



August 9, 2007

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

Dear Mr. Morris.

Wave Division VI, LLC d/b/a Wave Broadband ("Wave") is filing an application for a State franchise with the California Public Utilities Commission ("Commission"). Enclosed with the application is a \$2000 application fee payable to the CPUC.

The enclosed application and affidavit forms include the changes proposed in Commission Resolution T-17107, providing for changes to the Commission's video franchise forms to conform to D. 07-03-014 and DIVCA.

In the event the Commission does not approve Resolution T-17107 at its September 6, 2007 meeting or thereafter, Wave will file another application for a State franchise that comports with the Commission's video franchise forms.

Please do not hesitate to contact me should you have any questions or need additional information.

Sincerely,

A handwritten signature in blue ink that reads "David Hankin".

David Hankin
Vice President and
Regulatory Counsel

Enclosure

cc: Paul Clanon, Executive Director

**ATTACHMENT A
DRAFT**

PLEASE TYPE ALL INFORMATION UNLESS INSTRUCTED OTHERWISE.

Type of Application

1. Check as appropriate:
 New Franchise Amended Franchise

Applicant Information

2. Applicant's State Video Franchise number (if seeking an amended Franchise):
Not Applicable

3. Applicant's full legal name:
WaveDivision VI, LLC

4. Name under which the Applicant does or will do business in California:
Wave Broadband

5. Legal name and contact information of Applicant's parent companies, including the ultimate parent:

Parent's Full Legal Name: Wave Division Holdings, LLC

Address: 401 Kirkland Parkplace, Suite 500

Kirkland, WA 98033

Phone: 425-896-1891

Parent's Full Legal Name: Sandler Capital Management as General Partner of

Sandler Capital Partners V, L.P., SCP V FTE

WaveDivision Holdings, L.P. and SCP V Germany

WaveDivision Holdings, L.P.

Address: 767 Fifth Avenue, 45th Floor

New York, NY 10153

Phone: 212-754-8153

Parent's Full Legal Name: _____

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Address: _____

Phone: _____

6. Applicant's principal place of business:

Address: 401 Kirkland Parkplace, Suite 500
Kirkland, WA 98033
Phone: 425-896-1891

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7. Contact information for the person responsible for ongoing communication with the Commission about Video Service business:

Name: David Hankin
Title: Vice President and Regulatory Counsel
Address: 1400 Fashion Island Blvd., Suite 100
San Mateo, CA 94404
Phone (Business and mobile if any): 650-212-8010 (o) 650-629-2588 (m)
Fax: 650-212-8009
Email: dhankin@wavebroadband.com

8. Attach as Appendix A the names and titles of the Applicant's principal officers.

Build-Out Information

Answer questions 9 through 11 only if the Applicant or one of its Affiliates is a Telephone Corporation. Other Applicants should go to Question 12.

9. Does the Applicant alone or together with its Affiliates have more than 1,000,000 telephone customers in California?
 Yes No
10. Does the Video Service Area include areas outside of the Telephone Service Area of the Applicant and its Affiliates?
 Yes No
11. Is the Applicant primarily deploying fiber optic facilities to the customer's premise?
 Yes No
12. Excluding direct-to-home satellite, is Video Service currently offered by another Video Service Provider in the Video Service Area proposed in this Application?
 Yes No

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Existing Local Cable or Video Franchise Holder Information

13. Does the Applicant alone or together with its Affiliates currently hold a local franchise, or has the Applicant held a local franchise in the Video Service Area in the last six months,?

Yes No

If "Yes," then download and complete the electronic template available at <http://www.cpuc.ca.gov/video/application>.

Video Service Area Information

14. Utilizing the template provided at <http://www.cpuc.ca.gov/video/application> (as applicable), provide a geographic description of the Video Service Area and input the expected date for the deployment of each Area in the Video Service Area.

The geographic description shall be detailed as follows:

- a. A collection of U.S. Census Bureau Census Block Groups, or
- b. A geographic information system digital boundary meeting or exceeding national map accuracy standards.
 - o *If Applicant chooses "a," then download and complete the electronic template available at <http://www.cpuc.ca.gov/video/application>.*
 - o *If Applicant chooses "b," then submit the geographic information system digital boundary in digital format electronically to the Commission.*

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15. Socioeconomic status information of residents within the Video Service Area
- o *If applicable, the Applicant shall provide this information utilizing the templates available at <http://www.cpuc.ca.gov/video/application>.*
 - a. Provide the following baseline description of residents in the Video Service Area:
 - i. *Number of Households:* The number of Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.
 - ii. *Number of Low-Income Households:* The number of Low-Income Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.
 - b. Provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Video Service Area on a Census Tract Basis:
 - i. *Wireline Broadband:*
 - 1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
 - 2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.
 - ii. *Non-Wireline Broadband:*
 - 1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
 - 2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
 - 3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards, provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available.
 - iii. *Video service:* The number of Households in each Census Tract that are offered Access by the Company.

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- iv. *Low-Income* (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households): The number of Low-Income Households that are offered Access by the Company.

16. Socioeconomic status information of residents within the Telephone Service Area

- o *If applicable, the Applicant shall provide this information utilizing the templates available at <http://www.cpuc.ca.gov/video/application>.*
- a. If the Applicant or any of its Affiliates is a Telephone Corporation, provide the following baseline description of residents in the Telephone Service Area:
 - i. *Number of Households:* The number of Households in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.
 - ii. *Number of Low-Income Households:* The number of Low-Income Households in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.
- b. If the Applicant or any of its Affiliates is a Telephone Corporation, provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Telephone Service Area:
 - i. *Wireline Broadband:*
 - 1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
 - 2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.
 - ii. *Non-Wireline Broadband:*
 - 1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
 - 2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
 - 3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards, provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available.

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- iii. *Video service*: The number of Households in each Census Tract that are offered Access by the Company.
- iv. *Low-Income* (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households): The number of Low-Income Households that are offered Access by the Company.

Financial, Legal, and Technical Qualifications

- 17. Provide or attest in the attached Affidavit that Applicant shall provide a copy of a fully executed bond in the amount of \$100,000 per 20,000 households in the Video Service Area, with a \$100,000 minimum and a \$500,000 maximum per State Video Franchise Holder, to the Executive Director prior to initiating video service and no later than 5 business days after the date of the Commission's issuance of a State Video Franchise to the Applicant. The bond must list the Commission as obligee and be issued by a corporate surety authorized to transact a surety business in California.

Local Entity Contact Information

- 18. Utilizing the template provided at <http://www.cpuc.ca.gov/video/application>, the Applicant shall provide the contact name and information for a representative from each Local Entity within the Video Service Area.

Application Fee

- 19. Attach to this Application a check in the amount of \$2,000 made payable to the "California Public Utilities Commission."

Affidavit

- 20. Complete and submit the affidavit attached as Appendix B to this Application.

A COMPLETE APPLICATION MUST INCLUDE:

- Completed Application form**
- CD(s) containing completed templates available on the Commission website**
- Appendix A: Applicant's Principal Officers**
- Appendix B: Affidavit**
- Check in the amount of \$2,000**

**APPENDIX A
DRAFT**

APPLICANT'S PRINCIPAL OFFICERS

NAME	TITLE
Steven B. Weed	Chief Executive Officer
Steve Friedman	Chief Operating Officer
Wayne Schattenkerk	Chief Financial Officer
Jim Penney	Executive Vice President, Business and Legal Affairs
Dave Dein	Vice President, Broadband