

**REDACTED – FOR PUBLIC INSPECTION**

February 16, 2016

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VIA ECFS

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> 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 Transfer Control of Licenses and Authorizations, MB Docket No. 15-149**

Dear Ms. Dortch:

On February 11, 2015, representatives of Charter Communications, Inc. (“Charter”), Time Warner Cable Inc. (“TWC”), and Advance/Newhouse Partnership (“Advance/Newhouse”) (collectively, the “Applicants”) met with Federal Communications Commission (“Commission”) staff copied at the bottom of this letter. Participating for Charter were: John Bickham, Chief Operating Officer and Executive Vice President (by phone); Christopher Winfrey, Chief Financial Officer and Executive Vice President; Danyel Schönemann, Vice President Corporate Planning; Catherine Bohigian, Executive Vice President, Government Affairs; Alex Hoehn-Saric, Senior Vice President, Government Affairs; Michael Katz, Sarin Chair Professor of Economics at the Berkeley Haas School of Business and Senior Consultant at the Analysis Group; Ryan Booth and Carletta Wong, both Managers at Analysis Group (by phone); and Sam Feder and the undersigned of Jenner & Block. Also participating were Matt Brill of Latham & Watkins for TWC and Steven Horvitz of Davis Wright Tremaine on behalf of Advance/Newhouse.

During the meeting, Charter representatives explained why synergies resulting from the transaction will improve investment payback horizons and lead New Charter to build more new residential line extensions and allow for faster upgrades in the four years following the closing than the companies would build in the absence of the transaction. Mr. Winfrey explained Charter’s operating model and its capital allocation process. He described how Charter drives higher revenue per customer and reduces churn by investing in customer service, customer premise equipment and its network—and by offering its products in simple packages at very competitive prices on customer-friendly terms. He also explained that the capital allocation process for buildout occurs only a year in advance and that economic conditions, cost of capital,

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project payback profiles and competitive developments can have a significant effect on build investment from year to year.

Dr. Katz then presented a model, attached as Exhibit A, that demonstrated how changed input parameters resulting from the transaction will yield improved buildout metrics. These improved metrics, in turn, will enable New Charter to bring its fast, high-value and customer friendly services to more customers than any of the companies could do on their own.

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

Sincerely,

*/s/ John L. Flynn*

John L. Flynn  
*Counsel for Charter Communications, Inc.*

Attachments (Redacted)

cc: Adam Copeland  
Elizabeth Cuttner  
Hillary DeNigro  
Matthew DelNero  
Owen Kendler  
Bill Lake  
Elizabeth McIntyre  
Kiley Naas  
Eric Ralph  
Jonathan Sallet  
Susan Singer