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VIA ECFS

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

Re: **In the Matter of Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to the Transfer of Control of Cable Television Relay Service Applications, MB Docket No. 15-149**

Dear Ms. Dortch:

As requested by Commission staff, this letter provides an analysis of why any overlap of broadband customers of Charter Communications Inc. (“Charter”), Time Warner Cable Inc. (“TWC”), and Bright House Networks, LLC (“BHN”) cable systems is *de minimis*. To conduct this analysis, the applicants compared their Form 477 data as of December 31, 2014 for census blocks in which at least one of the three companies served at least one customer.

The analysis confirms that any overlap is *de minimis* and, therefore, that the proposed transaction would not reduce competition in providing broadband service to end users.¹ Charter, TWC, and BHN provide service to at least one residential broadband customer in 1,350,503 census blocks in the United States. Of these census blocks, two of the three applicants provide service to a customer in the same census block in only 617—or 0.046%—of the total number of census blocks in which the three companies combined have residential subscribers.² Translated

¹ Video subscriber information is not available for all the companies on a census block basis but, because video is provided over the same cable systems as broadband, it is reasonable to assume that the video analysis would not differ materially from the broadband analysis. The applicants also face video competition in all of their markets from DBS providers, among others.

² Charter and BHN provide service to a customer in 146 of the same census blocks, and Charter and TWC provide service to a customer in 471 of the same census blocks. TWC and BHN have no overlapping census blocks. Attached as Exhibit A to this letter is a chart that identifies the

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from census blocks into customers, the potential overlap implicates an estimated 19,680 customers out of a total of approximately 18,382,000—or 0.1%—of residential broadband customers.³ And even this nominal level of potential overlap likely overstates the extent of any actual overlap. Merely having a subscriber in the same census block does not mean that the applicants have overlapping cable systems; to the contrary, the applicants more likely serve different portions of any census block in which more than one are present, as franchise areas and cable builds typically do not follow census block boundaries.

Please contact me if you have any questions regarding these matters.

Sincerely,

/s/ John L. Flynn

John L. Flynn

overlapping census blocks in which Charter and either TWC or BHN have any residential broadband customers.

³ See, e.g., *Applications Filed for Transfer of Control of Insight Commc'ns Co. to Time Warner Cable Inc.*, Memorandum Opinion and Order, 27 FCC Rcd 497, 506-07 ¶ 20 (2012) (finding “de minimis” and “unlikely to have an adverse effect warranting divestiture or other conditions” overlapping service areas encompassing 2,600 of 643,000 customers of acquired entity, representing slightly more than 0.4% of the acquired entity’s subscriber base).

Exhibit A

[BEGIN HIGHLY CONFIDENTIAL]

[END HIGHLY CONFIDENTIAL]