

STATE OF VERMONT  
PUBLIC SERVICE BOARD

Joint Petition of Stowe Cable Holdings, LLC, Stowe Cable )  
Systems, LLC, Stowe Cablevision, Inc., and Jeffersonville )  
Cable Television Corporation for approval of the transfer )  
of assets, issuance of Certificate of Public Good, and related )  
transactions concerning cable television systems serving )  
Stowe and Jeffersonville, Vermont )

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

PETITION

Stowe Cable Holdings, LLC, Stowe Cable Systems, LLC, Stowe Cablevision, Inc., and Jeffersonville Cable Television Corporation jointly submit this petition pursuant to 30 V.S.A. §§ 109, 231, 503, 504, and 505 and allege as follows:

1. Stowe Cable Holdings, LLC ("SCH") is a Vermont limited liability company that has contracted to purchase, inter alia, the operating assets of Stowe Cablevision, Inc. and Jeffersonville Cable TV Corporation, which assets will be owned through its subsidiary Stowe Cable Systems, LLC ("SCS").
2. SCS, a Vermont limited liability company, is a wholly-owned subsidiary of SCH, created to own the assets of, and operate one cable television system in the areas currently served by, Stowe Cablevision, Inc. and Jeffersonville Cable Television Corporation, and will do business under the trade name "Stowe Cable".
3. Stowe Cablevision, Inc. ("Stowe Cable") is a Vermont corporation that has operated a cable television system in the Town of Stowe since 1984; right to use the trade name "Stowe Cable" will be transferred from Stowe Cablevision, Inc. to SCS as part of the contemplated asset transfer.

4. Jeffersonville Cable Television Corporation (“Jeffersonville Cable”) is a Vermont corporation that has operated a cable television system in the Town of Cambridge since 1987.
5. Stowe Cable and Jeffersonville Cable have common ownership and utilize common infrastructure, but are operated as two independent business units.
6. Each of SCS, Stowe Cable, and Jeffersonville Cable is a “Company” within the meaning of 30 V.S.A. § 501(3) and is therefore subject to the Board’s jurisdiction under 30 V.S.A. § 502.
7. The acquisition by SCS of the operating assets of Stowe Cablevision, Inc. and Jeffersonville Cable TV Corporation, and its operation of one combined cable television system in the area currently served by those companies, satisfy the criteria for the issuance of a Certificate of Public Good (“CPG”) set forth in 30 V.S.A. § 504 and the so-called EMCO criteria established by Board Rule 8.214.
8. For the forgoing reasons, the sale of assets and discontinuance of service by Stowe Cablevision, Inc. and Jeffersonville Cable TV Corporation and the termination of their respective CPGs promote the general good of the State of Vermont.
9. The Asset Purchase Agreement entered into between the parties requires that the closing of the above transactions take place between March 1, 2015 and May 1, 2015.

In support of the Petitioners submit the prefiled testimony and supporting exhibits sponsored by the following witnesses:

Witness:

Frederick Rothammer

William D. Davis

Subject:

Addresses approval criteria relating to system operations and provision of service.

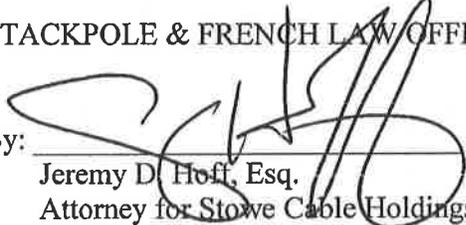
Addresses approval criteria relating to the financial soundness and management capabilities of the Petitioner and discusses planned system improvements.

NOW, THEREFORE, Stowe Cable Holdings, LLC, Stowe Cable Systems, LLC, Stowe Cablevision, Inc., and Jeffersonville Cable Television Corporation request that the Board:

- A. Appoint a Hearing Officer to convene a prehearing conference and to conduct such public hearings and technical hearings as necessary;
- B. Find, pursuant to 30 V.S.A. §§ 231, 503, and 504, that Stowe Cable Systems, LLC's proposed acquisition of the assets of Stowe Cablevision, Inc. and Jeffersonville Cable TV Corporation, and its operation of one combined system in the existing service territories of those companies under the trade name "Stowe Cable", will promote the general good of the State of Vermont and issue a Certificate of Public Good to that effect;
- C. Find, pursuant to 30 V.S.A. §§ 109, 231, and 505, that the proposed sale of assets from Stowe Cablevision, Inc. and Jeffersonville Cable Television Corporation to Stowe Cable Systems, LLC will promote the general good of the State of Vermont and their discontinuation of service is consistent with the public interest; and
- D. Take such other measures as in the Board's judgment are necessary for a full and expeditious resolution of this Docket.

Dated at Stowe, Vermont, this 9<sup>th</sup> day of January, 2015.

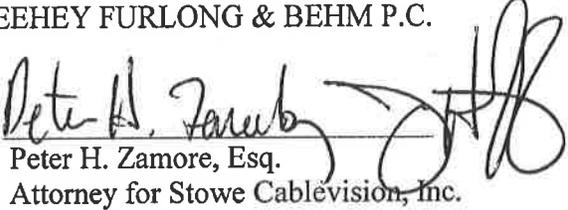
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Dated at Burlington, Vermont, this 9<sup>th</sup> day of January, 2015.

SHEEHEY FURLONG & BEHM P.C.

By:   
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