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January 15, 2016

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth 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 Licenses and Authorizations, MB Docket No. 15-149*

REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch:

Pursuant to the Protective Order in the above-captioned proceeding,¹ Time Warner Cable Inc. (“TWC”) submits the Public version of the attached letter via electronic delivery. TWC will separately submit a Highly Confidential version of this filing via hand delivery. The {{ }} symbols denote Highly Confidential Information.

Please contact the undersigned should you have any questions regarding this matter.

Respectfully submitted,

/s/ Matthew A. Brill

Matthew A. Brill
of LATHAM & WATKINS LLP

Attachment

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).

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January 15, 2016

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 Transfer Control of Licenses and Authorizations, MB Docket No. 15-149*

REDACTED – FOR PUBLIC INSPECTION

Dear Ms. Dortch:

Time Warner Cable Inc. (“TWC”) submits this response to the January 4, 2016 letter filed by DISH Network Corporation (“DISH”), in which DISH asserts that {{

}} Like a number of other recent filings by DISH, the claims made in its January 4 letter are based on statements that DISH takes out of context or simply mischaracterizes; those claims also reflect a fundamentally flawed conception of TWC’s budgetary and business decisionmaking processes.

TWC’s internal documents in fact confirm what the company has consistently announced in statements to shareholders, customers, and regulators—that, in early 2014, TWC adopted a

¹ Letter from Pantelis Michalopoulos and Stephanie A. Roy, Counsel for DISH Network Corporation, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 15-149, at 2 (filed Jan. 4, 2016) (“DISH Letter”).

² See, e.g., Letter from John L. Flynn, Counsel for Charter Communications, Inc., to Marlene H. Dortch, Secretary, FCC, MB Docket No. 15-149 (filed Jan. 14, 2016) (responding to other inaccurate assertions made by DISH); see also Letter from Matthew A. Brill, Counsel for Time Warner Cable Inc., to Marlene H. Dortch, Secretary, FCC, MB Docket No. 15-149 (filed Nov. 19, 2015) (“November 19, 2015 Letter”) (same).

three-year plan intended to deliver the benefits of Maxx to 75 percent of its customer base by the end of 2016. {{

}}

**A. DISH’s Claim That {{
}} Is Flatly Untrue**

As a threshold matter, DISH misconstrues even the most basic information regarding TWC’s Maxx initiative, and its planned 2016 upgrades.³ As TWC has explained in prior submissions to the Commission, the Maxx initiative, launched in 2014, was developed as a three-year plan intended to result in the company’s upgrading approximately 75 percent of its footprint to all-digital video programming and faster broadband speeds by the end of 2016.⁴ As TWC recently disclosed, {{

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DISH’s claim that TWC has (or had) {{ is simply false.⁶ Numerous statements by TWC and its executive leadership confirm that the only “plan” TWC announced covered three years and 75 percent of TWC’s customer base, and even those targets were hardly “definitive.” Disclosures filed with the SEC and statements made directly to shareholders at the outset of the TWC Maxx initiative left no doubt about the intended }}

³ See DISH Letter at 2 ({{

}}).

⁴ See, e.g., November 19, 2015 Letter at 1.

⁵ *Id.* at 2 (emphasis added).

⁶ DISH Letter at 2.

scope of the initiative.⁷ {{

}}

DISH's efforts to manufacture a different narrative fail completely. DISH points to draft documents and tentative proposals as supposed evidence that {{
}}⁹ {{

⁷ See, e.g., Time Warner Cable Inc., Proxy Statement (Schedule 14A), Presentation at 11 (Jan. 30, 2014) (“TWC Maxx is a reinvention of TWC city by city, starting with NYC and LA in 2014. We will roll out these initiatives across 75% of our footprint in 2015 and 2016.”); Time Warner Cable Inc., Proxy Statement (Schedule 14A), Transcript at 6 (Jan. 30, 2014) (statement of TWC CEO Rob Marcus during Q4 2013 and 2013 financial results earnings call in which he publicly announced the TWC Maxx program as a three-year initiative); Transcript of Time Warner Cable Inc. Q4 2014 Earnings Call, at 12 (Jan. 29, 2015) (statement of Rob Marcus) (“In terms of Maxx as we said when we first articulated our three-year plan, our aim is to have 75% of our footprint enabled with Maxx attributed by the end of the three-year period.”).

⁸ {{

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⁹ {{

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¹⁰ {{

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}} In short, DISH’s misleading characterization of such documents and statements {{}} is careless at best, if not a deliberate distortion of the record.

B. DISH Misconstrues Documents Reflecting TWC’s Budget Process

DISH’s assertions also reflect a fundamental misunderstanding of {{

}}

¹¹ {{}}; *see also* Q4 2014 TWC Earnings Call Transcript at 12 (statement of Rob Marcus that expectations for post-2016 Maxx deployment are a “guess”).

¹² *See, e.g.*, TWCable-DOJ-001598630; 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, MB Docket No. 15-149, Exhibit 73-05 (filed Oct. 13, 2015); TWCable-DOJ-000161698.

¹³ *See, e.g.*, TWCable-DOJ-000214988 ({{}}); TWCable-DOJ-002234305 at TWCable-DOJ-002234306 ({{}}).

{{

}}

* * *

Finally, even apart from being misleading and unsubstantiated, DISH's claims ignore the substantial benefits associated with the Charter-TWC-Bright House transaction and have little bearing on the public interest analysis overall. The record makes clear not only that the scale efficiencies enabled by the transaction will enable New Charter to accelerate the extension of Maxx to the TWC systems that have not been upgraded by the three-year plan, but more broadly that the combination of each applicant's respective strengths will result in a more competitive and innovative company that delivers enormous benefits to consumers. As one of New Charter's major video rivals, DISH understandably is seeking to use the regulatory process to prevent (or impose unwarranted conditions on) a transaction that will result in increased competition. But the Commission should view with skepticism DISH's self-serving claims, as its efforts to hobble a competitor are starkly at odds with the public interest objectives that should guide the Commission's review of the transaction.

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Respectfully submitted,

/s/ Matthew A. Brill

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