



Comcast Corporation
300 New Jersey Avenue, NW
Suite 700
Washington, DC 20001
202.379.7121

December 11, 2014

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: *Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc., and SpinCo for Consent to Assign or Transfer Control of Licenses and Authorizations, MB Docket No. 14-57*

Dear Ms. Dortch:

On December 9, 2014, the following individuals and I participated in a telephone call with Hillary Burchuk, Bill Dever, Devraj Kori, Eric Ralph, Bill Rogerson, and Steven Rosenberg:

- Ryan Wallach and Frank LaFontaine of Comcast Corporation (“Comcast”) and Frank Buono of Willkie Farr & Gallagher LLP, counsel to Comcast;
- Terri Natoli of Time Warner Cable Inc. (“TWC”) and Matt Brill of Latham & Watkins LLP, counsel to TWC; and
- Catherine Bohigian and Alex Hoehn-Saric of Charter Communications, Inc. (“Charter”) and John Flynn of Jenner & Block LLP, counsel to Charter.

We discussed the broadband-related data and analyses submitted in the above-captioned proceeding to date, including the number of homes the companies will pass and the number of customers they will serve post-transaction.¹ We also discussed the disclosures the parties have made in

¹ See, e.g., Letter from Kathryn A. Zachem, Comcast, et al., to Marlene H. Dortch, FCC, MB Docket No. 14-57 (June 24, 2014) (providing subscriber, homes passed, and broadband-related data); Letter from Kathryn A. Zachem, Comcast, et al., to Marlene H. Dortch, FCC, MB Docket No. 14-57 (June 27, 2014) (same); Letter from Kathryn A. Zachem, Comcast, et al., to Marlene H. Dortch, FCC, MB Docket No. 14-57 (July 11, 2014) (providing broadband-related data); Letter from Kathryn A. Zachem, Comcast, et al., to Marlene H. Dortch, FCC, MB Docket No. 14-57 (July 28, 2014) (same); Letter from Kathryn A. Zachem, Comcast, et al., to Marlene H. Dortch, FCC, MB Docket No. 14-57 (July 31, 2014) (same).

Ms. Marlene H. Dortch

December 11, 2014

Page 2

their prior filings regarding *de minimis* potential overlaps between the companies based on zip+4 analyses,² the differences between analyzing potential overlaps based on zip+4 codes versus census blocks, and the NTIA's definition of "serviceable" census blocks as compared to how the companies determine their "homes passed."

Please direct any questions regarding this matter to the undersigned.

Respectfully Submitted,

/s/ Kathryn A. Zachem

Senior Vice President,
Regulatory and State Legislative Affairs
Comcast Corporation

cc: Hillary Burchuk
Bill Dever
Devraj Kori
Erik Ralph
Bill Rogerson
Steven Rosenberg
Catherine Bohigian
Terri Natoli
Alex Hoehn-Saric

² See Applications and Public Interest Statement of Comcast Corporation and Time Warner Cable Inc., MB Docket No. 14-57, at 127 n.307 (Apr. 8, 2014) ("Comcast-TWC Public Interest Statement"); Letter from Kathryn A. Zachem, Comcast, and Steven Teplitz, TWC, to Marlene H. Dortch, FCC, MB Docket No. 14-57, at 4-5 (June 5, 2014) (reporting that approximately 780 Comcast residential or small- and medium-sized business ("SMB") customers are located in zip+4 areas where TWC services residential or small-business customers (and the number of TWC customers is similar); Public Interest Statement of Comcast Corporation and Charter Communications Inc., Charter-to-Comcast Exchange Transaction, MB Docket No. 14-57, at 13 n.31 (June 4, 2014) (reporting that approximately 2,800 Comcast residential or SMB customers are located in zip+4 areas where Charter serves residential or small-business customers (and the number of Charter customers is similar), and that there are approximately 1,500 TWC residential or SMB customers (and 790 Charter customers) located in zip+4 areas where Charter serves residential or small-business customers). It is quite possible that the companies are not even providing overlapping services in some of these areas but rather just have facilities within the same zip+4 area. *Id.*; see also Comcast-TWC Public Interest Statement at 127 n.307 (citing Commission precedent supporting these potential overlaps as *de minimis* and no cause for competitive concern).