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March 17, 2016

The Honorable Loretta Lynch
Attorney General
Department of Justice
950 Pennsylvania Ave. NW
Washington, D.C. 20530

The Honorable Tom Wheeler
Chairman, Federal Communications Commission
445 12th Street SW
8th Floor
Washington, D.C. 20554

Dear Attorney General Lynch and Chairman Wheeler:

As your respective agencies review Charter Communications' proposed acquisitions of Time Warner Cable (TWC) and Bright House Networks (BHN), I write to bring to your attention important issues to consider and to urge close review of these transactions. Moreover, should you decide to impose any conditions on these transactions, as is generally the case, I strongly urge that such conditions be made durable and easily enforceable to promote competition in this market and ensure consumer choice and affordability.

The House Judiciary Committee has held hearings on a number of transactions in the telecommunications industry in recent years. Among the various issues that the Committee examined was the potential for pay television providers that are also dominant high-speed broadband providers to use their dominant position as broadband providers to throttle the emergence of competing online video distributors.

According to critics, the Charter-TWC-BHN transaction would allow the merged entity, together with Comcast, to control 70 to 90 percent of the high-speed broadband market, as that market is defined by the Federal Communications Commission. Critics also assert that New Charter's increased footprint could enable it to undermine competition from existing and emerging over-the-top (OTT) streaming services by pricing high-speed broadband in service bundles to effectively deter and limit consumer access to popular OTT competitors. Finally, some have raised the concern that new or independent programmers could be negatively impacted by the

Letter to Attorney General Lynch and Chairman Wheeler

March 17, 2016

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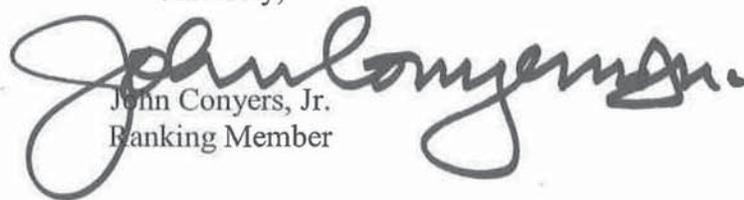
Charter-TWC-BHN transaction. Lacking the leverage of must-have content like live sports and marquee national events, critics contend that new or independent programmers could be forced to accept below-market terms for carriage or other unfavorable conditions, thus threatening their viability and diluting the diversity of voices in the market.

In response to these concerns, Charter maintains that it has made certain commitments to protect online video distributors and net neutrality and that 88 percent of households would have a choice of two or more wired broadband providers, thereby diminishing its ability and incentive to engage in such anticompetitive behavior. Charter likewise contends that it does not have significant programming interests to protect, that it carries a significant number of diverse and independent programmers, and that several independent programmers support the transaction.

I urge you to focus on these considerations and to weigh the arguments of both sides carefully as you continue your reviews of these transactions and their potential impact on competition and the public interest. As I noted initially, should you deem it necessary to impose conditions, I would ask that such conditions are made durable and easily enforceable in order to promote competition, prevent consumer harm, and protect the public interest.

Thank you for your consideration.

Sincerely,



John Conyers, Jr.
Banking Member

cc: Honorable Bob Goodlatte, Chairman, House Committee on the Judiciary



FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON

OFFICE OF
THE CHAIRMAN

April 7, 2016

The Honorable John Conyers
U.S. House of Representatives
2426 Rayburn House Office Building
Washington, D.C. 20515

Dear Congressman Conyers:

Thank you for your letter regarding Charter Communications' proposed merger with Time Warner Cable and acquisition of Advance/Newhouse Partnership, the parent of Bright House Networks. I appreciate hearing your views.

Consistent with our rules, the Commission will evaluate whether these proposed transactions are in the public interest. Our analysis on any transaction is always robust and takes several factors into account, including the issues you raise in your letter. Not only do we assess whether we can appropriately remedy any harms that may arise from the transaction, we also place great emphasis on the benefits that the transaction will confer on American consumers. While I am unable to discuss the merits of this particular proceeding, I can assure you that the Commission is conducting an open and transparent process as required by FCC rules and regulations. After developing a full and complete record, we hope to conclude our review as quickly as possible.

Again, thank you for your interest in this matter. Your letter will be made part of the official record of the proceeding.

Sincerely,

A handwritten signature in blue ink, appearing to read "Tom Wheeler", written over a horizontal line.

Tom Wheeler