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March 22, 2010

Elizabeth Rolando, Chief Clerk  
Illinois Commerce Commission  
527 East Capitol Avenue  
Springfield, IL 62701

Re: WideOpenWest Illinois, LLC  
APPLICATION FOR STATE-ISSUED AUTHORIZATION TO  
PROVIDE CABLE SERVICE WITHIN THE STATE OF ILLINOIS  
Docket No. \_\_\_\_\_

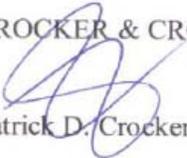
Dear Ms. Rolando:

Enclosed herewith for filing with the Commission, please find one signed verified original of the above captioned corporation's Application for State-Issued Authorization to Provide Cable Service within the State of Illinois.

Should you have any questions, please contact the undersigned.

Very truly yours,

CROCKER & CROCKER, P.C.

  
Patrick D. Crocker

PDC/tld

**STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION**

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WideOpenWest Illinois, LLC )  
 )  
Application for State-Issued Authorization to ) Docket No. \_\_\_\_\_  
Provide Cable Service Pursuant to Section 401 )  
Of the Cable and Cable Competition Law of 2007) )

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**APPLICATION FOR STATE-ISSUED  
AUTHORIZATION TO PROVIDE CABLE SERVICE**

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Dated: March 22, 2010

**STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION**

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**WideOpenWest Illinois, LLC** )  
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**Application for State-Issued Authorization to** ) **Docket No. \_\_\_\_\_**  
**Provide Cable Service Pursuant to Section 401** )  
**Of the Cable and Cable Competition Law of 2007)** )

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**APPLICATION**

Pursuant to Section 401 of the Cable and Cable Competition Law of 2007 (the “Law”) (220 ILCS 5/21-100, et seq.), WideOpenWest Illinois, LLC (“WOW!” or “Applicant”) hereby applies for State-issued authorization to use, occupy, and construct facilities in the public rights-of-way for the delivery of cable service and for State-issued authorization to provide cable services, in the service area identified in Exhibit 1 (the “service area footprint”).

In support of this Application, WOW! submits the attached Affidavit of Kelvin Fee, Senior Vice President and General Manager of WOW! (“Affidavit”). Mr. Fee's Affidavit contains the affirmations and information required by subsection 401(b) of the Law (220 ILCS 5/21-401(b)).

**I. ELIGIBILITY**

1. Applicant seeks to provide cable service, as defined in Section 201(e) of the Law (220 ILCS 5/21-201(e)), in this State, in the service area footprint, as defined in Section 201(j) of the Law (220 ILCS 5/ 21-201(j)), and as identified in this Application, and seeks to obtain a State-issued authorization pursuant to Section 401 of the Law (220

ILCS 5/21-401).2. The Law authorizing this Application was enacted by the Illinois Legislature because “[c]ompetitive cable service and video service providers are capable of providing new video programming services and competition to Illinois consumers and of decreasing the prices for video programming services paid by Illinois consumers.” The Illinois Legislature further expressed its intent to foster competition when it said:

*“The State authorization process and uniform standards and procedures in this Article are intended to enable rapid and widespread entry by competitive providers which will bring to Illinois consumers the benefits of video competition including providing consumers with more choice, lower prices, higher speed and more advanced Internet access, more diverse and varied news, public information, education, and entertainment programming, and will bring to this State and its local units of government the benefits of new infrastructure investment, job growth, and innovation in broadband and Internet protocol technologies and deployment.”*

3. The benefits of direct wire line video competition envisioned by the Illinois Legislature when it enacted the Law are undeniable. The Federal Communications Commission has found that direct facilities-based cable competition produces the greatest benefits to consumers, noting in a recent cable prices report that “[c]able prices decreased substantially *when a second wire line cable operator enters the market,*” whereas the presence of DBS competition does not appear to constrain cable prices. *In the Matter of Implementation of Section 3 of the Cable Television Consumer Protection and Competition Act of 1992, Statistical Report on the Average Rates for Basic Services, Cable Programming Service, and Equipment*, MM Docket No. 92-666 (Released December 27, 2006), ¶ 14 (emphasis added).

4. The Federal Communications Commission has further found that “available evidence indicates that when an incumbent operator faces ‘effective competition,’ as

defined by the Communications Act, it responds in a variety of ways, including lowering prices or adding channels without changing the monthly rate, as well as improving customer service and adding new services such as interactive programming.” *In the Matter of Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, Ninth Annual Report, MB Docket No. 02-145 (Rel. December 31, 2002), ¶9.

5. Applicant is a “competitive” wire line cable provider (competing directly with Comcast and AT&T) that has owned and operated a cable television system in the Chicago area since 2001 and, during that time, has received numerous customer service awards. WOW!’s own experience as a competitive provider of video services is consistent with the findings of the Illinois Legislature and the Federal Communications Commission—where WOW! competes directly with the incumbent provider, prices go down, services expand and customer service improves.

6. Applicant is a Delaware limited liability company authorized to do business in the State of Illinois. Applicant is a wholly-owned subsidiary of WideOpenWest Finance, LLC (WOW! Finance). WOW! Finance owns other affiliated operating subsidiaries in Indiana, Ohio and Michigan.

7. As of January 1, 2010, WOW! Finance companies (including Applicant) provide service to over 450,000 customers. Applicant currently provides cable television and other services to twenty one communities and more than 95,000 customers in the Chicago area, all pursuant to and in accordance with local franchises.

8. For purposes of this Application, Applicant is not an "incumbent cable operator," within the meaning of Section 21-201(m) of the Law (220 ILCS 5/21-201(m))

with respect to the service area footprint (as Applicant does not provide cable services in the service area footprint under a franchise agreement with the local governmental unit), and is eligible to seek this State-issued authorization pursuant to Section 301(a) of the Law (220 ILCS 5/21-301(a)). See Affidavit, ¶ 2.

9. The Commission is the franchising authority for State-issued authorizations and is subject to the State authorization process detailed in Section 401 of the Law.

10. As shown below in the next Section and in the attached Affidavit, Applicant satisfies the requirements of Section 401(b) of the Law (220 ILCS 5/21-401(b)) and, therefore, is eligible to obtain a State-issued authorization consistent with the terms and scope of this Application, to be issued by the Commission within 30 days of this submission. If the Commission does not notify the Applicant regarding the completeness of this Application and the attached Affidavit or issue the service authorization within the time periods required under Section 401(d), the service authorization requested in this Application shall be issued by operation of law upon the expiration of the 30th day of this submission as provided in Section 401(d)(2) of the Law (220 ILCS 5/21-401(d)(2)).

## **II. COMPLIANCE WITH REQUIREMENTS OF SECTION 401(b) OF THE LAW**

11. WOW! will timely file with the Federal Communications Commission ("FCC") all forms required by that agency in advance of offering cable service within the service area footprint (220 ILCS 5/21-401(b)(1)), including any applicable registration statement and frequency notification. See Affidavit, ¶ 4.

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12. WOW! agrees to comply with all applicable federal and State statutes and regulations. (220 ILCS 5/21-401(b)(2)). See Affidavit, ¶ 5.

13. WOW! agrees to comply with all applicable local units of government regulations. (220 ILCS 5/21-401(b)(3)). See Affidavit, ¶ 6.

14. WOW! will offer during the term of this requested State-issued authorization cable service in the area the cable service area identified in Exhibit 1 (the cable service area footprint) (220 ILCS 5/21-401(b)(4)). See Affidavit, ¶ 7. Exhibit 1 is marked as Confidential and Proprietary for the reasons discussed in paragraph 7 of the Affidavit. Consistent with Section 401(c)(1) of the Law (220 ILCS 5/21-401(c)(1)), the Commission is required to provide adequate protection for the information in Exhibit 1 pursuant to Section 4-404 of the Public Utilities Act (220 ILCS 5/4-404).

15. The United States Census Bureau's most recent estimate of the number of low income households, as defined in Section 201(p) of the Law (220 ILCS 5/21-201(p)), located within the cable service area identified in Exhibit 1 is 175, or approximately 1.7% of the total households within the video service area. (220 ILCS 5/21-401(b)(4)).

16. The location of WOW!'s principal place of business within this State is 1674 Frontenac Road, Naperville, Illinois, 60563. The telephone number for WOW!'s principal place of business is 630-536-3100. WOW!'s principal executive officers who are responsible for communications concerning this Application and the services to be offered pursuant to this Application are Kelvin Fee, Senior Vice President/General Manager and Steven Cochran, CFO/COO. Applicant's legal name is WideOpenWest Illinois, LLC and it does business under the assumed name of WOW! Internet, Cable

and Phone. The brand name under which Applicant will provide cable services in Illinois is WOW! or WOW! Internet, Cable and Phone. (220 ILCS 5/21-401(b)(5)). See Affidavit, ¶¶ 9, 10 and 11.

17. As indicated by the attached Certificate of Service, WOW! has, concurrently with the filing of this Application, delivered a copy of the Application to the local unit of government included in the cable service area. See Affidavit, ¶ 12.

18. The expected date that cable service will be initially offered by WOW! in the service area footprint is July 1, 2010. (220 ILCS 5/21-401(b)(7)). See Affidavit, ¶ 13. Pursuant to Section 801(a) of the Law (220 ILCS 5/21-801(a)), WOW! will give notice to the local unit of government included in the cable service area at least 10 days before WOW! begins to offer service within the boundaries of that local unit of government. In the event that WOW! does not initially offer cable service in at least one location within the cable service area within three months after July 1, 2010, WOW! will amend its application, update the expected date that cable service will be initially offered and explain the delay.

19. WOW! possesses and has access to the financial, managerial, legal and technical qualifications necessary to construct and operate the proposed system for providing cable service, and to promptly repair any damages to the public right-of-way caused by Applicant, and to pay for removal of its facilities. (220 ILCS 5/21-401(b)(8)). See Affidavit, ¶ 14.

(a) Since 2001, WOW! has provided cable television services to twenty-one Chicago area communities (including the City of Chicago), pursuant to and in accordance with local franchise agreements, during which

time WOW! has received numerous customer service awards. See Affidavit, ¶ 14.

(b) As part of its financial assurances, WOW! will prior to commencement of construction post a construction bond in the amount of \$25,000 to be maintained until the completion of construction, and a performance bond in the amount of \$50,000 to be maintained for the first five years of the State-issued authorization.

(c) Exhibit 2 contains information concerning WOW! and its present cable operations and proposed construction budget and plans, including biographical information for key personnel responsible for managing WOW!, its operations and network. Exhibit 2 is provided as evidence of WOW!'s management, technical and financial qualifications. See Affidavit, ¶ 14. Exhibit 2 is marked as Confidential and Proprietary for the reasons discussed in paragraph 14 of the Affidavit. Consistent with Section 401(c)(1) of the Law (220 ILCS 5/21-401(c)(1)), the Commission is required to provide adequate protection for the information in Exhibit 2 pursuant to Section 4-404 of the Public Utilities Act (220 ILCS 5/4-404).(d)

(d) Exhibits 3 and 4 contain WOW! Finance's 2008 and Q3 2009 consolidated Balance Sheets, Statements of Operations and Statements of Cash Flows, as well as current and projected income statements and balance sheets for WOW! Illinois and WOW! Finance. Exhibits 3 and 4 are submitted as evidence of WOW!'s financial qualifications. See Affidavit, ¶ 14. Exhibits 3 and 4 are marked as Confidential and Proprietary for the reasons discussed

in paragraph 14 of the Affidavit. Consistent with Section 401(c)(1) of the Law (220 ILCS 5/21-401(c)(1)), the Commission is required to provide adequate protection for the information in Exhibits 3 and 4 pursuant to Section 4-404 of the Public Utilities Act (220 ILCS 5/4-404).

(e) Exhibit 5 contains information concerning WOW!'s organizational structure and its historical growth and performance. Exhibit 5 is submitted as evidence of WOW!'s managerial, technical and financial qualifications. See Affidavit, ¶ 14. Exhibit 5 is marked as Confidential and Proprietary for the reasons discussed in paragraph 14 of the Affidavit. Consistent with Section 401(c)(1) of the Law (220 ILCS 5/21-401(c)(1)), the Commission is required to provide adequate protection for the information in Exhibit 5 pursuant to Section 4-404 of the Public Utilities Act (220 ILCS 5/4-404).

(f) Exhibit 6 is a Certificate of Good Standing for WOW! issued by the Illinois Secretary of State and is submitted as evidence of WOW!'s legal qualifications. See Affidavit, ¶ 14.

20. This Application includes the general standards related to customer service that WOW! will adhere to, as required by 220 ILCS 5/70-501. (Section 220 ILCS Section 401(b)(9)). See Affidavit, ¶ 15 and Exhibit 7, which includes a statement of WOW!'s customer service standard policies. As part of its customer service standards, WOW! agrees to comply with these provisions of 220 ILCS 5/70-501:

(h) To the extent consistent with federal law, WOW! shall offer the lowest-cost basic cable or video service as a stand-alone service to residential customers at reasonable rates. WOW! shall not require the subscription to any service other than the

lowest-cost basic service or to any telecommunications or information service, as a condition of access to cable or video service, including programming offered on a per channel or per program basis. WOW! shall not discriminate between subscribers to the lowest-cost basic service, subscribers to other cable services or video services, and other subscribers with regard to the rates charged for cable or video programming offered on a per channel or per program basis.

(i) To the extent consistent with federal law, WOW! shall ensure that charges for changes in the subscriber's selection of services or equipment shall be based on the cost of such change and shall not exceed nominal amounts when the system's configuration permits changes in service tier selection to be effected solely by coded entry on a computer terminal or by other similarly simple method.

(j) To the extent consistent with federal law, WOW! shall have a rate structure for the provision of cable or video service that is uniform throughout the area within the boundaries of the local unit of government. This subsection is not intended to prohibit bulk discounts to multiple dwelling units or to prohibit reasonable discounts to senior citizens or other economically disadvantaged groups.

(k) To the extent consistent with federal law, WOW! shall not charge a subscriber for any service or equipment that the subscriber has not affirmatively requested by name. For purposes of this subsection, a subscriber's failure to refuse WOW!'s proposal to provide service or equipment shall not be deemed to be an affirmative request for such service or equipment.

WHEREFORE, WOW! respectfully requests that a State-issued authorization be issued, pursuant to and consistent with sections 401(d) through (h) of the Law that

authorizes WOW! to use, occupy, and construct facilities in the public rights-of-way for the delivery cable service, and to provide cable service, in the cable service area footprint, and that such State-issued authorization include all of the following:

(1) A grant of authority to provide cable service in the service area footprint as requested in the Application, subject to the laws of the State and the ordinances, rules and regulations of the local units of government.

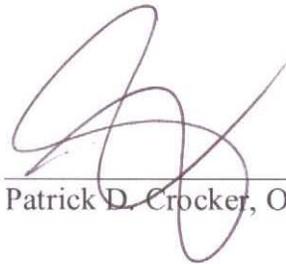
(2) A grant of authority to use, occupy, and construct facilities in the public rights-of-way for the delivery of cable service in the service area footprint, subject to the laws, ordinances, rules or regulations of this State and local units of governments.

(3) A statement that the grant of authority is subject to lawful operation of the cable service or cable service by the applicant, its affiliated entities or its successors-in-interest.

WOW! further respectfully requests that the Commission provide adequate protection for Exhibits 1, 2, 3, 4 and 5, marked Confidential and Proprietary, consistent with subsection 401(c) of the Law (220 ILCS 5/21-401(c)) and section 4-404 of the Public Utilities Act (220 ILCS 5/4-404).

Respectfully submitted,

WIDEOPENWEST ILLINOIS, LLC



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