



January 13, 2011

Mr. Michael Morris
California Public Utilities Commission
Video Franchising and Broadband Deployment
505 Van Ness Avenue, 3rd Floor
San Francisco CA 94102

Re: Merger Notification

Dear Mr. Morris:

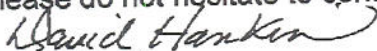
This letter is provided on behalf of WaveDivision VI, LLC ("Wave VI"), the holder of state video franchise number 0004, and Astound Broadband LLC ("Astound"), the holder of state video franchise number 0028. Both Wave VI and Astound are wholly-owned subsidiaries of WaveDivision Holdings, LLC.

In accordance with an internal corporate reorganization, Wave VI was merged into Astound on December 31, 2010 and Astound is the surviving company. Enclosed for your information are copies of the Articles of Merger and accompanying Plan of Merger that were filed with the Secretary of State of the State of Washington.

By operation of law, all agreements held by Wave VI are now held by Astound and Astound has assumed all liabilities and will perform all obligations under those agreements, including the two state video franchises. The internal corporate reorganization will not impact the service areas of the two state video franchises. However, if, for the sake of efficiency or organization, you would like to consolidate the service areas under a single state video franchise, we are glad to follow that path. If you prefer to simply revise your records to reflect that franchise number 0004 and franchise 0028 are both now held by Astound that will be fine from our perspective as well. Just let us know your preference. Customers in the franchised areas will not see any changes in their service as a consequence of the merger. Even the name of the provider in the former Wave VI service area will remain "Wave Broadband".

A notice letter similar to this letter is being sent to all affected local entities concurrently with the filing of this notification.

Please do not hesitate to contact me should you have any questions.


David Hankin
Vice President and Senior Counsel

Enclosures:

ARTICLES OF MERGER

WAVEDIVISION VI, LLC
a Washington limited liability company

and

ASTOUND BROADBAND, LLC
a Washington limited liability company

Pursuant to the provisions of the Washington Limited Liability Company Act (RCW 25.15), the undersigned is submitting the following Articles of Merger for the purpose of merging WaveDivision VI, LLC, a Washington limited liability company (the "Disappearing Company"), with and into Astound Broadband, LLC, a Washington limited liability company (the "Surviving Company").

1. The Plan of Merger (a copy of which is attached hereto as Exhibit A) has been duly approved and adopted by resolution of the sole member of the Disappearing Company pursuant to RCW 25.15.400.

2. The Plan of Merger has been duly approved and adopted by the sole member of the Surviving Company pursuant to RCW 25.15.400.

3. The Plan of Merger shall be effective as of December 31, 2010 at 11:59 p.m.

EXECUTED this December 28, 2010.


Surviving Company:

ASTOUND BROADBAND, LLC

By: _____

Name: _____

Title: _____



Steven B. Weed

Chief Executive Officer

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is entered into as of December 28, 2010, by and between Astound Broadband, LLC, a Washington limited liability company ("Surviving Company"), and WaveDivision VI, LLC, a Washington limited liability company ("Disappearing Company").

RECITALS

WHEREAS, the Washington Limited Liability Company Act (RCW 25.15) permits the merger of a Washington domestic limited liability company with and into a Washington domestic limited liability company pursuant to RCW 25.15.395.

WHEREAS, WaveDivision Holdings, LLC, a Delaware limited liability company, the sole member of the Disappearing Company and the sole member of the Surviving Company, deems it desirable and in the best interests of the companies that the Disappearing Company be merged with and into the Surviving Company pursuant to RCW 25.15.395 and to the terms and conditions set forth below.

AGREEMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:


1. Merger; Effectiveness. The Disappearing Company shall be merged with and into the Surviving Company, pursuant to the applicable provisions of RCW 25.15 and in accordance with the terms and conditions of this Plan. The Surviving Company shall execute Articles of Merger incorporating this Plan and shall file the same with the State of Washington Secretary of State. The Merger shall become effective on December 31, 2010 at 11:59 p.m. (the "Effective Date").
2. Extinguishment of Membership Interests. Upon the Effective Date, the issued and outstanding membership interest of the Disappearing Company shall automatically be extinguished.
3. Rights, Duties, Powers, Liabilities, Etc. Upon the Effective Date, the separate existence of Disappearing Company shall cease and shall be merged in accordance with the provisions of this Plan with and into the Surviving Company, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of Disappearing Company; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in Disappearing Company, shall be vested in the Surviving Company without reversion or

impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Disappearing Company, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Company may be substituted in any such action or proceeding.

EXECUTED as of the day and year first written above.


Surviving Company:

ASTOUND BROADBAND, LLC

By: 
Name: Steven B. Weed
Title: Chief Executive Officer

Disappearing Company:

WAVEDIVISION VI, LLC

By: 
Name: Steven B. Weed
Title: Chief Executive Officer