

REDACTED – FOR PUBLIC INSPECTION

John L. Flynn  
Tel +1 202 639 6007  
jflynn@jenner.com

December 22, 2015

VIA ECFS

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

Re: *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<sup>1</sup>

Dear Ms. Dortch:

On December 18, 2015, representatives of Charter Communications, Inc. (“Charter”) met with the Federal Communications Commission (“Commission”) staff copied at the bottom of this letter to discuss the transaction referenced above.

Participating for Charter were Don Detampel, Executive Vice President and President of Commercial Services (by telephone); Tom Adams, Executive Vice President, Field Operations (by telephone); Thom Anema, Senior Vice President, Commercial Finance (by telephone); Larry Kaschinske, Vice President, Business Planning (by telephone); Catherine Bohigian, Executive Vice President, Government Affairs; Alex Hoehn-Saric, Senior Vice President, Government Affairs; Christianna Barnhart, Vice President, Regulatory Affairs (by telephone); and the undersigned of Jenner & Block LLP.

During the meeting, Charter explained that the applicants have committed to add one million residential line extensions and \$2.5 billion of commercial network investment within

---

<sup>1</sup> See 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 (June 25, 2015).

REDACTED – FOR PUBLIC INSPECTION

four years of closing. Charter discussed the significance of these commitments, noting that ordinarily none of the three companies **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]**

**[END HIGHLY CONFIDENTIAL INFORMATION]**. Additionally, Charter noted that the three companies typically do not make **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]**

**[END HIGHLY CONFIDENTIAL INFORMATION]**. Despite these uncertainties and the long time horizon, the combined company (“New Charter”) has committed to invest substantially and steadily in residential and commercial buildout in a way none of the companies on their own could commit to do.

With regard to residential buildout, Charter explained that the economies of scale resulting from the transaction will enable New Charter to bring its high-capacity broadband network to areas in which buildout would not otherwise be justified **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]** **[END HIGHLY CONFIDENTIAL INFORMATION]**. New Charter will be able to build more because its larger footprint will lead to (i) lower costs for equipment, construction, and product inputs as compared to the prices for any of the three companies individually, and (ii) higher return opportunities because of the increased penetration expected through New Charter’s product offerings.

Charter also explained how New Charter’s larger footprint will augment investment and buildout in the commercial area. The larger footprint will lead to more revenue opportunities and promote competition, particularly with respect to multi-site companies. Larger scale will also increase opportunities for buildout under the part of Charter’s model that **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]** **[END HIGHLY CONFIDENTIAL INFORMATION]**.

Please contact me if you have any questions.

Sincerely,

*/s/ John L. Flynn*

John L. Flynn

cc: Jonathan Sallet  
Owen Kendler  
Adam Copeland  
Charles Mathias  
Christopher Sova

REDACTED – FOR PUBLIC INSPECTION

Devraj Kori  
Elizabeth McIntyre  
Hillary DeNigro  
Jamila Bess Johnson  
Jessica Campbell  
Jim Bird  
Joel Rabinovitz  
Peter Shroyer  
Randy Clarke  
Susan Singer  
Kiley Naas  
Brendan Holland