Federal Communications Commission
Washington, D.C. 20554

December 19, 2014

Via First Class & Electronic Mail
Philip C. Maynard
Sr. VP, Chief Legal Officer & Secretary
Headquarters Limelight Networks, Inc.
222 W. Mill Ave.
Tempe AZ 85281

Re: Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc., Time Warner Entertainment–Advance/Newhouse Partnership, and SpinCo for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-57

Dear Mr. Maynard:

On April 8, 2014, Comcast Corporation ("Comcast") and Time Warner Cable Inc. ("TWC") submitted joint applications to the Commission seeking consent to transfer control of various Commission licenses and other authorizations pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended ("Act"). The proposed Comcast-TWC transfers, if completed, would effectuate the sale of certain cable systems and assets of TWC and its affiliates and related entities to subsidiaries or affiliates of Comcast. Additionally, in connection with the proposed Comcast-TWC transaction, TWC and Comcast have submitted applications for the transfer to Comcast of TWE-A/N's interest in licenses and other authorizations held by Bright House Networks, LLC ("Bright House"). On June 4, 2014, Comcast, Charter Communications, Inc. ("Charter"), and SpinCo (collectively, the "Divestiture Applicants") filed transfer applications pursuant to Sections 214 and 310(d) of the Act to effectuate a series of transactions between Comcast and Charter (collectively, the "Divestiture Transactions"). The Divestiture Applicants claim that the Divestiture Transactions will result in a net reduction of approximately 3.9 million residential video customers for the combined Comcast and TWC.[1]

In order for the Commission to complete its review of the applications and make the necessary public interest findings under section 310(d) of the Communications Act, we require information and data from other commercial wireline carriers against which the applicants compete. Accordingly, pursuant to sections 4(i), 4(j), and 403 of the Act,[2] we request that Limelight Networks, Inc. ("Limelight") provide written responses, supporting documentation, and data, as applicable no later than **Friday, January 23, 2015** to the information requests set forth in the Attachments. Limelight's response will be treated as confidential pursuant to the Protective

[1] *Public Interest Statement of Comcast Corporation and Charter Communications, Inc., Charter-to-Comcast Exchange Transaction*, MB Docket No. 14-57 (June 4, 2014) ("Charter-to-Comcast Exchange Public Interest Statement"); *Public Interest Statement of Charter Communications, Inc. and Comcast Corporation, Comcast-to-Charter Exchange and Sale Transactions*, MB Docket No. 14-57 (June 4, 2014) ("Comcast-to-Charter Sale/Exchange Public Interest Statement"); SpinCo Public Interest Statement.

[2] 47 U.S.C. §§ 154(i), 154(j), and 403. *See generally FCC v. Schreiber*, 381 U.S. 279 (1965).

Order issued in MB Docket No. 14-57.[3] For documents, data and narrative responses produced in response to this request (electronic or otherwise), each page should be marked with a corporate identification and consecutive document control numbers as specified in the attached instructions.

Your responses should be filed with Marlene H. Dortch, Secretary, FCC, under reference number MB Docket No. 14-57. For any responses that contain confidential or proprietary information, please follow the filing instructions set forth in the Joint Protective Order. For all hand deliveries pertaining to the Joint Protective Order, please call Vanessa Lemmé (202-418-2611) to schedule receipt of hand delivery or, in her absence, Marcia Glauberman (202-418-7046). For any responses that are submitted on paper that do not contain confidential or proprietary information, please file in accordance with the instructions set forth in the July 10, 2014 Public Notice. For any responses filed electronically, please submit them according to the Instructions in the Request, and coordinate with Commission staff, or designated information technology personnel, to ensure that any responsive electronic records are submitted to the Commission in a technological format that is compatible with Commission database systems and are processed and organized in a manner that is acceptable to the Commission. For any electronic filings made using the Commission's Electronic Comment Filing System, ("ECFS"), parties should also serve the documents via e-mail to Vanessa Lemmé, Vanessa.Lemme@fcc.gov.

If you have any questions regarding this matter, please contact Hillary Burchuk , or William Freedman, Office of General Counsel, at (202) 418-1719 and (202) 418-1415, respectively.

Sincerely,

Julie A. Veach

Julie Veach
Chief, Wireline Competition Bureau

Attachments

[3] See, Joint Protective Order, MB Docket No. 14-57, DA 14-463 (rel. April 4, 2014), as amended.