

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF DELAWARE

IN THE MATTER OF THE APPLICATION OF)
ATLANTIC BROADBAND (DELMAR), LLC)
FOR APPROVAL OF THE TRANSFER OF) PSC DOCKET NO. 12-372
LEGAL CONTROL OF ITS CABLE TELEVISION)
FRANCHISES TO COGECO CABLE INC.)
(FILED AUGUST 6, 2012))

ORDER NO. 8235

AND NOW, to-wit, this 23rd day of October, 2012;

WHEREAS, by PSC Order No. 6776 (Nov. 22, 2005), entered in PSC Docket No. 02-405, the Public Service Commission ("Commission" or "PSC") granted ten-year, non-exclusive franchises (the "franchises") to Atlantic Broadband (Delmar), LLC ("Atlantic Broadband") to operate cable television systems in certain unincorporated areas of southern New Castle County, including St. Georges, and northern Kent County; and

WHEREAS, Atlantic Broadband currently holds these cable television system franchises;¹ the terms and conditions of the franchises will not be affected by the transfer; and Atlantic Broadband will continue to be the "Company" under the franchises; and

WHEREAS, on August 6, 2012, Atlantic Broadband filed applications (with accompanying FCC Forms 394) seeking Commission approval for Atlantic Broadband to transfer legal control of Atlantic Broadband, including the cable television franchises held by Atlantic Broadband, to

¹In PSC Order No. 6351 (Feb. 23, 2004) the Commission approved the transfer of the franchises to Atlantic Broadband. In PSC Order No. 5194 (Aug. 24, 1999), the Commission approved the transfer of the franchises to Charter VI. Previous to that, the franchises had passed from Tele-Media to TWFanch-One Co. See PSC Order No. 4237 (June 18, 1996).

PSC Docket No. 12-372, Order No. 8235 Cont'd.

Cogeco Cable Inc. ("Cogeco Cable") through Cogeco Cable's wholly-owned subsidiary, Acquisitions Cogeco Cable II Inc. ("Acquisitions"); and

WHEREAS, under 26 Del. C. §609(d), the Commission shall grant an application to transfer legal control of a cable television franchisee:

unless after hearing, which shall not otherwise be required, the Commission shall find that service to subscribers of the franchise would be affected adversely;

and

WHEREAS, the Commission gave notice of the proposed change in the legal control of the cable television franchises by publication of notices in The News Journal newspaper on October 3, 2012 and in the Delaware State News newspaper on October 3, 2012, with such notices announcing the time and date of a public hearing on such applications and also soliciting comments; and

WHEREAS, the Commission having considered the applications, the accompanying Federal Communications Commission Forms 394, the Staff Oral Testimony, and other information submitted relating to Atlantic Broadband, at its regularly scheduled meeting on October 23, 2012; and

WHEREAS, the Commission, pursuant to 26 Del. C. §602, has determined based on the information filed, the results of the Staff investigation, and the absence of any objections that there does not appear to be a basis to determine that the service to subscribers will be adversely affected by the transfer of legal control of Atlantic Broadband and, therefore, the pending applications must be approved;

NOW THEREFORE, IT IS ORDERED BY THE AFFIRMATIVE VOTE OF NOT FEWER THAN THREE COMMISSIONERS:

PSC Docket No. 12-372, Order No. 8235 Cont'd.

1. That under the conditions of this Order, the Commission finds that service to subscribers will not be adversely affected by the transfer of legal control of Atlantic Broadband (Delmar), LLC ("Atlantic Broadband") to Cogeco Cable Inc. ("Cogeco Cable"), including the cable television franchises currently held by Atlantic Broadband under PSC Order No. 6776 (Nov. 22, 2005), and, therefore, the transfer of legal control sought in the applications filed in this matter on August 6, 2012, is hereby approved.

2. The terms and conditions of such franchises are not otherwise affected by the approval granted hereinabove. Upon consummation of the transfer, for purposes of such franchises, Atlantic Broadband shall continue to be the "Company" under §1.11 of said franchises.

3. That, pursuant to paragraph 12.2 of the franchises and 26 Del. C. §604(5), Atlantic Broadband shall continue to carry, and at all times maintain, property damage and liability insurance with a responsible insurance company qualified and duly licensed to do business in the State of Delaware. The minimum amount of such insurance for bodily injury, death, and property damage shall be the amounts set forth in the franchise. Atlantic Broadband shall continue to file proof of payment of the required premium and annual certification of the effectiveness of such insurance, both of which may be evidenced by sworn affidavit, during the term of the franchises, and the amount of coverage provided by such insurance policies shall continue to be automatically increased by the holder of the franchises every three (3) years by an amount at least

PSC Docket No. 12-372, Order No. 8235 Cont'd.

equal to the average increase in the national consumer price index over the preceding three (3) years.

4. That Atlantic Broadband has on file with the Commission a performance bond, irrevocable letter of credit, or other surety device acceptable to the Public Service Commission in the amount of Ten Thousand Dollars (\$10,000) which shall be maintained for the duration of the term of the franchises as security for the performance and discharge of all obligations of Atlantic Broadband under the franchises.

5. That Atlantic Broadband shall continue to abide by the terms of the Customer Service Standards for Cable Television Systems Franchised by the Commission as adopted by PSC Order No. 3660 in PSC Regulation Docket No. 31 (including any later amendments thereto), as well as any federal customer service obligations, including those set forth in 47 C.F.R. § 76.309 (including any later amendments thereto).

6. That the Commission's approval of the transfer of legal control is not, and is not to be construed as, approval of any of the specific provisions of any agreements between and among Cogeco Cable, Acquisitions Cogeco Cable II Inc., and Atlantic Broadband.

7. That Cogeco Cable shall, within ten (10) days prior to its acquisition of legal control of Atlantic Broadband, certify in writing to the Commission that all material representations contained in the applications for approval of the transfer of legal control filed on August 6, 2012, continue to be true and correct. The absence of such filing may be grounds to void the approval granted hereinabove.

PSC Docket No. 12-372, Order No. 8235 Cont'd.

8. That Cogeco Cable shall, within ten (10) days after its acquisition of legal control of Atlantic Broadband, file with the Commission proof of consummation of the transaction and transfer of legal control of Atlantic Broadband.

9. That the approvals granted hereinabove shall extend for a period of ninety days (90) from the date of this Order, unless extended further by the Commission, and that such approvals shall lapse if Cogeco Cable does not, within such time, acquire legal control of Atlantic Broadband under the existing agreement.

10. That the Commission reserves the jurisdiction and authority to enter such other or further Orders in this matter as may be deemed necessary or proper.

BY ORDER OF THE COMMISSION:

/s/ Dallas Winslow
Chair

/s/ Joann T. Conaway
Commissioner

/s/ Jaymes R. Lester
Commissioner

/s/ Jeffrey J. Clark
Commissioner

ATTEST:

PSC Docket No. 12-372, Order No. 8235 Cont'd.

/s/ Alisa Carrow Bentley
Secretary