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October 16, 2015

VIA ELECTRONIC FILING

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

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

REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch,

Time Warner Cable Inc. (“TWC”) hereby submits a supplemental response to the Commission’s Information and Data Request, dated September 21, 2015 (the “Request”). Pursuant to the Protective Order,¹ TWC submits the Public version of this filing via electronic filing. Highly Confidential and Confidential versions of these narrative responses are being filed simultaneously under separate cover and will be made available for inspection pursuant to the terms of the Protective Order. The [[]] symbols denote Confidential Information and the {{ }} symbols denote Highly Confidential Information.

¹ *Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership For Consent To Assign or Transfer Control of Licenses and Authorizations, Protective Order, MB Docket No. 15-149, FCC 15-100 (rel. Sept. 11, 2015).*

Along with its narrative responses, TWC submits two discs, containing supplemental exhibits and TWC's responses to the Request's Attachments, respectively.

TWC has made diligent efforts to ensure that none of the documents it is submitting herewith is privileged under the attorney-client privilege or attorney work product doctrine. To the extent that any privileged documents may have been inadvertently produced, such production does not constitute a waiver of any applicable privilege. TWC requests that any privileged documents inadvertently produced be returned to TWC as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.

In addition to the above submissions and pursuant to discussions with staff, we are delivering 14 copies of TWC's unredacted narrative responses and two copies of each disc to Vanessa Lemmé of the Media Bureau's Industry Analysis Division.

Please contact the undersigned should you have any questions.

Respectfully submitted,



Matthew A. Brill
of LATHAM & WATKINS LLP
Counsel for Time Warner Cable Inc.

Enclosures

cc: Owen Kendler



Time Warner Cable Inc.

**RESPONSE TO THE INFORMATION AND DATA REQUESTS ISSUED TO
TIME WARNER CABLE INC. ON SEPTEMBER 21, 2015 BY THE
FEDERAL COMMUNICATIONS COMMISSION**

October 16, 2015

SUPPLEMENTAL NARRATIVE RESPONSE

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INTERROGATORIES AND RESPONSES

SPECIFICATION 7:

Identify each video programming network that the Company owns or controls and each video programming network in which the Company or any officer, director, or executive of the Company, or any entity sharing officers, directors, executives with New Charter, holds or will hold an attributable interest and, for each video programming network separately for each month from January 1, 2010, until the present, state

(i) the nature, percentage, and extent of each attributable interest in or distribution rights for video programming held by the Company or by an officer, director, or executive of the Company, or by any entity sharing officers, directors, executives or attributable interest holders with New Charter, including but not limited to all board representation, management rights, voting rights, or veto power;

(ii) the identity and percentage of each other person holding an interest in the video programming;

(iii) how and when the video programming network formed and from whom the interest was acquired;

(iv) if the interest was sold or transferred, identify the Company or other person acquiring the interest and the rationale for the transaction;

(v) total number of subscribers receiving the programming network on the Company's systems and the total number of subscribers receiving the programming network by MVPD, OVD, or any other distribution arrangement;

(vi) identify each MVPD or OVD that carries the programming network, the tier on which it is carried, and the total number of subscribers for each tier;

(vii) the total revenues for the programming network from each MVPD and OVD, categorized by subscriber fee, advertising revenue, and other (describe);

(viii) total advertising revenue from the video programming network;

(ix) the number of minutes per hour granted each MVPD for local ad sales for the video programming network;

(x) the margin the Company earns on each video programming network, separate for each MVPD or OVD;

(xi) the nature and extent of the Company or by an officer or director of the Company in the management, operation, production, or distribution of the identified video programming; and

(xii) all effects that the transaction, if consummated, would have on the interests or relationships described above, including but not limited to each attributable interest in video programming that would be held by New Charter post transaction. Provide responses to subparts (v)-(x) in .csv format.

Response to Specification 7(i):

Below is a list of each video programming channel that TWC wholly owns.

<u>TWC Wholly Owned Channels¹</u>	
California/Nevada	
Time Warner Cable Special Events (Spanish language)*	Time Warner Cable Deportes (Spanish language)*
Time Warner Cable SportsNet*	Desert Cities TV (Desert Cities)
Time Warner Cable News (Antelope Valley)	Time Warner Cable Community-So Cal
Hawaii	
OC Sports (OC 12)*	Oceanic Surf Channel
OC 16	
Kansas/Missouri	
Time Warner Cable SportsChannel (KC)*	Time Warner Cable Local Weather (KC)
Kentucky	
cn 2	
Nebraska	
Time Warner Cable SportsChannel (Nebraska)*	

¹ Each channel marked with an asterisk (*) may satisfy the FCC’s definition of a regional sports network that carries regular or post-season games for NCAA Division I college football or men’s or women’s basketball or the top five professional sports (NHL, NBA, MLB, NFL and MLS).

<u>TWC Wholly Owned Channels</u>	
New England	
Time Warner Cable Community-Maine	
New York	
Time Warner Cable SportsChannel (Albany)*	Time Warner Cable SportsChannel (Buffalo)*
Time Warner Cable SportsChannel (Rochester)*	Time Warner Cable SportsChannel (Syracuse)*
Time Warner Cable News NY1	Time Warner Cable Noticias NY1
Time Warner Cable News (Buffalo)	Time Warner Cable News (Hudson Valley)
Time Warner Cable News (Jamestown)	Time Warner Cable News (Rochester)
Time Warner Cable News Capital Region (Albany)	Time Warner Cable News Central NY (Syracuse)
Time Warner Cable News North Country (Watertown)	Time Warner Cable News Southern Tier (Binghamton)
Time Warner Cable News Your Traffic (Albany)	Time Warner Cable News Radar (Syracuse)
Time Warner Cable News Rail & Road (Hudson Valley)	Time Warner Cable News Rail & Road (NYC)
North Carolina/South Carolina	
Time Warner Cable News (Charlotte)	Time Warner Cable News (Greensboro)
Time Warner Cable News (Raleigh)	Time Warner Cable News (Wilmington)
Time Warner Cable SportsChannel (NC – Raleigh, Charlotte, Greensboro, Wilmington; SC – Columbia, Florence, Myrtle Beach)*	
Ohio	
Time Warner Cable SportsChannel (Cincinnati/Dayton)*	Time Warner Cable SportsChannel (Cleveland/Akron)*

<u>TWC Wholly Owned Channels</u>	
Time Warner Cable SportsChannel (Columbus/Toledo)*	Time Warner Cable Radar (Columbus)
Time Warner Cable Local Weather (Cleveland/Akron)	
Texas	
Canal de Tejas (North – Dallas, Waco, El Paso; South – Austin, San Antonio, Corpus, RGV, Laredo) (Spanish language)*	Time Warner Cable SportsChannel (North – Dallas, El Paso; South – Austin, San Antonio, Corpus, RGV)*
Time Warner Cable News (Austin)	Time Warner Cable News (San Antonio)
Time Warner Cable News Local Weather (Austin)	Time Warner Cable News Your Traffic (Austin)
Time Warner Cable Noticias Tiempo (Austin)	Time Warner Cable News Radar (Austin – North, Central, South, West)
Time Warner Cable News Radar (Waco/Killeen/Temple)	Time Warner Cable News Radar (Beaumont)
Time Warner Cable News Live Radar (Corpus Christi)	
Wisconsin	
Time Warner Cable SportsChannel (Milwaukee, Green Bay)*	

The networks listed above are 100% owned by TWC.

The Company has attributable partial interests of 25% or greater in the following channels:

NGN Hotel Channels (Hawaii) (available in hotels only)

SportsNet New York (“SNY”)

TWC also has partial ownership interests in the video programming networks listed below:

Programming Interest	Nature, Percentage, and Extent of Each Attributable Interest
Sterling Entertainment Enterprises, LLC (SportsNet NY)	{{ }} 26.83%
The MLB Network, LLC	{{ }} 6.35%
Nippon Golden Network, Inc.	{{ }} 8.23%

Finally, TWC has entered into a long-term affiliation agreement with American Media Productions, which owns SportsNet LA. TWC acts as the network’s exclusive advertising and affiliate sales agent and provides certain non-game production and technical services to American Media Productions. SportsNet LA was launched in February 2014. TWC has no ownership interest in SportsNet LA.

Response to Specification 7(ii):

With respect to TWC’s wholly owned networks, no other person holds any interest in the networks.

With respect to all other networks in which TWC holds an attributable interest:

Sterling Entertainment Enterprises, LLC (SportsNet NY)	{{ }} }}
The MLB Network, LLC	{{ }} }}
Nippon Golden Network, Inc.	{{ }} }}

Response to Specification 7(iii):

With respect to TWC’s wholly owned networks, the networks were formed by TWC and without obtaining any outside interests.

TWC’s RSNs were launched on the dates listed in the chart below.

Launch Dates of TWC Wholly Owned Channels	
Channel	Launch Date
Time Warner Cable SportsNet / Time Warner Cable Deportes	October 2012
OC Sports (Hawaii)	August 2011
Time Warner Cable SportsChannel (KC)	1996
TWC SportsChannel (Albany)	September 2010
TWC SportsChannel (Buffalo)	November 2007
TWC SportsChannel (Rochester)	December 2006
TWC SportsChannel (Syracuse)	October 2003
TWC SportsChannel (Nebraska)	November 2010
TWC SportsChannel (NC-Raleigh, Charlotte, Greensboro, Wilmington; SC-Columbia, Florence, Myrtle Beach)	August 2014
TWC SportsChannel (Cincinnati/Dayton)	September 2012
TWC SportsChannel (Cleveland/Akron)	September 2012
TWC SportsChannel (Columbus/Dayton)	September 2012
TWC SportsChannel (North-Dallas, El Paso; South-Austin, San Antonio, Corpus, RGV)	August 2012
TWC SportsChannel (Milwaukee, Green Bay)	January 2007
Time Warner Cable Special Events (Spanish language)	TWC started carrying the Spanish-language games from Fox in April 2010
Canal de Tejas (North – Dallas, Waco, El Paso; South – Austin, San Antonio, Corpus, RGV, Laredo) (Spanish language)	TWC started carrying the Spanish-language games from Fox in April 2010

TWC’s non-RSN networks were launched on the dates reflected in Exhibit 7-01.

With respect to all other networks in which TWC holds an attributable interest:

Channel	Launch Date
Sterling Entertainment Enterprises, LLC (SportsNet NY)	2005
The MLB Network, LLC	2007
Nippon Golden Network, Inc.	1981

TWC acquired its interest in SportsNet NY from Sterling Entertainment Enterprises, and its interest in The MLB Network, LLC from Major League Baseball. TWC acquired its interest in Nippon Golden Network, Inc. in 1999.

Response to Specification 7(iv):

TWC has not sold or transferred interest in any video programming network since 2010.

Response to Specification 7(v):

See Exhibits 7-02 to 7-19.

Response to Specification 7(vi):

See Exhibits 7-02 to 7-19.

Response to Specification 7(vii):

TWC will submit a response to this specification shortly in a supplemental production.

Response to Specification 7(viii):

TWC will submit a response to this specification shortly in a supplemental production.

Response to Specification 7(ix):

With respect to TWC’s wholly owned networks that are carried by other MVPDs, each MVPD receives the advertising time sales allotments identified below. This has not changed during the course of carriage of the channels.

Channel	Ad Sales Time
TWC SportsNet/Deportes	{{ }}
TWC SportsChannel KC	WOW! – {{ }} Comcast – {{ }} }}
OC Sports	{{ }}
NY1	{{ }}

With respect to all other networks in which TWC holds an attributable interest, TWC has no information regarding the ad sales granted to each MVPD.

For SportsNet LA, each MVPD carrying the channel receives {{ }} in advertising sales time.

Response to Specification 7(x):

TWC will submit a response to this specification shortly in a supplemental production.

Response to Specification 7(xi):

With respect to TWC’s wholly owned networks, TWC exercises complete control over the management, operation, production, and distribution of the networks.

With respect to all other networks in which TWC holds an attributable interest:

Sterling Entertainment Enterprises, LLC (SportsNet NY)	{{ }} }}
The MLB Network, LLC	{{ }} }}
Nippon Golden Network, Inc.	{{ }} }}

With respect to SportsNet LA, TWC has no board membership or voting rights.

Response to Specification 7(xii):

The consummation of the proposed transaction would have no effect on any of the interests or relationships described above.

Supplemental Response to Specification 7(vii):

See Exhibits 7-20 to 7-47 for information responsive to this specification.

Supplemental Response to Specification 7(viii):

See Exhibits 7-20 to 7-47 for information responsive to this specification.

Supplemental Response to Specification 7(x):

See Exhibits 7-20 to 7-47. {{

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- 8. {{
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- 9. {{
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For Carriage of Time Warner Cable SportsNet LA:

- 10. {{
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- 11. {{
}}
- 12. {{
}}

For Carriage of OC Sports:

- 13. {{
}}

For Carriage of Certain University of Hawaii Athletic Events on Pay-Per-View:

- 14. {{
}}

For Carriage of Time Warner Cable SportsChannel KC:

- 15. {{
}}
- 16. {{
}}

Copies of marketing materials and model licensing agreement.

TWC is also providing as Exhibits 13-27 and 13-28 the model licensing agreements for TWC SportsNet/Deportes that TWC has used in its negotiations with MVPDs. {{

}}

Terms and conditions of Charter offers and agreements

Charter carries three of TWC’s RSNs: TWC SportsNet and Deportes (which are licensed together under the same agreement, entered into in 2012), and SportsNet LA (which agreement was entered into in June 2015). {{

}}

Cases where no agreement had been reached

In the following instances, TWC commenced negotiations with an MVPD or OVD for carriage of a relevant RSN but no agreement was reached. TWC has offered to enter into binding arbitration for a carriage agreement with any distributor regarding SportsNet LA. The reason for failing to reach an agreement and the current status of any negotiations are indicated for each:

SportsNet LA:

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TWC SportsNet/Deportes

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- {{
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SportsChannel KC

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Efforts to provide free airing of SportsNet LA content

TWC entered into a carriage arrangement with KDOC, an independent local broadcast station in the Los Angeles DMA to air the last six games of the Dodgers’ 2014 regular season.

See Exhibits 13-01 to 13-26 for copies of the agreements referenced above and other documents responsive to this specification.

Supplemental Response to Specification 13:

See Exhibits 13a-01 to 13a-03 for TWC marketing materials and selling aids for TWC RSNs.

SPECIFICATION 19:

Identify each instance, including the relevant dates, where a video programmer has discussed with the Company or an officer, director, or executive of the Company raising, threatening to raise, or having raised, a program carriage complaint as a means to obtain carriage of video programming, and separately for each type of video programming (i.e., standard or high definition), describe and produce documents sufficient to show:

- (a) the nature of the dispute or issue;**
- (b) the persons involved in the dispute; and**
- (c) how and whether the dispute or issue was resolved. To the extent the dispute was resolved or settled, explain whether the resolution or settlement required you to provide program carriage to the complaining party, and produce one copy of each agreement or settlement that ended the dispute.**

Response to Specification 19:

In response to this request, TWC provides the chart below with information within the relevant time frame. TWC has identified no documents responsive to this specification, per Instruction 2 of the Request and at the direction of Commission staff. If any non-privileged documents are identified that may be produced consistent with Instruction 2, they will be submitted shortly in a supplemental document production.

See Exhibit 19-01 for information responsive to this request.

Name of Video Programmer	Relevant Dates	Nature of the Dispute or Issue	Persons Involved	How and Whether the Dispute or Issue Was Resolved
<p>}}</p>	<p>}}</p>	<p>{{</p>	<p>{{</p>	<p>{{</p>

Supplemental Response to Specification 19:

TWC refers the Commission to documents TWCable-DOJ-000659415, TWCable-DOJ-001872389, TWCable-DOJ-001872393, TWCable-DOJ-001872399, TWCable-DOJ-001872426, and TWCable-DOJ-001872605.

SPECIFICATION 29:

Describe, and produce all documents relating to the policies, procedures and practices the Company follows in processing trouble or incident reports from edge providers or subscribers concerning the Company’s Internet access services.

Response to Specification 29:

Internet Access Service Subscribers. Subscribers of TWC’s Internet access services can attempt to resolve and/or report problems with their Internet services through a number of channels. For outage detection or basic troubleshooting, customers can access: (i) TWC’s Interactive Voice Response (IVR) system; (ii) TWC.com technical support; or (iii) TWC Mobile Application Technical Support. Customers also can communicate with a live agent 24 hours a day, seven days a week at TWC’s call center or on-line chat, or through TWC’s TWC Mobile Application Technical Support.

Process Flow Summary. [[

]]

Executive Escalations. [[

]]

Edge Providers. When TWC enters into a peering arrangement with an edge provider, TWC typically works with the provider to establish an operational communications plan (OCP) that outlines the procedures for communications between the network operations centers (NOCs) for the edge provider and TWC for service-affecting network events. Standard OCP procedures are used in most cases, but may be customized during peering agreement negotiations depending on the nature of the peering partner or services covered. An OCP is not a contractual document and is not a requirement for entry into an interconnection arrangement. Moreover, since edge providers can—and do—reach TWC’s network and subscribers without entering into a peering arrangement, edge providers without a formal relationship with TWC are subject to the policies and practices set forth in TWC’s Mass-Market Open Internet Transparency Disclosures.

Process Flow Summary. [[

]]

Executive Escalations. [[

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All non-privileged documents requested in the specification will be submitted shortly in a supplemental document production.

Supplemental Response to Specification 29:

For vendors, carriers, and customers with whom TWC does not have OCPs, TWC provides contact and escalation information for the Applications & Systems Operations Center (ASOC), Austin NOC, Herndon NOC, Syracuse NOC, Commercial/Carrier Network Operations Service Activation Team (CNOSAT) (helps with new activations), and the Commercial/Carrier Network Operations Service Activation Team (CTAC) group (supports HSD services).

See Exhibits 29-01 and 29-02 regarding incident reports from edge providers.

SPECIFICATION 39:

Describe and produce and identify documents sufficient to show changes, if any, in policies and procedures for technical methods related to edge providers, CDNs, or transit service providers traffic on the Company's Internet access service or Internet backbone services, including but not limited to, methods related to packet classification, admission control and resource reservation, rate control and traffic shaping, congestion management, packet dropping and packet scheduling.

Response to Specification 39:

TWC has not modified its policies and procedures related to Internet interconnection. *See* TWC's response to Specification 40 for a description of the industry-standard practices and techniques that TWC employs on its network. Non-privileged documents requested in the specification will be submitted shortly in a supplemental document production.

Supplemental Response to Specification 39:

See Exhibits 39-01 to 39-04 for information responsive to this specification.

SPECIFICATION 40:

Describe and produce and identify documents sufficient to show the traffic management or engineering tools that identify, inspect, monitor, label, tag, cache, throttle, rate-limit, shape, discard, block or otherwise control Internet traffic on the Company’s network, including but not limited to policies and procedures for managing traffic delivered to and carried by the Company’s networks, including documents that analyze the tradeoffs between allocating differing bandwidth levels, latency, routing assignments or other performance engineering to non-broadband Internet access service data services and whether a particular service qualifies as a non-broadband Internet access service data service, as that term is defined in this Information and Data Request.

Response to Specification 40:

TWC does not employ any traffic management techniques that are intended to throttle, limit, block, or otherwise control Internet traffic on its network to improve or limit performance. TWC employs industry-standard techniques to detect and block malware and to protect network operations. {{

}}

Additional information responsive to this specification will be submitted shortly in a supplemental production.

Supplemental Response to Specification 40:

See Exhibits 39-01 to 39-04 for information responsive to this specification.

SPECIFICATION 41:

Provide a list and produce a copy of all Internet interconnection agreements (and amendments), formal or informal, the Company has entered into with any person (including CDNs, edge providers, Internet access service providers and Internet backbone services providers) that are currently in effect or entered into since January 1, 2013. For each person on the list, identify and describe the number of ports, capacity, utilization/congestion, whether the interconnection is peering or transit service traffic, whether the traffic must be localized, and the financial terms associated with each interconnection agreement.

(a) Produce all documents discussing factors the Company considers or considered in negotiating the terms of any interconnection agreement; and

(b) Provide a list of all Internet interconnection agreements entered into or amended after September 11, 2014. If amended, describe the content of the amendment.

Response to Specification 41:

See Exhibit 41-01 for information responsive to this specification. For copies of TWC's interconnection agreements, see Exhibit 41-02 and documents Bates-numbered TWC DOJ CID 00000001 through TWC DOJ CID 00000455, TWC-DOJ-00033094 through TWC-DOC-00331126, TWC-DOJ-00330929 through TWC-DOJ-00330947, TWC-DOJ-00900129 through TWC-DOJ-00920137, TWC-DOJ-00914904, TWC-DOJ-05338732 through TWC-DOJ-05338786, TWCable-DOJ-000000537 through TWCable-DOJ-000000545, and TWCable-DOJ-000688800 through TWCable-DOJ-000688806.

Response to Specification 41(a):

TWC has provided non-privileged documents responsive to this specification in its documentary response.

Response to Specification 41(b):

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 41(b):

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See Exhibits 41-03 and 41-04 for information responsive to this specification.

SPECIFICATION 47:

Identify each instance, including the person, date range of the negotiations, and the Company’s personnel involved, and the other person’s negotiating representative, when the Company entered negotiations for interconnection but where negotiations did not result in an agreement. Produce all documents relating to the identified negotiations, including, but not limited to, documents related to the Company’s or any other party’s interconnection policies, strategy, or practices or change in such policies, strategy or practices, such as imposing charges or other conditions and the effects of such changes. Explain and produce all documents relating to how such traffic was delivered to the Company in the absence of an interconnection agreement.

Response to Specification 47:

Since 2009, TWC has entered negotiations for an interconnection agreement where the negotiations did not result in a formal or informal contract with the following parties:

{{

}} See Exhibit 41-02.

TWC has provided non-privileged documents responsive to this specification in its documentary response. All other non-privileged documents requested in the specification will be submitted shortly in a supplemental document production. Additional information responsive to this specification will be submitted shortly in a supplemental production.

Supplemental Response to Specification 47:

The following TWC personnel were regularly engaged in discussions with Google, Yahoo, and Cogent:

- {{

}}

The negotiating representatives for the other parties were:

- {{

}}

In the absence of an interconnection agreement, traffic was delivered as follows:

- {{

}}

SPECIFICATION 50:

List all instances where the Company refused to upgrade an interconnection link or links for the 25 largest networks — measured by maximum capacity usage measured using the industry standard 95th percentile method — that interconnect with the Company, including: (i) the dates of the upgrades or downgrades; and (ii) the amount of capacity requested.

Response to Specification 50:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 50:

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SPECIFICATION 68:

Applicants assert at pages 39-40 of the Application that “the value of the mass market advertising to New Charter increases as New Charter’s geographic coverage within a DMA increases... and [that] this increased advertising intensifies competition with rivals and benefits consumers.” Describe and explain in detail and identify documents and data that support and demonstrate:

(a) your current mass market advertising spend including the spend in each DMA;

(b) on a DMA-by-DMA basis, how the transaction will change the waste associated with mass market advertising spending, including the dollar value of the waste; and

(c) your business plans and strategy for mass market advertising campaigns across your footprint and in each DMA.

Response to Specification 68(a):

TWC will submit a response to this specification shortly in a supplemental production.

Response to Specification 68(b):

TWC does not have non-privileged information responsive to this request within its possession, custody, or control. TWC directs the Commission to Charter’s response to Charter Specification 81 for information responsive to this specification.

Response to Specification 68(c):

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 68(a):

See Exhibit 68-01 for information responsive to this request.

TWC clarifies its response with the following information:

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SPECIFICATION 80:

Identify, as of June 30, 2012, December 31, 2012, June 30, 2013, December 31, 2013, June 30, 2014, December 31, 2014 and June 30, 2015, each cable system owned by, operated by, managed by, or attributed to the Company, and for each cable system identify the nature of the Company’s interests, and state and identify the following in CSV format files:

- (a) the Company’s data as specified in Attachment A, which seeks data relating to geographic identifiers associated with each cable system;**
- (b) the facilities-based competing providers of Internet access service and MVPD service (excluding private cable and wireless cable operators), separately identified by service and provider, and the distribution technology used by the competing provider (e.g., wireless, fiber optic cable, hybrid fiber optic cable, or satellite) for each zip code served;**
- (c) internal estimates of the percentage of homes passed that are overbuilt by any facilities-based competing provider of MVPD service and Internet access service separately for each such competing provider;**
- (d) the total capacity and the total unused capacity of each of the Company’s cable systems by (i) MHz and the spectrum allocated to each cable service and any other service, and (ii) the number of non-broadcast programming networks;**
- (e) the headends serving each cable system, their physical locations, and the number of subscribers to each Cable Service served by each headend; and**
- (f) the channel lineups associated with each channel lineup identifier provided in Request 80(a).**

Response to Specification 80:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 80(a):

*See Exhibit 80-A for the information requested in Attachment A. {{
}}*

Supplemental Response to Specification 80(b):

See Exhibits 80b-01 and 80b-02.

TWC clarifies its response with the following information:

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Supplemental Response to Specification 80(d):

See Exhibit 80d-01.

Supplemental Response to Specification 80(e):

See Exhibit 80e-01.

Supplemental Response to Specification 80(f):

See Exhibits 80f-01 to 80f-07 for TWC’s response to this specification. *See also* Exhibit 80f-08.

{{

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SPECIFICATION 81:

For each zip code identified in Request 80(a) and for the Company as a whole, separately for residential subscribers, bulk residential, and non-residential subscribers, and for each month for the period beginning June 2012 through August 2015 provide the following:

(a) the Company’s data as specified in Attachment B, which seeks subscriber data relating to each of the Company’s service plans;

(b) a complete description of all services that were included in the Company’s response to the “Monthly Recurring Revenue” (MRR), “Monthly Recurring Core Service Plan Revenue”, and “Monthly Recurring and Non-Recurring Revenue Per Subscriber” (ARPU) fields in the “Service Plan” table provided for subpart (a);

(c) the Company’s data as specified in: i) Attachment C.1, which seeks data relating to subscriber counts; ii) Attachment C.2, which seeks data relating to disconnects; iii) Attachment C.3, which seeks data relating to new connects; iv) Attachment C.4, which seeks data relating to continuing subscribers; v) Attachment C.5, which seeks data relating to Internet Access Service tier transitions; vi) Attachment C.6, which seeks data relating to sidegrades; vii) Attachment C.7, which seeks data on long-run customer behavior; viii) Attachment C.8, which seeks data relating to churn by tenure; and ix) Attachment C.9, which seeks data relating to recent downgrades; and

(d) a description of the main types of disconnects that are included in each of the four categories of disconnects – mover, voluntary, non-payment, and all other – reported in Attachment C.2 and an explanation of the methodology the Company uses to estimate the number of disconnects in each category, including a discussion of the extent to which the Company is unable to obtain information on the reason for the disconnect and how the disconnect is classified in such cases.

Response to Specification 81:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 81(a):

See Exhibits 81-B.01 to 81-B.04, for the information requested in Attachment B.

TWC clarifies its response with the following information:

1. {{

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Supplemental Response to Specification 81(b):

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Supplemental Response to Specification 81(c):

See Exhibits 81-C.1 through 81-C.9, for the information requested in Attachments C.1, C.2, C.3, C.4, C.5, C.6, C.7, C.8, and C.9.

Supplemental Response to Specification 81(d):

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SPECIFICATION 82:

For each zip code identified in Request 80(a) and for the Company as a whole, separately for each VOD service (Subscription, Free, Transactional, Pay-Per-View) and for each month for the period beginning June 2012 through August 2015, state and provide the following:

(a) the Company’s data related to VOD as specified in Attachment D; and

(b) in a separate CSV format file, for each VOD service, and for each month for the period beginning June 2012 through August 2015: (1) the total revenues; (2) the total cost of video programming distribution rights; (3) the total number of hours viewed; (4) the price of the service and a description of all discounts or promotions that were in effect; and (5) the percentage of the Company’s MVPD subscribers that view video programming via the service.

Response to Specification 82:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 82(a):

See Exhibit 82-D for the information requested in Attachment D.

TWC clarifies its response with the following information:

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SPECIFICATION 83:

For video programming that the Company obtained from another person, separately for each month from June 2012 through August 2015, provide the following:

- (a) the Company’s video programming data as specified in Attachment E; and**
- (b) in a separate CSV format file, the name and genre of video programming produced by any person that the Company chose not to obtain and the reasons(s) why the Company chose not to carry the network.**

Response to Specification 83:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 83(a):

TWC directs the Commission to Charter’s response to Charter Specification 110 for information responsive to this specification.

Supplemental Response to Specification 83(b):

See Exhibit 83b-01.

SPECIFICATION 84:

Provide the Company's internet traffic exchange data as specified in Attachment F.

Response to Specification 84:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 84:

See Exhibits 84-F.01 through 84-F.07 for the information requested in Attachment F. Per discussions with FCC staff, for all exhibits except 84-F.06, TWC provides its data through December 2014 in Exhibits 84-F.08 through 84-F.13. The data provided in Exhibit 84-F.06 is for the entire time period requested.

SPECIFICATION 85:

Separately for each RSN in which the Company, or an officer, director, or executive of the Company, holds an Attributable Interest or distribution rights, provide the following:

(a) a complete description of the nature of the Attributable Interest or distribution rights in the RSN held by the Company, or any officer, director, or executive of the Company;

(b) an economic analysis of the effect of the proposed transaction on the merged entity's incentive to permanently withhold RSN programming from MVPDs and OVDs;

(c) an economic analysis of the effect of the transaction on the merged entity's ability and incentive to raise prices of RSN programming to MVPDs and OVDs;

(d) a detailed description of the methodology employed in subparts (b) and (c), as well as the underlying data and documents used to determine the various parameters, including but not limited to: critical departure rates; empirical estimates of actual departure rates; evidence regarding the likely value of estimated departure rates in this transaction; the profit margins on different bundles of services; the profit margin on the average subscriber that would be induced to switch from a rival to the Company if the programming were withheld from the rival; programming fees; programming costs; subscriber counts by distribution zones within the region that the RSN is distributed; per-subscriber license fees by distribution zones; per subscriber gross and net advertising revenue by distribution zones, departure rates, diversion rates, and churn rates;

(e) in a separate CSV format file, the list of zip codes contained within each distribution zone for each RSN;

(f) separately (i) for each MVPD within the distribution zone of each RSN specified in subpart (e); and (ii) for each month from January 2014 through August 2015, provide the Company's RSN distribution data as specified in Attachment G; and

(g) in a separate CSV format file, for each RSN and separately for each month from January 2014 through August 2015, total programming rights payments, total monthly advertising revenues, the total monthly advertising costs, and total monthly affiliate fee revenues by MVPD.

Response to Specification 85(a):

The networks listed below are 100% owned, operated, and controlled by TWC.

TWC Wholly Owned RSNs
Time Warner Cable SportsNet / Time Warner Cable Deportes
OC Sports (Hawaii)
Time Warner Cable SportsChannel (KC)
TWC SportsChannel (Albany)
TWC SportsChannel (Buffalo)
TWC SportsChannel (Rochester)
TWC SportsChannel (Syracuse)
TWC SportsChannel (Nebraska)
TWC SportsChannel (NC-Raleigh, Charlotte, Greensboro, Wilmington; SC-Columbia, Florence, Myrtle Beach)
TWC SportsChannel (Cincinnati/Dayton)
TWC SportsChannel (Cleveland/Akron)
TWC SportsChannel (Columbus/Dayton)
TWC SportsChannel (North-Dallas, El Paso; South-Austin, San Antonio, Corpus, RGV)
TWC SportsChannel (Milwaukee, Green Bay)
Time Warner Cable Special Events (Spanish language)
Canal de Tejas (North – Dallas, Waco, El Paso; South – Austin, San Antonio, Corpus, RGV, Laredo) (Spanish language)

Response to Specification 85(g):

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 85(f):

In its October 13, 2015, submission, TWC provided the information requested in Attachment G as “Exhibit 85f-01.” TWC resubmits this exhibit and renumbers it as Exhibit 85-G.

SPECIFICATION 88:

For each zip code “plus four” identified in Request 81(a) and for the Company as a whole, provide the following:

- (a) the Company’s TWC Maxx upgrades data as specified in Attachment I;**
- (b) in a separate CSV format file, the legacy Internet plan names, video and speed tiers and the corresponding “Maxx” Internet plan names, channels and speeds; and**
- (c) a complete description of “homes passed” as used in subpart (a).**

Response to Specification 88:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 88(a):

See Exhibit 88-I for the information requested in Attachment I.

Supplemental Response to Specification 88(b):

TWC’s pre-Maxx and post-Maxx plan names and speed tiers are the same nationwide. No video plan changes have been made as a part of the Maxx initiative.

<u>Pre-Maxx</u> (Mbps download x Mbps upload)		<u>Post-Maxx</u> (Mbps download x Mbps upload)	
ELP	2x1	ELP	3x1
Basic	3x1	Basic	10x1
Standard	15x1	Extreme	50x5
Turbo	20x2	Ultimate 100	100x10
Extreme	30x5	Ultimate 200	200x20
Ultimate	50x5 75x4 100x5	Ultimate 300	300x20

Supplemental Response to Specification 88(c):

TWC defines “homes passed” to represent the estimated number of service-ready single residence homes and apartment and condominium units passed by the Company’s cable systems without further extending the transmission lines.

SPECIFICATION 89:

For each market region identified in Request 80(a) and for the Company as a whole, separately for residential subscribers, bulk residential, and non-residential subscribers, and for each month for the period beginning June 2012 through August 2015, provide the following:

- (a) the Company’s data as specified in Attachment J, which seeks data relating to non-advertising revenues by Bundled Services;**
- (b) the Company’s data as specified in Attachment K, which seeks data relating to Cable Services costs and advertising revenues;**
- (c) a complete and detailed description of the revenue elements the Company includes in each of the following categories of revenues reported in Attachments J and K: MVPD advertising revenues; Internet Access Service advertising revenues; total non-advertising revenue; recurring non-advertising revenue; and non-recurring non-advertising revenue; and**
- (d) a complete and detailed description of the cost elements that the Company includes in each of the following categories of costs reported in Attachment K: total programming cost; total MVPD advertising cost; total Internet Access Service advertising cost; variable cost of providing MVPD service other than programming cost and advertising cost; variable cost of providing Internet service other than advertising cost; and variable cost of providing phone service.**

Response to Specification 89:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 89(a):

See Exhibits 89-J.01 through 89-J.06 for the information requested in Attachment J. {{

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Supplemental Response to Specification 89(b):

See Exhibits 89-K.01 through 89-K.03 for the information requested in Attachment K.

Supplemental Response to Specification 89(c):

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See Exhibit 69-01, submitted on October 13, 2015, for more information on TWC’s revenue calculations.

Supplemental Response to Specification 89(d):

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See Exhibit 69-01, submitted on October 13, 2015, for more information on TWC's cost calculations.

SPECIFICATION 91:

State and describe in detail the Company’s most current and best estimate of CLV or present discounted value to the Company of acquiring a new customer for each Cable Service or Bundled Services, including a description of how the calculations were performed. Provide all data that the calculations are based upon and programs used for the calculations.

Response to Specification 91:

TWC will submit a response to this specification shortly in a supplemental production.

Supplemental Response to Specification 91:

See Exhibits 91-01 and 91-02 for TWC’s most current and best estimate of CLV and supporting data, respectively. {{

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