Reta Peery, UP Entertainment, LLC
2077 Convention Center Concourse
Atlanta, GA 30337, 770-692-9985

November 12, 2015

FILED ELECTRONICALLY

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

Re: Notice of *Ex Parte* presentation; MB Docket 15-149; *Applications of Charter Communications, Inc., Time Warner Cable Inc.,* and *Advance/Newhouse Partnership for Consent to the Transfer of Control of Cable Television Service Applications.*

Dear Ms. Dortch:

On October 10, 2015, Charles Humbard, President and CEO of UP Entertainment, LLC, Melissa Ingram, Senior Director of ASPiRE, Amy Mehlman of Mehlman Capitol Strategies, and the undersigned of UP Entertainment LLC, met with Commissioner Michael O'Rielly and Robin Colwell, Chief of Staff and Media Legal Advisor to Commissioner O'Rielly. Tim Winter, president of the Parents Television Council also attended the meeting in support of independent, family-friendly programmers.

During the meeting, UP and ASPiRE representatives expressed their continued general support of the above-referenced applications and their expectation that the proposed New Charter entity will carry on Time Warner Cable's longstanding tradition of promoting diverse and family-friendly independent programmers such as UP and ASPiRE. The UP and ASPiRE representatives also reviewed UP and ASPiRE programming with a presentation of the enclosed materials. In particular, the UP and ASPiRE representatives noted the potential impact of carriage loss in Time Warner Cable markets such as New York City and Los Angeles and how such programming loss would deliver a crippling blow to any independent network.

Tim Winter of the Parents Television Council noted that his organization's mission is to protect children from the graphic sex, violence and profanity that is so prevalent on television today and to advocate in favor of television programming that is safe for children and families to watch. He cited examples of cable networks that had, at one point in time, provided family-quality programming but have recently shifted to airing programming that is sexually explicit, graphically violent, and profane. He noted that the Parents Television Council is concerned that the above-referenced applications merger will result in fewer family-friendly programmers; and that such a consequence of the merger would not be in the public interest.

Given the necessity for the Commission to consider core public interest value such as the promotion of programming diversity in this proceeding, the UP and ASPiRE representatives urged the Commission to preserve the programming diversity achieved by Time Warner Cable and Bright House through specific conditions and to encourage Charter to embrace and expand its commitment to such programming as it promised in its Public Interest Statement.

Respectfully submitted,

Reta Peery
EVP, General Counsel

cc: Commissioner Michael O'Rielly
Robin Colwell

UPLIFTING
ENTERTAINMENT FOR
YOU & YOUR FAMILY

Introducing UP

UP is the leading television entertainment brand promising to uplift you and your family.

- Founded in 2004 by Charley Humbard. Funding by InterMedia Partners.
- 22.5 million people watch UP each month[1]
- Ranked 58 among 106 Nielsen rated Ad Supported Networks[2]
  - Bringing UP Bates S1 ranks #8 in W1834 in its Thursday 9-930p time-period vs all of ad supported cable[3]
  - Ties That Bind's 9pm premiere ranked #15 in P1834 in its Wed 9-10p time period vs all of ad supported cable[4]

Sources:
1. Nielsen L7 Total Day Reach Season-to-Date through March 2015
2. Nielsen LSD Total Day C3 AA(000) Season-to-Date through March 2015
3. L+7, 1/1-3/26/15, Thurs 9p-930p rank among ad-supported cable nets, W1834 Cov AA%
4. L+SD, 8/12/15 Wed 9p-10p rank among ad-supported cable nets, P1834 Cov AA%

[redacted]

TV Viewers Need UP

½ of Prime shows rated
not appropriate for the entire family

Contain suggestive dialogue, coarse or crude language, sexual situations or violence.

Source: TV Guide January 2015

TV Viewers Need UP

A 2014 Nielsen study of U.S. TV viewers found

42MM

Adults 18-54

Seeking family friendly programming

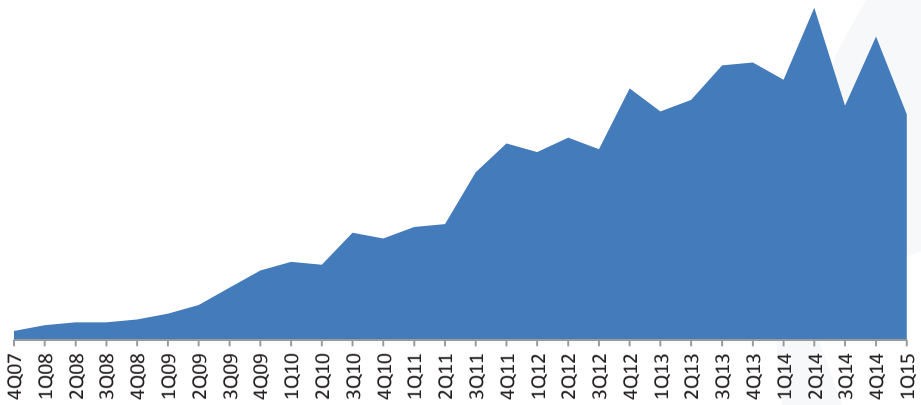
nielsen

UP

Source: Nielsen Entertainment; Online Survey 5000 P18-54 Cable Plus HH; Feb 14

Audience Growth

UP HH Audience Growth '08-'15



- **22.5 million people** watch UP each month[1]
- **39 million people** watched **UP Christmas** 2014, up 10% vs. 2013[2]
- Over **5 million** tuned to **UP's Original Movie Premiere**, ***Noah***, during Easter 2015.[3]
- In 1Q15, **Bringing Up Bates** drew **8.1 million viewers** – UP's strongest original series ever.

Chart : Nielsen L7 M-Su 6a-6a HH average audience (000)
1. Nielsen L7 Total Day Reach Season-to-Date through March 2015
2. Nielsen L7 Reach Holiday Programming M-Su 6a-6a, 11/10/14-1/1/15 v 11/17/13-1/1/14
3. Nielsen L7 reach P2+ Noah premiere telecasts.

Uplifting Programming

- UP Original & Exclusive Series & Specials
  - Bringing Up Bates
  - Ties that Bind
  - Last Hope with Troy Dunn
  - Nanny Jo
  - Heartland
- UP Original Movies
  - Entertaining films with underlying message
  - Stories of faith, hope and redemption
  - Average 2.5 million viewers in premiere cycle
- Uplifting Family Friendly Dramas & Series
  - Supernanny
  - 7th Heaven
  - Touched by an Angel
  - Growing Pains
- Commitment to Future Growth
  - 4 New pilots in development for 2016

UP Partners Support Uplifting Family Entertainment

SEAL OF APPROVAL
PARENTS TELEVISION COUNCIL
Because our children are watching

afa american family association

FOCUS ON THE FAMILY

CHRISTIAN CINEMA.COM
Stories that impact your life.

women OF faith

Movieguide
THE FAMILY GUIDE TO MOVIES AND ENTERTAINMENT

UP

UP

uplifting
entertainment

ASPIRE

Enlightening, Entertaining & Positive Programming for African Americans

ASPiRE

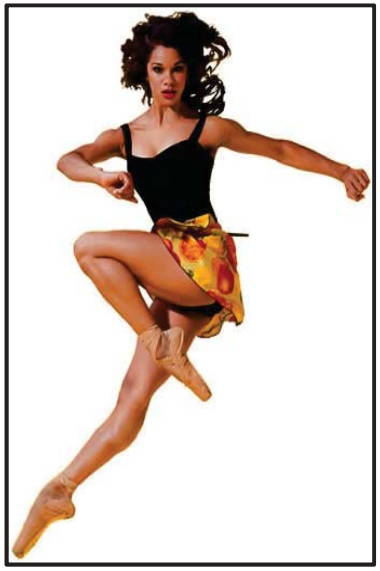
- **<u>Vision/Mission</u>: ASPiRE** is a diverse network that **enlightens**, **entertains** & **promotes positive programming** for African American families

- **<u>Owner:</u> Magic Johnson Enterprises**

- **<u>Launch Date</u>: June 27, 2012**

- **<u>Minority Business Enterprise</u>: ASPiRE is a certified minority business enterprise by the National Minority Supplier Diversity Council** (NMSDC) **through the Georgia Minority Supplier Diversity Council** (GMSDC).

DELIVERS A DIFFERENT REALITY



Aspirational Images

Authentic Stories

Achievable Lifestyles

CULTURE MATTERS TO AFRICAN AMERICANS

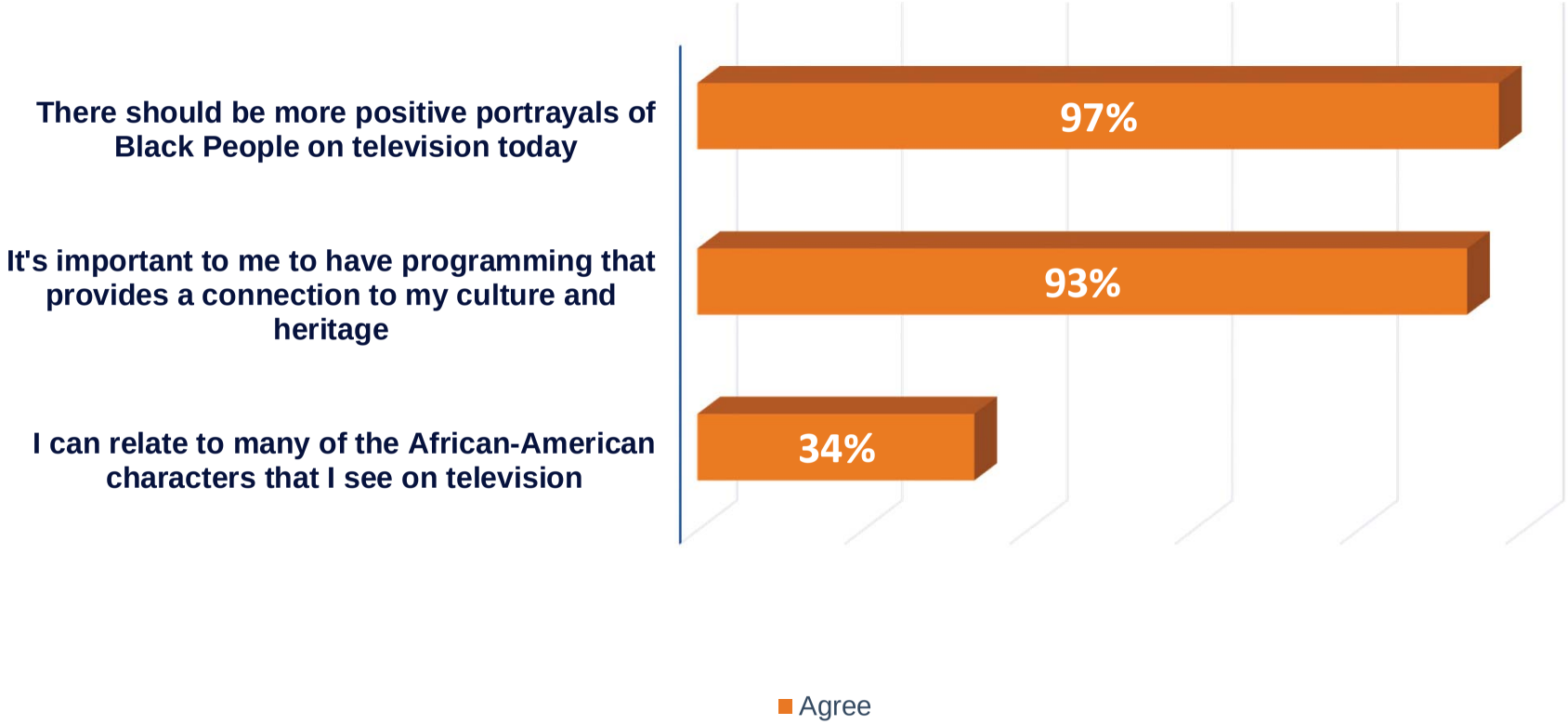
87% ***"My cultural/ethnic heritage is an important part of who I am"***

55% ***"I would purchase or support a product if it was sold or supported by a person of color"***

43% ***"I watch shows created especially for African Americans"***

African American Audiences Want Positive TV

Attitudes Toward TV



Source: ASPiRE Viewer Connect Dec 2013 / Jan 2014

DISTRIBUTION: TOP 25 BLACK DMAs

Nearly half of ASPiRE's subscriber base will be affected by the proposed Charter/TWC/BH Networks Transaction

AA Rank	DMA	Launched
1	New York	6/27/12
2	Atlanta	6/27/12
3	Chicago	6/27/12
4	Washington DC	6/27/12
5	Philadelphia	8/31/12
6	Los Angeles	1/1/13
7	Dallas-Ft. Worth	6/27/13
8	Houston	6/27/12
9	Detroit	6/27/12
10	Miami-Ft Lauderdale	6/27/12
11	Raleigh-Durham	1/1/13
12	Baltimore	6/27/12
13	Memphis	6/27/12
14	Norfolk-Portsmouth-Newpt Nws	
15	Charlotte	7/31/12
16	Cleveland-Akron	1/1/13
17	St. Louis	
18	Orlando-Daytona Bch	7/31/12
19	Birmingham	7/31/12
20	New Orleans	7/1/12
21	Tampa-St. Pete	7/31/12
22	San Francisco-Oak-San Jose	6/27/12
23	Richmond-Petersburg	6/27/12
24	Jackson, MS	6/27/12
25	Boston	

Note: Highlights denote markets in jeopardy with Charter/TWC/BH transaction. ASPiRE is not carried in the following highly penetrated AA Charter markets: St. Louis, Selma-Montgomery; Columbus, GA; and Greenville-Spartanburg.

ORIGINAL SERIES AND SPECIALS

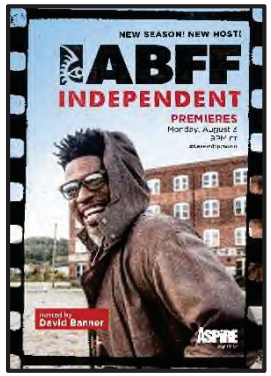
Original Series

New Season Launches

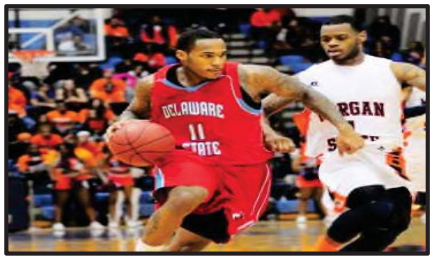
New Quarterly Specials

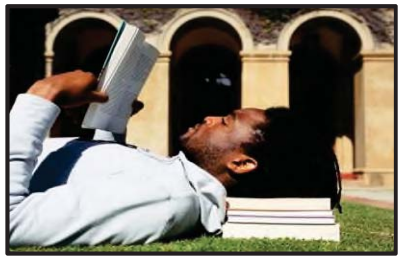
ORIGINAL SERIES AND SPECIALS

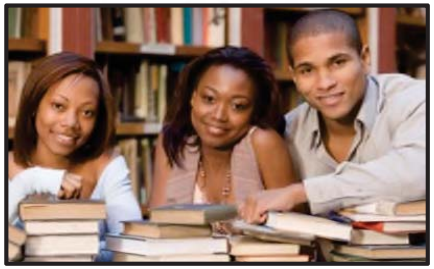
By the end of 2015, ASPiRE will have launched 6 original series and 5 short form vignette series.



A HOME FOR HBCU SPORTS & LIFESTYLE







Viewers Rave About ASPiRE

"I really appreciate what you are doing at Aspire. It feels like you are connecting our past with our present with our future."

"I am awestruck at the intent, and history, and beauty of this channel. I cannot express how excited I am about this new station."

"I'm a viewer for life."

"I love the positive Black faces. Makes me feel proud of everyone's accomplishments and makes me want to do more."

"Kudos to ASPiRE for providing a platform for intelligent, honest & vibrant discussion among women of color."

"I just want to write to thank you for the tv station Aspire you hit and you hit it hard. Thank you."

"I so enjoy Aspire! ...This is Black Television at its best..."

ASPiRE