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transaction. Since the NBCUniversal transaction closed, the percentage of affiliated content carried by Comcast has declined. Meanwhile, Comcast has launched several new independent networks, including BBC World News, ASPIRE, Baby First Americas, Revolt, and El Rey – and as noted above, it carries over 160 fully independent networks including many that are small, diverse, and international.<sup>460</sup> The MVPD market is more competitive than ever, and refusing to carry unaffiliated programming content that customers demand would critically damage Comcast's core subscription business and drive customers to competing MVPDs.

*Third*, the Commission's existing comprehensive regulatory scheme already addresses anticompetitive denial of program carriage. In particular, the program carriage regulations prohibit MVPDs from "engag[ing] in conduct the effect of which is to unreasonably restrain the ability of an unaffiliated video programming vendor to compete fairly by discriminating . . . on the basis of affiliation or non-affiliation of vendors in the selection, terms or conditions for carriage of video programming provided by such vendors."<sup>461</sup> Notably, recent program carriage rulings make clear that Applicants do not and have not discriminated against independent programmers on the basis of affiliation.<sup>462</sup>

*Fourth*, real-world experience demonstrates that Comcast has no interest in refusing to carry unaffiliated content. Since the NBCUniversal transaction closed, Comcast (unlike some MVPDs) has not dropped any major cable programming network over an inability to reach a

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<sup>460</sup> See *Third Annual Compliance Report*, at 3.

<sup>461</sup> 47 C.F.R. § 76.1301(c).

<sup>462</sup> See *Comcast Cable Commc'ns, LLC v. FCC*, 717 F.3d 982 (D.C. Cir. 2013), *cert. denied sub nom. Tennis Channel, Inc. v. Comcast Cable Commc'ns, LLC*, 134 S. Ct. 1287 (2014) (determining that Comcast did not discriminate against Tennis Channel) (petition for further proceedings pending); *Herring Broad., Inc. v. FCC*, 515 F. App'x 655 (9th Cir. 2013) (affirming FCC determination that Comcast and TWC, *inter alia*, did not discriminate against WealthTV); *TCR Sports Broad. Holding, L.L.P. v. FCC*, 679 F.3d 269 (4th Cir. 2012) (affirming FCC determination that TWC did not discriminate against MASN).

carriage agreement. Likewise, Comcast has not lost the signal of any major broadcaster in connection with a retransmission consent dispute. There is no evidence that Comcast has sought to engage in programming foreclosure.

**VI. THE TRANSACTION WILL NOT RESULT IN ANY VIOLATION OF THE COMMUNICATIONS ACT OR THE COMMISSION'S RULES.**

The transaction will not result in the violation of any provisions of the Communications Act or the Commission's rules.

**A. Cross-Ownership and Other Ownership Limits**

Comcast's acquisition of TWC will be in full compliance with the Commission's various cross-ownership and multiple ownership rules. TWC owns no TV or radio broadcast stations, or newspaper interests, so the transaction creates no new combination that implicates the radio/television cross-ownership rule, the local TV duopoly rule, the national TV broadcast audience cap, or the newspaper/broadcast cross-ownership prohibition.

Moreover, neither Comcast nor TWC owns any attributable interest in a broadband radio service ("BRS") system or satellite master antenna television ("SMATV") system that would implicate the Commission's cable/BRS or cable/SMATV cross-ownership restrictions.<sup>463</sup>

The Commission has forborne from applying the LEC buyout restriction<sup>464</sup> to acquisitions of CLECs by cable operators, and the TWC subsidiaries that provide telecommunications services are all CLECs.<sup>465</sup> Therefore, the LEC buyout restriction does not apply to this transaction.

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<sup>463</sup> See generally 47 C.F.R. § 73.3555 (broadcast multiple ownership limits); *id.* § 27.1202 (cable/BRS cross-ownership limit); *id.* § 76.501(d) (cable/SMATV cross-ownership limit).

<sup>464</sup> See *id.* § 76.505(b) (LEC-cable buyout prohibition); see also 47 U.S.C. § 572(b) (statutory prohibition).

<sup>465</sup> See *Conditional Petition for Forbearance from Section 652 of the Communications Act for Transactions Between Competitive Local Exchange Carriers and Cable Operators*, Order, 27 FCC Rcd. 11532 ¶ 2 (2012) ("[W]e forbear from applying section 652(b) to acquisitions of competitive LECs. By granting limited forbearance from

**B. Channel Occupancy Limit**

The Commission's "channel occupancy" rule requires that no more than 40 percent of the first 75 channels of a cable system be used to carry affiliated national programming services. The Commission has clarified that this means that, for cable systems with 75 or more channels, at least 45 channels of that system must be unaffiliated with the system owner.<sup>466</sup>

To verify compliance with this rule, Comcast and TWC surveyed each of their respective cable systems and individual channel line-ups within systems that have multiple channel line-ups. For each channel line-up that included more than 45 unaffiliated channels,<sup>467</sup> compliance with the rule was assured and no further analysis was required. For systems with fewer than 45 unaffiliated channels, individual channel line-ups were examined and the percentage of unaffiliated channels was determined. In every case, the percentage of unaffiliated channels exceeded the requisite 60 percent. In short, Comcast and TWC confirmed that all of Comcast's cable systems and all of TWC's cable systems are and will be in compliance with the 40 percent channel occupancy limit post-closing of the transaction. Indeed, Comcast verified in the

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section 652(b), we harmonize the rules that apply to transactions between competitive LECs and cable operators regardless of which entity acquires the other.").

<sup>466</sup> See *Implementation of Sections 11 and 13 of the Cable Television Consumer Protection and Competition Act of 1992*, Second Report and Order, 8 FCC Rcd. 8565 ¶ 84 n.107 (1993) ("The channel occupancy limits need not necessarily apply to the first 75 channels. . . . On a system with 100 channels at least 45 channels would still be required to be devoted to the carriage of unaffiliated programming services, however, these 45 channels could be any of the system's 100 channels."); see also *Adelphia Order* ¶ 36 & n.134. Although the D.C. Circuit reversed and remanded the Commission's channel occupancy rule twelve years ago, and a decision about what to do on remand remains pending, the Commission continues to enforce the rule. See *Time Warner II*, 240 F.3d at 1139 (reversing and remanding the rule); *Implementation of Section 11 of the Cable Television Consumer Protection and Competition Act of 1992*, Further Notice of Proposed Rulemaking, 16 FCC Rcd. 17312 ¶ 83 (2001) (inviting comment on whether "the Commission may relax, exempt specific cable operators from, or even forego imposing, vertical limits if the Commission determines that such a course of action would be justified given the prevailing market conditions"); *Adelphia Order* ¶ 38 (noting that "Comcast will be expected to comply with any revised limits that the Commission may adopt in the pending rulemaking proceeding."); *Comcast-NBCUniversal Order* ¶ 259 ("Comcast-NBCU will be expected to comply with any revised limits that the Commission adopts in these proceedings.").

<sup>467</sup> For purposes of this analysis, "unaffiliated" channels are those in which none of Comcast, NBCUniversal, or TWC holds an attributable interest.

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NBCUniversal transaction that, after that transaction, six out of seven channels that Comcast carries would be unaffiliated. And, since then, Comcast divested its interest in the family of A&E networks, thereby increasing the percentage of carried channels that are unaffiliated.

**VII. PROCEDURAL MATTERS**

The subsidiaries and affiliates of TWC hold a number of licenses and authorizations issued by the FCC, including domestic and international Section 214 authorizations, transmit/receive satellite earth station licenses, receive-only satellite earth station registrations, private wireless licenses, and cable television relay service licenses. The transaction will result in the transfer of control of all of these licenses and authorizations.<sup>468</sup>

Given the ongoing regulatory activity of TWC and its subsidiaries, including the need for those entities to file applications with the Commission during the period in which the instant

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<sup>468</sup> In addition to the Applications seeking consent to transfer control of TWC's licenses and authorizations to Comcast, Time Warner Entertainment–Advance/Newhouse Partnership (“TWE-A/N”) and Comcast have submitted applications for the *pro forma* transfer of TWE-A/N's interest in the licenses and authorizations held by Bright House Networks, LLC (“Bright House”). TWC holds 66.67 percent of TWE-A/N, which in turn is the sole member of Bright House. TWC also provides certain services to Bright House for an annual fee, including programming and technology support; however, TWC does not share in any of the profits and losses from the operation of the Bright House systems. Advance-Newhouse Partnership (an entity in which TWC holds no legal or economic interest) holds the remaining 33.33 percent of TWE-A/N, but has exclusive day-to-day management responsibility for and *de facto* control over the operation of the Bright House systems. Advance/Newhouse Partnership's interest in TWE-A/N tracks exclusively the economic performance of the Bright House systems and, as a result, TWC's financial statements do not include the results of the Bright House systems. While the Comcast-TWC transaction therefore will technically effect a transfer of TWC's indirect legal interest in Bright House to Comcast, the transaction will not result in any actual change of control over the Bright House licenses and authorizations, because Advance/Newhouse Partnership (not TWC) currently has and will post-transaction retain all day-to-day managerial control over, and all economic interest in, all of the licenses and authorizations held by Bright House. See, e.g., 2000 Biennial Regulatory Review, Amendment of Parts 43 and 63 of the Commission's Rules, Notice of Proposed Rulemaking, 15 FCC Rcd. 24264 ¶ 15 n.33 (2000) (citing *Teléfonos de México, S.A. de C.V.*, Public Notice, 15 FCC Rcd. 1227 (WTB & IB 1999)) (stating that the acquisition by Telmex of a 50 percent *de jure* controlling interest in a CMRS subsidiary of SBC was *pro forma* because specific facts showed there was no change in *de facto* control); *Applications of Softbank Corp., Starburst II, Inc., Sprint Nextel Corp., & Clearwire Corp. for Consent to Transfer Control of Licenses & Authorizations*, Memorandum Opinion and Order, 28 FCC Rcd. 9642 ¶ 144 (2013) (rejecting two petitions for reconsideration of the *pro forma* processing of a transaction in which Sprint acquired a small additional equity interest in Clearwire, thereby effecting a transfer of *de jure* control, and finding that Sprint's acquisition of the additional interest was a *pro forma* transfer of control because it did not give Sprint *de facto* control over Clearwire). This *pro forma* transfer of TWC's indirect interest in Bright House will thus have no competitive significance.

transfer of control will remain pending at the Commission, the Applicants request that the Commission's grant of its consent to the transfer of control of these licenses and authorizations include the authority for Comcast to acquire control of: (1) any licenses and authorizations issued to TWC or to its subsidiaries or affiliates during the Commission's consideration of the transfer of control applications and the period required for the consummation of the proposed transaction following approval; and (2) applications that will have been filed by TWC or its subsidiaries or affiliates and that are pending at the time of the consummation of the proposed transaction. Such action would be consistent with prior decisions of the Commission.<sup>469</sup>

#### VIII. CONCLUSION

For the foregoing reasons, the proposed transaction between Comcast Corporation and Time Warner Cable Inc. serves the public interest, convenience, and necessity. Applicants, therefore, respectfully request that the Commission grant these applications promptly and provide for any other authority that the Commission deems necessary or appropriate to enable the Applicants to consummate the proposed transaction.

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<sup>469</sup> See, e.g., *AT&T-MediaOne Order* ¶ 185; *AT&T-TCI Order* ¶ 156; *Adelphia Order* ¶ 312; *AT&T Broadband-Comcast Order* ¶ 224; *Comcast-NBCUniversal Order* ¶ 291.

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Respectfully submitted,

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April 8, 2014

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# **EXHIBIT 1**

## Time Warner Cable Licenses and Authorizations

### MEDIA BUREAU

<u>CARS LICENSES</u>	
<u>LICENSEE</u>	<u>CALL SIGN</u>
Oceanic Time Warner Cable LLC, FRN 0021520101	WAE-470
Oceanic Time Warner Cable LLC, FRN 0021520101	WAE-478
Oceanic Time Warner Cable LLC, FRN 0021520101	WAX-743
Oceanic Time Warner Cable LLC, FRN 0021520101	WBM-742
Oceanic Time Warner Cable LLC, FRN 0021520101	WBM-744
Oceanic Time Warner Cable LLC, FRN 0021520101	WLY-376
Oceanic Time Warner Cable LLC, FRN 0021520101	WLY-402
Oceanic Time Warner Cable LLC, FRN 0021520101	WLY-415
Oceanic Time Warner Cable LLC, FRN 0021520101	WLY-713
Time Warner Cable Pacific West LLC, FRN 0021520077	KB-60101
Time Warner Cable Pacific West LLC, FRN 0021520077	KD-55007
Time Warner Cable Pacific West LLC, FRN 0021520077	WAE-606
Time Warner Cable Pacific West LLC, FRN 0021520077	WHZ-293
Time Warner Cable Pacific West LLC, FRN 0021520077	WHZ-301
Time Warner Cable Pacific West LLC, FRN 0021520077	WLY-269
Time Warner Cable Pacific West LLC, FRN 0021520077	WLY-662
Time Warner Cable Pacific West LLC, FRN 0021520077	WLY-893
Time Warner Cable Pacific West LLC, FRN 0021520077	WSJ-903

<u>CARS LICENSES</u>	
<u>LICENSEE</u>	<u>CALL SIGN</u>
Time Warner Cable Midwest LLC, FRN 0021519962	KD-55034
Time Warner Cable Texas LLC, FRN 0021552963	KD-55017
Time Warner Cable Texas LLC, FRN 0021552963	KA-80623
Time Warner Cable Northeast LLC, FRN 0021520002	KB-60127
Time Warner Cable Northeast LLC, FRN 0021520002	KD-55003
Time Warner Cable Northeast LLC, FRN 0021520002	KD-55027
Time Warner Cable Northeast LLC, FRN 0021520002	KD-55031
Time Warner Cable Northeast LLC, FRN 0021520002	WLY-609
Time Warner Cable Northeast LLC, FRN 0021520002	WLY-852
Time Warner Cable New York City LLC, FRN 0021520085	KD-55028
Time Warner Cable Southeast LLC, FRN 0021552922	KD-55024
Time Warner Cable Southeast LLC, FRN 0021552922	KD-55026
Time Warner Cable Southeast LLC, FRN 0021552922	WLY-235

**WIRELESS TELECOMMUNICATIONS BUREAU**

<b><u>PRIVATE WIRELESS LICENSES</u></b>		
<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>RADIO SERVICE</u></b>
Time Warner Cable Enterprises LLC, FRN 0021624192	WQJU341	AIRCRAFT
Time Warner Cable Enterprises LLC, FRN 0021624192	WQPT943	AIRCRAFT
Time Warner Cable Enterprises LLC, FRN 0021624192	WQQZ908	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Enterprises LLC, FRN 0021624192	WQRT266	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Oceanic Time Warner Cable LLC, FRN 0021520101	WQQS791	MICROWAVE INDUSTRIAL/BUSINESS POOL
Oceanic Time Warner Cable LLC, FRN 0021520101	WQQW415	MICROWAVE INDUSTRIAL/BUSINESS POOL
Oceanic Time Warner Cable LLC, FRN 0021520101	WQRD688	MICROWAVE INDUSTRIAL/BUSINESS POOL
Oceanic Time Warner Cable LLC, FRN 0021520101	WQRD689	MICROWAVE INDUSTRIAL/BUSINESS POOL
Oceanic Time Warner Cable LLC, FRN 0021520101	WQRD690	MICROWAVE INDUSTRIAL/BUSINESS POOL
Oceanic Time Warner Cable LLC, FRN 0021520101	WQRD691	MICROWAVE INDUSTRIAL/BUSINESS POOL
Time Warner Cable Pacific West LLC, FRN 0021520077	KBL655	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL

**PRIVATE WIRELESS LICENSES**

<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>RADIO SERVICE</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	KSP492	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	KXU777	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	KZM401	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	KZM402	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	WNJQ722	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	WPAJ330	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	WPPT340	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	WQCW526	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	WRN321	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Midwest LLC, FRN 0021519962	WQGH689	MICROWAVE INDUSTRIAL/BUSINESS POOL
Time Warner Cable Midwest LLC, FRN 0021519962	WQJ785	MICROWAVE INDUSTRIAL/BUSINESS POOL
Time Warner Cable Texas LLC, FRN 0021552963	WPPN885	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL

**PRIVATE WIRELESS LICENSES**

<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>RADIO SERVICE</u></b>
Time Warner Cable Northeast LLC, FRN 0021520002	KP3939	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Northeast LLC, FRN 0021520002	WDY834	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Northeast LLC, FRN 0021520002	WPJZ742	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Northeast LLC, FRN 0021520002	WQLC436	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Northeast LLC, FRN 0021520002	WQAS388	MICROWAVE INDUSTRIAL/BUSINESS POOL
Time Warner Cable New York City LLC, FRN 0021520085	WPOB447	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable New York City LLC, FRN 0021520085	WQSG971	MICROWAVE INDUSTRIAL/BUSINESS POOL
Time Warner Cable New York City LLC, FRN 0021520085	WQSG972	MICROWAVE INDUSTRIAL/BUSINESS POOL
Time Warner Cable Southeast LLC, FRN 0021552922	KTK417	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL
Time Warner Cable Southeast LLC, FRN 0021552922	WRW654	INDUSTRIAL/BUSINESS POOL, CONVENTIONAL

INTERNATIONAL BUREAU

<u>TRANSMIT/RECEIVE EARTH STATION LICENSES – TEMPORARY-FIXED</u>	
<u>LICENSEE</u>	<u>CALL SIGN</u>
Oceanic Time Warner Cable LLC, FRN 0021520101	E080200
Time Warner Cable Midwest LLC, FRN 0021519962	E020130
Time Warner Cable Midwest LLC, FRN 0021519962	E040257
Time Warner Cable Texas LLC, FRN 0021552963	E120088
Time Warner Cable Northeast LLC, FRN 0021520002	E020046
Time Warner Cable Northeast LLC, FRN 0021520002	E020162
Time Warner Cable Northeast LLC, FRN 0021520002	E030142
Time Warner Cable Northeast LLC, FRN 0021520002	E040258
Time Warner Cable Northeast LLC, FRN 0021520002	E040450
Time Warner Cable Northeast LLC, FRN 0021520002	E050253
Time Warner Cable New York City LLC, FRN 0021520085	E010308

<b><u>TRANSMIT/RECEIVE EARTH STATION LICENSES – TEMPORARY-FIXED</u></b>	
<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Southeast LLC, FRN 0021552922	E020012
Time Warner Cable Southeast LLC, FRN 0021552922	E020045
Time Warner Cable Southeast LLC, FRN 0021552922	E070058
Time Warner Cable Southeast LLC, FRN 0021552922	E070059
Time Warner Cable Southeast LLC, FRN 0021552922	E070060
<b><u>RECEIVE-ONLY EARTH STATION REGISTRATIONS</u></b>	
<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Enterprises LLC, FRN 0021624192	E860675
Oceanic Time Warner Cable LLC, FRN 0021520101	E6736
Time Warner Cable Pacific West LLC, FRN 0021520077	E050104
Time Warner Cable Pacific West LLC, FRN 0021520077	E080189
Time Warner Cable Pacific West LLC, FRN 0021520077	E2187
Time Warner Cable Pacific West LLC, FRN 0021520077	E2321

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Pacific West LLC, FRN 0021520077	E2480
Time Warner Cable Pacific West LLC, FRN 0021520077	E2983
Time Warner Cable Pacific West LLC, FRN 0021520077	E3015
Time Warner Cable Pacific West LLC, FRN 0021520077	E3075
Time Warner Cable Pacific West LLC, FRN 0021520077	E3118
Time Warner Cable Pacific West LLC, FRN 0021520077	E3198
Time Warner Cable Pacific West LLC, FRN 0021520077	E3199
Time Warner Cable Pacific West LLC, FRN 0021520077	E3201
Time Warner Cable Pacific West LLC, FRN 0021520077	E3238
Time Warner Cable Pacific West LLC, FRN 0021520077	E3293
Time Warner Cable Pacific West LLC, FRN 0021520077	E4930
Time Warner Cable Pacific West LLC, FRN 0021520077	E5019
Time Warner Cable Pacific West LLC, FRN 0021520077	E5048
Time Warner Cable Pacific West LLC, FRN 0021520077	E5057
Time Warner Cable Pacific West LLC, FRN 0021520077	E5404

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<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Pacific West LLC, FRN 0021520077	E5961
Time Warner Cable Pacific West LLC, FRN 0021520077	E6438
Time Warner Cable Pacific West LLC, FRN 0021520077	E6474
Time Warner Cable Pacific West LLC, FRN 0021520077	E6756
Time Warner Cable Pacific West LLC, FRN 0021520077	E860336
Time Warner Cable Pacific West LLC, FRN 0021520077	E860337
Time Warner Cable Pacific West LLC, FRN 0021520077	E874223
Time Warner Cable Pacific West LLC, FRN 0021520077	E880022
Time Warner Cable Pacific West LLC, FRN 0021520077	E880393
Time Warner Cable Pacific West LLC, FRN 0021520077	E880841
Time Warner Cable Pacific West LLC, FRN 0021520077	E880852
Time Warner Cable Pacific West LLC, FRN 0021520077	E881085
Time Warner Cable Pacific West LLC, FRN 0021520077	E890025
Time Warner Cable Pacific West LLC, FRN 0021520077	E890603
Time Warner Cable Pacific West LLC, FRN 0021520077	E950223

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<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Pacific West LLC, FRN 0021520077	E960066
Time Warner Cable Pacific West LLC, FRN 0021520077	E960176
Time Warner Cable Pacific West LLC, FRN 0021520077	E960320
Time Warner Cable Pacific West LLC, FRN 0021520077	KB62
Time Warner Cable Pacific West LLC, FRN 0021520077	KB97
Time Warner Cable Pacific West LLC, FRN 0021520077	KK46
Time Warner Cable Pacific West LLC, FRN 0021520077	KK81
Time Warner Cable Pacific West LLC, FRN 0021520077	KM99
Time Warner Cable Pacific West LLC, FRN 0021520077	KP64
Time Warner Cable Pacific West LLC, FRN 0021520077	KP72
Time Warner Cable Pacific West LLC, FRN 0021520077	KW80
Time Warner Cable Midwest LLC, FRN 0021519962	E040017
Time Warner Cable Midwest LLC, FRN 0021519962	E2018
Time Warner Cable Midwest LLC, FRN 0021519962	E2425

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<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	E2426
Time Warner Cable Midwest LLC, FRN 0021519962	E2427
Time Warner Cable Midwest LLC, FRN 0021519962	E2679
Time Warner Cable Midwest LLC, FRN 0021519962	E2685
Time Warner Cable Midwest LLC, FRN 0021519962	E2985
Time Warner Cable Midwest LLC, FRN 0021519962	E3145
Time Warner Cable Midwest LLC, FRN 0021519962	E3436
Time Warner Cable Midwest LLC, FRN 0021519962	E3458
Time Warner Cable Midwest LLC, FRN 0021519962	E3505
Time Warner Cable Midwest LLC, FRN 0021519962	E3506
Time Warner Cable Midwest LLC, FRN 0021519962	E3550
Time Warner Cable Midwest LLC, FRN 0021519962	E3551
Time Warner Cable Midwest LLC, FRN 0021519962	E3952
Time Warner Cable Midwest LLC, FRN 0021519962	E4172
Time Warner Cable Midwest LLC, FRN 0021519962	E4198

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<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	E4338
Time Warner Cable Midwest LLC, FRN 0021519962	E4341
Time Warner Cable Midwest LLC, FRN 0021519962	E4478
Time Warner Cable Midwest LLC, FRN 0021519962	E5020
Time Warner Cable Midwest LLC, FRN 0021519962	E5437
Time Warner Cable Midwest LLC, FRN 0021519962	E5498
Time Warner Cable Midwest LLC, FRN 0021519962	E6449
Time Warner Cable Midwest LLC, FRN 0021519962	E7300
Time Warner Cable Midwest LLC, FRN 0021519962	E860321
Time Warner Cable Midwest LLC, FRN 0021519962	E865184
Time Warner Cable Midwest LLC, FRN 0021519962	E870893
Time Warner Cable Midwest LLC, FRN 0021519962	E872136
Time Warner Cable Midwest LLC, FRN 0021519962	E873416
Time Warner Cable Midwest LLC, FRN 0021519962	E873418
Time Warner Cable Midwest LLC, FRN 0021519962	E873420

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

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Time Warner Cable Midwest LLC, FRN 0021519962	E880468
Time Warner Cable Midwest LLC, FRN 0021519962	E880888
Time Warner Cable Midwest LLC, FRN 0021519962	E890798
Time Warner Cable Midwest LLC, FRN 0021519962	E890832
Time Warner Cable Midwest LLC, FRN 0021519962	E900073
Time Warner Cable Midwest LLC, FRN 0021519962	E900577
Time Warner Cable Midwest LLC, FRN 0021519962	E9046
Time Warner Cable Midwest LLC, FRN 0021519962	E910224
Time Warner Cable Midwest LLC, FRN 0021519962	E9194
Time Warner Cable Midwest LLC, FRN 0021519962	E920186
Time Warner Cable Midwest LLC, FRN 0021519962	E920188
Time Warner Cable Midwest LLC, FRN 0021519962	E930031
Time Warner Cable Midwest LLC, FRN 0021519962	E930144
Time Warner Cable Midwest LLC, FRN 0021519962	E930196

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	E940078
Time Warner Cable Midwest LLC, FRN 0021519962	E9472
Time Warner Cable Midwest LLC, FRN 0021519962	E950468
Time Warner Cable Midwest LLC, FRN 0021519962	E960299
Time Warner Cable Midwest LLC, FRN 0021519962	E980458
Time Warner Cable Midwest LLC, FRN 0021519962	KF37
Time Warner Cable Midwest LLC, FRN 0021519962	KY95
Time Warner Cable Midwest LLC, FRN 0021519962	KZ28
Time Warner Cable Midwest LLC, FRN 0021519962	WB50
Time Warner Cable Midwest LLC, FRN 0021519962	WD20
Time Warner Cable Midwest LLC, FRN 0021519962	WE47
Time Warner Cable Midwest LLC, FRN 0021519962	WF88
Time Warner Cable Midwest LLC, FRN 0021519962	WG76
Time Warner Cable Midwest LLC, FRN 0021519962	WK50
Time Warner Cable Midwest LLC, FRN 0021519962	WN46

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	WN89
Time Warner Cable Midwest LLC, FRN 0021519962	WP20
Time Warner Cable Midwest LLC, FRN 0021519962	WQ55
Time Warner Cable Midwest LLC, FRN 0021519962	WR73
Time Warner Cable Midwest LLC, FRN 0021519962	WS44
Time Warner Cable Midwest LLC, FRN 0021519962	WT29
Time Warner Cable Midwest LLC, FRN 0021519962	WV36
	
Time Warner Cable Texas LLC, FRN 0021552963	E2889
Time Warner Cable Texas LLC, FRN 0021552963	E890831
Time Warner Cable Texas LLC, FRN 0021552963	E950214
Time Warner Cable Texas LLC, FRN 0021552963	E950394
Time Warner Cable Texas LLC, FRN 0021552963	E9530
Time Warner Cable Texas LLC, FRN 0021552963	KP85
Time Warner Cable Texas LLC, FRN 0021552963	KT59
Time Warner Cable Texas LLC, FRN 0021552963	KU69
Time Warner Cable Texas LLC, FRN 0021552963	KU72
Time Warner Cable Texas LLC, FRN 0021552963	KY61
	

<b><u>RECEIVE-ONLY EARTH STATION REGISTRATIONS</u></b>	
<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Northeast LLC, FRN 0021520002	E000249
Time Warner Cable Northeast LLC, FRN 0021520002	E2075
Time Warner Cable Northeast LLC, FRN 0021520002	E2573
Time Warner Cable Northeast LLC, FRN 0021520002	E2632
Time Warner Cable Northeast LLC, FRN 0021520002	E3283
Time Warner Cable Northeast LLC, FRN 0021520002	E3533
Time Warner Cable Northeast LLC, FRN 0021520002	E3542
Time Warner Cable Northeast LLC, FRN 0021520002	E3560
Time Warner Cable Northeast LLC, FRN 0021520002	E3571
Time Warner Cable Northeast LLC, FRN 0021520002	E3824
Time Warner Cable Northeast LLC, FRN 0021520002	E4158
Time Warner Cable Northeast LLC, FRN 0021520002	E4217
Time Warner Cable Northeast LLC, FRN 0021520002	E4261
Time Warner Cable Northeast LLC, FRN 0021520002	E4384
Time Warner Cable Northeast LLC, FRN 0021520002	E4385

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Northeast LLC, FRN 0021520002	E4474
Time Warner Cable Northeast LLC, FRN 0021520002	E5897
Time Warner Cable Northeast LLC, FRN 0021520002	E5905
Time Warner Cable Northeast LLC, FRN 0021520002	E6333
Time Warner Cable Northeast LLC, FRN 0021520002	E6338
Time Warner Cable Northeast LLC, FRN 0021520002	E8309
Time Warner Cable Northeast LLC, FRN 0021520002	E860969
Time Warner Cable Northeast LLC, FRN 0021520002	E870043
Time Warner Cable Northeast LLC, FRN 0021520002	E870127
Time Warner Cable Northeast LLC, FRN 0021520002	E870272
Time Warner Cable Northeast LLC, FRN 0021520002	E873722
Time Warner Cable Northeast LLC, FRN 0021520002	E8796
Time Warner Cable Northeast LLC, FRN 0021520002	E8842
Time Warner Cable Northeast LLC, FRN 0021520002	E8856
Time Warner Cable Northeast LLC, FRN 0021520002	E890026

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>REGISTRATION HOLDER</u></b>	<b><u>CALL SIGN</u></b>
Time Warner Cable Northeast LLC, FRN 0021520002	E890152
Time Warner Cable Northeast LLC, FRN 0021520002	E900146
Time Warner Cable Northeast LLC, FRN 0021520002	E900679
Time Warner Cable Northeast LLC, FRN 0021520002	E940490
Time Warner Cable Northeast LLC, FRN 0021520002	E950014
Time Warner Cable Northeast LLC, FRN 0021520002	E950081
Time Warner Cable Northeast LLC, FRN 0021520002	E950084
Time Warner Cable Northeast LLC, FRN 0021520002	E950097
Time Warner Cable Northeast LLC, FRN 0021520002	E960052
Time Warner Cable Northeast LLC, FRN 0021520002	E960055
Time Warner Cable Northeast LLC, FRN 0021520002	E970250
Time Warner Cable Northeast LLC, FRN 0021520002	WG21
Time Warner Cable Northeast LLC, FRN 0021520002	WG77
Time Warner Cable Northeast LLC, FRN 0021520002	WH47
Time Warner Cable Northeast LLC, FRN 0021520002	WL33