



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

Suite 313 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
sos.georgia.gov/corporations

CORPORATIONS DIVISION

2013 MAY 15 PM 12:09

TRANSMITTAL INFORMATION
GEORGIA VIDEO FRANCHISE AUTHORITY

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: mcensoplano@bcibb.net

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. BCI James Cable, LLC

Corporate Name (List exactly as it appears in articles)

One Manhattanville Road, Purchase, NY 10577

Corporate Mailing Address

Marie Censoplano, Senior Vice President, Counsel & Secretary

2 212-318-6882
Name and Title of person filing franchise application (certificate will be mailed to this person, at address below) Telephone Number

One Manhattanville Road, Purchase, NY 10577

Address

City

State

Zip Code

3. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Application for State-Issued Certificate of Franchise Authority (Form GAVFL001)
- 3) A valid Certificate of Existence, if applicable.
- 4) Filing fee of \$500.00 payable to Secretary of State. All filing fees are NON-refundable.

I certify that the appropriate counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.

Marie Censoplano
Authorized signature of person filing documents

5/13/12
Date

Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations



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Corporations Division
313 West Tower, #2 Martin Luther King, Jr. Drive
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**APPLICATION FOR STATE-ISSUED
CERTIFICATE OF FRANCHISE AUTHORITY**

Personally appeared before me the undersigned being duly sworn according to law, and swears to the facts contained in this application. Pursuant to Georgia Code Section (O.C.G.A.)36-76-4, as amended, the undersigned hereby applies for authorization to provide cable service over a cable system as a cable service provider or video service over a video system as a video service provider in the State of Georgia:

(Please type or print clearly)

1. The name of the applicant is:
BCI James Cable, LLC

2. The principal place of business for the applicant is:
One Manhattanville Road, Purchase, NY 10577

3. The principal executive officers of the applicant are:

<i>Name</i>	<i>Title</i>	<i>Address</i>
Please see Attachment 1		

4. By submitting this application, the applicant agrees to comply will all applicable federal and state laws and regulations, including municipal and county ordinances and regulations regarding the placement and maintenance of facilities in the public right of way that are generally applicable to all users of the public right of way and specifically including O.C.G.A. Chapter 9 of Title 25, the 'Georgia Utility Facility Protection Act'.
5. By submitting this application the applicant agrees to pay to each affected local governing authority a franchise fee established by such local governing authority which shall not exceed the maximum percentage rate permitted in 47 U.S.C. Section 542(b) of the applicant's gross revenues received from the provision of cable service or video service to subscribers located within the service area. Such franchise fee shall be paid directly to each affected local governing authority within 30 days after the last day of each calendar quarter.
6. Pursuant to OC.G.A> 36-76-4©(2), the service areas are described below and/or on an attached map as follows: [If providing a coverage map(s), please label them "Exhibit A" on 8.5 by 11 paper size.]

Service Area Description:

City of Broxton	(GA 0404)	– incorporated City limits
City of Nicholls	(GA 0437)	– incorporated City limits
City of Douglas	(GA 0015)	– incorporated City limits
Coffee County	(GA 0794)	– See map attached as Exhibit A
City of Ambrose	(GA 0822)	– incorporated City limits

7. Subscribers may make payment or return equipment in accordance with the subscriber agreement to the following locations of the applicant or its affiliates.
126 Havanna Ave. Waycross, GA 31501 710 S. Madison Ave. Douglas, GA 31533

8. This applicant:

has wire-line facilities located in the public right of way as of January 1, 2008.

does not have wire-line facilities located in the public right of way as of January 1, 2008, and a description and certification of technical and financial capability is attached as required by O.C.G.A. 36-76-4 (c) (4). See Attachment 2

9. The applicant certifies that it is authorized to conduct business in the State of Georgia. [Applicant must provide a Certificate of Existence from the Corporations Division to be included with this application]. See Attachment 3

10. This applicant certifies that it has sufficient financial resources and technical capability to provide service (does not apply to companies with existing wire line services as of January 1, 2008).

11. The applicant certifies that the following counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.

City of Broxton (GA0404); City of Nicholls (GA0437); City of Douglas (GA0015); Coffee County (GA0794);
City of Ambrose (GA0822);

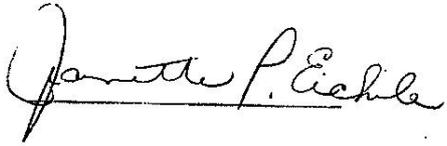
Submitted this 13th day of May in the year 2013.

Sworn and subscribed before me, this

13th day of May in the year 2013.

Maure Conroy
Signature of Officer/
General Partner

Notary Public
My Commission expires



JEANETTE P. EICHELE
Notary Public, State of New York
No. 01E14759560
Qualified in Queens County
Commission Expires September 30, 2014

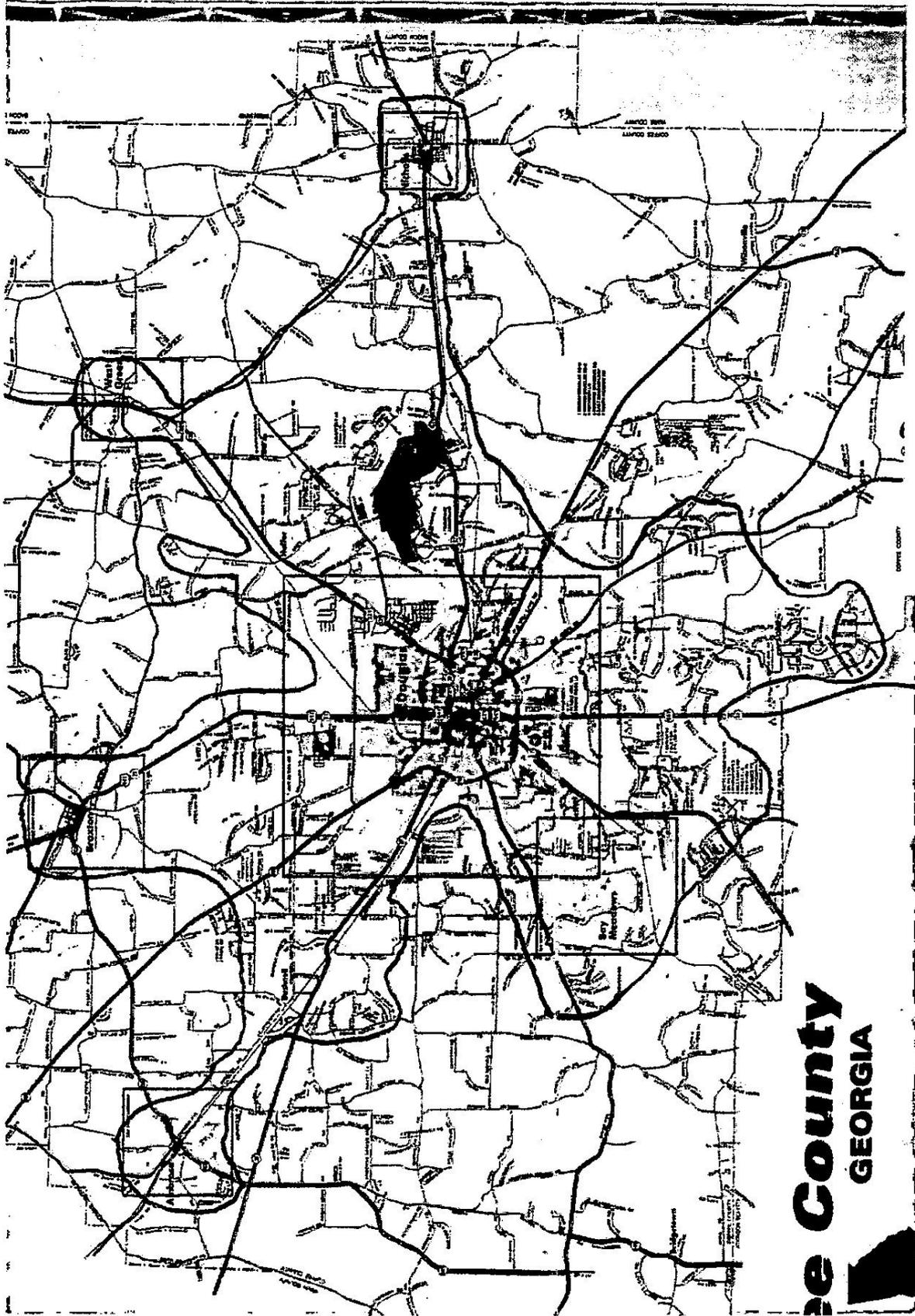
Marie Censoplano
Type or Print Name and Title
Senior Vice President General
Counsel & Secretary

BCI James Cable, LLC
One Manhattanville Road
Purchase, NY 10577

212-318-6882
Telephone

EXHIBIT A

Coffee County, Georgia



Coffee County
GEORGIA

Attachment 1

BCI James Cable, LLC Officers

Jeffrey S. DeMond - President and Chief Executive Officer
Andrew C. Kober - Executive Vice President, Chief Financial Officer and
Assistant Secretary
Marie Censoplano - Senior Vice President, General Counsel and Secretary
Margot Bright - Senior Vice President and Treasurer
Diane Quennoz – Senior Vice President – Marketing
Vin Zachariah – Senior Vice President – Residential Services
Daniel White - Vice President of Financial Planning
Shawn Beqaj - Vice President of Government and Regulatory Affairs
Dennis Davies - Vice President of Engineering
James Gemmill - Vice President of Operations

Address for all Officers:
One Manhattanville Road
Purchase, NY 10577

Attachment 2

BCI James Cable, LLC ("BCI James") certifies that it has the technical and financial capability to provide cable service and video service pursuant to O.C.G.A. §36-76-4(c) (4).

BCI James is an indirect wholly owned subsidiary of BCI Broadband, LLC ("BCI"). BCI was formed by the highly experienced team from the well-respected and innovative cable firm, Bresnan Communications ("Bresnan"). The senior management team collectively has decades of experience operating successful cable systems.

In January of 2013, BCI announced the purchase by its indirect wholly owned subsidiary, BCI Allegiance, LLC, of cable systems from Allegiance Communications, LLC ("Allegiance"), an operator serving communities in Oklahoma, Texas, Kansas, Missouri and Arkansas. The Allegiance transaction was completed on April 4, 2013. Simultaneously, BCI announced that BCI James had agreed to purchase cable systems from James Cable, LLC ("James"). James currently serves communities in Georgia, Louisiana, Oklahoma, Texas, Tennessee and Wyoming. In Georgia, James serves the communities of Broxton, Nicholls, Douglas, Ambrose and Coffee County pursuant to a Georgia Certificate of Franchise Authority.

In connection with the acquisition of cable systems from James, BCI James will receive an equity contribution equal to approximately \$52 million, which along with borrowings under a credit facility will fund the purchase price for the acquisition and provide funding for capital expenditures. Following the acquisition, BCI James projects that its pro forma system cash flow will be approximately \$12.2 million for the year ended December 31, 2013.

BCI James' business plan is to invest in the system infrastructure with a view toward rolling out the latest in communications services, including high speed internet services, advanced digital video services, and fully featured voice services. The capital investment in the Allegiance systems has already commenced and the James communities can expect a similarly rapid transition upon completion of the transaction.

In addition to the technological advancements brought to the communities it serves, the BCI team is well regarded for its dedication to the human side of the business. Customer service standards are a cornerstone of BCI's successful model and the BCI team has consistently been rated by industry analysts, trade associations and the press as a leader in achieving the highest levels of customer service and satisfaction.

BCI James very much looks forward to serving these communities.

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AUTHORITY

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

BCI JAMES CABLE, LLC
a Foreign Limited Liability Company

is hereby issued a **CERTIFICATE OF AUTHORITY** under the laws of the State of Georgia on **May 09, 2013** by the filing of all documents in the Office of the Secretary of State and by the paying of all fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on **May 10, 2013**



A handwritten signature in black ink, appearing to read 'B: P. Kemp'.

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

237 Calhoun Drive
Macon, Georgia 31217
(478) 933-2817

Registered agent, officer, entity status information via the Internet
sos.georgia.gov/corporations

MAY -9 PM 5:22
SECRETARY OF STATE
CORPORATIONS DIVISION

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR FOREIGN LIMITED LIABILITY COMPANY

IMPORTANT
Remember to include your e-mail address when completing this transmittal form.
Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.
E-Mail: terranceboyle@paulhastings.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	SCI James Cable, LLC Limited Liability Company Name May 9, 2013 Date Business Commenced (Or Proposed) in Georgia (NOTE: If the date provided here is more than 30 days prior to the date the application is received by the Secretary of State, a \$500 penalty must be paid; penalty is obligatory and cannot be waived by Secretary of State.)			Name Reservation Number (Optional)
2.	Terrence G. Boyle Name of filing person (individuals will be mailed to this person, if address below) 75 East 66th Street Address New York City NY State 10022 Zip Code			212-918-6518 Telephone Number
3.	Delaware March 21, 2013 Date of Organization in home state			
4.	One Manhattanville Road Address of Principal Place of Business Purchase City NY State 10577-2686 Zip Code			
5.	Corporation Service Company Name of Registered Agent in Georgia 49 Technology Plaza South, #300 Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address) Norcross City Gwinnett County GA State 30092 Zip Code			
6.	SCI James Cable Holdings, LLC, One Manhattanville Road Manager's Name & Address (Person responsible for maintaining records) Purchase City NY State 10577-2686 Zip Code			
7.	One Manhattanville Road Address Where Limited Liability Company Records Are Maintained Purchase City NY State 10577-2686 Zip Code			
8.	<p>NOTICE: Mail or deliver an original and one copy of this form and the filing fee of \$225.00 to the Secretary of State at the above address. Filing fees are NON-refundable.</p> <p>This application is signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability company is organized. The foreign limited liability company authorizes to keep its records at the address shown in 67 above until its registration in Georgia is cancelled or withdrawn. The foreign limited liability company, in accordance with Title 14 of the Official Code of Georgia Annotated, appoints the Secretary of State as agent for service of process if no agent has been appointed in Georgia. If appointed, the appointment has been revoked or the agent cannot be found or served by the exercise of reasonable diligence.</p>			
			5/9/2013	
	Terrence G. Boyle, Authorized Person		Date	
	Request Certificate and obtain entity information via the Internet: sos.georgia.gov/corporations			

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

AFFIDAVIT OF SERVICE

Carol Wold Sindt of the City of Minneapolis, County of Hennepin, in the State of Minnesota, being duly sworn, deposes and says that on the 14th day of May, 2013, she served an Application for a State-issued Certificate of Franchise Authority for the Cities of Broxton, Nicholls, Douglas, Ambrose and Coffee County, Georgia by either delivery in person or mailing to the Georgia Secretary of State and the above-mentioned Communities a copy thereof, enclosed in an envelope, postage prepaid, and by depositing same in the post office at Minneapolis, Minnesota, directed to each of them at their last known address.



Carol Wold Sindt

Carol Wold Sindt

Subscribed and sworn to before me this
14th day of May, 2013.

Donna R. Wilson

Notary

2013 MAY 15 PM 12:09
CORPORATIONS DIVISION

City of Broxton, GA
City Hall
105 Loft Street E.
Broxton, GA 31519-3099

City of Nicholls, GA
City Hall
707 Van Streat Hwy
Nicholls, GA 31554

City of Douglas, GA
City Hall
224 E. Bryan St.
Douglas, GA 31533

Coffee County
County Hall
101 South Peterson Avenue
Douglas, GA 31533

City of Ambrose, GA
PO Box 147
Ambrose, GA 31512