

Decision No. C14-0514

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 14A-0286T

IN THE MATTER OF THE JOINT APPLICATION OF CONTERRA ULTRA
BROADBAND HOLDINGS, INC. AND TORONTO DOMINION (TEXAS) TO
EXECUTE AN ENCUMBRANCE.

DECISION GRANTING APPLICATION

Mailed Date: May 16, 2014

Adopted Date: May 14, 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. (Conterra), the parent company of Conterra Ultra Broadband, LLC (CUB) and Toronto Dominion (Texas) LLC (TD), as the Administrative Agent for the Lenders, on March 27, 2014. The joint applicants request Commission authorization to enter into a financing transaction in which substantially all of the assets of CUB, including its Commission issued telecommunications authorities will be encumbered. We will construe this filing as an application for approval of the encumbrance of the Certificate of Public Convenience and Necessity (CPCN) of CUB pursuant to § 40-15-204, C.R.S.

2. If the Commission grants the authority to execute the encumbrance of CUB's assets, including its Commission issued telecommunications authority, the joint application represents that the encumbrance transaction will result in no changes to Conterra's operational and managerial resources.

3. Conterra holds a CPCN to provide regulated telecommunications services. This authority was granted in Decision No. C13-1474, Proceeding No. 13A-1074T on December 2, 2013. It does not yet have an effective tariff.

4. TD, a subsidiary of Toronto-Dominion Bank is serving as the Administrative Agent in the financial transaction.

5. On April 2, 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 May 2, 2014. No interventions were filed.

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

B. Discussion

7. The application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.

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

9. We find that the proposed encumbrance is not contrary to the public interest and therefore grant the joint application.

10. The applicants are reminded that approval of the Commission is necessary before a Commission issued telecommunications authority can be transferred to another party in the event of default or foreclosure of the financial instrument.

II. ORDER

A. The Commission Orders That:

1. The joint application to encumber telecommunications authorities filed by Conterra Ultra Broadband Holdings, Inc., the parent company of Conterra Ultra Broadband, LLC (CUB), and Toronto Dominion (Texas) LLC (TD) is deemed complete and is granted with certain conditions as noted below.

2. CUB and TD shall jointly notify the Commission when the encumbrance has been terminated or is not completed within 60 days of the proposed effective date stated in the application or if the proposed encumbrance terms are changed prior to the consummation date. This notice shall include the proceeding and decision numbers which granted the authority to execute the encumbrance.

3. In the event the encumbrance held by TD is exercised or transferred to another entity, TD or the new entity shall jointly file a transfer application to transfer the encumbered telecommunications authorities and obtain specific approval for this subsequent transfer from the Commission.

4. 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.

5. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
May 14, 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

PAMELA J. PATTON

GLENN A. VAAD

Commissioners

CHAIRMAN JOSHUA B. EPEL
ABSENT.