary thereof or vice versa, or where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests”), 47 C.F.R. § 73.3540(f) (listing *pro forma* transactions under broadcast ownership rules); *Non-Substantial Assignments of Wireless Licenses*, 13 FCC Rcd 6293, 6297-99 (1998) (discussing the distinction between substantial and *pro forma* transfers of control, the lack of a bright-line test, and the Commission’s reliance for guidance upon the corpus of decisions under its broadcast ownership rules); *Committee for Full Value of Storer Communications, Inc. for Consent to Transfer of Control*, 101 FCC 2d 434, ¶¶ 30-31 (discussing generally the Commission’s treatment of *pro forma* transfers of control).