



# PUBLIC NOTICE

Federal Communications Commission  
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DA 11-1889

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## DOMESTIC SECTION 214 APPLICATION FILED FOR ACQUISITION OF CERTAIN ASSETS OF US CABLE OF COASTAL-TEXAS, L.P. BY CHARTER FIBERLINK-MISSOURI, LLC

### STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 11-166

**Comments Due: November 29, 2011**

**Reply Comments Due: December 6, 2011**

On October 3, 2011, US Cable of Coastal-Texas, L.P. (US Cable), Charter Communications Entertainment I, LLC (CCE I), and Charter Fiberlink – Missouri, LLC (Charter Fiberlink) (collectively, Applicants) filed an application pursuant to section 63.03 of the Commission's rules<sup>1</sup> to transfer certain of US Cable's assets in the communities of Hannibal, Mexico, Moberly, and several surrounding areas in Missouri from US Cable to CCE I, and to contemporaneously transfer these telephone assets from CCE I to its affiliate, Charter Fiberlink.

US Cable, a New Jersey limited partnership, provides interstate private line telecommunications services in Colorado, Minnesota, Missouri, New Mexico, Texas, and Wisconsin. US Cable provides facilities-based point-to-point private line telecommunications services to five business customers in the communities of Hannibal, Mexico, Moberly, Missouri, and several surrounding areas in Missouri. U.S. Cable also provides cable television services and high speed Internet services to the customers in these communities. According to Applicants, following the consummation of this transaction and two other pending transactions, US Cable will no longer provide telecommunications services.<sup>2</sup>

Applicants state that the individuals or entities that directly or indirectly own at least 10 percent of the equity of US Cable are US Cable Holdings, L.P. (general partner, 51.66 percent) and Comcast-USC, LLC (limited partner, 48.34 percent). The ownership of US Cable Holdings, L.P. is as follows: US Cable of Lake Forest, Inc. (general partner, 27.21 percent), Lake Capital Corporation (limited partner, 20

<sup>1</sup> 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants filed a supplement to their domestic section 214 application on November 9, 2011.

<sup>2</sup> The Commission recently approved the acquisition of US Cable's assets in Minnesota and Wisconsin by Midcontinent Communications. *See Notice of Domestic Section 214 Authorization Granted*, WC Docket No. 11-113, Public Notice, DA 11-1500 (rel. Sep. 6, 2011). On September 19, 2011, US Cable filed an application pursuant to section 63.03 of the Commission's rules to transfer certain of its assets in Colorado, New Mexico, and Texas to Baja Broadband, LLC. *Domestic Section 214 Application Filed for the Acquisition of Certain Assets of US Cable of Coastal-Texas, L.P. by Baja Broadband, LLC*, WC Docket No. 11-158, Public Notice, DA 11-1742 (rel. Oct. 19, 2011).

percent) and Stephen E. Myers (U.S. citizen, limited partner, 33.89 percent). The ownership of US Cable of Lake Forest, Inc. is as follows: Stephen E. Myers (51 percent), Michael C. Anderson (U.S. citizen, 10 percent), and William D. Lipkind, as Trustee of The Eastfield Trust (U.S. citizen, 34 percent). The ownership of Lake Capital Corporation is as follows: Stephen E. Myers (72.67 percent), Michael C. Anderson (10 percent), and William D. Lipkind and Alaska Trust Company, Trustees of The Northfield 2003 Alaska Insurance Trust (15.13 percent). All entities are U.S.-based. Comcast-USC, LLC is wholly-owned by Comcast Corporation, a public company organized under the laws of the State of Pennsylvania. Applicants state that no individual or entity holds 10 percent or more of the equity of Comcast Corporation.

CCE I, a Delaware limited liability company, is not currently authorized by the Commission to provide, and does not provide, domestic interstate or international telecommunications services. Charter Fiberlink, a Delaware limited liability company, provides interconnected Voice over Internet Protocol service and private line telecommunications services to customers in Missouri.<sup>3</sup>

Applicants state that Charter Communications, Inc. (CCI), a Delaware corporation, indirectly owns 99 percent of CCE I and Charter Fiberlink through a series of intervening limited liability companies.<sup>4</sup> The following U.S.-based entities hold a 10 percent or greater ownership interest in CCI: Apollo Global Management, LLC (30.9 percent)<sup>5</sup>, Oaktree Capital Group Holdings GP, LLC (17.5 percent),<sup>6</sup> and Crestview, L.L.C. (approximately 10 percent).<sup>7</sup>

Applicants state that there is no overlap between the areas in Missouri where US Cable and Charter Fiberlink provide their respective services, that the resulting entity would not have a market share in the interstate, interexchange market of greater than 10 percent, and that neither Charter Fiberlink nor US Cable is dominant with respect to any service.

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<sup>3</sup> Affiliates of Charter Fiberlink also provide the same services to customers in Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Nebraska, Nevada, New Hampshire, New York, North Carolina, Oregon, South Carolina, Tennessee, Texas, Vermont, Virginia, Washington and Wisconsin, and are authorized to, but do not currently, provide services in Mississippi. Cable affiliates of Charter Fiberlink also provide cable television services and high speed Internet services to customers in franchised areas in approximately 35 states.

<sup>4</sup> US Cable of Coastal-Texas, L.P. and Charter Communications Entertainment I, LLC, Charter Fiberlink-Missouri, LLC, Joint Application for Consent to Transfer Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 11-166, at Schedule 2 (filed Oct. 3, 2011) (Application).

<sup>5</sup> Apollo Global Management, LLC controls its interest in CCI through a series of intermediate subsidiaries and management arrangements, including some organized in the Cayman Islands and Channel Islands. One entity, AP Charter Holdings (Sub), LLC, a Delaware limited liability company, holds a 10 percent or greater direct interest in CCI. The following U.S. citizens are the principal executive officers and managers of the ultimate parent entities: Leon Black, Joshua Harris, and Marc Rowan.

<sup>6</sup> Oaktree Capital Group Holdings GP, LLC controls, through a series of intermediate subsidiaries and management arrangements, Oaktree Opportunities Investments, L.P., a Delaware limited partnership which holds a 10 percent or greater direct interest in CCI. The following U.S. citizens are the members of Oaktree Capital Group Holdings GP, LLC, the ultimate parent entity: Kevin Clayton, John Frank, Stephen Kaplan, Bruce Karsh, Larry Keele, David Kirchheimer, Howard Marks, and Sheldon Stone. Applicants state that all of the individuals and legal entities affiliated with Oaktree Opportunities Investment, L.P. are citizens of the U.S. or organized under the laws of the U.S., except Oaktree Value Opportunities Fund, L.P., which is a Cayman Islands entity.

<sup>7</sup> Crestview, L.L.C. controls its interest in CCI through a series of intermediate subsidiaries, including some organized in the Cayman Islands. The following U.S. citizens are the officers, directors, and senior managers of Crestview, L.L.C.: Barry Volpert, Thomas S. Murphy, Jr., Richard DeMartini, Robert J. Hurst, Bob Delaney, and Jeff Marcus.

Under the proposed transaction, CCE I will acquire certain assets, including the assets used by US Cable to provide point-to-point private line telecommunications to five business customers in Hannibal, Mexico, Moberly, and several surrounding areas in Missouri. Contemporaneous with the closing, CCE I will transfer these assets to Charter Fiberlink.<sup>8</sup>

Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules,<sup>9</sup> and that a grant of the application will serve the public interest, convenience, and necessity.

## **GENERAL INFORMATION**

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before November 29, 2011**, and reply comments **on or before December 6, 2011**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>10</sup> Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

### **In addition, e-mail one copy of each pleading to each of the following:**

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, [myrva.charles@fcc.gov](mailto:myrva.charles@fcc.gov);
- 3) Jodie May, Competition Policy Division, Wireline Competition Bureau, [jodie.may@fcc.gov](mailto:jodie.may@fcc.gov);
- 4) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov);
- 5) Christopher Sova, Competition Policy Division, Wireline Competition Bureau, [christopher.sova@fcc.gov](mailto:christopher.sova@fcc.gov);
- 6) Jim Bird, Office of General Counsel, [jim.bird@fcc.gov](mailto:jim.bird@fcc.gov).

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor,

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<sup>8</sup> Applicants state that the transaction will also result in CCE I acquiring US Cable's cable television and Internet assets in the affected communities.

<sup>9</sup> 47 C.F.R. § 63.03(b)(2)(i).

<sup>10</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: [fcc@bcpiweb.com](mailto:fcc@bcpiweb.com); url: [www.bcpiweb.com](http://www.bcpiweb.com).

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For further information, please contact Myrva Charles at (202) 418-1506 or Christopher Sova at (202) 418-1868.

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