

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

In the Matter of
Applications of Comcast Corp.,
Time Warner Cable Inc., Charter
Communications, Inc., and SpinCo
For Consent to Assign or
Transfer Control of Licenses and Authorizations
MB Docket No. 14-57

ORDER

Adopted: August 22, 2014

Released: August 22, 2014

By the Chief, Media Bureau:

1. On July 10, 2014, the Commission released a Public Notice seeking comment on the applications of Comcast Corporation ("Comcast"), Time Warner Cable Inc. ("TWC"), Charter Communications, Inc. ("Charter"), and SpinCo to assign and transfer control of Commission licenses and other authorizations. The Public Notice seeks comment on two related sets of applications: (i) the joint applications submitted by Comcast and TWC on April 8, 2014 to effectuate Comcast's acquisition of TWC (the "Comcast-TWC Transaction") and (ii) applications submitted by Comcast, TWC, Charter, and SpinCo on June 4, 2014 to effectuate a series of transactions (collectively, the "Divestiture Transactions") that would result in a net reduction of 3.9 million residential video customers for Comcast. The Public Notice established August 25, 2014 as the deadline for filing comments and petitions to deny; September 23, 2014 as the deadline for filing responses to comments and oppositions to petitions; and October 8, 2014 as the deadline for filing replies to responses or oppositions. On August 19, 2014, the Office of the Mayor of the City of Los Angeles, California ("Office of the Mayor") filed a Request for Extension of Time (the "Request") pursuant to Section 1.46 of the Commission's rules. In its Request, the Office of the Mayor asks the Commission to extend the filing deadline for comments and petitions to deny for two weeks, until September 8, 2014. On August 20, 2014, Comcast, TWC, and Charter (collectively, the "Applicants") filed a Joint Opposition to Request for Extension of Time (the "Opposition"). For the reasons stated below, as consistent with the Commission's policy that "extensions of time shall not be routinely granted," we deny the Office of the Mayor's Request.

1 See Commission Seeks Comment on Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc., and SpinCo to Assign and Transfer Control of FCC Licenses and Other Authorizations, Public Notice, MB Docket No. 14-57, DA 14-986 (rel. July 10, 2014) ("Public Notice").

2 Id. at 1-2.

3 Id. at 1.

4 See Letter from Eric Garcetti, Mayor, City of Los Angeles, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (Aug. 19, 2014); 47 C.F.R. § 1.46.

5 Request at 1.

6 See Applicants' Joint Opposition to Request for Extension of Time, MB Docket No. 14-57 (filed Aug. 20, 2014).

7 47 C.F.R. § 1.46(a).

2. In its Request, the Office of the Mayor asserts that, given the complexity of the transactions and the breadth of the issues involved, as well as the summer timing of the Public Notice, a two-week extension of the initial filing deadline would serve the public interest.⁸ Specifically, the Office of the Mayor argues that although Comcast and TWC filed initial applications on April 8, 2014, information about the Divestiture Transactions was “only made available relatively recently” when those transactions were filed with the Commission in June.⁹ As a justification for additional time, the Office of the Mayor cites, in particular, the instruction in the Public Notice that “petitioners and commenters should raise all issues in their initial filings.”¹⁰ Moreover, the Office of the Mayor argues that the Divestiture Transactions are particularly relevant to the City of Los Angeles, as two of the parties to the transactions — TWC and Charter — serve portions of the city.¹¹ Finally, the Office of the Mayor argues that the requested extension of time would not result in harm to any party in the proceeding.¹²

3. In their Opposition, Applicants argue that neither the complexity of the transactions nor the summer timing of the Public Notice is an appropriate basis for an extension of time under Commission precedent.¹³ Applicants contend that the initial comment period provided by the Public Notice is fair and reasonable, and exceeds the initial comment periods provided in a number of other large and complex transactions.¹⁴ Moreover, Applicants point out that the Comcast-TWC Transaction was announced more than six months ago; the Divestiture Transactions were announced more than four months ago; and even the Applicants’ filings pertaining to the Divestiture Transactions were submitted to the Commission, and thereby made available to the public, more than two months ago.¹⁵ This period of several months, they argue, has given interested parties ample time to consider the transactions and to formulate their positions.¹⁶ Finally, Applicants argue that they are entitled to prompt review of their applications, and that delays in the review process, while not “cataclysmic,” can cause “significant disruptions” in their business operations, particularly with regard to those systems that they expect to transfer.¹⁷

4. The Commission encourages the widest possible public participation and has a strong interest in ensuring that the record is complete and fully developed.¹⁸ To that end, the Public Notice has

⁸ Request at 1-3.

⁹ *Id.* at 2.

¹⁰ *Id.* (citing Public Notice at 10). The language of the Public Notice reflects the pleading requirements set forth in Section 1.45(c) of the Commission’s rules, 47 C.F.R. § 1.45(c).

¹¹ Request at 2.

¹² *Id.* at 3.

¹³ Opposition at 1-4. Applicants also argue that, if the Office of the Mayor has concerns about meeting the initial filing deadline, it should have sought an extension of time at an earlier date, rather than waiting until less than a week before the deadline. *Id.* at 2 (noting that the Request cites as precedent only a 1998 rulemaking proceeding in which the extension request was granted more than five weeks before the filing deadline).

¹⁴ *Id.* at 2-3.

¹⁵ *Id.* at 3.

¹⁶ *Id.* Applicants further argue that, in any case, the Divestiture Transactions are of limited relevance to the City of Los Angeles as they involve the transfer of only a “very limited” number of Charter subscribers to Comcast in the city. *Id.* at 4.

¹⁷ *Id.* at 5.

¹⁸ See *Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Order, 25 FCC Rcd 3101, 3102, ¶ 4 (MB 2010) (“Comcast-NBCU March 26, 2010 Extension Denial Order”).

established a 46-day period for the filing of initial comments and petitions to deny.¹⁹ This initial filing period is consistent with the Commission's review of the Comcast-NBCU transaction, and longer than the pleading cycles provided in some other media-related transaction proceedings in recent years.²⁰ The Public Notice also provides for a 29-day period for responses to comments and oppositions to petitions, and a 15-day period for replies to responses and oppositions.²¹

5. We recognize the complexity of the proposed transactions. For this reason, we have established a relatively lengthy three-month pleading cycle, consisting of three rounds of pleadings, initial comments and petitions to deny, responses and oppositions, and replies to responses and oppositions, which, together with the Commission's *ex parte* process and the opportunity for parties to comment on the Applicants' responses to information requests, provides interested parties with substantial time and multiple opportunities to participate in the proceeding.²²

6. We also do not believe that our instruction in the Public Notice that petitioners and commenters raise all issues in their initial filings unless they show good cause, which is consistent with our longstanding pleading rules, necessitates a longer period for the filing of comments and petitions to deny.²³ As stated in the Public Notice, where circumstances warrant, a party or interested person may, upon an appropriate showing of "good cause," raise a new issue even after the pleading cycle has closed.²⁴

7. With regard to the contention that meeting the initial filing deadline is made more difficult by the summer timing of the Public Notice, we do not find it to be a compelling factor, as such reasoning could just as easily apply to the filing deadlines for any Commission business conducted during the summer months. In addition, we find the assertion that no party will be harmed by a two-week extension of the filing deadline to be similarly unpersuasive. The Commission has an obligation to review proposed transactions as expeditiously as possible, regardless of whether or not delays in the

¹⁹ See Public Notice at 1.

²⁰ See *Commission Seeks Comment on Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign and Transfer Control of FCC Licenses*, Public Notice, 25 FCC Rcd 2651 (2010). Prior to the Comcast-NBCU merger review, the initial pleading cycles of the most recent media-related mergers allowed approximately 30 days for comments and petitions and 15 days for responsive filings. See, e.g., *Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. Seek Approval to Transfer Control of FCC Authorizations and Licenses*, Public Notice, 22 FCC Rcd 10327 (2007); *News Corporation, The DIRECTV Group, Inc. and Liberty Media Corporation Seek Approval to Transfer Control of FCC Authorizations and Licenses*, Public Notice, 22 FCC Rcd 3493 (2007); *Adelphia Communications Corporation, Debtor-In-Possession, Time Warner Inc. and Comcast Corporation Seek Approval to Transfer Control and/or Assign FCC Authorizations And Licenses*, Public Notice, 20 FCC Rcd 10051 (2005). In *Comcast-Time Warner-Adelphia*, the Commission granted a 16-day extension to the 30-day initial filing period. *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation, (And Subsidiaries, Debtors-In-Possession), Assignors, to Time Warner Cable Inc. (Subsidiaries), Assignees; Adelphia Communications Corporation, (and Subsidiaries, Debtors-In-Possession), Assignors and Transferors, to Comcast Corporation (Subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor to Comcast Corporation, Transferee*, Order, 20 FCC Rcd 11145 (2005).

²¹ See Public Notice at 1.

²² Petitions to Deny must be filed by the initial pleading deadline, August 25, 2014.

²³ See Public Notice at 10 ("petitioners and commenters should raise all issues in their initial filings"). See also *Comcast-NBCU March 26, 2010 Extension Denial Order*, 25 FCC Rcd at 3103, ¶ 6.

²⁴ See Public Notice at 10 ("A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously."). See also *Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Order, 25 FCC Rcd 7521, 7524, ¶ 10 (MB 2010).

process would result in harm to a party.²⁵ Thus, we do not find that, under the particular circumstances here, an extension of the pleading cycle is justified in this case.

8. Accordingly, the Office of the Mayor's Request for Extension of Time in the above-captioned matter is hereby DENIED. This action is taken pursuant to authority delegated by Section 0.283 of the Commission's Rules.²⁶

FEDERAL COMMUNICATIONS COMMISSION

William T. Lake
Chief, Media Bureau

²⁵ See Comcast-NBCU March 26, 2010 Extension Denial Order, 25 FCC Rcd at 3103, ¶ 5.

²⁶ 47 C.F.R. § 0.283.