

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of)
)
Time Warner Entertainment-Advance/Newhouse)
Partnership) CSR 7727-E
)
Petition for Determination of Effective)
Competition in Communities in Texas)

MEMORANDUM OPINION AND ORDER

Adopted: December 17, 2013

Released: December 18, 2013

By the Senior Deputy Chief, Policy Division, Media Bureau:

I. INTRODUCTION AND BACKGROUND

1. Time Warner Entertainment-Advance/Newhouse Partnership ("Time Warner" or "the Company") filed with the Commission a petition pursuant to Sections 76.7, 76.905(b)(2) and 76.907 of the Commission's rules for a determination that the Company is subject to effective competition in the Texas communities that are listed on Attachment A hereto. Time Warner's petition alleges that the Company's cable system serving those communities is subject to effective competition pursuant to Section 623(l)(1)(B) of the Communications Act of 1934, as amended ("Communications Act"), and the Commission's implementing rules and is therefore exempt from cable rate regulation there because of the competing services of two direct broadcast satellite ("DBS") providers (DIRECTV, Inc., and DISH Network) and, in the community of Beverly Hills, Grande Communications (collectively, the "competing MVPDs").

2. After the close of the usual pleading cycle, Time Warner requested the withdrawal of one community named in the petition, Fort Hood, from consideration. We grant that request. Still later, Time Warner requested that the presence of effective competition in another community, the City of Kempner (TX2392), be considered pursuant to Section 623(l)(1)(A) of the Communications Act and Section 76.905(b)(1) of the Commission's rules, which ask whether the Company serves fewer than 30

1 See 47 U.S.C. § 543(l)(1)(B).

2 47 C.F.R. § 76.905(b)(2).

3 Letter from Craig A. Gilley, Esq., Fleischman and Harding LLP, to Steven A. Broecker, Senior Deputy Division Chief, Policy Division, Media Bureau (November 17, 2008). Fort Hood bears the CUIDs TX0764 and TX0765.

The petition's title page does not list the City of Robinson, Texas, but the body of the petition contains information about it. Petition at 1 & Exhs. A, C, E. In correspondence with the Commission staff, Time Warner made clear that it is not seeking consideration of effective competition in that City. E-Mail from John W. Berresford, Esq., Commission counsel, to Mr. Gilley, March 30, 2011, 3:47 PM; E-Mail from Mr. Gilley to Mr. Berresford, April 1, 2011, 2:58 PM.

4 See 47 U.S.C. § 543(l)(1)(A).

5 47 C.F.R. § 76.905(b)(1).

percent of the households there (so-called “low penetration” effective competition).⁶ We grant this request also.

3. Oppositions to the petition were filed by local governments in two communities where Time Warner claims to be subject to effective competition from competing providers, the Cities of Copperas Cove⁷ and Harker Heights⁸ (collectively, “the Cities”). Time Warner filed a separate reply to each opposition.⁹ When data became available from the 2010 Census, Time Warner refreshed the record by filing the numbers of households in the communities for which it is still claiming to be subject to effective competition.¹⁰ Commission staff, Time Warner, and the City of Harker Heights exchanged further comments about the significance of the relatively recent numbers.¹¹

4. In the absence of a demonstration to the contrary, cable systems are presumed not to be subject to effective competition,¹² as that term is defined by Section 623(l) of the Communications Act and Section 76.905 of the Commission’s rules.¹³ The cable operator bears the burden of rebutting the presumption that effective competition does not exist with evidence that effective competition is present within the relevant franchise area.¹⁴

II. THE COMPETING PROVIDER TEST

5. The “competing provider test” for effective competition is set forth in Section 623(l)(1)(B) of the Communications Act and provides that a cable operator is subject to effective competition if its franchise area is (a) served by at least two unaffiliated multi-channel video programming distributors (“MVPDs”), each of which offers comparable video programming to at least 50 percent of the households in the franchise area; and (b) the number of households subscribing to programming services offered by MVPDs other than the largest MVPD exceeds 15 percent of the households in the franchise area.¹⁵

A. The First Part

6. The first part of this test has three elements: the franchise area must be “served by” at least two unaffiliated MVPDs who offer “comparable programming” to at least “50 percent” of the

⁶ Letter from Craig Gilley, Esq., Edwards Angell Palmer & Dodge LLP, counsel for Time Warner, to Steven A. Broecker, Senior Deputy Division Chief, Policy Division, Media Bureau (March 22, 2011) (“Time Warner March 22 Letter”).

⁷ Opposition to Petition for Special Relief by the City of Copperas Cove, Texas (“Copperas Cove Opposition”).

⁸ Opposition to Petition for Special Relief by the City of Harker Heights, Texas (“Harker Heights Opposition”).

⁹ Each was titled simply “Reply” and will be referred to by its associated opposition (*e.g.*, “Copperas Cove Reply”).

¹⁰ Letter from Mr. Gilley to Steven A. Broecker, Senior Deputy Division Chief, Policy Division, Media Bureau (April 29, 2011) (“Time Warner April 29 Letter”).

¹¹ E-Mail from Mr. Berresford to Mr. Gilley, May 9, 2011, 2:54 PM; E-Mail from Mr. Gilley to Mr. Berresford, May 9, 2011, 4:04 PM (“May 9 E-Mail”); E-Mail from Mr. Berresford to Messrs. Gilley and Grogan, May 10, 2011, 10:43 AM; E-Mail from Mr. Gilley to Messrs. Berresford and Grogan, May 12, 2011, 12:45 PM (“May 12 E-Mail”); Letter from Mr. Grogan to Mr. Broecker, May 12, 2011 (“Time Warner May 12 Letter”); E-Mail from Mr. Gilley to Messrs. Berresford and Grogan, May 12, 2011, 4:22 PM; Letter from Mr. Gilley to Mr. Broecker, May 24, 2011 (“May 24 Letter”); E-Mail from Mr. Grogan to Messrs. Berresford and Gilley, June 12, 2011, 2:57 PM.

¹² 47 C.F.R. § 76.906.

¹³ See 47 U.S.C. § 543(l)(1); 47 C.F.R. § 76.905(b).

¹⁴ See 47 C.F.R. §§ 76.906-907(b).

¹⁵ 47 U.S.C. § 543(l)(1)(B); see also 47 C.F.R. § 76.905(b)(2).

households in the franchise area.¹⁶ It is undisputed that communities in which Time Warner is invoking the competing provider test are “served by” both DBS providers and that these two MVPDs are unaffiliated with Time Warner or with each other. A franchise area is considered “served by” an MVPD if that MVPD’s service is both technically and actually available in the franchise area. DBS service is presumed to be technically available due to its nationwide satellite footprint, and presumed to be actually available if households in the franchise area are made reasonably aware of the service’s availability.¹⁷ The Commission has held that a party may use evidence of penetration rates in the franchise area (the second part of the competing provider test discussed below) coupled with the ubiquity of DBS services to show that consumers are reasonably aware of the availability of DBS service.¹⁸ The “comparable programming” element is met if a competing MVPD provider offers at least 12 channels of video programming, including at least one channel of nonbroadcast service programming¹⁹ and is supported in this petition with citations to the channel lineups for both DBS providers.²⁰ Also undisputed is Time Warner’s assertion that both DBS providers offer service to at least “50 percent” of the households in the communities because of their national satellite footprint.²¹ Based on all the foregoing considerations, we find that the first part of the competing provider test is satisfied for all the communities in which Time Warner is invoking it.²²

B. The Second Part

7. The second part of the competing provider test requires that the number of households subscribing to MVPDs, other than the largest MVPD, exceeds 15 percent of the households in a franchise area. Time Warner asserts that it is the largest MVPD in all the communities in which it is invoking the competing provider test except Beverly Hills and Holland.²³ In Beverly Hills, Grande Communications is the largest MVPD.²⁴ In Holland, both Time Warner and the DBS providers have a household share of over 15 percent.²⁵ The Commission has recognized that, in these circumstances, it is clear that MVPDs other than the largest one have a combined household share in excess of 15 percent.²⁶ The second part of the competing provider test thus required Time Warner to calculate, for each community in which it claimed to be subject to competing provider effective competition, a ratio the numerator of which is the number of subscribers to competing MVPDs (who were the DBS providers, except in Beverly Hills and perhaps Holland) and the denominator of which is the number of households there.

¹⁶ 47 C.F.R. § 76.905(b)(2)(i).

¹⁷ See Petition at 3-5.

¹⁸ *Mediacom Illinois LLC*, 21 FCC Rcd 1175, 1176, ¶ 3 (2006).

¹⁹ See 47 C.F.R. § 76.905(g); see also Petition at 6.

²⁰ See Petition at 4 n.12; *id.* at 6.

²¹ See *id.* at 7.

²² The Cities of Copperas Cove and Harker Heights do not object to this conclusion. See, e.g., Copperas Cove Opposition at 3.

²³ Petition at 7-8; E-Mail from Mr. Berresford to Mr. Gilley, May 17, 2011, 10:56 AM; E-Mail from Mr. Gilley to Mr. Berresford, May 17, 2011, 1:10 PM (collectively, “May 17 E-Mails”).

²⁴ May 17 E-Mails.

²⁵ Petition at 8.

²⁶ If Time Warner is the largest MVPD, then MVPDs other than the largest one are the DBS providers, which have a combined share of over 15%. On the other hand, if one of the DBS providers is the largest MVPD, then Time Warner (which alone has over 15%) and the other DBS provider combined have over 15%. See, e.g., *Comcast Cable Commun., LLC*, Memorandum Opinion & Order DA 11-526 at ¶ 5 n.17 (rel. March 25, 2011), available at 2011 WL 1099554; *Comcast Cable Commun., LLC*, 23 FCC Rcd 10939, 10941, ¶ 9 (2008).

8. Time Warner's Unreliable Evidence. For each community in which Time Warner invoked the competing provider test, the data that Time Warner submitted included the number of subscribers to Time Warner's basic cable service, the estimated number of subscribers to competing providers' services, and the number of households. The Company's stated numbers of its own subscribers and the competing providers' subscribers show that their combined subscribers exceed 100 percent of the households in three of the communities listed on Attachment A. This evidence is inaccurate and unreliable. Accordingly, we deny the petition as to these three communities.²⁷ The pertinent data concerning them are listed on Attachment B.

9. Time Warner's Other Evidence. For the remaining communities in which it claims to be subject to competing provider effective competition, the Company submitted subscriber tracking reports from the Satellite Broadcasting and Communications Association ("SBCA") that state the number of subscribers attributable to the DBS providers within those communities on a five-digit zip code basis.²⁸ Then, Time Warner calculated an allocation percentage to apportion the DBS subscribers in each five-digit zip code between those that live within each community and those that live outside it.²⁹ The Company then added up all the DBS subscribers that had been allocated to each community, producing an estimate of DBS subscribers there. For the denominators of its competing provider ratios, Time Warner originally took numbers of households for each community from the 2000 Census.³⁰ When household numbers from the 2010 Census became available, the Company refreshed the record with them.³¹

10. Consistent with our longstanding policy,³² we use the household numbers from the most recent decennial Census, in this case the 2010 Census. The resulting ratios show that competing MVPD subscribership is in excess of 15 percent in the communities listed in Attachment C ("the Attachment C Communities"). This evidence, if accepted and not overcome by superior evidence or argument, shows that the second part of the competing provider effective competition test is satisfied in each Attachment C Community.

11. The Cities' Objections. Concerning Time Warner's DBS subscriber numbers for Copperas Cove and Harker Heights, the Cities object to the Company estimating competing MVPD subscribers by using five-digit zip code-based numbers and an allocation percentage. The Cities argue that we should instead require relatively precise "Zip+4" or nine-digit zip code numbers, which obviate the need for an allocation factor.³³ This objection lacks merit. We have repeatedly declined to require nine-digit zip code-based data in showings of competing provider effective competition.³⁴ Neither City

²⁷ *Time Warner Cable, Inc.*, 25 FCC Rcd 14422, 14424, ¶ 7 (2010); *Time Warner Cable Inc., & Time Warner Entertainment-Advance/Newhouse Partnership*, 23 FCC Rcd 12069, 12072, ¶ 10 (2008); *Time Warner Cable Inc.*, 23 FCC Rcd 12210, 12212, ¶ 8 (2008), *reconsideration of both decisions denied*, 23 FCC Rcd 16483 (2008).

²⁸ Petition at 8-9.

²⁹ *Id.* at 9; *id.*, Exh. B & Exh. E, col. C.

³⁰ *Id.* at Exh. C.

³¹ Time Warner April 29 Letter; May 9 E-Mail; May 12 E-Mail. The communities listed on Attachment C do not suffer from the deficiency that causes us to deny the communities listed on Attachment B.

³² *See, e.g., Charter Commun. Entertainment I LLC*, Memorandum Opinion & Order DA 11-697 at ¶ 17 (rel. April 18, 2011), available at 2011 WL 1483759; *Time Warner Entertainment-Advance/Newhouse Partnership*, Memorandum Opinion & Order DA 11-494 at ¶ 21 (rel. March 16, 2011), available at 2011 WL 901296; *Cablevision of Raritan Valley, Inc.*, 19 FCC Rcd 6966, 6968, ¶ 6 (2004).

³³ Copperas Cove Opposition at 5; Harker Heights Opposition at 5.

³⁴ *Time Warner Cable Inc.*, 25 FCC Rcd 5457, 5462, ¶ 16 (2010), *application for review pending*; Public Notice, *Commission Clarifies Standards for Evidence of Competing Provider Effective Competition for Cable Service*, 24 FCC Rcd 8198 (2009); *Bright House Networks, LLC*, 22 FCC Rcd 4390, 4394, ¶ 11 (2007).

has given us a reason to depart from that policy in this case. Either City could have, but did not, purchase its own nine-digit report from SBCA to refute the Company's five-digit-based DBS subscriber number. We reject the Cities' objection to Time Warner's use of five-digit zip codes.

12. Second, the Cities object to the assumption underlying Time Warner's allocation percentages, namely that DBS subscribership is proportional throughout zip codes.³⁵ They call this assumption "unfounded"³⁶ and further allege that the parts of the zip codes that lie outside the Cities are "more sparsely populated and . . . may not be served by Time Warner."³⁷ This objection is theoretical and insubstantial. As we stated in *Bright House Networks, LLC*, "competing provider cases necessarily involve the imperfect match between franchise areas and zip codes. . . . The formula that Bright House uses . . . is a reasonable one and has been approved by the Commission in many past decisions, even when most of a zip code lies outside a franchise area. We are unwilling to depart here from this reasonable recognition of the state of available information."³⁸

13. To the extent that the Cities imply that Time Warner has, in fact, overestimated DBS subscribership, their objection lacks merit for two reasons. First, to the extent that the objection purports to be factual, it is flawed for being unaccompanied by documenting evidence, an affidavit³⁹ or the verification⁴⁰ that our rules require. Second, conspicuous by its absence is any factual evidence such as a nine-digit based report from SBCA or a factual showing that the parts of the zip codes outside either City are not served by a cable operator and that there are enough DBS subscribers there to lower DBS subscribership within the City to 15 percent or less. This absence is remarkable given each City's undoubted familiarity with its territory and the surrounding areas. In sum, the Cities' theoretical and unsubstantiated objection is insufficient to overcome the Company's detailed numerical evidence.⁴¹ Accordingly, we reject the Cities' objection to the allocation percentages for Copperas Cove and Harker Heights.⁴²

³⁵ See Harker Heights Opposition at 3-4.

³⁶ See Copperas Cove Opposition at 4.

³⁷ See *id.* at 4.

³⁸ *Bright House Networks, LLC*, 22 FCC Rcd 4390, 4394, ¶ 10 (2007) (footnotes omitted).

³⁹ 47 C.F.R. § 76.6(a)(3) provides that "[f]acts must be supported by relevant documentation or affidavit."

⁴⁰ 47 C.F.R. § 76.6(a)(4), in brief, requires that pleadings such as the Opposition contain a written verification that its signatory has a reasonable and good faith belief in the facts alleged and legal assertions made therein.

⁴¹ *Comcast Cable Commun., LLC*, Memorandum Opinion & Order DA 11-466 at ¶ 13 (rel. March 10, 2011) ("This is the supporting documentation that we have accepted in many hundreds of effective competition proceedings."), available at 2011 WL 828968; *Comcast Cable Commun., LLC*, Memorandum Opinion & Order DA 11-429 at ¶ 13 (rel. March 4, 2011) ("The Authorities' vague objections . . . are insufficient to overcome the Petitioner's objective evidence. Petitioner's evidence, in the absence of any countervailing evidence or convincing argument by the Authorities, sustains its burden of proof") (footnote omitted), available at 2011 WL 765080; *Comcast Cable Commun. LLC*, 22 FCC Rcd 694, 699, ¶ 14 (2007) ("*Comcast*");

"By allowing Comcast to use [certain] data, the Commission is not shifting the burden of proof to the City; however, once Comcast has satisfied its burden of proof, the City can no longer simply rely on the presumption of no effective competition. While the Commission understands that filing an opposition can be a time-consuming and costly endeavor, such a requirement does not imply that the petitioner's filing is viewed with deference."

⁴² For the same reasons, we reject each City's speculation that Time Warner may have erred measuring "the jurisdictional boundaries of the City." Copperas Cove Opposition at 5; Harker Heights Opposition at 5. The City has produced no evidence that Time Warner made such an error.

14. Third, the Cities object to Time Warner using household numbers from the 2000 Census, which they argue fail to reflect growth in the number of households after 2000.⁴³ Assuming that this objection has merit,⁴⁴ Time Warner has rendered it moot by submitting household numbers from the 2010 Census.

15. Finally, each City makes at least one objection that is specific to it. The City of Copperas Cove objects that, contrary to Time Warner's claim that Copperas Cove covers parts of two zip codes, in fact it covers only part of one zip code (76522).⁴⁵ Even if this objection is valid, however, it does not defeat Time Warner's petition. The number of DBS subscribers in zip code 76522 amounts to well in excess of 15 percent of the households in Copperas Cove (whether the latter number is taken from the 2000 Census or the 2010 Census).⁴⁶ Accordingly, this objection by the City lacks merit.

16. The City of Harker Heights, for its part, makes two objections. The first is that Time Warner's DBS subscriber number for Harker Heights is drawn from only one five-digit zip code (76548), but in fact Harker Heights also includes part of another zip code (76513).⁴⁷ This objection, far from weakening Time Warner's case, strengthens it. Adding another zip code would increase the number of DBS subscribers in Harker Heights while leaving the denominator of the ratio (households, derived from the Census) the same. If the City's objection is valid, then DBS subscribership in Harker Heights, which with one zip code is more than enough to show competing provider effective competition, rises further above the minimum.⁴⁸

17. Second, the City of Harker Heights alleges that its households consist of an unusually large number of transient military personnel, and that this adds unreliability to a ratio that consists of a household number from 2010 and a DBS subscriber number from several years earlier.⁴⁹ This objection fails for several reasons. First, Time Warner's statistical evidence is not undermined by the fact that a franchise area has a peculiarity, without objective evidence that the peculiarity lowers DBS subscribership to 15 percent or less.⁵⁰ Second, the City's objection lacks intuitive strength. If an area has high transience, but the transient residents all have the same characteristic (in this case, military service), it may well be that DBS subscribership there will tend to stability rather than instability and that a subscriber number from one year is a good predictor of subscription several years later. Third, Time

⁴³ See, e.g., Copperas Cove Opposition at 5.

⁴⁴ We have routinely accepted Census-based household numbers that are several years earlier than DBS subscriber numbers in the absence of more recent and equally reliable household numbers. *Comcast Cable Commun., LLC*, Memorandum Opinion & Order DA 11-496 at ¶ 39 (rel. March 18, 2011), available at 2011 WL 933540; *Subsidiaries of Cablevision Systems Corp.*, 23 FCC Rcd 14141, 14143-45, ¶¶ 9-14 (2008); *Comcast Cable Commun., LLC*, 25 FCC Rcd 13340, 13342, ¶ 11 (2010).

⁴⁵ Copperas Cove Opposition at 5 & Exh. A.

⁴⁶ Copperas Cove Reply at 5-6 & Attachment A; May 12 E-Mail.

⁴⁷ Harker Heights Opposition at 4-5.

⁴⁸ Compare Petition at Exh. E (1078 DBS subscribers and 17.38% DBS subscribership) with Harker Heights Reply at Att. A (1433 DBS subscribers and 23.11% DBS subscribership). Both these calculations use the household number from the 2000 Census. In Attachment C hereto, we use the household number from the 2010 Census (and a DBS subscriber number from only zip code 76548).

⁴⁹ Time Warner May 12 Letter at 1-2.

⁵⁰ See *Charter Commun.*, 25 FCC Rcd 2289, 2292, ¶ 6 (2010); *Cablevision Systems East Hampton Corp.*, 24 FCC Rcd 10846, 10847, ¶ 6 (2009); *Cablevision Systems Westchester Corp.*, 24 FCC Rcd 872, 876, ¶ 15 (2009); *Comcast*, 22 FCC Rcd at 697, ¶ 9; *Adelphia Cable Commun.*, 20 FCC Rcd 20536, 20538, ¶¶ 5-7 (2005), application for review pending; *Adelphia Cable Commun.*, 20 FCC Rcd 4979, 4980-81, ¶ 4 (2005); *Cablevision of Paterson*, 17 FCC Rcd 17239, 17242, ¶ 6, n.22 (2002).

Warner filed a DBS subscriber number, gathered by SBCA in May 2011, showing that DBS subscribership had increased significantly since the SBCA report filed with the petition.⁵¹ We use that number in this decision.

18. Conclusion. Based upon the aggregate competing MVPD subscribership levels that were calculated using Census 2010 household data, as reflected in Attachment C, we find that Time Warner has demonstrated that the number of households subscribing to programming services offered by MVPDs, other than the largest MVPD, exceeds 15 percent of the households in the Attachment C Communities. Therefore, the second part of the competing provider test is satisfied for each of those Communities. Based on the foregoing, we conclude that Time Warner has submitted sufficient evidence demonstrating that both parts of the competing provider test are satisfied and Time Warner is subject to effective competition in the Attachment C Communities.

III. THE LOW PENETRATION TEST

19. Section 623(l)(1)(A) of the Communications Act provides that a cable operator is subject to effective competition in a franchise area if it serves fewer than 30 percent of the households there. This test is referred to as the “low penetration” test.⁵² Time Warner alleges that it is subject to effective competition under the low penetration effective competition test because it serves less than 30 percent of the households in the City of Kempner, which is listed in Attachment D.⁵³ Based upon the subscriber penetration level calculated by Time Warner, as reflected in Attachment D, we find that the Company has demonstrated the percentage of households subscribing to its cable service is less than 30 percent of the households in the City of Kempner. Therefore, the low penetration test is satisfied as to that community.

IV. ORDERING CLAUSES

20. Accordingly, **IT IS ORDERED** that the petition for a determination of effective competition filed in the captioned proceeding by Time Warner Entertainment-Advance/Newhouse Partnership **IS DENIED** for the communities listed in Attachment B and **IS GRANTED** for the Communities listed in Attachment C and Attachment D.

21. **IT IS FURTHER ORDERED** that the certification to regulate basic cable service rates granted to or on behalf of any of the Communities set forth on Attachments C and D **IS REVOKED**.

22. This action is taken pursuant to delegated authority pursuant to Section 0.283 of the Commission’s rules.⁵⁴

FEDERAL COMMUNICATIONS COMMISSION

Steven A. Broeckaert
Senior Deputy Chief, Policy Division, Media Bureau

⁵¹ May 24 Letter.

⁵² 47 U.S.C. § 543(l)(1)(A).

⁵³ Time Warner March 22 Letter.

⁵⁴ 47 C.F.R. § 0.283.

ATTACHMENT A

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COMMUNITIES SERVED BY TIME WARNER ENTERTAINMENT – ADVANCE/NEWHOUSE
PARTNERSHIP

<u>Communities</u>	<u>CUIDs</u>
Bellmead	TX0257
Belton	TX0079
Beverly Hills	TX0256
Bruceville-Eddy	TX1090
Copperas Cove	TX0080
Ft. Hood	TX0764, TX0765
Harker Heights	TX0233
Holland	TX1063
Kempner	TX2392
Killeen	TX0081
Lacy-Lakeview	TX0259
Lorena	TX1068
McGregor	TX0231
Nonanville	TX0325
Temple	TX0232

ATTACHMENT B

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COMMUNITIES SERVED BY TIME WARNER ENTERTAINMENT – ADVANCE/NEWHOUSE
PARTNERSHIP

Communities	CUIDs	Time Warner Subscribers (1)	Competing MVPD Subscribers (2)	Sum of 1 and 2	2010 Census Households
City of Beverly Hills	TX0256	330	360	690	680
City of Lorena	TX1068	424	195	619	604
City of McGregor	TX0231	1298	589	1887	1748

ATTACHMENT C

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COMMUNITIES SERVED BY TIME WARNER ENTERTAINMENT – ADVANCE/NEWHOUSE PARTNERSHIP

Communities	CUIDs	CPR*	2010 Census Households	Estimated Competing MVPD Subscribers
City of Bellmead	TX0257	17.69	3425	606
City of Belton	TX0079	27.45	6168	1693
City of Bruceville-Eddy	TX1090	36.77	542	199
City of Copperas Cove	TX0080	21.94	11858	2602
City of Harker Heights	TX0233	25.98	9488	2465
City of Holland	TX1063	48.28	406	196
City of Killeen	TX0081	19.92	48052	9570
City of Lacy-Lakeview	TX0259	18.83	2662	501
City of Nolanville	TX0325	18.60	1473	274
City of Temple	TX0232	23.18	26113	6054

* CPR = Percent of competitive DBS penetration rate. Some CPRs are not exactly correct because of fractional DBS subscribers used in Time Warner's calculations but not reproduced above.

ATTACHMENT D

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COMMUNITIES SERVED BY TIME WARNER ENTERTAINMENT – ADVANCE/NEWHOUSE
PARTNERSHIP

Community	CUIDs	2010 Census Households	Cable Subscribers	Penetration Percentage
City of Kempner	TX2392	421	17	4.04