

FRIEND, HUDAK & HARRIS, LLP

ATTORNEYS AT LAW

SUITE 1450

THREE RAVINIA DRIVE

ATLANTA, GEORGIA 30346-2117

(770) 399-9500

FACSIMILE (770) 395-0000

EMAIL: fh2@fh2.com

Writer's email: chudak@fh2.com

May 31, 2013

VIA ECFS

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

Re: MB Docket No. 13-77; DA 13-510; In the Matter of the Combined Application for Consent to Transfer of Control of Domestic and International Section 214 Licensees of Bresnan Digital Services, LLC and its Subsidiaries to Charter Communications, Inc. (the "Application")

Dear Ms. Dortch:

On February 27, 2013, Charter Communications, Inc. ("Charter") filed the above-referenced Application with the Commission seeking approval of the transfer of control of Bresnan Digital Services, LLC and its subsidiaries from Cablevision Systems Corporation to Charter.

While the Application was pending, on May 1, 2013, Charter issued a Press Release announcing that Liberty Media Corporation completed its purchase of 26.9 million shares and 1.1 million warrants in Charter for \$2.6 billion, which represents a 27.3% beneficial ownership interest based on shares outstanding as of December 31, 2012 and a price per share of \$95.50, from certain investment funds managed by, or affiliated with, Apollo Global Management LLC, Oaktree Capital Management, L.P. and Crestview Partners. This purchase does not afford Liberty Media Corporation control over Charter. Attached hereto is a copy of the Press Release announcing the completion of the investment. Additionally, attached hereto is a supplement to Section V(H) of the Application describing the persons or entities having shares constituting ten percent (10%) or more of the equity or voting interests in Charter following the completion of the investment. Finally, Liberty Cablevision of Puerto Rico LLC, an entity which the Commission determined was an affiliate of Liberty Media Corporation, offers domestic telecommunications services in Puerto Rico. Charter does not offer any telecommunications services in Puerto Rico.

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Should you have any questions regarding this filing, please do not hesitate to contact the undersigned at (770) 399-9500.

Respectfully submitted,



Charles A. Hudak
Counsel for Charter Communications, Inc.

CAH/jh

cc (via email):

Jim Bird, Office of the General Counsel
Jeff Tobias, Wireless Telecommunications Bureau
Jodie May, Wireline Competition Bureau
David Krech, International Bureau
Wayne McKee, Media Bureau
Johanna Thomas, Media Bureau
Michael R. Moore, Esq., Charter Communications, Inc.

Supplement to Section V(H) of Application

- H. Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee, and the percentage of equity owned by each of those entities (to the nearest one percent (1%)). The Transferee shall also identify any interlocking directorates with a foreign carrier.**

The following entity holds a ten percent (10%) or greater direct ownership interest in Charter Communications, Inc. ("Charter"), which indirectly holds 100 percent (100%) ownership of Charter Communications Operating, LLC through a series of intervening limited liability companies.

<u>Name and Address</u>	<u>Percent Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Liberty Media Corporation 12300 Liberty Boulevard Englewood, Colorado 80112	26.53% ¹	USA	Media, Communications and Entertainment

The following individual may be deemed to hold a ten percent (10%) or greater indirect interest in Charter through his voting interest in Liberty Media Corporation.

<u>Name and Address</u>	<u>Percent Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
John C. Malone c/o Liberty Media Corporation 12300 Liberty Boulevard Englewood, Colorado 80112	41.07%	USA	Media, Communications and Entertainment

¹ This percentage excludes approximately 1.1 million warrants which Charter understands are not cognizable to Liberty Media Corporation under the FCC's ownership attribution rules. If the warrants were included in the calculation, the applicable percentage would increase to 27.3%. See Liberty Media Corporation, Schedule 13D under the Securities Exchange Act of 1934 (filed May 10, 2013).

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Press Release

Charter Communications and Liberty Media Corporation Announce Completion of Investment

STAMFORD, Conn. & ENGLEWOOD, Colo.--(BUSINESS WIRE)-- Charter Communications, Inc. (CHTR) ("Charter") and Liberty Media Corporation (Nasdaq: LMCA, LMCB) ("Liberty") announced today that Liberty has completed its previously announced agreement with investment funds managed by, or affiliated with, Apollo Management, Oaktree Capital Management and Crestview Partners to acquire 26.9 million shares and 1.1 million warrants in Charter Communications, Inc. for \$2.6 billion, which represents a 27.3% beneficial ownership in Charter using shares outstanding as of December 31, 2012, and a price per share of \$95.50.

Liberty funded the purchase with cash on hand of \$1.2 billion and borrowed \$1.4 billion under newly executed margin loans on 20.3 million Charter common shares (CHTR), 720 million SiriusXM common shares (SIRI), 8.1 million Live Nation Entertainment common shares (LYV) and a portion of Liberty's available for sale securities.

Liberty and Charter have entered into a previously announced stockholders agreement that among other things provides Liberty the right to designate up to four directors for appointment to the Charter board. With the closing of the transaction, Liberty has designated, and Charter's board of directors has appointed, John Malone, Chairman of Liberty; Gregory Maffei, President and CEO of Liberty; Balan Nair, EVP and CTO of Liberty Global; and Michael Huseby, CFO of Barnes & Noble to join Charter's board of directors. Additionally, John Malone will serve on the board's Nominating and Corporate Governance Committee, Greg Maffei will serve on the board's Compensation and Benefits Committee, and Michael Huseby will serve on the board's Audit Committee.

The board appointments were made in conjunction with the resignation of Stan Parker, Darren Glatt, Bruce Karsh and Edgar Lee from the board.

About Charter

Charter (CHTR) is a leading broadband communications company and the fourth-largest cable operator in the United States. Charter provides a full range of advanced broadband services, including advanced Charter TV® video entertainment programming, Charter Internet® access, and Charter Phone®. Charter Business® similarly provides scalable, tailored, and cost-effective broadband communications solutions to business organizations, such as business-to-business Internet access, data networking, business telephone, video and music entertainment services, and wireless backhaul. Charter's advertising sales and production services are sold under the Charter Media® brand. More information about Charter can be found at charter.com.

About Liberty Media

Liberty Media (Nasdaq: LMCA, LMCB) owns interests in a broad range of media, communications and entertainment businesses, including its subsidiaries SiriusXM, Atlanta National League Baseball Club, Inc. and TruePosition, Inc., its interests in Charter Communications, Live Nation Entertainment and Barnes & Noble, and minority equity investments in Time Warner Inc. and Viacom.

Photos/Multimedia Gallery Available: http://www.businesswire.com/multimedia/home/20130501006607/en/MULTIMEDIA_AVAILABLE:http://www.businesswire.com/cgi-bin/mmg.cgi?eid=50623176&lang=en

Contact:

Liberty Media Corporation

Courtnee Ulrich, 720-875-5420

or

Charter Communications, Inc.

Media:

Anita Lamont, 314-543-2215

Analysts:

Stefan Anninger, 203-905-7955