

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 14A-0256T

IN THE MATTER OF THE JOINT APPLICATION OF CONTERRA ULTRA BROADBAND HOLDINGS, INC. AND CUB PARENT, INC. TO EXECUTE TRANSFER.

DECISION GRANTING APPLICATION

Mailed Date: May 8, 2014
Adopted Date: May 7, 2014

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a joint application filed by Conterra Ultra Broadband Holdings, Inc. (CUBH), the parent company of Conterra Ultra Broadband, LLC (CUB), and CUB Parent, Inc. (CUB-P) on March 21, 2014. The joint applicants request Commission authorization for a transaction involving the transfer of CUBH to CUB-P. The joint application was made pursuant to Rule 4 *Code of Colorado Regulations* 723-2-2109, of the Rules Regulating Telecommunications Providers, Services, and Products.

2. The joint applicants represent that a transaction was entered into where CUBH and its owners agreed to a recapitalization and merger where it will become owned in its entirety by CUB-P, with CUBH becoming a wholly owned subsidiary of CUB-P.

3. CUB received its authority to provide local exchange telecommunications services in Decision No. C13-1474, Proceeding No. 13A-1074T on December 2, 2013.

4. CUBH is the corporate parent of CUB. It holds no Commission issued telecommunications authorities.

5. CUB-P is the entity that will become the new corporate parent of CUBH, and indirectly control CUB, following the merger transactions. CUB-P is an indirect subsidiary of Court Square Investment Funds (CSIF). Neither CSIF nor CUB-P hold Commission issued telecommunications authorities.

6. The joint applicants represent that there will be no changes to CUB's operational and management team following the completion of the merger transaction. CUB does not currently have an effective tariff on file for the provision of regulated services to Colorado customers, thus no customers that are provided jurisdictional services in Colorado will be affected by the transaction.

7. On March 25, 2014, notification of the application was made to entities that have indicated their desire to be notified through the Commission's e-filing system of telecommunications proceedings. Interventions were due on or before April 24, 2014. No interventions were filed.

B. Discussion

8. We find that the Commission has jurisdiction in this matter.

9. The joint application contains all information required by applicable Commission Rules and is therefore deemed complete.

10. The joint applicants represent that the transaction will provide access to additional operational and management resources available from CUB-P and CSIF.

11. The joint application is unopposed and therefore may be considered without a formal hearing pursuant to § 40-6-109(5), C.R.S.

12. The Commission finds the proposed transfer of control is not contrary to the public interest and therefore will grant the joint application.

II. ORDER

A. The Commission Orders That:

1. The joint application to effectuate a transfer of control filed by Conterra Ultra Broadband Holdings, Inc. (CUBH) and CUB Parent, Inc. (CUB-P) on March 21, 2014 is deemed complete and is granted.

2. Applicants CUBH and CUB-P shall jointly notify the Commission if the transaction has been terminated, is not completed, or if the proposed transfer terms are changed. This notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. The 20-day time period provided by § 40-6-114, C.R.S., to file an application for rehearing, reargument, or reconsideration shall begin on the first day after the effective date of this Decision.

4. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
May 7, 2014.**

(S E A L)



ATTEST: A TRUE COPY

A handwritten signature in cursive script that reads "Doug Dean".

Doug Dean,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

JOSHUA B. EPEL

PAMELA J. PATTON

Commissioners

COMMISSIONER GLENN A. VAAD
ABSENT.