

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
DIVISION OF PUBLIC UTILITIES AND CARRIERS**

\_\_\_\_\_)  
 JOINT APPLICATION OF FULL )  
 CHANNEL, INC. AND SERVICE AREA 5 )  
 CABLE, LLC TO TRANSFER CATV )  
 CERTIFICATE )  
 \_\_\_\_\_)

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

**JOINT APPLICATION OF FULL CHANNEL, INC. AND  
SERVICE AREA 5 CABLE, LLC TO  
TRANSFER R.I. SERVICE AREA 5 CATV CERTIFICATE**

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 PUBLIC UTILITIES COMMISSION  
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Pursuant to Rule 4.1 of the Division of Public Utilities and Carriers (“Division”) Rules Governing Community Antenna Television (“CATV”) Systems, Co-Applicants Full Channel, Inc. (“Full Channel”) and Service Area 5 Cable, LLC (“Area 5 Cable”) jointly request that the Division transfer the Full Channel CATV Certificate for Service Area 5 (Bristol, Barrington and Warren) (“Full Channel CATV Certificate” and “R.I. Service Area 5,” respectively) to Area 5 Cable. As grounds for the requested transfer approval, the Co-Applicants state as follows:

1. Co-Applicant Full Channel is a longstanding provider of CATV Services within R.I. Service Area 5, and is the current holder of the Full Channel CATV Certificate.
2. Co-Applicant Area 5 Cable is a Delaware Limited Liability Company that has entered into an agreement with Full Channel to acquire virtually all of Full Channel’s assets (the “Acquisition”), and was formed for the purpose of holding the Full Channel CATV Certificate following completion of the Acquisition.
3. On October 2, 2017, the Co-Applicants entered into an Asset Purchase Agreement, pursuant to which the Co-Applicants will undertake the Acquisition soon after

receipt of the Division's approval.<sup>1</sup> Full Channel has agreed to operate the company in the ordinary course until the Division approves the Acquisition, and assign ownership and control of Full Channel's assets to Area 5 Cable upon closing of the Acquisition.

4. The Co-Applicants respectfully request that the Full Channel CATV Certificate be transferred to Area 5 Cable in accordance with requirements established in Division CATV Rule 4.1.

5. Pursuant to Division CATV Rule 4.1, applicants for transferring a CATV Certificate, or control thereof, must furnish a completed Federal Communications Commission ("FCC") Form 394 and a statement from the transferee establishing that (1) the transferee possesses the requisite financial and technical fitness, experience operating a CATV System, and willingness and ability to conform to the requirements, orders, rules and regulations of the Division, and (2) the proposed transfer is consistent with the public interest. To the extent there is ambiguity, the substantive criteria is intended to be the same as for a Compliance Order Certificate pursuant to Division CATV Rule 3.3.

6. In accordance with these requirements, the Co-Applicants are filing herewith a completed FCC Form 394, with supporting pre-filed testimony and exhibits of Messrs. Grier Raclin, Daniel Kennedy, Samuel Valencia and Michael Whitaker of Area 5 Cable, and Ms. Linda Maaia of Full Channel, with certain confidential and proprietary information having been redacted. The FCC Form 394 and the pre-filed testimony establish that Co-Applicants satisfy the requirements in Division CATV Rule 4.1 for transferring the Full Channel CATV Certificate from Full Channel to Area 5 Cable. Versions of Co-Applicants' FCC Form 394, disclosing the information redacted from the attached version, and other confidential exhibits will be provided

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<sup>1</sup> Area 5 Cable concurrently entered into that certain "Intellectual Property Asset Purchase Agreement" with Kinition LLC, to purchase certain intellectual property used in the operation of Full Channel's system.

to the Division upon grant of Co-Applicants' Joint Request for Protective Treatment of Confidential Information, which is being filed concurrently herewith pursuant to Division Rules of Practice and Procedure 3(d)(2) through (4) and R.I.G.L. §38-2-2(4)(B).

7. In particular, as discussed in more detail in the FCC Form 394 and supporting testimony, Area 5 Cable has the financial and technical fitness to operate a CATV system in R.I. Service Area 5; Area 5 Cable management has extensive experience in operating CATV and broadband systems and will be retaining, after the close of the proposed acquisition, all current Full Channel employees except for Ms. Maaia (and thus will benefit from the institutional knowledge and experience of such staff in running the system following transfer); Area 5 Cable management is willing and able to conform to all applicable law and Division rules; and the public interest would be served by approval of the proposed transfer.

8. Pursuant to Division CATV Rule 4.1(f), the Division should complete its review and rule on the proposed transfer not later than 120 days from the date of filing of the instant Joint Application, *i.e.*, on or before February 1, 2018.

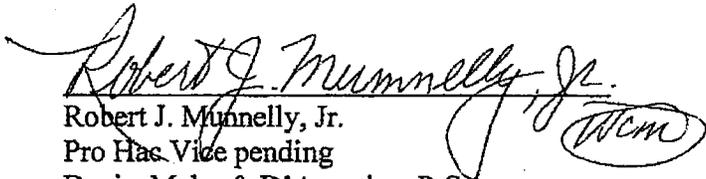
Accordingly, for the grounds stated in this Joint Application and the supporting materials filed herewith, Co-Applicants Area 5 Cable and Full Channel jointly request that the Division (1) approve the requested transfer of the Full Channel CATV Certificate to Area 5 Cable, and (2) grant any other relief that is appropriate and just.

FULL CHANNEL, INC. AND SERVICE AREA  
5 CABLE, LLC

By their attorneys



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