

WT-160439-AT

April 22, 2016

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VIA OVERNIGHT DELIVERY

Records Center
Attn: Virgil Santos
Washington Utilities and Transportation
Commission
P.O. Box 47250
Olympia, WA 98504-7250

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STATE OF WASHINGTON
UTILITY AND TRANSPORTATION
COMMISSION

Re: Notice Regarding Pro Forma Change in Indirect Ownership of Charter Fiberlink-WA-CCVII, LLC and the Transfer of Indirect Control of Time Warner Cable Information Services (Washington), LLC and Time Warner Cable Business LLC

Dear Mr. Santos:

Charter Fiberlink WA-CCVII, LLC ("Charter Fiberlink"), Time Warner Cable Information Services (Washington), LLC ("TWCIS") and Time Warner Cable Business LLC ("TWCB," and together with TWCIS, the "TWC Subsidiaries") (collectively, the "Parties"), by undersigned counsel, hereby notify the Washington Utilities and Transportation Commission (the "Commission") of a proposed transaction described herein that will result in (i) a *pro forma* change to the corporate structure of Charter Communications, Inc. ("Charter") involving the ultimate corporate parent of Charter Fiberlink and (ii) a proposed transfer of indirect control of the TWC Subsidiaries (the "Transaction").

As further discussed below, this Notice concerns a proposed transaction through which Charter, TWC, and a third entity with no presence or operations in Washington, Bright House Networks, LLC ("BHN"), a subsidiary of Advance/Newhouse Partnership ("A/N"), will merge into "New Charter"—creating an advanced, growth oriented broadband and cable company poised to better serve customers in competitive, high-quality communications services ("Transaction"). Following the Transaction, Charter Fiberlink, TWCIS, and TWCB will each be indirect subsidiaries of New Charter.¹

Commission approval is not required to complete the Transaction described herein.² Accordingly, the Parties are providing this notice to the Commission in order to ensure the continuing accuracy of the Commission's records.

¹ This Notice will refer to the reorganized parent company as "New Charter." However, the parent entity resulting from the merger will ultimately assume the name "Charter Communications, Inc.," as described more thoroughly herein.

² See WASH. ADMIN. CODE § 480-121-063 (2016) (waiving regulatory requirements for competitively classified telecommunications companies).

Description of the Parties

A. Charter.

Charter is a publicly traded, leading communications company that provides broadband Internet, video, voice, and business services.³ Charter markets its services under the *Spectrum* brand. As a result of extensive investment and a commitment to service quality and customer-friendly practices, Charter now serves over 6.2 million residential customers and has 390,000 commercial relationships. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 28 states, including Washington, and employs over 23,800 people. In Washington, more than 1,000 Charter employees provide products and services serving residential and business customers in over 53 communities, including Ellensburg, Kennewick, Pasco, Richland, Wenatchee and Yakima.

B. Charter Fiberlink.

Charter Fiberlink is a wholly owned subsidiary of Charter and a limited liability company organized under the laws of the State of Delaware with a principal office located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink is registered with the Commission as a "competitive telecommunications company" to provide local exchange telecommunications services and intrastate, interexchange (interLATA and intraLATA toll) telecommunications and data communications services pursuant to certification granted in Docket No. UT-032109. Charter Fiberlink does not provide residential end-user voice services itself, but it enables its unregulated VoIP affiliate to do so by providing network interconnection, telephone numbers, 911 connectivity, and other services.

C. Time Warner Cable.

Time Warner Cable Inc. ("TWC") is a publicly traded Delaware corporation with its headquarters located at 60 Columbus Circle, New York, New York 10023. TWC is a leading provider of video, high-speed Internet, and voice services to residential and business customers. TWC reaches over 15 million customers across 30 states, including Whitman County in Washington, and it faces strong competition in each of its service areas. TWC's broadband infrastructure has enabled it, through its operating subsidiaries, to provide interconnected VoIP services throughout its geographic footprint. Indeed, TWC was the first multi-system cable operator—and one of the first service providers—to introduce a mass-market, facilities-based VoIP service, bringing a reliable, feature-rich, competitive voice alternative to residential and business consumers.

D. TWC Subsidiaries.

TWCIS is a wholly owned subsidiary of TWC and a limited liability company organized under the laws of the State of Delaware and was registered as a competitive telecommunications company in the

³ Certain of the subjects and benefits discussed in this filing pertain to non-jurisdictional products and services. While those items are included herein in order to provide a comprehensive view of the public interest benefits of the proposed Transaction, Charter and TWC respectfully reserve all rights relating to the inclusion of or reference to such information, including without limitation Charter's and TWC's legal and equitable rights relating to jurisdiction, filing, disclosure, relevancy, due process, review, and appeal. The inclusion of or reference to non-jurisdictional information may not be construed as a waiver of any rights or objections otherwise available to Charter or TWC in this or any other proceeding, and may not be deemed an admission of relevancy, materiality, or admissibility.

State of Washington on August 31, 2008 in Docket No. UT-081449. TWCIS does not provide residential end-user voice services itself, but enables its unregulated VoIP affiliate to do so by providing network interconnection, telephone numbers, and other services. TWCB offers to business and commercial customers a variety of products and services, including high-capacity transmission services such as Metro Ethernet and cell tower backhaul services and facilities used by wireless providers pursuant to a certificate of registration granted in Docket UT-130361. TWC, through these and other subsidiaries, offers a broad range of communications and information technology solutions, including broadband Internet access, voice solutions, and through its NaviSite operations, managed hosting and cloud computing services. TWC offers these services in competition with Incumbent Local Exchange Carriers ("ILECs") and other service providers. The companies offer these services using the facilities of TWC and, where necessary, third-party infrastructure.

Contact Information

The designated contacts for questions concerning this filing are:

For Charter Fiberlink:

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For the TWC Subsidiaries:

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COMMUNICATIONS

Description of the Transaction

As part of a national transaction, Charter will combine with TWC and a company that does not have a presence or operations in Washington – Bright House Networks, LLC (“BHN”) – into a single company, “New Charter,”⁴ able to leverage the best aspects of each of the three participants. New Charter will continue under Charter’s present management and assume its name, as described below.

On May 23, 2015, Charter, along with CCH I, LLC, the current Charter subsidiary that will become New Charter, entered into agreements (“Agreements”) with each of TWC, Liberty Broadband Corporation (“Liberty Broadband”), Liberty Interactive Corporation (together with Liberty Broadband, “Liberty”) and the Advance/Newhouse Partnership (“A/N”), a parent company of BHN. Under the terms of the Agreements, TWC will merge into a subsidiary of New Charter through a series of steps. In addition, subject to separate conditions set forth in Charter’s agreement with A/N, New Charter will acquire BHN.

The management of New Charter, including Charter’s current operating subsidiaries, is expected to remain unchanged. New Charter will assume the Charter name and will be the entity with shares traded on NASDAQ. Upon completion of the Transaction, approximately 68% of New Charter, on an as-converted, as-exchanged basis, will be publicly held, and a majority of the board will not be nominated by either A/N (which will nominate two board members at closing) or Liberty Broadband (which will nominate three board members at closing). Tom Rutledge, Charter’s President and CEO, will hold a board seat and will be offered the position of Chairman and CEO of New Charter.

New Charter will be the third-largest multichannel video programming distributor behind AT&T-DirectTV and Comcast. New Charter will own and/or manage systems serving approximately 19.4 million broadband customers, 17.3 million video customers, and 9.4 million voice customers across 41 states.

⁴ The entity that will become New Charter is a current Charter subsidiary. At the conclusion of the Transaction, it will be the corporate parent of the merged entities and will assume the name “Charter Communications, Inc.” It will also convert to a C corporation and will be the entity with shares traded on NASDAQ.

In Washington, Charter Fiberlink and the TWC Subsidiaries will become indirect subsidiaries of New Charter.⁵ Charter is currently the ultimate owner and controlling entity of Charter Fiberlink. TWC is currently the ultimate owner and controlling entity of the TWC Subsidiaries. Pursuant to the restructuring of Charter into New Charter as described above, New Charter will become the ultimate parent of Charter Fiberlink, although ultimate control will not change as, *inter alia*, New Charter is expected to continue under Charter's management, and will continue to be a public company with a majority of its shares widely held.

Public Interest⁶

The Transaction resulting in the *pro forma* change in direct ownership of Charter Fiberlink and the transfer of indirect control of the TWC Subsidiaries will serve the public interest, enabling New Charter to enhance the competitive marketplace for voice service in Washington and to deliver superior services at just and reasonable rates. The Transaction will promote the deployment of advanced voice services and enhance competition in the voice marketplace, providing voice service customers in Washington with a more robust competitor and leading to better service and value. The increased scale of the merged company will enable it to more effectively make significant fixed-cost investments by spreading those investments over a larger customer base. And the Transaction will allow New Charter to integrate the best features of Charter's, TWC's, and BHN's respective voice offerings, resulting in improved service for residential and business customers. By combining Charter's, TWC's, and BHN's voice expertise and advanced services, New Charter will be able to offer the best service and products available, with significant synergistic advantages that will help assure that New Charter continues to develop high-quality new technology well into the future.

Because the Transaction will be conducted at a holding company level, it will be seamless to customers of the Parties. The Transaction will not result in any transfer of assets or customers of the Parties. Following completion of the Transaction, the Parties will continue to provide service to their respective customers pursuant to existing authorizations and tariffs, with no change in the rates or terms and conditions of service as a result of the Transaction. If in the future New Charter wishes to make any changes to regulated services or conditions following the Transaction, it will follow (through its regulated subsidiaries) any applicable notice or approval requirements in connection with any such changes. The Transaction therefore serves the public interest.

* * *

Enclosed are the original and two copies of this letter. Please return one of the copies date-stamped in the envelope provided. Should you have any questions with respect to this matter, please do not hesitate to contact me.

⁵ Attached as Exhibit A are pre- and post-Transaction charts to assist the Commission in understanding the above description of the Transaction.

⁶ Although some of the benefits of the Transaction pertain to areas beyond the scope of this Notice, a comprehensive discussion of the public interest benefits of the Transaction across the entirety of New Charter's proposed footprint may be found in the Public Interest Statement filed with the FCC on June 25, 2015, which is available at <https://transition.fcc.gov/transaction/charter-twc-bhn/charter-twc-bhn-public-interest.pdf>.

Virgil Santos
April 22, 2016
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Sincerely,

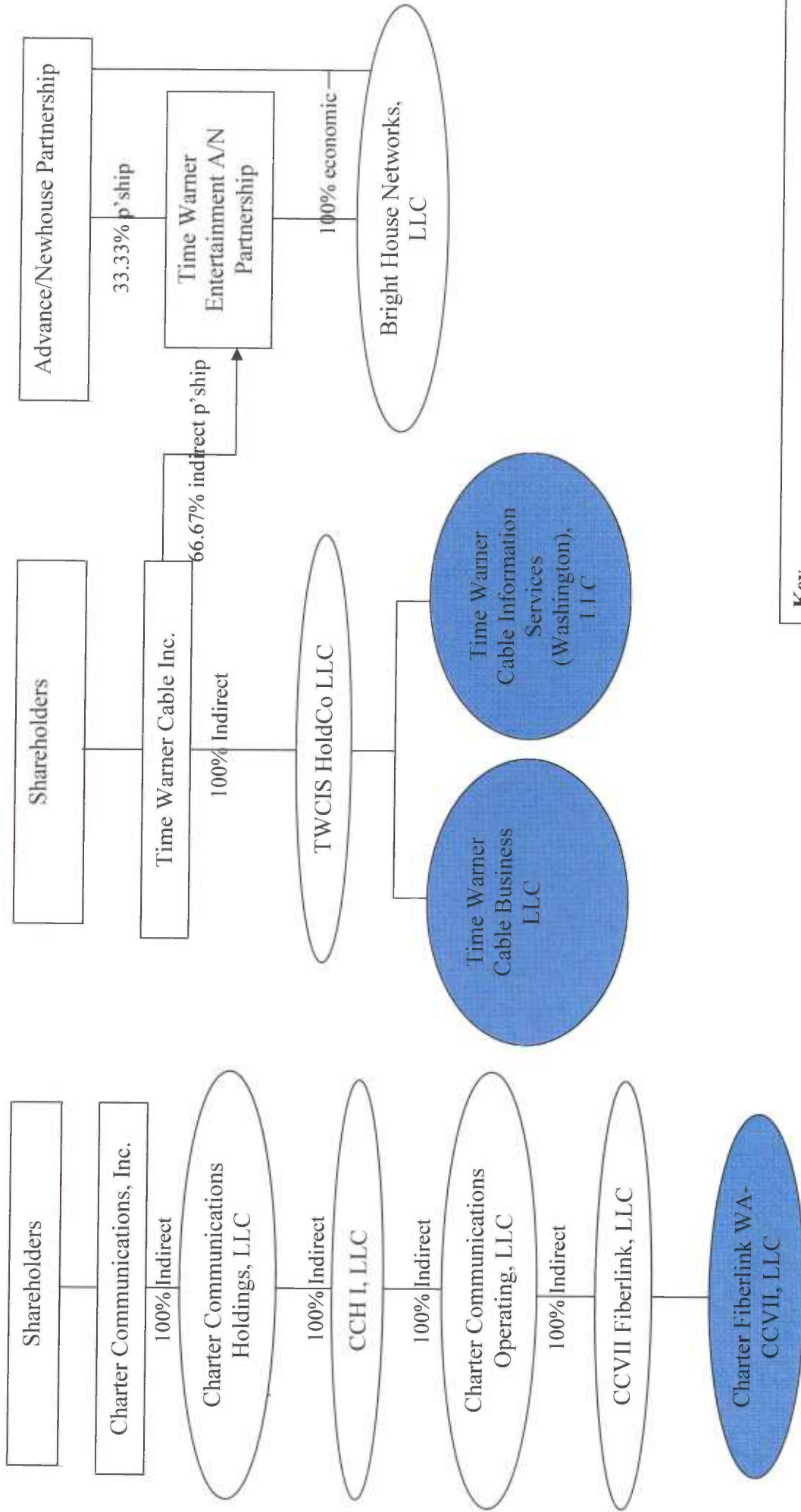
A handwritten signature in black ink that reads "Luke Platzer" followed by a stylized flourish or initials.

Luke Platzer
Counsel for Charter Communications, Inc.

Attachment

EXHIBIT A

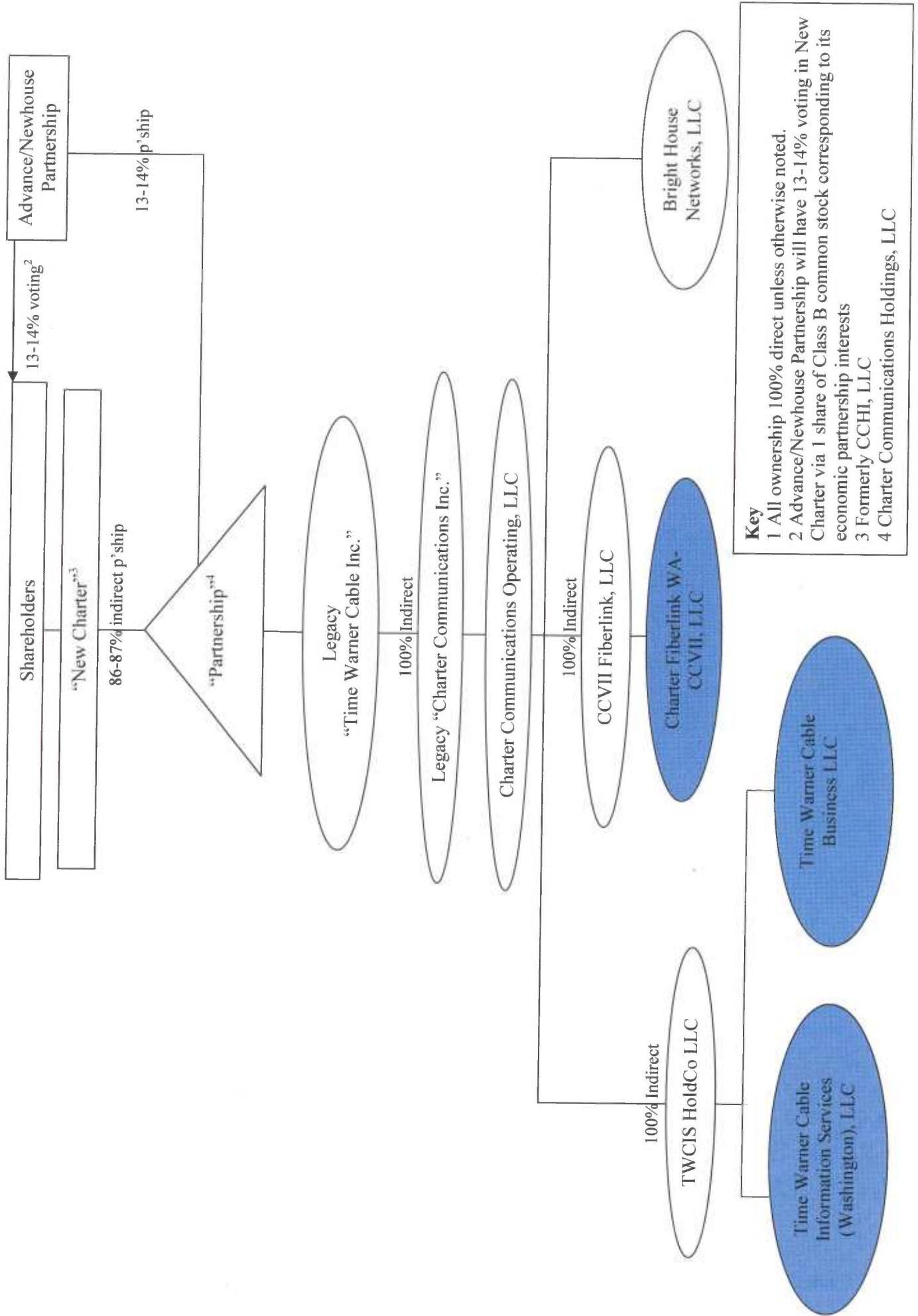
Diagram of Organization Structure Prior to Transactions¹



Key

¹ All ownership 100% direct unless otherwise noted.

Diagram of Organization Structure Following Transactions¹



Key

- 1 All ownership 100% direct unless otherwise noted.
- 2 Advance/Newhouse Partnership will have 13-14% voting in New Charter via 1 share of Class B common stock corresponding to its economic partnership interests
- 3 Formerly CCHI, LLC
- 4 Charter Communications Holdings, LLC