

DOCKET NO.

14-97

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LATHAM & WATKINS LLP

ACCEPTED/FILED

September 11, 2014

SEP 11 2014

VIA ECFS

Federal Communications Commission
Office of the Secretary

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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Re: Response of Time Warner Cable Inc. to the Commission's Information and Data Request, Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Transfer Control of Licenses and Authorizations, MB Docket No. 14-57

Dear Ms. Dortch,

Time Warner Cable Inc. ("TWC") hereby submits its response to the Commission's Information and Data Request, dated August 21, 2014 (the "Request"). Pursuant to the Joint Protective Order,¹ the attached Public version has been redacted for public inspection. The [[]] symbols denote where Confidential Information has been redacted, and the {{ }} symbols denote where Highly Confidential Information has been redacted. A Highly Confidential version of these narrative responses is being filed simultaneously under separate cover and will be made available for inspection pursuant to the terms of the Protective Order.

The narrative answers and data submissions respond to the Request as clarified by previously disclosed discussions between representatives of TWC and the Commission. Based on these discussions, Commission staff and TWC agreed to certain modifications and understandings of the Requests and accompanying Instructions, subject to the Commission's ability to request additional information as it may deem necessary. These modifications and understandings are reflected in the pertinent responses and include the following:

- Request 2(g) has been modified to reflect that TWC has provided information by DMA and not by zip code;

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¹ *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations, MB Docket No. 14-57, Joint Protective Order, 29 FCC Rcd. 2688 (Apr. 4, 2014).*

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- Request 4 has been modified to reflect that TWC has provided information for its systems in Hawaii in a separate dataset;
- Request 4(k) has been modified to reflect that TWC has provided aggregate costs for customer acquisition rather than per-subscriber costs;
- Requests 4(l), (m) and (n) have been modified to reflect that TWC has provided costs on an operating unit level and not by zip code;
- Request 4(o) has been clarified to include only those costs that TWC records as variable costs per subscriber;
- Request 5 has been clarified to include only video on demand services sold on a standalone basis;
- Request 6(b) and (c) have been modified to reflect that TWC has provided an aggregated total of hours viewed rather than reporting by zip code;
- Request 7 has been modified to reflect that TWC has provided the requested information by tenure bands including multiple months of tenure, rather than providing information based on the “by month tenure” of subscribers, and by customer relationship and not by the package customers have purchased;
- Request 8 has been modified to refer to subsections (a) and (e) rather than (b) and (g);
- Request 19 has been modified to require TWC to provide a list of material occasions where Bright House Networks (“BHN”) elected to negotiate on its own or to opt out of a TWC contract, rather than requiring a list of all programming and technology agreements TWC negotiated on behalf of BHN;
- Request 27 has been modified to require TWC to provide the requested information based on the definition of “Marquee Sports League,” rather than requiring information for “all sports teams [and] leagues,” and to eliminate the requirement to respond to subpart (d);
- Request 28 has been modified to reflect that TWC is limiting its production to final written contracts, rather than providing “all contracts or informal understandings;
- Request 33 has been modified to allow TWC to provide approximate dates for new networks seeking carriage since January 2011, and to reflect that TWC has provided information on requests to renew contracts only where such requests resulted in a contractual obligation for a tier change or a reposition right has been exercised by TWC;

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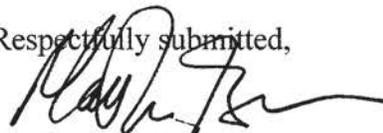
- Request 35 has been modified to allow TWC to list the agreements through which it has acquired video programming during the relevant period without providing detailed information regarding agreements that contain most-favored-nation clauses, exclusive rights, windowing or other distribution limits, rights to obtain additional programming, or authentication-related provisions, or other provisions that impact the way programming is distributed or made available to other distributors;
- Request 36 has been modified to permit TWC to provide any documents it may possess regarding negotiations that did not result in a programming agreement, in lieu of identifying all such negotiations and the details specified by Request 36;
- Request 44 has been modified to reflect that TWC is providing revenue on a national basis and not by region or locality; and
- Request 60 has been modified to reflect that TWC is providing a list of monthly capacity/utilization from May 2011 to April 2014 for each port, identifying the provider/peer, rather than providing additional details regarding any upgrades or downgrades to interconnection links.

In addition to the above modifications, TWC will be supplementing its responses to several of the Commission's requests. TWC is still completing its responses to the following Requests and will provide a supplementary response(s) as soon as possible: Requests 2(f), 4(k), 4(o), 4(p), 5(i), 8(c), 8(d), 21(c), 48, and 71. Finally, all non-privileged documents requested in the Commission's Request (including the databases requested in Specifications 73, 74, and 75) will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

TWC has made diligent efforts to ensure that none of the documents it is submitting herewith are privileged under the attorney-client privilege or attorney work product doctrine. To the extent that any privileged documents may have been inadvertently produced, such production does not constitute a waiver of any applicable privilege. TWC requests that any privileged documents inadvertently produced be returned to TWC as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.

Please contact the undersigned should you have any questions.

Respectfully submitted,



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

Attachments

cc: Hillary Burchuk

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Time Warner Cable Inc.

**RESPONSE TO THE INFORMATION AND DATA REQUEST ISSUED TO
TIME WARNER CABLE INC. ON AUGUST 21, 2014 BY THE
FEDERAL COMMUNICATIONS COMMISSION**

September 11, 2014

NARRATIVE RESPONSE

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INTERROGATORIES AND RESPONSES

SPECIFICATION 1

Produce, in both:

(i) PDF and (ii) ESRI Shapefile format, a map showing the location of each cable system owned by, operated by, managed by, or attributed to the Company.

Response to Specification 1:

(i) *See* Exhibit 1-1

(ii) *See* Exhibit 1-2.

SPECIFICATION 2:

Identify, as of December 31, 2009, December 31, 2010, December 31, 2011, December 31, 2012, December 31, 2013, and June 30, 2014, each cable system owned by, operated by, managed by, or attributed to the Company, and for each cable system identify the nature of the Company's interests, and state and identify the following:

- (a) the Community Unit Identifiers (CUID);**
- (b) the Physical System Identifiers (PSID);**
- (c) the name and number of the DMA served by the cable system;**
- (d) the census blocks served by the cable system;**
- (e) the zip codes served by the cable system;**
- (f) the internal Company names and codes that apply to the cable system;**
- (g) the facilities-based competing providers of Internet access service and MVPD service (excluding private cable and wireless cable operators), separately identified by service and provider, and the distribution technology used by the competing provider (e.g., wireless, fiber optic cable, hybrid fiber optic cable, or satellite) for each zip code served;**
- (h) any internal estimates of the percentage of homes passed that are overbuilt by any facilities-based competing provider of MVPD service and Internet access service separately for each such competing provider;**
- (i) the total capacity and the total unused capacity of each of the Company's cable systems by (i) MHz and the spectrum allocated to each cable service and any other service, and (ii) the number of non-broadcast programming networks; and**
- (j) the headends serving each cable system and the number of cable services subscribers served by each headend.**

Response to Specification 2(a):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(b):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(c):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(d):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(e):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(f):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 2(g):

See Exhibits 2-3 and 2-4.

Exhibit 2-3 includes data at a ZIP Code-level of the TWC footprint for the periods of Q4 2012, Q4 2013 and Q2 2014 for TWC and its video competitors. The file contains data elements for each time period covered, the TWC Region, TWC Market, State, DMA, ZIP Code, Video Provider, the Provider Type, estimates for each video provider and TWC Homes Passed counts. There are worksheet tabs which contain a notes section with some reference and definitions along with Pivot-Tables for summarization. Other than the TWC Homes Passed data which is derived from TWC internal data sources, the video count estimates are derived from a research vendor which tracks the data, SNL Kagan.

Exhibit 2-4 includes data at the TWC division-level for the periods of Q2 2014 and Q2 2013 for TWC and its Internet competitors. The file contains data elements for the time period covered, the TWC Division, TWC Homes Passed, the type of technology (*i.e.* Fiber, DSL, etc.) the Internet provider, and the Share of Internet. The Internet data (*i.e.* Share of Internet) includes only percentages of market share of total internet subscriptions at the division-level. TWC does not estimate actual counts, but “percent share,” as noted. Due to the methodology of the research

tracking for market share, the data is not available at a ZIP Code-level and therefore the lowest geography level TWC can provide is TWC Division. Other than the TWC Homes Passed data, which is derived from TWC internal sources, the ISP data is derived from a research vendor which tracks the data, comScore.

Response to Specification 2(h):

See, Exhibits 2-3 and 2-4.

Exhibit 2-3 includes data at a ZIP Code-level of the TWC footprint for the periods of Q4 2012, Q4 2013 and Q2 2014 for TWC and its video competitors. The file contains data elements for each time period covered, the TWC Region, TWC Market, State, DMA, ZIP Code, Video Provider, the Provider Type, estimates for each video provider and TWC Homes Passed counts. There are worksheet tabs which contain a notes section with some reference and definitions along with Pivot-Tables for summarization. Other than the TWC Homes Passed data which is derived from TWC internal data sources, the video count estimates are derived from a research vendor which tracks the data, SNL Kagan.

Exhibit 2-4 includes data at the TWC division-level for the periods of Q2 2014 and Q2 2013 for TWC and its Internet competitors. The file contains data elements for the time period covered, the TWC Division, TWC Homes Passed, the type of technology (*i.e.* Fiber, DSL, etc.) the Internet provider, and the Share of Internet. The Internet data (*i.e.* Share of Internet) includes only percentages of market share of total internet subscriptions at the division-level. We do not estimate actual counts, but “percent share,” as noted. Due to the methodology of the research tracking for market share, the data is not available at a ZIP Code-level and therefore the lowest geography level we can provide is TWC Division. Other than the TWC Homes Passed data which is derived from TWC internal sources, the ISP data is derived from a research vendor which tracks the data, comScore.

Response to Specification 2(i):

See, Exhibit 2-2, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(j):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

SPECIFICATION 3:

For each zip code identified in response to Request 2(e), and from January 1, 2009, to the present, describe each of the Company's bundled services plans and standalone services plans offered through any sales channel, and for each plan, describe the:

- (i) MVPD service, including each service tier or programming package offered and the channels (both standard definition and high definition) on each tier or package;**
- (ii) Internet access service, including each tier or package offered and the upload and download speed associated with each such tier or programming package, explaining how the upload speed is calculated if no advertised speed is available; and**
- (iii) telephone services.**

Response to Specification (3)

See Exhibit 3, which provides information on the Company's bundled and standalone service plans as they have existed nationally since January 1, 2013. Plans were determined at a regional level prior to that time and historic information on those plans is not readily available.

SPECIFICATION 4:

For each zip code identified in Request 2(e) and for the Company as a whole, separately for residential subscribers and other subscribers, and for each month for the period beginning January, 2009, to the present, state and produce in CSV or Excel format:

- (a) the number of customer locations to which cable services are available, separately for residential customer locations and other customer locations, and the penetration rate;**
- (b) the number of standalone services and bundled services subscribers as of the last day of the month;**
- (c) the average revenue per subscriber in the month for standalone services and bundled services;**
- (d) the number of subscribers who first began subscribing to any of the Company's standalone services and bundled services in the specified month who were not subscribers to any of the Company's cable services in the prior month;**
- (e) the average revenue per new subscriber described in subpart (d) to standalone services and bundled services, and that churned from a competing provider, separately for each competing provider;**
- (f) the number of subscribers discontinuing all subscriptions to the Company's cable services;**
- (g) the average revenue per departing subscriber described in subpart (f) for standalone services and bundled services, and the number of subscribers that churned to competing provider, separately for each competing provider;**
- (h) the number of the Company's current subscribers who first began subscribing to any of the Company's other standalone services or bundled services in the specified month;**
- (i) the number of subscribers discontinuing their subscription to one or more of the Company's standalone services or bundled services, but who remain a subscriber to one or more of the Company's cable services at the end of the specified month;**
- (j) the churn rate for standalone services and bundled services;**
- (k) the per-subscriber acquisition cost or cost per gross addition for standalone services and bundled services and an explanation of how these values were calculated;**
- (l) the cost per subscriber to the Company's MVPD service of acquiring video programming distribution rights and an explanation of how these values were calculated;**

(m) the cost per subscriber to the Company's MVPD service of acquiring VOD and PPV distribution rights and an explanation of how these values were calculated;

(n) the average gross and net advertising revenue per subscriber to the Company's MVPD service and an explanation of how these values were calculated;

(o) other variable costs per subscriber for standalone services and bundled services and an explanation of how these values were calculated; and

(p) the value of each additional subscriber to the Company for standalone services and bundled services and an explanation of how these values were calculated.

Response to Specification 4(a):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(b):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(c):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(d):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(e):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(f):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(g):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(h):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(i):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(j):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(k):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 4(l):

See response to Spec 5(g).

Response to Specification 4(m):

See response to Spec 6(a)(3) .

Response to Specification 4(n):

See Exhibit 4-5. Average monthly gross advertising revenues per subscriber were calculated by taking the Company's monthly gross advertising revenues (sourced from the Company's general ledger revenues) and dividing by the number of monthly subscribers in the remainder of the analysis for Part 4. Likewise, average monthly net advertising revenues per subscriber were calculated by taking the Company's monthly net advertising revenues (monthly gross revenues less monthly agency commissions) and dividing by the number of monthly subscribers in the remainder of the analysis for Part 4.

Response to Specification 4(o):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 4(p):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

SPECIFICATION 5:

Separately for (i) every zip code identified in 2(e), and (ii) every DMA for where the Company provides MVPD service, and separately for every subscription VOD service offered by the Company, for every month from January, 2009, to the present, state:

- (a) the number of subscribers to the service at the end of the month;
- (b) the number of subscribers that added the service;
- (c) the number of subscribers that added the service at the same time that they added MVPD service from the Company;
- (d) the number of subscribers that cancelled the service;
- (e) the number of subscribers that cancelled the service at the same time that they cancelled MVPD service from the Company;
- (f) the total subscription revenues;
- (g) the total cost of video programming distribution rights;
- (h) the total number of hours viewed; and
- (i) the price of the service and a description of all discounts or promotions that were in effect.

Response to Specification 5(a):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(b):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(c):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(d):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(e):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(f):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(g):

See Exhibit 5-4, which is data submitted to the Department of Justice in response to an inquiry as to the cost per subscriber of each channel offered on any of the Company's MVPD service tiers or packages. The exhibit includes (i) Divisional Basic Reports, (ii) Divisional Pay Reports, and (iii) Divisional Premium Service Reports (collectively "Divisional Programming Expense Reports"), which provide the rate charged to the operating unit per subscriber, the closest proxy for the cost per subscriber prepared by the Company in the ordinary course of business. TWC notes that these Divisional Programming Expense Reports do not include SportsNet LA (Dodgers) or news and local programming channels, because the cost associated with such channels is not charged to the divisional operating units. TWC began internally allocating the cost per subscriber associated with news and local programming in its Q1 2014 10-Q, and at that time retroactively determined the costs per subscriber for those channels. For 2012, 2013 and 2014, the costs per subscriber for those channels are, respectively, \$0.91, \$0.93 and \$0.94. TWC notes also that the rate charged to the operating unit per subscriber does not include the following costs or contra costs that are charged at the corporate level: (i) bad debt credits; (ii) marketing support; (iii) audit reserves; and (iv) out of contract reserves.

Response to Specification 5(h):

See Exhibit 5-2, which provides information by zip code for SVOD services in columns E through AZ

See Exhibit 5-3, which provides information by DMA for SVOD services in columns E through AZ.

Data is not available from January 2009. The earliest data available has been provided, but does not extend back before April 2012. In addition, there are some areas in the zip code data, such as Portland, ME and Hawaii, which are not included.

Response to Specification 5(i):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

SPECIFICATION 6:

Separately for (i) every zip code identified in 2(e), and (ii) every DMA for where the Company provides MVPD service, for every month from January, 2009, to the present, state:

(a) separately for the Company's paid VOD service and PPV service, (1) the number of subscribers that used the service at least once; (2) the total revenues from subscribers; (3) the total cost of video programming distribution rights; and (4) the total number of hours viewed;

(b) for free VOD service, (1) the number of subscribers that used the service at least once; (2) the total number of hours viewed; and (3) the total cost of video programming distribution rights; and

(c) for the Company's over-the-top video services (e.g. "TV everywhere), (1) the percentage of the Company's MVPD subscribers that view video programming via the service, (2) the total number of hours viewed, and (3) the total cost of video programming distribution rights.

Response to Specification 6(a):

See Exhibit 6-1 in response to parts (1) and (2).

See Exhibit 6-2 in response to part (3). Exhibit 6-2 consists of information submitted to the Department of Justice in response to an inquiry as to the per user cost of VOD and PPV programming choices. This data is provided separately by area/market (Exhibits 6-2a through 6-2e) and by operating unit (Exhibits 6-2f through 6-2k). The data includes "paid VOD service and PPV service" in the sense that it includes linear PPV services and transactional VOD services. The Company does not maintain cost data separately for these two groups.

See Exhibit 6-3 and 6-4 in response to part (4).

Response to Specification 6(b):

See Exhibits 6-5 and 6-6 in response to parts (1) and (2).

[[

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Response to Specification 6(c):

(1) *See* Exhibit 6-7. Exhibit 6-7 provides data at the enterprise level; reliable data not available to zip/data level.

(2) *See* Exhibit 6-7. Exhibit 6-7 provides data at the enterprise level; reliable data not available to zip/data level.

(3) [[

]]

SPECIFICATION 7:

For each month, from January, 2014, to the present, separately for subscribers to the Company's standalone services and bundled services, and by month of tenure on the subscriber's current plan, state and produce in CSV or Excel format:

- (a) the number of subscribers as of the first day of the month;**
- (b) the average revenue per subscriber;**
- (c) the total number of disconnects from the service plan initiated either by the subscriber or the Company in the month;**
- (d) the number disconnects from the service plan initiated by the Company for non-payment or other reasons in the month;**
- (e) the number of mover disconnects from the service plan initiated by the subscriber in the month; and**
- (f) the number of other disconnects from the service plan initiated by the subscriber in the month.**

Response to Specification 7:

See Exhibit 7.

SPECIFICATION 8:

As of December 31, 2013, and June 30, 2014, and for each DMA, state and produce in CSV or Excel format:

- (a) the number of subscribers to the Company's MVPD service;**
- (b) the number of TV households, citing the source of this information and explaining how this number was calculated;**
- (c) the number of Hispanic TV households, citing the source of this information and explaining how this number was calculated;**
- (d) the number of Hispanic households that subscribe to MVPD service, citing the source of this information and explaining how this number was calculated; and**
- (e) the number of Hispanic households that subscribe to the Company's MVPD service.**

In the event that as a result of the proposed divestiture transactions, the assets, Hispanic households and the Hispanic subscribers in a single DMA will be divided between Comcast, Charter and SpinCo, for subparts (b) and (g), allocate the subscribers and Hispanic households to the receiving applicant, and provide an explanation of the methodology used to make the allocation.

Response to Specification 8(a):

See Exhibit 8-1.

Response to Specification 8(b):

See Exhibit 8-2.

Exhibit 8-2 includes data for all DMA's that are either in whole or in part of the TWC footprint and reflects counts of total TV households, pay TV Households and over-the-air Households with each DMA, as developed by Nielsen.

Response to Specification 8(c):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.