

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION**

Joint Petition of Atlantic Broadband)
(Penn), LLC and Acquisitions Cogeco Cable II Inc.)
for Approval of Transfer of Control of Cable) Case No. _____
Television System Franchises, Certificates,)
and Facilities in Cattaraugus County, New York,)
Pursuant to Public Service Law §222)

JOINT PETITION FOR APPROVAL OF TRANSFER OF CONTROL

NOW COME Atlantic Broadband (Penn), LLC (“Atlantic Broadband”) and Acquisitions Cogeco Cable II Inc. (“Cogeco Cable II”) (jointly the “Petitioners”) and pursuant to Section 222 of the Public Service Law and 16 NYCRR § 897.4, respectfully request that the Public Service Commission (“Commission”) approve the transfer of control of certain cable system properties, franchises and certificates of confirmation currently held by Atlantic Broadband to Cogeco Cable II and serving fewer than 2,000 subscribers in the State of New York. In support of their Joint Petition, Atlantic Broadband and Cogeco Cable II provide the attached Federal Communications Commission Form 394 (“Form 394”) and the state the following:

APPLICANTS

1. Atlantic Broadband is a Delaware limited liability company with its principal place of business located at One Batterymarch Park, Suite 405, Quincy, MA 02169 and is registered to conduct business in the State of New York. Atlantic Broadband is a wholly owned subsidiary of Atlantic Broadband Finance, LLC which is also a Delaware Limited Liability company and is also registered to do business in the State of New York. Atlantic Broadband Finance, LLC is in turn a wholly owned subsidiary of Atlantic Broadband Group, LLC. Atlantic Broadband Group is majority owned by ABRY Partners, an established private placement equity firm. Atlantic Broadband operates over 230 franchises serving approximately 250,000 customers in six states.

2. Cogeco Cable II is a Delaware corporation with its principal place of business located at 5 place Ville-Marie, Suite 1700, Montréal, (Québec) H3B0B3, Canada. Cogeco Cable II is wholly-controlled by Cogeco Cable Canada Inc. (“Cogeco Canada”), itself a wholly-controlled and owned subsidiary of Cogeco Cable Inc. (“Cogeco Cable”). Cogeco Cable is a public corporation controlled by Cogeco Inc. (“Cogeco”). Cogeco is a public corporation controlled by Gestion Audem Inc. (“Gestion Audem”), a private company as defined in the Securities Act (Québec), which is controlled by Mr. Henri Audet, the father of Mr. Louis Audet, the President and Chief Executive Officer of Cogeco and Cogeco Cable. Cogeco Cable has been involved in the ownership and operation of cable systems since 1972 and is the second largest hybrid fiber coaxial system operator in Ontario and Québec, Canada.

PROPOSED TRANSACTION

3. Atlantic Broadband Group LLC and Cogeco Cable have entered into a Stock Purchase Agreement (the “Agreement”), dated July 18, 2012, for the acquisition of Atlantic Broadband (the “Transaction”) by Cogeco Cable II. Pursuant to the Stock Purchase Agreement, the Transaction will be accomplished by a sale of 100 percent of the stock of Atlantic Broadband to Cogeco Cable II. Upon consummation of the stock purchase, Cogeco Cable II will acquire control of Atlantic Broadband. A redacted copy of the Agreement is attached to the Form 394, Exhibit 1.

4. Atlantic Broadband will remain the franchisee. Immediately following the Transaction, Atlantic Broadband will continue to provide service to existing customers without change in rates, terms, or conditions outside of the ordinary course of business. In addition, Atlantic Broadband will continue to be operated by the same highly experienced, well-qualified management, operational, and technical personnel. The Petitioners state that the transfer will not have a negative effect on the operations, rates, terms or conditions of cable television service in the subject franchise areas.

FRANCHISE TRANSFER REQUIREMENTS

5. The Petitioners requested approval of the transfer of control on August 3, 2012, of each of the Local Franchising Authorities (“LFA”) in the State of New York that have granted Atlantic Broadband cable franchises. Petitioners are awaiting approval from each LFA. Each of the franchise agreements require municipal approval of the proposed transaction.

FORM 394

6. A true and accurate copy of Federal Communications Commission Form 394 sent to each LFA is attached hereto and incorporated herein by reference.

WHEREFORE: the Petitioners respectfully request that the Commission approve the requested transfer and issue an Order pursuant to §222 of the Public Service Law approving the transfer of control of the cable franchises, certificates of confirmation, and facilities to Cogeco Cable II.

Respectfully Submitted:

ATLANTIC BROADBAND (PENN) LLC
By its General Counsel:

COGECO CABLE II
By its Counsel:

_____/s/
Bartlett F. Leber, Esq.
Atlantic Broadband
One Batterymarch Park, Suite 405
Quincy MA 02169
(617) 783 8800 x 112
bleber@atlanticbb.com

_____/s/
Lévy Bazinet
Cogeco Cable Inc.
5 Place Ville-Marie- bureau 1700
Montréal, Québec H3B OB3
(514) 764-4767
Levy.Bazinet@cogeco.com