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ATLANTIC
broadband

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1 Batterymarch Park
Suite 405
Quincy, MA 02169

617.786.8800
617.786.8803

June 20, 2013

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Application Form

Dear Commission Clerk:

Please find enclosed Atlantic Broadband's application for authority to provide competitive local exchange telecommunications company service within the state of Florida. Financial statements, managerial resumes and the application fee of $400 are also enclosed.

Please contact me if other information is required at 617-786-8800 x123.

Sincerely,

Suzanne Goldberg

Suzanne Goldberg
Sr. Manager, Regulatory Compliance

COM ____
AFD ____
APA ____
ECO ____
ENG ____
GCL ____
IDM ____
TEL 1
CLK 1-NG

FLORIDA PUBLIC SERVICE COMMISSION

DIVISION OF REGULATORY ANALYSIS

APPLICATION FORM
for
AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE TELECOMMUNICATIONS COMPANY SERVICE WITHIN THE STATE OF FLORIDA

Instructions

A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).

B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.

C. Use a separate sheet for each answer which will not fit the allotted space.

D. Once completed, submit the original and one copy of this form along with a non-refundable application fee of **$400.00** to:

Florida Public Service Commission
Office of Commission Clerk
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

E. A filing fee of **$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).

F. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Regulatory Analysis
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

1. This is an application for (check one):

   ☒ **Original certificate** (new company).

   ☐ **Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather that apply for a new certificate.

   ☐ **Approval of assignment of existing Certificate:** Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company: Atlantic Broadband Enterprise (Miami), LLC

3. Name under which applicant will do business (fictitious name, etc.):

   Atlantic Broadband Enterprise (Miami), LLC

4. Official mailing address:

   Street/Post Office Box: 1 Batterymarch Park, Suite 405
   City: Quincy
   State: MA
   Zip: 2169

5. Florida address:

   Street/Post Office Box: 1681 Kennedy Causeway
   City: North Bay Village
   State: FL
   Zip: 33141

6. Structure of organization:

☐	Individual	☐	Corporation
☐	Foreign Corporation	☐	Foreign Partnership
☐	General Partnership	☐	Limited Partnership
☒	Other, Foreign Limited Liability Company		

7. **If individual,** provide:

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida,** provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: n/a

9. **If foreign corporation,** provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: M13600000446

10. **If using fictitious name (d/b/a),** provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is: n/a

11. **If a limited liability partnership,** please proof of registration to operate in Florida. The Florida Secretary of State registration number is: n/a

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

13. **If a foreign limited partnership,** provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is: n/a

14. Provide **F.E.I. Number**(if applicable): to be applied for

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Richard Shea
Title: Chief Operating Officer
Street name & number: 1 Batterymarch Park, Suite 405
Post office box:
City: Quincy
State: MA
Zip: 02169
Telephone No.: 617-786-8800 x103
Fax No.: 617-786-8803
E-Mail Address: rshea@atlanticbb.com
Website Address: www.atlanticbb.com

(b) Official point of contact for the ongoing operations of the company:

Name: Walter Hubley
Title: VP of Information Technology and Program Management
Street name & number: 1Batterymarch Park, Suite 405
Post office box:
City: Quincy
State: MA
Zip: 02169
Telephone No.: 617-786-8800 x117
Fax No.: 617-786-8803
E-Mail Address: whubley@atlanticbb.com
Website Address: www.atlanticbb.com

(c) Complaints/Inquiries from customers:

Name: Erika Gonzalez
Title: Customer Service Manager
Street/Post Office Box: 1681 Kennedy Causeway
City: North Bay Village
State: FL
Zip: 33141
Telephone No.: 305-861-1564
Fax No.: 305-861-9047
E-Mail Address: egonzalez@atlanticbb.com
Website Address: www.atlanticbb.com

16. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

none

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

none

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

none

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

none

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

none

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

none

17. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

none

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

none

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

none

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

Note: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

APPLICANT ACKNOWLEDGEMENT: By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange telecommunications company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, **"Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."**

Company Owner or Officer

Print Name: Patrick Bratton
Title: Chief Financial Officer
Telephone No.: 617-786-8800
E-Mail Address: pbratton@atlanticbb.com

Signature: ____________________ Date: 6/20/13

FORM PSC/RAD 8 (5/08)
Commission Rule Nos. 25-24.810, and 25-24.815

Note: To complete this interactive form Required by using your computer, use the tab key to navigate between data entry fields.

INDEX TO FINANCIAL STATEMENTS

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Members of
Atlantic Broadband Finance, LLC:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of changes in member's equity and of cash flows present fairly, in all material respects, the financial position of Atlantic Broadband Finance, LLC and its subsidiaries at December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 26, 2012

Table of Contents

ATLANTIC BROADBAND FINANCE, LLC

Consolidated Balance Sheets
December 31, 2011 and 2010
(in thousands)

	2011	2010
Assets		
Current assets		

Cash and cash equivalents	$ 6,462	$ 9,747
Accounts receivable – net of allowance for doubtful accounts of $353 and $371, respectively	8,635	8,260
Accounts receivable – related party	566	593
Prepaid expenses and other current assets	1,610	1,557
Total current assets	17,273	20,157
Plant, property and equipment, net	193,354	194,057
Franchise rights	524,400	524,400
Goodwill	35,905	35,905
Other intangible assets, net	615	1,229
Debt issuance costs, net	4,895	7,755
Total assets	$776,442	$783,503
Liabilities and Member's Equity		
Current liabilities		
Current portion of senior debt	$ 5,550	$ 5,750
Accrued interest	7,742	6,523
Accounts payable	15,044	15,021
Accrued expenses	12,432	12,262
Unearned service revenue	5,129	4,835
Total current liabilities	45,897	44,391
Long-term debt, net of current portion	628,545	696,462
Other long-term liabilities	2,204	2,190
Total liabilities	676,646	743,043
Commitments and contingencies (Note 13)		
Member's equity/(deficit)	(16,647)	(16,221)
Retained earnings	116,443	56,681
Total member's equity	99,796	40,460
Total liabilities and member's equity	$776,442	$783,503

The accompanying notes are an integral part of these consolidated financial statements.

ATLANTIC BROADBAND FINANCE, LLC

Consolidated Statements of Operations
(in thousands)

	Years Ended December 31,		
	2011	2010	2009
Revenue	$329,081	$316,978	$301,714
Operating expenses			
Direct operating expenses (excluding depreciation and amortization shown separately below)	143,802	141,286	135,535
Selling, general and administrative expenses (excluding depreciation and amortization shown separately below)	40,301	42,689	41,522
Depreciation and amortization	44,294	42,624	41,784
Income from operations	100,684	90,379	82,873
Interest expense	(40,922)	(42,961)	(40,702)
Loss on extinguishment of debt	—	(1,161)	(4,619)
Net gain on derivative instruments	—	—	1,821

Net income	$ 59,762	$ 46,257	$ 39,373

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

ATLANTIC BROADBAND FINANCE, LLC

Consolidated Statements of Changes in Members' Equity
Years Ended December 31, 2011, 2010 and 2009
(in thousands)

	Member's Equity/(Deficit)	Retain Earnings/ (Accumulated Deficit)	Total Member's Equity
December 31, 2008	$ 164,478	$ (28,949)	$ 135,529
Dividend to Parent	(15,340)	—	(15,340)
Net income	—	39,373	39,373
December 31, 2009	149,138	10,424	159,562
Dividend to Parent	(165,359)	—	(165,359)
Net income	—	46,257	46,257
December 31, 2010	(16,221)	56,681	40,460
Dividend to Parent	(426)	—	(426)
Net income	—	59,762	59,762
December 31, 2011	$ (16,647)	$ 116,443	$ 99,796

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

ATLANTIC BROADBAND FINANCE, LLC

Consolidated Statements of Cash Flows
(in thousands)

	Years Ended December 31, 2011	2010	2009
Cash flows from operating activities			
Net income	$ 59,762	$ 46,257	$ 39,373
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	44,294	42,624	41,784
Amortization of debt issuance costs	2,860	2,578	2,418
Amortization of debt discount	1,045	87	—
Loss on extinguishment of debt	—	1,161	4,619
Net (gain) loss on derivative instrument	—	—	(1,821)
Changes in operating assets and liabilities, net of acquisition			
Accounts receivable	(348)	1,275	(1,073)
Prepaid expenses and other current assets	(53)	150	147

Accounts payable, accrued expenses, other long-term liabilities and accrued interest	(1,444)	(2,309)	(1,242)
Unearned service revenue	294	149	(1)
Net cash provided by operating activities	106,410	91,967	84,204
Cash flows from investing activities			
Purchases of plant, property and equipment	(40,107)	(37,967)	(29,095)
Acquisition of cable systems	—	—	(1,626)
Net cash used in investing activities	(40,107)	(37,967)	(30,721)
Cash flows from financing activities			
Proceeds from issuance of debt, net of discount	—	572,125	—
Payments of revolving credit facility	—	—	(12,917)
Repayments of debt principal	(69,162)	(460,360)	(11,373)
Payments of capital lease obligations	—	—	(199)
Dividend to member	(426)	(165,359)	(15,340)
Payment of debt issuance costs	—	(5,355)	(5,965)
Net cash used in financing activities	(69,588)	(58,949)	(45,794)
Net change in cash and equivalents	(3,285)	(4,949)	7,689
Cash and cash equivalents, beginning of period	9,747	14,696	7,007
Cash and cash equivalents, end of period	$ 6,462	$ 9,747	$ 14,696
Supplemental disclosure of cash flow information			
Interest paid	$ 35,798	$ 40,381	$ 38,512
Supplemental disclosure of noncash investing activities			
Capital expenditures included in accounts payable and accrued expenses	2,870	3,879	2,562

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

ATLANTIC BROADBAND FINANCE, LLC

Notes to Consolidated Financial Statements
(Dollars in thousands, except where indicated)

1. Description of Business

Atlantic Broadband Finance, LLC (the "Company") was formed in Delaware on August 26, 2003. The Company is a wholly-owned subsidiary of Atlantic Broadband Holdings I, LLC (the "Parent"). The Company and the Parent are wholly-owned indirect subsidiaries of Atlantic Broadband Group, LLC.

On September 3, 2003, the Company entered into a definitive asset purchase agreement with affiliates of Charter Communications, Inc. ("Charter") to purchase certain cable systems in Pennsylvania, Florida, Maryland, West Virginia, Delaware and New York (the "Systems") for approximately $738.1 million, subject to closing adjustments. The Company obtained equity and debt financing to fund the acquisition, which was consummated on March 1, 2004.

On July 13, 2006, we entered into a definitive asset purchase agreement to purchase substantially all of the assets of G Force LLC, owner of certain cable systems in Aiken, South Carolina for approximately $62.0 million. We obtained additional debt financing and issued a note payable to the seller of the assets to fund this transaction which was consummated on November 1, 2006.

The Systems offer their customers traditional cable video programming as well as high-speed data and telephony services and other advanced video related broadband services such as high definition television. The

Systems sell their video programming, high-speed data and advanced broadband cable services on a subscription basis.

The Company was capitalized during 2003 through equity contributions totaling $1,709 to fund general and administrative expenses in advance of the Systems acquisition. These activities were mainly associated with obtaining the required consents from the related cable television franchise authorities and raising debt and equity to fund the Systems acquisition. In 2004, the Company obtained additional funding totaling $260,791.

The Company has 5 subsidiaries which operate the Systems: Atlantic Broadband (Penn), LLC, Atlantic Broadband (Delmar), LLC, Atlantic Broadband (Miami), LLC, Atlantic Broadband (SC), LLC and Atlantic Broadband Management, LLC (collectively, the "Subsidiaries").

2. Risks and Uncertainties

The Company's future operations involve a number of risks and uncertainties. Factors that could affect future operating results and cause actual results to vary from historical results include, but are not limited to, growth of its subscriber base and the Company's ability to service its debt and operations with existing cash flows.

The Company plans to continue the expansion of its existing subscriber base through existing and new services, such as: digital cable, high speed Internet, high-definition television, and telephony services. The Company anticipates additional capital expenditures to facilitate this growth. Under current plans and operations, additional financing in excess of existing facilities is not expected to be required to fund operations or capital expenditures. Operating cash flow is expected to be sufficient to repay current obligations and outstanding debt as they become due through at least the next twelve months. Should the Company fail to meet its expectations, the Company would look to draw down against it's existing revolving credit facility, obtain additional financing, refinance existing agreements, and/or reduce capital expenditures.

3. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements presented herein include the consolidated accounts of Atlantic Broadband Finance, LLC and its Subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make assumptions and estimates that affect the reported amounts of assets and liabilities, derivative financial instruments and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to useful lives of property, plant and equipment and finite-lived intangible assets and the recoverability of the carrying values of goodwill, other intangible assets and fixed assets (which include capitalized labor and overhead costs) and commitments and contingencies. Actual results could differ from those estimates.

Segments

The Financial Accounting Standards Board ("FASB") established authoritative guidance for reporting information about operating segments in annual financial statements and in interim financial reports issued to shareholders. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated on a regular basis by the chief operating decision maker, or decision making group, in deciding how to allocate resources to an individual segment and in assessing performance of the segment.

The Company manages the Systems' operations on the basis of geographic divisional operating segments. The Company has evaluated the criteria for aggregation of the geographic operating segments using the FASB guidance. In light of the Systems' similar services, means for delivery, similarity in type of customers, the use of a unified network, similar economic characteristics and other considerations across its geographic divisional operating structure, management has determined that the Systems have one reportable segment, broadband services.

Cash and Cash Equivalents

The Company considers all short-term investments with a remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents represent short-term investments consisting of commercial paper carried at cost plus accrued interest, which approximates market value.

Bad Debts

Bad debt expense and the allowance for doubtful accounts is based on historical trends and analysis. The Company's policy to reserve against potential bad debts is based on the aging of the individual receivables. The Company manages credit risk by disconnecting services to customers who are delinquent. The practice to write-off the individual receivables is performed after all resources to collect the funds have been exhausted. Actual bad debt expense may differ from the amounts reserved.

Plant, Property and Equipment

Plant, property and equipment are recorded at cost. Initial customer installation costs are capitalized. Sales and marketing costs, as well as costs of subsequent disconnection and reconnection of a given household are charged to expense. Capitalized costs include materials, labor, and certain indirect costs attributable to the capitalization activity. Maintenance and repairs are charged to expense when incurred. Upon sale or retirement, the cost and related depreciation are removed from the related accounts and resulting gains or losses are reflected in operating results.

Plant and equipment are depreciated over the estimated useful life upon being placed into service. Depreciation of plant and equipment is provided on a straight-line basis, over the following estimated useful lives:

Asset Category	**Estimated Useful Life (Years)**
Office equipment & other	4-10
Subscriber equipment	4
Vehicles	5
Headend equipment	10
Distribution facilities	5-15
Building and leasehold improvements	The shorter of 5-15 or the remaining lease term

Goodwill and Intangible Assets

Intangible assets consist primarily of acquired franchise operating rights and subscriber relationships. Franchise operating rights represent the value attributable to agreements with local franchising authorities, which allows access to homes in the public right of way acquired through a business combination. Subscriber relationships represent the value to the Company of the benefit of acquiring the existing cable television subscriber base. The Company considers franchise operating rights to have an indefinite life. The Company reached its conclusion regarding the indefinite useful life of its

Table of Contents

franchise operating rights principally because (i) there are no legal, regulatory, contractual, competitive, economic, or other factors limiting the period over which these rights will continue to contribute to the Company's cash flows (ii) as an incumbent franchisee, the Company's renewal applications are granted by the local franchising authority on their own merits and not as part of a comparative process with competing applications and (iii) under the 1984 Cable Act, a local franchising authority may not unreasonably withhold the renewal of a cable system franchise. The Company will reevaluate the expected life of its cable franchise rights each reporting period to determine whether events and circumstances continue to support an indefinite useful life. The subscriber relationships are being amortized over the estimated useful life of the subscriber base. The useful lives for the subscriber relationships is estimated to be approximately three years and at the end of each reporting period, or earlier if circumstances warrant, the Company reassesses the estimated useful life of the relationships.

Goodwill impairment is determined using a two-step process. The first step involves a comparison of the estimated fair value of each of the Company's four reporting units to its carrying amount, including goodwill. In performing the first step, the Company determines the fair value of a reporting unit using a combination of a discounted cash flow ("DCF") analysis and a market-based approach. Determining fair value requires the exercise of significant judgment, including judgment about appropriate discount rates, perpetual growth rates, the amount and timing of expected future cash flows, as well as relevant comparable company earnings multiples for the market-based approach. The cash flows employed in the DCF analyses are based on the Company's most recent budget and, for years beyond the budget, the Company's estimates, which are based on assumed growth rates. The discount rates used in the DCF analyses are intended to reflect the risks inherent in the future cash flows of the respective reporting units. In addition, the market-based approach utilizes comparable company public trading values, research analyst estimates and, where available, values observed in private market transactions. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not impaired and the second step of the impairment test is not necessary. If the carrying amount of a reporting unit exceeds its estimated fair value, then the second step of the goodwill impairment test must be performed. The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with its carrying amount to measure the amount of impairment, if any. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. In other words, the estimated fair value of the reporting unit is allocated to all of the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment is recognized in an amount equal to that excess.

The impairment test for other intangible assets not subject to amortization involves a comparison of the estimated fair value of the intangible asset with its carrying value. If the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. The estimates of fair value of intangible assets not subject to amortization are determined using a DCF valuation analysis. The DCF methodology used to value cable franchise rights entails identifying the projected discrete cash flows related to such cable franchise rights and discounting them back to the valuation date. Significant judgments inherent in this analysis include the selection of appropriate discount rates, estimating the amount and timing of estimated future cash flows attributable to cable franchise rights and identification of appropriate terminal growth rate assumptions. The discount rates used in the DCF analyses are intended to reflect the risk inherent in the projected future cash flows generated by the respective intangible assets.

The Company tests for impairment of its goodwill and franchise operating rights annually or whenever events or changes in circumstances indicate that these assets might be impaired. An impairment assessment of goodwill and franchise operating rights could be triggered by a significant reduction in operating results or cash flows at one or more of the Company's systems, or a forecast of such reductions, a significant adverse change in the locations in which the Company's systems operate, or by adverse changes to ownership rules, among others. The Company determined that the adverse business climate experienced during the end of the fiscal year ended December 31, 2008 was a significant event that indicated that the carrying amount of the goodwill and cable franchise rights might not be recoverable. An interim impairment test as of December 31, 2008 did not result in any goodwill impairments, but did result in a noncash pretax impairment on its cable franchise rights of $23.4 million. The Company completed its annual impairment evaluation on March 1, 2011 and did not identify any impairment. No significant revisions to the underlying operating results or forecasts, which would impact these annual impairment results, were noted as of December 31, 2011.

As a result of the cable franchise rights impairment taken in 2008, the carrying values of the Company's impaired cable franchise rights (which represented two of the Company's four operating systems) were re-set to their estimated fair values as of December 31, 2008. Consequently, any further decline in the estimated fair values of these cable franchise rights could result in additional cable franchise rights impairments. Management has no reason to believe that any one reporting unit is more likely than any other to incur further impairments of its cable franchise rights. It is possible that such impairments, if required, could be material and may need to be recorded during the first quarter of 2012 (i.e., during an interim period) if the Company's results of operations or other factors require such assets to be tested for impairment at an interim date.

Realizability of Long-Lived Assets

The carrying values of long-lived assets, which include construction material, property, plant and equipment, and other intangible assets with finite lives, are evaluated for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. An impairment loss is recognized if the carrying amount exceeds its fair value. The carrying amount is not recoverable if it exceeds the sum of undiscounted cash flows expected to result from the use and eventual disposition of the assets. Any impairment loss would be measured as the amount by which the carrying amount exceeded the fair value, most likely determined by future discounted cash flows. Management believes that there have been no impairments as of December 31, 2011.

Debt Issuance Costs

Certain costs associated with issuance of the Company's debt have been capitalized. These debt issuance costs are amortized over the life of the Credit Facility using the effective interest method. Amortization expense related to debt issuance costs charged to interest expense in 2011, 2010 and 2009 was $2,860, $2,573 and $2,418, respectively.

Deferred Credits

Deferred credits consist primarily of deferred launch incentives. The Company receives launch incentive payments from programmers. These incentive payments are deferred and recognized over the life of the related programming agreements as an offset to programming costs in direct expenses. Through December 31, 2011, these amounts have not been material.

Revenue Recognition

Revenues are generally recognized when evidence of an arrangement exists, services are rendered, the selling price is determinable and collectability is reasonably assured. Revenues from video, Internet access and telephony services are recognized based upon monthly service fees or fees per event. Revenue for customer fees, equipment rental, advertising and pay-per-view programming is recognized in the period that the services are delivered. Video and non-video installation revenue is recognized in the period the installation services are provided to the extent of direct selling costs. Direct selling costs have exceeded installation revenue for the years ended December 31, 2011, 2010 and 2009, requiring no deferral of such revenue. Any programming incentive revenue received is deferred and recognized over the life of the underlying contract. Under the terms of the Company's non-exclusive franchise agreements, the Company is generally required to pay up to 5% of its gross revenues derived from providing cable service to the local franchise authority. The Company normally passes these fees through to its cable subscribers and records these fees in revenue with a corresponding amount included in direct expenses.

Marketing Costs

The cost of marketing, advertising, and selling is expensed as incurred and is included in sales, general and administrative expenses. Marketing, advertising, and selling expense in 2011, 2010 and 2009 was $11,183, $11,497 and $12,596, respectively.

Income Taxes

The Company is a limited liability corporation that is treated as a disregarded entity for income tax purposes. The taxable income and expenses of Atlantic Broadband Finance, LLC are ultimately reported on the partnership return of Atlantic Broadband Holdings II, LLC which is a partnership for income tax purposes. No provision for federal income taxes is required by Atlantic Broadband Finance, LLC as its income and expenses are taxable to or deductible by the members of Atlantic Broadband Holdings II, LLC.

Derivative Financial Instruments

The Company uses derivative financial instruments to manage its exposure to fluctuations in interest rates by entering into interest rate exchange agreements ("Swaps"). The accounting standard requires that all derivative instruments, whether designated in hedging relationships or not, be recorded on the balance sheet at their fair values. At December 31, 2008, derivative instruments consist solely of Swaps which are used to reduce the Company's exposure to interest rate fluctuations

on its variable rate debt (see Note 9). At December 31, 2008, the Swaps were recorded at fair value as a liability of $1,821. These agreements ended in March 2009, resulting in no assets or liabilities recorded at December 31, 2011 or 2010. In February 2011, the Company entered into five interest rate cap agreements (see Note 15).

The interest rate swap agreements are not designated as hedging instruments, accordingly, changes in fair values are recognized currently in earnings. The Company recorded a gain of $1,821 for the year ended December 31, 2009.

Concentrations of Risk

Certain financial instruments potentially subject the Company to concentrations of credit risk. These financial instruments consist primarily of trade receivables and cash and cash equivalents. The Company places its cash and cash equivalents with high credit quality financial institutions and limits the amount of credit exposure to any one financial institution. The Company periodically assesses the creditworthiness of the institutions with which it invests. The Company does, however, maintain invested balances in excess of federally insured limits. The Company periodically assesses the creditworthiness of its customers. Concentrations of credit risk are limited as no single customer accounts for a significant portion of the balance.

Capitalization of Labor and Overhead Costs

The cable industry is capital intensive, and a large portion of our resources are spent on capital activities associated with extending, building and upgrading the cable network. Costs associated with network construction, initial customer installations, installation refurbishments and the addition of network equipment necessary to enable advanced services are capitalized. Costs capitalized as part of initial customer installations include materials, direct labor costs associated with capital projects and certain indirect costs. The Company capitalizes direct labor costs associated with personnel based upon the specific time devoted to construction and customer installation activities. Indirect costs are associated with the activities of personnel who assist in connecting and activating the new service and consist of compensation and overhead costs associated with these support functions. The costs of disconnecting service at a customer's dwelling or reconnecting service to a previously installed dwelling are charged to operating expense in the period incurred. Costs for repairs and maintenance are charged to operating expense as incurred, while equipment replacement and betterments, including replacement of cable drops from the pole to dwelling, are capitalized.

We amortize the capitalized labor and overhead costs over the life of the related equipment which ranges from 4-15 years. The vast majority of these capitalized costs relate to customer installation activity and related equipment additions. Accordingly, such assets are amortized over the same five year period as the fixed assets acquired as part of the installation.

Judgment is required to determine the extent to which indirect costs, or overhead, are incurred as a result of specific capital activities and, therefore, should be capitalized. The Company capitalizes overhead based upon an allocation of the portion of indirect costs that contribute to capitalizable activities using an overhead rate applied to the amount of direct labor capitalized. The Company has established overhead rates based on an analysis of the nature of costs incurred in support of capitalizable activities and a determination of the portion of costs which is directly attributable to capitalizable activities. The primary costs that are included in the determination of overhead rates are (i) employee benefits and payroll taxes associated with capitalized direct labor, (ii) direct variable costs associated with capitalizable activities, consisting primarily of installation and construction vehicle costs, (iii) the cost of support personnel, such as dispatch that directly assist with capitalizable installation activities, and (iv) other costs directly attributable to capitalizable activities.

Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standards Board ("FASB") FASB issued amended guidance on fair value measurement and related disclosures. The new guidance clarifies the concepts applicable for fair value measurement of non-financial assets and requires the disclosure of quantitative information about the unobservable inputs used in a fair value measurement. This guidance will be effective for reporting periods beginning after December 15, 2011, and will be applied prospectively. The Company does not anticipate a material impact on its consolidated financial statements as a result of the adoption of this amended guidance.

In September 2011, the FASB issued updated guidance on the periodic testing of goodwill for impairment. The updated guidance gives companies the option to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The amendment is intended to reduce the cost and complexity of the annual goodwill impairment test by providing entities an option to perform a qualitative assessment to determine whether further impairment testing is necessary. The updated accounting guidance is effective for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company does not anticipate that its adoption of this guidance will have a material impact on its consolidated results.

Table of Contents

4. Acquisitions

During 2009, the Company made one small acquisition of a dial-up internet provider for a total purchase price, excluding liabilities assumed, of $1,626, consisting mainly of subscriber relationships.

5. Plant, Property and Equipment

Plant, property and equipment consist of the following:

	December 31, 2011	December 31, 2010
Distribution facilities	$262,577	$244,419
Subscriber equipment	72,204	68,160
Headend equipment	60,796	50,868
Buildings and leasehold improvements	11,487	11,044
Office equipment and other	22,752	21,018
Vehicles and equipment	13,886	12,160
Land	2,053	2,012
Construction in progress	532	157
Material inventory	3,959	3,686
Total plant, property and equipment	450,246	413,524
Less: accumulated depreciation	256,892	219,467
Plant, property and equipment, net	$193,354	$194,057

Depreciation expense for the years ended December 31, 2011, 2010 and 2009 was $43,680, $42,010 and $41,501, respectively.

6. Goodwill and Intangible Assets

The carrying value of goodwill at December 31, 2011 and 2010 was $35,905. For the fiscal years ended December 31, 2011 and 2010, there were no historical impairments and no additional goodwill recognized.

The carrying value of franchise rights at December 31, 2011 and 2010 was $524,400. For the fiscal years ended December 31, 2011 and 2010, there was no additional franchise rights recognized. There was no impairment charge on the franchise rights for the years ended December 31, 2011, 2010 and 2009.

Intangible assets consist of the following as of December 31, 2011:

	Cost	Accumulated Amortization	Net intangible asset
Subscriber relationships	$47,254	$ (46,639)	$ 615
Other intangible assets	2,200	(2,200)	—
Total finite lived intangible assets	$49,454	$ (48,839)	$ 615

Table of Contents

Intangible assets consist of the following as of December 31, 2010:

	Cost	Accumulated Amortization	Net intangible asset
Subscriber relationships	$47,254	$ (46,025)	$ 1,229
Other intangible assets	2,200	(2,200)	—
Total finite lived intangible assets	$49,454	$ (48,225)	$ 1,229

Amortization expense for the years ended December 31, 2011, 2010 and 2009 was $614, $614 and $283, respectively. Amortization expense on intangible assets with a definite life for the next five years as of December 31, 2011 is as follows:

	Amortization Expense
2011	$ 615
Thereafter	—

7. Accrued Expenses

Accrued expenses consist of the following:

	December 31, 2011	December 31, 2010
Franchise, copyright and revenue sharing fees	$ 2,870	$ 2,873
Payroll and related taxes	3,949	3,802
Other accrued expenses	5,613	5,587
Total accrued liabilities	$12,432	$12,262

8. Fair Value Measurements

On January 1, 2008, the Company adopted a newly issued authoritative guidance for fair value measurements of all financial assets and liabilities. Our adoption of this guidance did not impact our financial position, results of operations or liquidity. In accordance with the guidance, we elected to defer until January 1, 2009 the application of the authoritative guidance to fair value nonfinancial assets and liabilities that are not recognized or disclosed at fair value in the financial statements on a recurring basis. The adoption of this guidance for nonfinancial assets and liabilities did not have a material impact on our financial position, results of operations or liquidity.

The accounting standard for fair value measurement provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. Fair value is defined as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. The guidance also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that we use to measure fair value, as well as the assets and liabilities that we value using those levels of inputs.

Level 1:	Quoted prices in active markets for identical assets or liabilities.
Level 2:	Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities. In the past, our Level 2 assets have included interest rate swaps whose fair value we determine using a pricing model predicated upon observable market inputs. The Company's derivative instruments have been pay-fixed, receive-variable interest rate swaps based on LIBOR swap rate. The LIBOR swap rate is observable at commonly quoted intervals for the full term of the swaps and therefore is considered a level 2 item.

Level 3:	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In September 2006, the Company entered into four swap agreements with a forward start date of March 19, 2007 for a total notional value of $225,000 with a term of two years at a fixed rate of 5.08%. These agreements ended in March 2009. Therefore, there are no financial assets or liabilities as of December 31, 2011 and 2010 that we measured at fair value on a recurring basis.

9. Debt

On February 10, 2004, the Company entered into $305.0 million of term loans (the "Old Term Loans") and a $90.0 million revolving credit facility (the "Old Revolver") with a group of banks and institutional investors led by Merrill Lynch & Company, General Electric Capital Corporation, Societe Generale and Calyon Corporate and Investment Bank. These two facilities are governed by a single credit agreement dated as of February 10, 2004 (collectively, the "Old Senior Credit Facility").

The net proceeds from the Old Senior Credit Facility were primarily used to acquire and operate the Systems.

On August 23, 2006, the Company amended its Old Senior Credit Facility to increase the Old Term Loan commitment by $50.0 million in anticipation of the pending acquisition of G Force LLC. The acquisition closed and the additional borrowings occurred on November 1, 2006. The additional borrowings were made under the same conditions as the original Old Term Loans.

On March 6, 2007, the Company amended its Old Senior Credit Facility and increased the Old Term Loan commitment and borrowings by $104.5 million. The proceeds of the additional Old Term Loans were used to provide a dividend to its members of $77.6 million and to reduce outstanding Old Revolver borrowings by $23.0 million. The balance of the proceeds were used for working capital purposes. The additional borrowings were made under substantially the same conditions as the original Old Term Loans.

On June 8, 2009, the Company amended its Old Senior Credit Facility to extend the maturity date of $325.0 million in Old Term Loan principal from September 2011 to June 2013. The remaining outstanding Old

Term Loan debt of $118.8 million remained unchanged and matured in September 2011. As a result of the modification to the Old Senior Credit Facility, the Company incurred $5.9 million of debt financing costs, $4.6 million of which was expensed as a loss on extinguishment of debt and the remaining $1.3 million is being amortized to interest expense over the remaining life of the Old Senior Credit Facility.

On November 29, 2010. the Company entered into a new $575.0 million term loan facility (the "New Term Loan Facility") and a $25.0 million revolving credit facility (the "New Revolver Facility" and, together with the New Term Loan Facility, collectively the "New Senior Credit Facility") with a group of banks and institutional investors led by Credit Suisse Securities (USA) LLC and SunTrust Robinson Humphrey, Inc. The New Senior Credit Facility is governed by a single credit agreement dated November 29, 2010. The proceeds of the New Term Loan Facility were used (a) to repay in full all indebtedness and other amounts due or outstanding under the Old Senior Credit Facility, (b) to consummate a cash dividend payment of approximately $110.7 million to the shareholders of Atlantic Broadband Holdings I, LLC and (c) to pay approximately $39.3 million in aggregate amount to Atlantic Broadband Holdings I, LLC to facilitate the redemption of certain of its preferred stock. As a result of the issuance of the New Senior Credit Facility, the Company incurred $5.4 million of debt financing costs, $1.2 million of which was expensed as a loss on extinguishment of debt and the remaining $4.2 million is being amortized to interest expense over the remaining life of the Old Senior Credit Facility.

On March 8, 2011, the Company amended its New Senior Credit Facility to reduce the interest rate margins by 0.5% and the "LIBOR Floor" by 0.5%. In addition, the maturity dates for the New Term Loan and New Revolver were reset to the fifth and fourth anniversary dates from the March 8, 2011 amendment date in each case subject to an earlier maturity in the event that the Company's 9.375% senior subordinated notes due 2014 remain outstanding on or prior to September 17, 2013. The Company expensed all costs incurred with the amendment.

The New Senior Credit Facility contains certain restrictive financial covenants that, among other things, require the Company to maintain certain debt service coverage, interest coverage, fixed charge coverage, leverage ratios and a certain level of EBITDA and places certain limitations on additional debt and investments. The New Senior Credit Facility contains conditions precedent to borrowing, events of default (including change of control) and covenants customary for facilities of this nature. The New Senior Credit Facility is collateralized by substantially all of the assets of the Company and its subsidiaries.

At December 31, 2011, there was $485,838 outstanding under the New Term Loans and no borrowings under the New Revolver. At December 31, 2010, there was $555,000 outstanding under the Old Term Loans and no borrowings under the Old Revolver. The carrying value of the New Senior Credit Facilities at December 31, 2011 and 2010 approximates fair value. The New Term Loans have quarterly principal payments of 1.0% per annum with a LIBOR margin of 3.00% and a "LIBOR floor" of 1.0%. The weighted average interest rate for 2011, 2010 and 2009 on the New and Old Term Notes and Revolver was 4.25%, 5.68% and 4.82%, respectively.

As of December 31, 2011, there was approximately $25,000 of unused commitments under the New Revolver all of which could be drawn in compliance with the financial covenants under the New Senior Credit Facility. In order to maintain the revolving lines of credit, the Company is obligated to pay certain commitment fees at nominal interest rates on the unused portions of the loans.

The Company can make no assurances that it will be able to satisfy and comply with the covenants under the New Senior Credit Facility. The Company's ability to maintain its liquidity and maintain compliance with its covenants under the New Senior Credit Facility is dependent upon its ability to successfully execute its current business plan. The Company believes that the cash generated from operations will be sufficient to meet its debt service, capital expenditures and working capital requirements for at least the next twelve months.

Term loan installments began on June 30, 2011. The New Term Loan Facility has a five-year maturity and the New Revolver Facility has a four-year maturity, in each case subject to an earlier maturity in the event that the Company's 9.375% senior subordinated notes due 2014 remain outstanding on or prior to September 17, 2013.

Principal payments under the New Senior Credit Facility for each year ending December 31, 2011 through maturity are as follows:

2012	$ 5,550
2013	5,550
2014	5,550
2015	5,550
2016	463,638
	$485,838

Senior Subordinated Notes

On February 10, 2004, the Company and Atlantic Broadband Finance, Inc., a 100% owned finance subsidiary of the Company, co-issued $150,000 of 9 3/8% senior subordinated notes (the "Notes"). The Notes mature on January 15, 2014. Interest is payable every six months in arrears on January 15 and July 15. The Notes are guaranteed by each of the Company's existing and future domestic subsidiaries on a senior subordinated basis to the Senior Credit Facility. The guarantees are full and unconditional and joint and several. Each of the subsidiary guarantors are 100% owned by the Company and the Company has no independent assets or operations other than those of its Subsidiaries. The proceeds of the offering were used to finance the acquisition of the Systems. The carrying value of the Notes at December 31, 2011 and 2010 approximates fair value.

Debt Issuance Costs

In 2004, the Company capitalized $15,019 of debt issuance costs related to the Old Senior Credit Facility and the Notes. In 2006 the Company capitalized $1,200 of debt issuance costs related to the increased borrowings under the Old Senior Credit Facility to fund the acquisition of the G Force LLC assets. In 2007 the Company capitalized $917 of debt issuance costs related to the amendment to the Old Senior Credit Facility and increased Term Loan commitment. In 2009, the Company paid $5,965 of debt issuance costs related to the amendment to the Old Senior Credit Facility and extended revolver commitment. In 2010, the Company paid $5,355 of debt issuance costs related to the New Senior Credit Facility. Debt issuance costs are amortized using the effective interest method over the term of the Senior Credit Facility.

Interest Rate Swap Agreements

The Company is exposed to the market risk of adverse changes in interest rates. To manage the volatility related to these changes, in September 2006 the Company entered into four swap agreements with a forward start date of March 19, 2007 for

a total notional value of $225,000 with a term of two years and a rate of 5.08%. These agreements ended in March 2009. The marking-to-market of the interest rate swap agreements resulted in the recognition of $1,821 in other income for the year ended December 31, 2009.

Interest Rate Cap Agreements

In February 2011, the Company entered into four interest rate cap contracts for a total notional value of $180.0 million with a 2 year term and a rate of 5.0% and one interest rate cap contract for a notional value of $25.0 million with a 1 year term and a rate of 5.0%.

Debt Covenants

The New and Old Senior Credit Agreements and the Notes described above contain covenants which require the Company to comply with certain financial ratios, capital expenditures and other limits. The Company was in compliance with all such covenants at December 31, 2011, 2010 and 2009.

10. Member's Equity

The Parent owns all 1,000 units issued by the Company. The Parent contributed $1,709 in 2003 to effect its formation. In 2004, the Parent contributed $260.8 million which the Company used to acquire the Systems. The Company provided dividends totaling $87.7 million during 2007, $10.1 million during 2008, $15.3 million during 2009, $165.4 million during 2010 and $0.4 million during 2011.

11. Management Services Agreement

On September 14, 2009, a majority investor of the Company acquired a majority interest in Grande Communications Networks, LLC ("Grande"), a retail and wholesale provider of cable video programming, high speed data, telephony and other advanced broadband services. Concurrent with this acquisition, the Company entered into a Management Services Agreement (the "Agreement") with Grande and Grande Manager LLC to provide management and other services to Grande. Under the terms of the Agreement, designated personnel of the Company will provide general managerial oversight and such management services as mutually agreed upon by and between the Company and Grande with respect to the business and operations of Grande, subject to the authority of Grande's board of directors. In consideration for the Company providing such services, Grande agreed to pay to the Company on a quarterly basis a fee equal to the lesser of 50% of the quarterly expenses associated with the designated Company personnel providing managerial services to Grande, or 5.5% of Grande's total quarterly revenue less certain expenses as further described in the Agreement (the "Management Fee"). The Management Fee contemplates the recovery of costs to provide managerial services and may not be indicative of the service fee charged by an independent party. The Agreement commenced upon execution and will terminate upon certain events specified within the Agreement, or as mutually agreed upon by the Company and Grande. Any Management Fee earned by the Company will reduce the related selling, general and administrative expense during the period recognized. $1,783 and $1,705 in Management Fees were recorded during the years ended December 31, 2011 and 2010, respectively. Additionally, the Company had a receivable from Grande of $566, $593 and $556 as of December 31, 2011, 2010 and 2009, respectively.

12. Employee Benefits

401(k) Savings Plan

During 2004, the Company adopted a defined contribution retirement plan which complies with Section 401(k) of the Internal Revenue Code. Substantially all employees are eligible to participate in the plan. The Company matches 50% of each participant's voluntary contributions subject to a limit of the first 5% of the participant's compensation. During 2011, 2010 and 2009, the Company recorded $486, $493 and $415, respectively, of expense related to the 401(k) plan.

13. Commitments and contingencies

The Company currently leases office and warehouse space and equipment under both cancelable and non-cancelable operating leases. Rental expense under operating lease agreements for the years 2011, 2010 and 2009 was $841, $840 and $793, respectively.

Table of Contents

Future minimum lease commitments under non-cancelable leases and service agreements as of December 31, 2011 are as follows:

	Operating Leases

2012	$ 694
2013	515
2014	348
2015	278
2016	179
Thereafter	74
Total minimum lease payments	**$ 2,088**

In the normal course of business, there are various legal proceedings outstanding. In the opinion of management, these proceedings will not have a material adverse effect on the financial position or results of operations or liquidity of the Company.

14. Valuation and Qualifying Accounts

Allowance for doubtful accounts roll forward:

	Bala ce at begin i g of period	Cha ged in operations	Deductions	Bala ce at end of period
Year ended December 31, 2009	$ 479	$ 3,046	$ (3,138)	$ 387
Year ended December 31, 2010	$ 387	$ 2,243	$ (2,259)	$ 371
Year ended December 31, 2011	$ 371	$ 2,289	$ (2,307)	$ 353

Atlantic Broadband Managerial Resumes

Edward T. Holleran Jr., President and Chief Executive Officer: Mr. Holleran is a veteran of the broadband cable industry with more than 30 years of senior management experience. A pioneer in the development, implementation and delivery of High Speed Internet services, Mr. Holleran has served in leadership positions with the nation's top broadband cable companies. Before forming Atlantic Broadband with Mr. Keefe in 2003, Mr. Holleran co-founded and was President and CEO of American Broadband where he successfully led the effort to obtain franchises to build networks serving over 650,000 homes. He also spent more than ten years at MediaOne-Continental Cablevision where he led the corporate High Speed Data group. As VP of Broadband Data Services and of New Product Development, he implemented and managed the first high-speed residential Internet access services in New England. Mr. Holleran began his career at American Cablesystems where he managed franchising efforts, system construction, start-up operations, sales, marketing and system rebuilds for a 400,000 subscriber market, with 400 employees and $100 million in annual revenues. Mr. Holleran is a graduate of Boston College and has a M.B.A. from the Harvard Business School.

David J. Keefe, Chief Programming Officer: Mr. Keefe has more than 40 years experience in the industry. He has successfully built and managed broadband and cable systems in the United States, South America, Europe and Asia. Mr. Keefe has led operations supporting millions of customers, thousands of employees and expansive service areas. Before forming Atlantic Broadband in 2003, Mr. Keefe was COO of Horizon Telecom International in Brazil where he managed all aspects of network design, construction, marketing, sales, finance and operations. He was also CEO of the largest cable companies in Poland and Hungary and COO of Wharf Cable Hong Kong. At Wharf Cable, Mr. Keefe led development of one of the first HFC platforms in the world utilizing fiber infrastructure designed to support digital and voice. Mr. Keefe began his career helping to found American Cablesystems and was responsible for the development, acquisition, and management of all systems in Massachusetts and in California. Mr. Keefe is a graduate of Bridgewater State College in Massachusetts.

Richard J. Shea, Chief Operating Officer: Mr. Shea has over 20 years experience constructing high level Operating Support Systems and Billing and Customer Care systems for cable, broadband and telecommunications companies He has extensive experience constructing high level Operating Support Systems and Billing and Customer Care systems for cable, broadband and telecommunications companies. He served as Chief Information Officer before taking on the role of COO. Prior to joining Atlantic Broadband in 2003, Mr. Shea served as CTO for AltiComm and previously was the founder and President of Broadband Applications Management, a company focused on designing and implementing OSS and BACC systems. Mr. Shea also served in VP and senior positions at Carolina Broadband, MediaOne, Arrowsmith Technologies and General Electric. As VP of IT at MediaOne, Mr. Shea implemented major programs to provide enhanced customer management systems while managing a $100 million budget and more than 100 employees. A graduate of the U. S. Military Academy at West Point with a B.S. in engineering, Mr. Shea served as an officer in the Army overseas and in the U. S. before achieving the rank of Captain and leaving for private industry. Mr. Shea also holds a M.B.A. from Boston University.

David Isenberg, Chief Marketing Officer: Mr. Isenberg leads new product introduction, product pricing and packaging, and strategic business planning initiatives for Atlantic Broadband. He has extensive product development and management experience on both the operator and vendor sides of the cable industry. His 15 year cable industry experience includes a history of pioneering major product innovations such as the initial launch of High Speed Internet in the 1990s for MediaOne. In his current role, Mr. Isenberg's efforts have led to the successful launch of residential and commercial telephony, DVR and Video On Demand services, DOCSIS 3 Internet speeds, innovative bundle strategies and other product enhancements. Prior to Atlantic Broadband, Mr. Isenberg was Vice President, Business Development at Engage Inc where he led a team of business development executives focused on 'next generation' interactive advertising opportunities in four specific areas: streaming media, interactive TV, wireless applications and ad-enabled software. Mr. Isenberg has an MBA from Harvard University as well as a BA in History from Yale University.

Almis J. Kuolas, SVP & Chief Technology Officer: Mr. Kuolas, a professional engineer, has more than 35 years' experience designing, constructing, operating and maintaining the most sophisticated voice, data and video networks. As CTO of Atlantic Broadband, Mr. Kuolas is responsible for all aspects of network design and for constructing a system to deliver to consumers the highest quality and most reliable cable television, Internet and voice services. Prior to joining Atlantic Broadband in 2003, Mr. Kuolas served as Senior Director of Engineering and Development for Philips Electronics' wireless products division where he managed a worldwide organization of hardware and software engineers developing a range of wireless OEM and consumer electronics products. These included WiFi, and Bluetooth-enabled multimedia receivers, transmitters and residential gateways. Prior to that, Mr. Kuolas served as Chief Technology Officer of American Broadband, a facilities-based company that offered competitive cable television and Internet services. There he was responsible for the network design and architecture of the company's planned state-of-the-industry fiberbased broadband networks. As Vice President of Systems and Technology for MCI's TeleTV operation in California, Mr. Kuolas gained extensive experience with hybrid fiber coax (HFC) networks and wireless digital video systems, offering a full range of analog video, digital video, cable modem, digital interactive services and high speed wireless data networking. Mr. Kuolas spent 14 years in management positions with Continental Cablevision and American Cablesystems. His experience includes engineering, design and construction, and operational responsibility for a number of cable systems. Mr. Kuolas has also designed, engineered and constructed cable television systems throughout Massachusetts, California, and Ontario, Canada. He is a graduate of the University of Toronto, with a degree in physics.

Patrick Bratton, SVP & Chief Financial Officer: Mr. Bratton is a seasoned executive with experience providing financial management for telecommunication, energy conservation and accounting services companies for 15 years. Prior to joining Atlantic Broadband in 2003, Mr. Bratton was the CFO at Quorum Broadcast Holdings, where he managed the financial operations of 13 locations and the benefits program for over 600 employees. He was also CFO for Sullivan Broadcast Holdings, where he assisted in the $1 billion sale of the station group, providing investors with a compounded return in excess of 50 percent. Mr. Bratton began his career as an audit manager for Price Waterhouse and as Corporate Controller for DMC Services. He is a magna cum laude graduate of Northeastern University, with a degree in accounting and management.

Jim Waldo, SVP General Manager Florida Region: Mr. Waldo is responsible for the overall operations of seventeen franchise areas operating under one Florida State Franchise, serving 92,503 customers in the Miami area, inclusive of Miami Beach, City of South Miami, Incorporated/Unincorporated Miami-Dade County, City of Aventura, Sunny Isles Beach, North Bay Village, Golden Beach, Surfside, and eight other areas. In addition to the responsibility for operations in these areas, he manages the community and government relations and serves on the Florida Cable and Telecommunications Board in Tallahassee. Mr. Waldo has over 40 years of operations management experience in the telecommunications industry including technical, sales/marketing and service, government and public relations, overseas, Digital MMDS/satellite, customer care operations. Prior, to Atlantic Broadband he was Regional VP Operations, Midwest Region of Mediacom Communications Corporation. Prior, he was SVP Operations for WorldCom Broadband Solutions and PRIMEONE Tele-TV based in Los Angeles, California overseeing the Digital MMDS operations for potential 4 million homes in the LA basin. Prior, he was SVP/State Mgr. of Operations Galaxy Media PTY LTD DIV. Australis Media LTD in Melbourne Australia. Prior, he was VP/GM of Operations for Time Warner Entertainment Advance/Newhouse in Clearwater, Florida. Mr. Waldo began his career as a cable TV installer/technician at Winona TV Signal (Teleprompter Cable TV). Mr. Waldo holds a BBA, Business Operations/Consumer Marketing from University of Beverly Hills, California.

Julie A. Smith, SVP Marketing: Ms. Smith has been a member of the Atlantic Broadband team since the Company's launch in 2004. In her role as Senior Vice President of Marketing, Ms. Smith provides strategic direction and oversees ongoing marketing support for the Atlantic Broadband brand. With her team, Ms. Smith delivers integrated residential and small business customer acquisition and upgrade campaigns. Ms. Smith brings over 15 years of related communications industry experience including key marketing positions at MCI Communications and MediaOne where she led the highly successful repositioning of Continental Cablevision brand. Ms. Smith has an MBA from Duke's Fuqua School of Business as well as a BA in Economics from Bucknell University.

Bartlett Leber, SVP & General Counsel: Ms. Leber has successfully provided legal advice and counsel for individuals and corporations with interests in the cable and telecommunications industry for more than 20 years. Ms. Leber began her communications career in 1983 at New England Telephone where she served as a litigator and regulatory counsel. She moved to the cable industry in 1995, when she joined Continental Cablevision's Northeast region, focusing on High Speed Data and telephone business lines. In the ensuing years, she moved to Continental Cablevision's corporate headquarters in Boston, left briefly to join Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., in their Boston office, and returned to MediaOne as VP and Corporate Counsel for the Northeast Region. Prior to joining Atlantic Broadband in 2004, she was with the Burlington, Vermont law firm Sheehey Furlong & Behm. Ms. Leber is a graduate of the University of Vermont and Boston University School of Law.

Thomas F. Roundtree, SVP Human Resources : Mr. Roundtree brings more than 20 years of experience in human resource management, operations and training and organizational development. Prior to joining Atlantic Broadband in 2004, Mr. Roundtree served as Principal of The Adaptive Leader, a consulting group providing HR services to a variety of major clients. He was also VP of Human Resources at Marconi Communications, formerly FORE System, where he was responsible for human resource programs, projects and services for a division of 5,000 employees in North, Latin and South America. Prior to those positions, Mr. Roundtree helped provide all human resource services at FedEx Ground, formerly RPS, Inc., for a headquarters staff of 1,300. Mr. Roundtree began his career in the U. S. Air Force where he was involved with personnel training and development in addition to flight operations. He was recalled to active duty during Operation Desert Shield/Storm and Allied Force and was awarded three Air Medals for his missions. Mr. Roundtree is a retired Lieutenant Colonel from the Air National Guard. He has a B.A. from the University of Pittsburgh in economics and a M.P.A. in administrative organization and management from Golden Gate University.