**DA 14-986**

**Released: July 10, 2014**

**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**

**MB Docket No. 14-57**

**Comments/Petitions Due: August 25, 2014**

**Responses to Comments/Oppositions to Petitions Due: September 23, 2014**

**Replies to Responses/Oppositions Due: October 8, 2014**

On April 8, 2014, Comcast Corporation (“Comcast”) and Time Warner Cable Inc. (“TWC”) submitted joint applications to the Commission seeking consent to transfer control of various Commission licenses and other authorizations pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended (“Act”).[[1]](#footnote-2) The proposed Comcast-TWC transfers, if completed, would effectuate the sale of certain cable systems and assets of TWC and its affiliates and related entities to subsidiaries or affiliates of Comcast. Additionally, in connection with the proposed Comcast-TWC transaction, Time Warner Entertainment–Advance/Newhouse Partnership (“TWE-A/N”) and Comcast have submitted applications for the transfer to Comcast of TWE-A/N’s interest in licenses and other authorizations held by Bright House Networks, LLC (“Bright House”).[[2]](#footnote-3)

Subsequent to the filing of the Comcast-TWC Application, on June 4, 2014, Comcast, Charter Communications, Inc. (“Charter”), and SpinCo[[3]](#footnote-4) (collectively, the “Divestiture Applicants”) filed transfer applications pursuant to Sections 214 and 310(d) of the Act to effectuate a series of transactions between Comcast and Charter (collectively, the “Divestiture Transactions”).[[4]](#footnote-5) The Divestiture Transactions consist of the following three transactions: (i) a sale to Charter of cable systems serving approximately 1.5 million former TWC video customers; (ii) an exchange between Comcast and Charter of cable systems serving approximately 1.5 million former TWC video customers, as well as seven cable networks affiliated with those systems, and approximately 1.6 million Charter video customers and three cable networks affiliated with those systems; and (iii) a spinoff of cable systems serving approximately 2.5 million legacy Comcast video customers into SpinCo, which will operate as a new, publicly traded cable company.[[5]](#footnote-6) According to the parties, the Divestiture Transactions would result in a net reduction of approximately 3.9 million residential video customers for the combined Comcast and TWC.[[6]](#footnote-7) In addition, on June 5, 2014, Comcast and TWC submitted a joint letter updating figures, maps, tables, and statements in the Comcast-TWC Application in light of the proposed Divestiture Transactions.[[7]](#footnote-8) In the letter, the parties formally request that the Commission consider and process the applications for the proposed Divestiture Transactions contemporaneously with the Comcast-TWC Application in a single pleading cycle.[[8]](#footnote-9) On June 24, 2014, Comcast, Charter, and TWC submitted a letter to provide additional data and information about Comcast, Charter, and SpinCo, as well as Bright House, following the Comcast-TWC transaction and the Divestiture Transactions.[[9]](#footnote-10)

We seek comment from interested persons to assist the Commission in its independent review of all proposed transfers of licenses and other authorizations referred to in this Public Notice.[[10]](#footnote-11) The details of the proposed transfers and the procedures on how to file petitions to deny and comments are set forth below.

**DESCRIPTION OF THE PROPOSED TRANSACTIONS**

According to the Comcast-TWC Application, Comcast has entered into an agreement with TWC whereby Comcast will acquire 100 percent of TWC’s equity in exchange for shares of Comcast Class A stock.[[11]](#footnote-12) Comcast and TWC state that the proposed transaction is a straightforward acquisition of TWC, and that Comcast plans to retain all of TWC’s existing assets, subject to divestitures of cable systems totaling approximately 3.9 million video subscribers.[[12]](#footnote-13) According to the Comcast-TWC Application, at the closing of the transaction, Tango Acquisition Sub, Inc. (“TAS”), a new direct wholly owned subsidiary of Comcast, will merge with TWC under Delaware law.[[13]](#footnote-14) At that time, the separate corporate existence of TAS will cease and, thereafter, TWC will be a wholly owned subsidiary of Comcast.[[14]](#footnote-15) Contemporaneously with the merger, each TWC share will be converted into the right for TWC stockholders to receive 2.875 shares of Comcast Class A stock.[[15]](#footnote-16)

In addition, TWE-A/N and Comcast have submitted applications in connection with the proposed Comcast-TWC transaction to transfer control from TWC to Comcast of certain licenses and other authorizations held by Bright House.  According to Comcast and TWC, the Comcast-TWC transaction will technically effect a transfer of TWC’s indirect legal interest in Bright House to Comcast.[[16]](#footnote-17) Comcast states that it has yet to determine the exact parameters of its post-transaction relationship with Bright House;[[17]](#footnote-18) however, according to Comcast and TWC, Advance/Newhouse Partnership, and not TWC, currently has, and will retain, all day-to-day managerial control over, and all economic interest in, the licenses and other authorizations held by Bright House.[[18]](#footnote-19)

As noted above, Comcast, Charter, and SpinCo have submitted the Divestiture Transactions, pursuant to which Comcast will sell, exchange, and spin off cable systems resulting in a net reduction of approximately 3.9 million residential video customers and the establishment of SpinCo as a new, publicly traded cable company.[[19]](#footnote-20) According to the SpinCo Public Interest Statement, SpinCo will operate as an independent cable company serving customers in eleven states.[[20]](#footnote-21) As part of the SpinCo transaction, Charter will form a holding company (“New Charter”) and, at the closing of the transaction, a direct, wholly owned subsidiary of New Charter (“Merger Sub 2”) will merge with SpinCo and then cease to exist as a separate corporate entity.[[21]](#footnote-22) As a result, Charter will acquire an approximate 33 percent interest in SpinCo, which it will obtain from Comcast shareholders (including former TWC shareholders) in exchange for Charter stock representing an approximate 13 percent stake in Charter (as of the time the SpinCo transaction was announced).[[22]](#footnote-23) Comcast shareholders (including former TWC shareholders) will hold the remaining 67 percent interest in SpinCo.[[23]](#footnote-24) According to the SpinCo Public Interest Statement, SpinCo will have a nine-person board of directors, with six independent directors and three directors designated by Charter.[[24]](#footnote-25) Comcast states that it will have no ownership interest in, or management or control of, SpinCo after the spinoff is complete.[[25]](#footnote-26) In addition, for the first eight years thereafter, Comcast will be prohibited from owning more than one percent of SpinCo’s shares.[[26]](#footnote-27) The SpinCo Public Interest Statement states that Charter will be prohibited from increasing its stake in SpinCo for the first two years post-closing and, absent approval from SpinCo’s non-Charter directors or its non-Charter shareholders, Charter will be prohibited from owning more than 49 percent of the company for the first four years.[[27]](#footnote-28) Finally, Charter will make an array of services available to SpinCo pursuant to a three-year services agreement (with automatic one-year renewals unless terminated by either party), in exchange for which, SpinCo will make quarterly payments to Charter equal to 4.25 percent of SpinCo’s quarterly gross revenues, plus the cost of the services rendered.[[28]](#footnote-29)

In their application, Comcast and TWC assert that the proposed Comcast-TWC transaction will generate substantial public interest benefits that would not occur as broadly or as rapidly absent the transaction.[[29]](#footnote-30) In particular, Comcast and TWC assert that efficiencies and synergies flowing from the transaction will allow the combined company to “forge a faster path to all-digital systems, higher broadband speeds, more advanced video and voice services, a more secure network, better system reliability, and other benefits to consumers, businesses, and the public interest generally.”[[30]](#footnote-31) According to Comcast and TWC, following completion of the several proposed transactions, Comcast will expand its video subscriber base by approximately seven million customers and will reach additional markets in which it previously had limited or no presence (e.g., New York City, Los Angeles, and Dallas-Fort Worth).[[31]](#footnote-32) Comcast and TWC assert that TWC customers, in particular, will benefit from the substantial upgrades that Comcast intends to make to the TWC network.[[32]](#footnote-33) In addition, Comcast commits to extending its low-incomebroadband adoption program — known as “Internet Essentials” — throughout the territories that it is acquiring.[[33]](#footnote-34) Moreover, Comcast also commits to extending to those territories many of the commitments and conditions that it is bound by under the *Comcast-NBCU Order*,[[34]](#footnote-35) including, among others, its commitment to comply with the Commission’s Open Internet rules and its commitment to offer broadband service on a standalone basis.[[35]](#footnote-36)

Divestiture Applicants assert that the Divestiture Transactions will not reduce — and in some cases will enhance — the public interest benefits detailed in the Comcast-TWC Application.[[36]](#footnote-37) In particular, they assert that the Divestiture Transactions will allow them to better rationalize their geographic footprints by filling in gaps within the existing Comcast and Charter footprints.[[37]](#footnote-38) Divestiture Applicants contend that such clustering of systems will, among other things, facilitate investment in and deployment of advanced services,[[38]](#footnote-39) produce opportunities for operational and marketing efficiencies,[[39]](#footnote-40) improve their ability to provide customer service,[[40]](#footnote-41) and strengthen their ability to compete with incumbent local exchange carriers and other competitors that operate on a regional or super-regional scale.[[41]](#footnote-42) Moreover, they contend that Charter’s acquisition of cable systems will provide it with increased scale that is likely to enhance many of these benefits for Charter customers.[[42]](#footnote-43) In addition, Divestiture Applicants assert that Charter customers being acquired by Comcast will enjoy many of the same benefits as TWC customers being acquired in the Comcast-TWC transaction, including, among others, the extension of Comcast’s conditions and commitments from the NBCUniversal transaction.[[43]](#footnote-44) Divestiture Applicants further assert that SpinCo — with nearly 2.5 million video subscribers — will have sufficient scale post-transaction to compete as a standalone company, and through its services agreement with Charter, it will provide its customers with access to Charter’s industry-leading broadband products and services.[[44]](#footnote-45)

In addition to the affirmative public interest benefits set forth in their application, Comcast and TWC assert that the proposed Comcast-TWC transaction will not result in any public interest harms. Comcast and TWC contend that, because their two companies serve almost entirely distinct geographic areas, the transaction will reduce neither competition nor consumer choice among broadband, video, or voice providers.[[45]](#footnote-46) In addition, Comcast and TWC contend that Comcast’s increased scale as a buyer of video programming will not cause competitive harm because, following the Divestiture Transactions, Comcast will manage systems serving fewer than 30 percent of the total MVPD subscribers in the United States.[[46]](#footnote-47) Comcast and TWC further argue that, given consumer demand for edge provider offerings, as well as the competitive nature of the broadband market, the combined company will have neither the incentive nor the ability to restrict access to its high-speed Internet customers.[[47]](#footnote-48) Finally, Comcast and TWC assert that the transaction complies fully with the Communications Act and all Commission rules.[[48]](#footnote-49)

Divestiture Applicants similarly contend that the Divestiture Transactions will not create any public interest harms. In particular, they assert that Comcast, TWC, and Charter each serve distinct geographic markets today, and therefore the Divestiture Transactions — like the Comcast-TWC transaction — will not reduce the number of competitive choices for consumers.[[49]](#footnote-50) In addition, they assert that the Divestiture Transactions do not pose any vertical integration concerns as no national programming assets will be changing hands.[[50]](#footnote-51) Moreover, they argue that Comcast’s enhanced regional presence following its acquisition of Charter systems will not increase its incentive or ability to withhold programming, or to demand higher prices, because Comcast will see only modest increases in subscriber share within the footprints of its affiliated O&O broadcast stations and its English-language RSNs.[[51]](#footnote-52)

The Divestiture Applicants also state that the Divestiture Transactions will not result in the violation of any provision of the Communications Act or the Commission’s rules.[[52]](#footnote-53) In addition, Comcast notes that Charter has received a waiver of the Commission’s navigation device “integration ban,” which expires on April 18, 2015, with respect to the navigation devices currently deployed on the Charter cable systems that Comcast is acquiring.[[53]](#footnote-54) Comcast requests that the Commission grant it the benefit of the waiver through April 18, 2016 to give Comcast sufficient time to integrate the systems into its network and to migrate them to a new security solution.[[54]](#footnote-55) Comcast explains that its waiver request is limited to the integrated set-top boxes that Charter will have already deployed at the time of the transaction and Comcast commits that it “will not deploy any new integrated set-top boxes in the acquired systems or in any other Comcast system after the transaction is completed.”[[55]](#footnote-56)

ASSIGNMENT AND TRANSFER OF CONTROL APPLICATIONS

The file numbers and call signs of the Comcast, TWC, and Charter facilities that are the subject of the assignment and transfer of control applications are listed in the Attachment to this Public Notice.[[56]](#footnote-57) Interested parties should refer to the assignment and transfer of control applications for a listing of the licenses. Parties should be aware that additional applications may have to be filed to identify any additional licenses and other authorizations in the services noted. Comcast and TWC have requested that the Commission’s grant of consent to the transfer of control of the licenses and other authorizations include the authority for Comcast to acquire control of: (1) any licenses and other authorizations issued to TWC or to its subsidiaries or affiliates during the Commission’s consideration of the applications and the period required for the consummation of the proposed transaction following approval; and (2) applications that will have been filed by TWC or its subsidiaries or its affiliates and that are pending at the time of consummation of the proposed transaction.[[57]](#footnote-58)

***EX PARTE* STATUS OF THIS PROCEEDING**

Pursuant to section 1.1200(a) of the Commission’s rules,[[58]](#footnote-59) the Commission may in its discretion modify the *ex parte* procedures in particular proceedings if the public interest so requires. As we have previously announced, these applications will be governed by the permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under section 1.1206 of the Commission’s rules.[[59]](#footnote-60) Parties making oral *ex parte* presentations are reminded that they must file notices of the presentations which must contain, with regard to material already in the written record, either a succinct summary of the matters discussed or a citation to the page or paragraph number in the party’s written submission(s) where the matters discussed can be found, and with regard to any new information, a summary of the new data and arguments presented. Memoranda must contain a summary of the substance of the *ex parte* presentation and not merely a listing of the subjects discussed. More than a one or two sentence description of the views and arguments presented is generally required. All of the disclosure requirements pertaining to oral and written *ex parte* presentations are set forth in section 1.1206(b).[[60]](#footnote-61) Requests for exemptions from the disclosure requirements pursuant to section 1.1204(a)(9)[[61]](#footnote-62) may be made to Jonathan Sallet at (202) 418-1700 or Hillary Burchuk (202) 418-1719.

**REQUESTS FOR *EX PARTE* MEETINGS**

**All requests for meetings with Commission staff regarding this Docket should be made on-line, using the link at** <http://transition.fcc.gov/transaction/comcast-twc_exparte-meeting-request>. **Those who lack Internet access may direct their requests to Vanessa Lemmé, Media Bureau, (202) 418-2611.**

**GENERAL INFORMATION**

The applications for assignment and transfer of control of the licenses and other authorizations referred to in this Public Notice have been accepted for filing upon initial review. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules, regulations, or policies.

Interested persons must file comments or petitions to deny the applications no later than **August 25, 2014**. Responses to comments or oppositions to petitions must be filed no later than **September 23, 2014**. Replies to responses or oppositions must be filed no later than **October 8, 2014**. Persons and entities that file comments or petitions to deny may participate fully in the proceeding, including seeking access to any confidential and/or highly confidential information that may be filed under a protective order.[[62]](#footnote-63) Persons and entities that do not file petitions to deny, however, even if they file comments, generally may not seek reconsideration of the Commission’s decision regarding the transfer of control of the licenses or other authorizations at issue or appeal a final decision to the courts.[[63]](#footnote-64)

**To allow the Commission to consider fully all substantive issues regarding the applications referred to in this Public Notice in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies. [[64]](#footnote-65) 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. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.**

All filings concerning matters referenced in this Public Notice should refer to MB Docket No. 14-57, and if they pertain only to specific applications or matters, to the specific file numbers of the individual applications or matters as well.

Comments may 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/>.
* Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing. Filings may be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.
* All hand-delivered or messenger-delivered paper filings for the Commission’s Secretary must be delivered to FCC Headquarters at 445 12th St., SW, Room TW-A325, Washington, DC 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes and boxes must be disposed of before entering the building.
* Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743.
* U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, SW, Washington DC 20554.

**In addition, one copy of each submission must be sent to the following:**

1. The Commission’s duplicating contractor, Best Copy and Printing, Inc., at fcc@bcpiweb.com, or (202) 488-5563 (facsimile);

2. Vanessa Lemmé, Media Bureau, at Vanessa.Lemme@fcc.gov, or (202) 418-2053 (facsimile);

3. Marcia Glauberman, Media Bureau, at Marcia.Glauberman@fcc.gov, or (202) 418-2053 (facsimile);

4. William Dever, Wireline Competition Bureau, at William.Dever@fcc.gov, or (202) 418-1234 (facsimile); and

5. Jim Bird, Office of General Counsel, at TransactionTeam@fcc.gov, or (202) 418-1234 (facsimile).

Any submission that is e-mailed to Best Copy and Printing and the persons listed above should include in the subject line of the e-mail: (1) MB Docket No. 14-57; (2) the name of the submitting party; and (3) a brief description or title identifying the type of document being submitted (*e.g*., MB Docket No. 14-57, Comcast Corporation, *Ex Parte* Notice).

*People with Disabilities*. To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (TTY).

*Availability of Documents*. Documents in this proceeding will be available for public inspection and copying during business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The documents may also be purchased from BCPI, telephone (202) 488-5300, facsimile (202) 488-5563, TTY (202) 488-5562, e-mail fcc@bcpiweb.com. The Application is also available electronically through the Commission’s ECFS, which may be accessed on the Commission’s Internet website at http://www.fcc.gov. Additional information regarding the proposed transaction will be available on the FCC’s Office of General Counsel’s transaction website, http://www.fcc.gov/transaction/comcast-twc, which will contain an unofficial listing and electronic copies of materials in this Docket.

*Further Information*. For further information, contact Marcia Glauberman, Media Bureau, (202) 418-7046, or Matthew Warner, Wireline Competition Bureau, (202) 418-2419. Press inquiries should be directed to Janice Wise, Media Bureau, (202) 418-8165. TTY: (202) 418-2555 or (888) 835-5322.

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**ATTACHMENT**

**COMCAST/TIME WARNER CABLE TRANSACTION**

**Part 78 – Cable Television Relay Service (CARS)**

**File No.** **Licensee** **Call Sign**

CAR-20140422AC-09 Oceanic Time Warner Cable LLC WAE-470

CAR-20140422AD-09 Oceanic Time Warner Cable LLC WAE-478

CAR-20140422AE-09 Oceanic Time Warner Cable LLC WAX-743

CAR-20140422AF-09 Oceanic Time Warner Cable LLC WBM-742

CAR-20140422AG-09 Oceanic Time Warner Cable LLC WBM-744

CAR-20140422AH-09 Oceanic Time Warner Cable LLC WLY-376

CAR-20140422AI-09 Oceanic Time Warner Cable LLC WLY-402

CAR-20140422AJ-09 Oceanic Time Warner Cable LLC WLY-415

CAR-20140422AK-09 Oceanic Time Warner Cable LLC WLY-713

CAR-20140422AR-09 Time Warner Cable Pacific West LLC KB-60101

CAR-20140422AS-09 Time Warner Cable Pacific West LLC KD-55007

CAR-20140422AT-09 Time Warner Cable Pacific West LLC WAE-606

CAR-20140422AU-09 Time Warner Cable Pacific West LLC WHZ-293

CAR-20140422AV-09 Time Warner Cable Pacific West LLC WHZ-301

CAR-20140422AW-09 Time Warner Cable Pacific West LLC WLY-269

CAR-20140422AX-09 Time Warner Cable Pacific West LLC WLY-662

CAR-20140422AY-09 Time Warner Cable Pacific West LLC WLY-893

CAR-20140422AZ-09 Time Warner Cable Pacific West LLC WSJ-903

CAR-20140422AB-09 Time Warner Cable Midwest LLC KD-55034

CAR-20140422BD-09 Time Warner Cable Texas LLC KA-80623

CAR-20140422AL-09 Time Warner Cable Northeast LLC KB-60127

CAR-20140422AM-09 Time Warner Cable Northeast LLC KD-55003

CAR-20140422AN-09 Time Warner Cable Northeast LLC KD-55027

CAR-20140422AO-09 Time Warner Cable Northeast LLC KD-55031

CAR-20140422AP-09 Time Warner Cable Northeast LLC WLY-609

CAR-20140422AQ-09 Time Warner Cable Northeast LLC WLY-852

CAR-20140422AA-09 Time Warner Cable New York City LLC KD-55028

CAR-20140422BA-09 Time Warner Cable Southeast LLC KD-55024

CAR-20140422BB-09 Time Warner Cable Southeast LLC KD-55026

CAR-20140422BC-09 Time Warner Cable Southeast LLC WLY-235

Listed below are Bright House licenses subject to applications for *pro forma* transfer of control:

**File No.** **Licensee** **Call Sign**

CAR-20140422BF-09 Bright House Networks, LLC WHZ-396

CAR-20140422BG-09 Bright House Networks, LLC KA-80616

CAR-20140422BH-09 Bright House Networks, LLC KD-55009

CAR-20140422BI-09 Bright House Networks, LLC WHZ-652

CAR-20140422BJ-09 Bright House Networks, LLC KD-55011

**Part 25 – Satellite Communications Licenses and Registrations**

**Transmit/Receive Earth Station Licenses – Temporary-Fixed**

**File No.** **Licensee** **Call Sign**

SES-T/C-20140408-00254 Time Warner Cable Midwest LLC E020130

E040257

SES-T/C-20140408-00257 Oceanic Time Warner Cable LLC E080200

SES-T/C-20140408-00259 Time Warner Cable Northeast LLC E020046

E020162

E030142

E040258

E040450

E050253

SES-T/C-20140408-00261 Time Warner Cable New York City LLC E010308

SES-T/C-20140408-00264 Time Warner Cable Southeast LLC E020012

E020045

E070058

E070059

E070060

SES-T/C-20140408-00267 Time Warner Cable Texas LLC E120088

Listed below are Bright House licenses subject to applications for *pro forma* transfer of control:

**File No.** **Licensee** **Call Sign**

SES-T/C-20140421-00306 Bright House Networks, LLC E060061

E060137

E060138

E070009

E980521

E990035

**Receive-Only Earth Station Registrations**

**File No.** **Registration Holder** **Call Sign**

SES-T/C-20140408-00249 Insight Communications Midwest, LLC E5828

E5921

E990037

WV66

SES-T/C-20140408-00250 Time Warner Cable Southeast LLC E080034

E2084

E2362

E2442

E5204

E5489

E6407

E860365

E890880

E890887

E890889

E890947

E900387

E900388

E920351

WB59

WD41

WE97

WF74

WG32

WG36

WG86

WG89

WH21

WH89

WN63

WN78

WR95

WS37

SES-T/C-20140408-00251 Insight Kentucky Partners II, L.P. E2091

E3703

E5074

E6334

SES-T/C-20140408-00253Time Warner Cable Enterprises LLC E860675

SES-T/C-20140408-00255 Time Warner Cable Pacific West LLC E050104

E080189

E2187

E2321

E2480

E2983

E3015

E3075

E3118

E3198

E3199

E3201

E3238

E3293

E4930

E5019

E5048

E5057

E5404

E5961

E6438

E6474

E6756

E860336

E860337

E874223

E880022

E880393

E880841

E880852

E881085

E890025

E890603

E950223

E960066

E960176

E960320

KB62

KB97

KK46

KK81

KM99

KP64

KP72

KW80

SES-T/C-20140408-00256 Time Warner Cable Midwest LLC E040017

E2018

E2425

E2426

E2427

E2679

E2685

E2985

E3145

E3436

E3458

E3505

E3506

E3550

E3551

E3952

E4172

E4198

E4338

E4341

E4478

E5020

E5437

E5498

E6449

E7300

E860321

E865184

E870893

E872136

E873416

E873418

E873420

E873614

E880468

E880888

E890798

E890832

E900073

E900577

E9046

E910224

E9194

E920186

E920188

E930031

E930144

E930196

E940078

E9472

E950468

E960299

E980458

KF37

KY95

KZ28

WB50

WD20

WE47

WF88

WG76

WK50

WN46

WN89

WP20

WQ55

WR73

WS44

WT29

WV36

SES-T/C-20140408-00258 Oceanic Time Warner Cable LLC E6736

SES-T/C-20140408-00260 Time Warner Cable Texas LLC E2889

E890831

E950214

E950394

E9530

KP85

KT59

KU69

KU72

KY61

SES-T/C-20140408-00262 Time Warner Cable Northeast LLC E000249

E2075

E2573

E2632

E3283

E3533

E3542

E3560

E3571

E3824

E4158

E4217

E4261

E4384

E4385

E4474

E5897

E5905

E6333

E6338

E8309

E860969

E870043

E870127

E870272

E873722

E8796

E8842

E8856

E890026

E890152

E900146

E900679

E940490

E950014

E950081

E950084

E950097

E960052

E960055

E970250

WG21

WG77

WH47

WL33

WN29

WQ80

WR92

WT85

WT93

WV84

WY82

WZ42

SES-T/C-20140408-00265 Time Warner Cable New York City LLC E860649

E865064

E874282

E881207

E881208

E900314

E930246

SES-T/C-20140408-00266 Time Warner Entertainment–Advance/Newhouse E100101

Partnership E4381

E920572

KJ59

WQ21

**Section 214 Authorizations**

**Part 63 – Domestic Section 214 Authority**

Comcast and TWC have filed an application for consent to the transfer of control of domestic section 214 authority in connection with the Comcast-TWC transaction described above.[[65]](#footnote-66) Applicants do not request streamlined treatment for this application under section 63.03(b) of the Commission’s rules.[[66]](#footnote-67)

**Part 63 – International Section 214 Authorizations**

**File No.** **Authorization Holder** **Authorization Number**

ITC-T/C-20140408-00116 TWCIS HoldCo LLC ITC-214-20030117-00043

ITC-T/C-20140408-00117 Insight Midwest Holdings, LLC ITC-214-20040723-00514

**Parts 87, 90 and 101 – Private Wireless Licenses**

**File No.** **Licensee** **Lead Call Sign**

0006184861 Time Warner Cable Enterprises LLC WQJU341

0006184863 Oceanic Time Warner Cable LLC WQQS791

0006184865 Time Warner Cable Pacific West LLC KBL655

0006184868 Time Warner Cable Midwest LLC KSP492

0006184872 Time Warner Cable Texas LLC WPPN885

0006184876 Time Warner Cable Northeast LLC KP3939

0006184882 Time Warner Cable New York City LLC WPOB447

0006184885 Time Warner Cable Southeast LLC KTK417

Listed below are Bright House licenses subject to applications for *pro forma* transfer of control:

**File No.** **Licensee** **Lead Call Sign**

0006210354 Bright House Networks, LLC KBR969

**COMCAST/CHARTER/SPINCO DIVESTITURE TRANSACTIONS**

**Part 78 – Cable Television Relay Service (CARS)**

Listed below are Charter licenses to be transferred to Comcast:

**File No.** **Licensee** **Call Sign**

CAR-20140613AN-09 CCO SoCal I, LLC WAM-603

CAR-20140613AO-09 CCO SoCal I, LLC WAM-609

CAR-20140613AP-09 CCO SoCal I, LLC WHZ-899

CAR-20140613AQ-09 CCO SoCal I, LLC WSA-52

CAR-20140613AR-09 CCO SoCal I, LLC WSJ-78

CAR-20140613AS-09 CCO SoCal I, LLC WGV-505

CAR-20140613AT-09 CCO SoCal I, LLC WHZ-511

CAR-20140613AU-09 CCO SoCal I, LLC WHZ-662

CAR-20140613AV-09 CCO SoCal I, LLC WHZ-764

CAR-20140613AW-09 CCO SoCal I, LLC WBW-21

CAR-20140613BF-09 Falcon Cable Systems Co. II, LP WHZ-856

CAR-20140613BG-09 Falcon Cable Systems Co. II, LP WLY-695

CAR-20140613BD-09 Falcon Telecable, a California Limited Partnership WHZ-632

CAR-20140613BE-09 Falcon Telecable, a California Limited Partnership WHZ-645

CAR-20140613AX-09 Falcon Community Ventures I, LP WAY-753

CAR-20140613AY-09 Falcon Community Ventures I, LP WHZ-908

CAR-20140613AZ-09 Falcon Community Ventures I, LP WLY-441

CAR-20140613BA-09 Falcon Community Ventures I, LP WLY-446

CAR-20140613BB-09 Falcon Video Communications, L.P. WGJ-868

CAR-20140613BC-09 Rifkin Acquisition Partners, LLC WGZ-305

Listed below are Comcast licenses to be assigned to SpinCo:

**File No.** **Licensee** **Call Sign**

CAR-20140612AB-08 Comcast of Alabama, Inc. WBG-892

CAR-20140612AA-08 Comcast of Kentucky/Tennessee/Virginia, LLC WLY-894

Listed below are Charter licenses subject to applications for *pro forma* restructuring:

**File No.** **Licensee** **Call Sign**

CAR-20140613AB-08 Falcon Telecable, a California Limited Partnership WGV-576

CAR-20140612AC-09 CC VIII Operating, LLC WLY-689

CAR-20140613AA-09 CC VIII Operating, LLC KQQ-26

CAR-20140612AD-09 CC VIII Operating, LLC WLY-669

CAR-20140613AC-09 Charter Cable Partners, LLC WGJ-444

CAR-20140613AD-09 Charter Cable Partners, LLC WLY-637

CAR-20140613AE-09 Bresnan Communications, LLC WBH-637

CAR-20140613AF-09 Bresnan Communications, LLC WHZ-634

CAR-20140613AG-09 Bresnan Communications, LLC WHZ-748

CAR-20140613AH-09 Bresnan Communications, LLC WLY-332

CAR-20140613AI-09 Bresnan Communications, LLC WLY-563

CAR-20140613AJ-09 Bresnan Communications, LLC WLY-838

CAR-20140613AK-09 Bresnan Communications, LLC WLY-839

CAR-20140613AL-09 Bresnan Communications, LLC WLY-861

CAR-20140613AM-09 Bresnan Communications, LLC WLY-914

**Part 25 – Satellite Communications Registrations**

**Receive-Only Earth Station Registrations**

Listed below are Charter registrations subject to applications for assignment or transfer of control to Comcast:

**File No.** **Registration Holder** **Call Sign**

SES-ASG-20140604-00428 Renaissance Media LLC E7061

SES-ASG-20140604-00473 Charter Communications VI, LLC E5824

E7475

E7992

E880118

E880175

KQ32

WG59

SES-ASG-20140604-00478 Robin Media Group, Inc. E2380

E8172

E870847

E890917

WF25

WK73

SES-ASG-20140604-00479 Charter Communications, LLC E010328

E050294

E070116

E110071

E110074

E110076

E110077

E7233

E7385

E940159

WE80

WR42

WS56

SES-ASG-20140604-00480 Charter Communications Entertainment I, LLC E4255

E6392

E980448

E990507

E990508

E990509

E990511

SES-ASG-20140604-00481 Charter Communications, LLC E3518

SES-ASG-20140604-00483 HPI Acquisitions Co., LLC WH33

SES-ASG-20140604-00491 Plattsburgh Cablevision Inc. E6784

SES-ASG-20140604-00492 Tennessee, LLC E050329

SES-T/C-20140604-00397 The Helicon Group, L.P. E040177

WZ93

SES-T/C-20140604-00398 Marcus Cable Associates, L.L.C. E000185

E000199

E4191

E872103

E940402

E940404

E940407

KQ79

WR33

SES-T/C-20140604-00402 Falcon Cable Media, a California Limited Partnership WU58

SES-T/C-20140604-00413 Falcon Video Communications, L.P. E090183

E110006

E5158

E880890

E920551

E920553

E940432

KT50

SES-T/C-20140604-00414 Falcon Telecable, a California Limited Partnership E3573

SES-T/C-20140604-00415 Falcon Community Cable, LP E2578

KM70

SES-T/C-20140604-00416 Falcon Cable Systems Co. II, LP E030157

E910119

E910243

E910245

E930082

KJ20

SES-T/C-20140604-00417 CCO SoCal I, LLC E020286

E030011

E030069

E2182

E2183

E2186

E2675

E5916

E7431

E8495

E860375

E881108

E890360

E891006

E920601

E960504

E980463

KF76

KG33

KR30

KV61

KZ51

SES-T/C-20140604-00418 Falcon Community Ventures I, LP KP47

SES-T/C-20140604-00419 Cable Equities of Colorado, LLC E050001

WU60

Listed below are Comcast/TWC registrations subject to applications for assignment or transfer of control to Charter:

**File No.** **Registration Holder** **Call Sign**

SES-ASG-20140604-00470 Time Warner Cable Midwest LLC E2685

E2985

E3458

E4198

E5437

E872136

E880468

E9046

E930196

E940078

E9472

E950468

E980458

KF37

WF88

WN46

WQ55

SES-ASG-20140604-00471 Time Warner Cable Midwest LLC E2425

E2426

E2427

E3436

E3505

E3506

E3550

E3551

E3952

E4172

E4338

E4341

E4478

E5020

E5498

E6449

E7300

E865184

E870893

E873416

E873418

E873420

E873614

E880888

E890798

E890832

E900073

E900577

E910224

E9194

E920186

E920188

E930031

E930144

E960299

WB50

WD20

WE47

WG76

WK50

WN89

WP20

WR73

WS44

WT29

WV36

SES-ASG-20140604-00472 Time Warner Entertainment–Advance/Newhouse E4381

Partnership

SES-ASG-20140604-00482 Time Warner Cable Midwest LLC E3145

SES-ASG-20140604-00495 Time Warner Cable Midwest LLC E2018

SES-T/C-20140604-00395 Insight Kentucky Partners II, L.P. E2091

E3703

E5074

E6334

SES-T/C-20140605-00412 Insight Communications Midwest, LLC E5828

E5921

E990037

WV66

Listed below are Comcast registrations subject to applications for assignment or transfer of control to SpinCo:

**File No.** **Registration Holder** **Call Sign**

SES-ASG-20140604-00430 Comcast of Minnesota, Inc. E8076

E860401

E860402

E860403

E860457

E860458

E860459

E990063

SES-ASG-20140604-00431 Comcast of Arkansas/Florida/Louisiana/ E3387

Minnesota/Mississippi/Tennessee, Inc.

SES-ASG-20140604-00442 Comcast of California/Connecticut/Michigan E2010

E6448

E860753

WE61

WG48

WZ62

SES-ASG-20140604-00443 Comcast of Connecticut/Georgia/Massachusetts/ WP39

New Hampshire/New York/North Carolina/  
 Virginia/Vermont, LLC

SES-ASG-20140604-00446 Comcast of Wisconsin, Inc. E040405

E7596

SES-ASG-20140604-00447 Comcast of Mt. Clemens E2353

SES-ASG-20140604-00455 Comcast of Minnesota/Wisconsin, Inc. E859629

E8818

SES-ASG-20140604-00457 Comcast of California/Massachusetts/ E960287

Michigan/Utah, Inc. WK40

SES-ASG-20140604-00458 Comcast of Alabama, Inc. E100049

E5497

WB48

WB49

WB52

WB63

WE41

WS94

WY90

WY91

SES-ASG-20140604-00459 Comcast of Colorado/Florida/Michigan/ E2172

New Mexico/Pennsylvania/Washington, LLC E2613

E3204

E6740

SES-ASG-20140604-00460 Comcast of the South E980265

E980267

E980268

SES-ASG-20140604-00461 Comcast of Illinois/Indiana/Ohio, LLC E000266

SES-ASG-20140604-00462 Comcast of Indiana/Kentucky/Utah WH40

SES-ASG-20140604-00463 Comcast of Shelby, Inc. E3926

SES-ASG-20140604-00464 Comcast of Sterling Heights, Inc. E5457

SES-ASG-20140604-00465 Comcast of Clinton E3925

SES-ASG-20140604-00466 Comcast of Warren E3928

SES-ASG-20140604-00468 Comcast of Georgia/Michigan, LP E5265

SES-ASG-20140604-00474 Comcast of Indiana/Kentucky/Utah E5525

E6291

E940406

SES-ASG-20140604-00477 Comcast of Illinois/Indiana/Ohio, LLC E2020

E3236

E3950

E4173

E4720

E5417

E6738

E870436

WL32

WU52

WX23

WX28

SES-ASG-20140604-00484 Comcast of Flint Inc. E880402

SES-ASG-20140604-00485 Comcast of Colorado/Florida/Michigan/ WK65

New Mexico/Pennsylvania/Washington, LLC

SES-ASG-20140604-00487 Comcast Cable Investors, LP WJ72

SES-ASG-20140604-00490 Comcast of Florida/Washington, LLC E010103

SES-ASG-20140604-00493 Comcast of Paducah Inc. WE64

SES-ASG-20140604-00494 Comcast of Quincy Inc. E020124

SES-ASG-20140604-00496 Comcast of Indiana/Kentucky/Utah E920423

SES-ASG-20140619-00534 Comcast of Michigan III, Inc. WE77

SES-ASG-20140630-00549 Comcast of Michigan I, Inc. E6003

SES-T/C-20140604-00423 Comcast of Michigan, LLC WH97

WT78

SES-T/C-20140604-00424 Comcast of Fort Wayne Limited Partnership E4367

E4437

WM32

SES-T/C-20140604-00426 Comcast of Indianapolis, L.P. E3025

E3026

E3027

Listed below are Comcast registrations subject to applications for *pro forma* restructuring:

**File No.** **Registration Holder** **Call Sign**

SES-ASG-20140604-00429 Comcast of Missouri, Inc. E970151

E970337

KG58

SES-ASG-20140604-00449 Comcast of Arizona, Inc. E010330

SES-ASG-20140604-00450 Comcast of Georgia/South Carolina, Inc. E3565

E3651

E860298

E9427

E950125

E960021

WB89

SES-ASG-20140604-00452 Comcast of California/Massachusetts/ E950219

Michigan/Utah, Inc.

SES-ASG-20140604-00453 Comcast of New Mexico, Inc. E8529

E8918

E990538

KH33

SES-ASG-20140604-00454 Comcast MO Group, Inc. E3953

SES-ASG-20140604-00456 Comcast of Georgia/Virginia, Inc. E5908

E870846

E950482

E960093

E980300

WL86

WR87

SES-ASG-20140604-00475 Comcast of California/Colorado/Florida/Oregon, Inc. E920431

WF81

WT77

WT94

WU38

SES-ASG-20140604-00476 Comcast of Arkansas/Florida/Louisiana/ E2481

Minnesota/Mississippi/Tennessee, Inc. E3561

E4281

E6144

E920573

E920598

E940517

KD80

KR31

WL84

WR53

WZ34

SES-ASG-20140604-00488 Comcast of Miami, Inc. E5845

SES-ASG-20140604-00489 Comcast of Georgia/Massachusetts, Inc. WJ82

SES-T/C-20140604-00401 Comcast of New Jersey II, LLC E860651

E890641

SES-T/C-20140604-00403 Comcast of Connecticut/Georgia/Massachusetts/ E2364

New Hampshire/New York/North Carolina/ E3193  
Virginia/Vermont, LLC E4438

E4439

E4853

E5674

E6301

E6617

E859862

E860184

E9003

E9004

E9005

E9032

E910437

E960172

WF57

WF73

WH56

WJ42

WM93

WR89

WS39

WT81

WU55

SES-T/C-20140604-00404 Comcast of Boston, Inc. E6510

E8220

SES-T/C-20140604-00405 Comcast of Fresno, Inc. E060385

E070090

SES-T/C-20140604-00406 Comcast of Brockton, Inc. E6064

SES-T/C-20140604-00407 Comcast of Maine/New Hampshire, Inc. E890810

SES-T/C-20140604-00408 Comcast of Massachusetts I, Inc. E5699

WD52

SES-T/C-20140604-00409 Comcast of Massachusetts/New Hampshire, LLC E7227

SES-T/C-20140604-00410 Comcast of Massachusetts III, Inc. E070236

E920565

E920566

E920567

E920568

E920569

E920571

SES-T/C-20140604-00420 Comcast of Sacramento II, LLC E030056

SES-T/C-20140604-00421 Comcast of Southern New England, Inc. E7627

SES-T/C-20140604-00422 Comcast of California/Illinois, LP E4709

SES-T/C-20140604-00425 Comcast of Central NJ II, LLC E3130

E3712

E3727

E859857

E8685

E890528

E950465

**Section 214 Authorizations**

**Part 63 – Domestic Section 214 Authority**

The Divestiture Applicants have filed applications for consent to the transfer of control of domestic section 214 authorities in connection with the Divestiture Transactions described above.[[67]](#footnote-68) Applicants do not request streamlined treatment for these applications under section 63.03(b) of the Commission’s rules.[[68]](#footnote-69)

**Part 63 – International Section 214 Authorizations**

Listed below are authorizations requested for SpinCo:

**File No.** **Authorization Holder** **Authorization Number**

ITC-214-20140604-00166 Midwest Cable Phone, LLC (Requesting new Section 214 authorization)

**Parts 90 and 101 – Private Wireless Licenses**

Listed below are Charter licenses to be transferred to Comcast:

**File No.** **Licensee** **Lead Call Sign**

0006307076 CCO SoCal I, LLC WQKG921

0006307974 Charter Communications VI, LLC WQKG925

0006307978 Charter Communications, LLC KLP528

0006306926 Charter Communications, LLC WQSZ994

0006307080 Falcon Cable Systems Co. II, LP WQKG920

0006309990 Plattsburgh Cablevision, Inc. KVE945

Listed below are Comcast/TWC licenses subject to applications for assignment to Charter:

**File No.** **Licensee** **Lead Call Sign**

0006309092 Time Warner Cable Midwest LLC WNJQ722

0006309110 Time Warner Cable Midwest LLC WQGH689

Listed below are Charter licenses subject to applications for *pro forma* restructuring:

**File No.** **Licensee** **Lead Call Sign**

0006309479 Charter Communications Operating, LLC WQRJ762

0006309529 Bresnan Communications, LLC WNKK403

0006309555 CC Michigan, LLC WQLA501

0006309577 Charter Communications, LLC WQLA212

0006309579 CC VIII Operating, LLC WQMP777

Listed below are Comcast licenses subject to applications for *pro forma* restructuring:

**File No.** **Licensee** **Lead Call Sign**

0006313774 Comcast of California/Massachusetts/Michigan/ WQQU401

Utah, Inc.

0006313789 Comcast of Georgia/Virginia, Inc. WNES554

0006307815 Comcast of Massachusetts I, Inc. WQPZ810

1. *See* 47 U.S.C. §§ 214, 310(d); *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Transfer Control of Licenses and Authorizations, Applications and Public Interest Statement* (filed Apr. 8, 2014) (“Comcast-TWC Application”). [↑](#footnote-ref-2)
2. *Id.* at 173 n.468. According to the Comcast-TWC Application, TWC holds 66.67 percent of TWE-A/N, which in turn is the sole LLC member of Bright House.  *Id.* Advance/Newhouse Partnership — an entity in which TWC holds no legal or economic interest — holds the remaining 33.33 percent of TWE-A/N. *Id.* According to the Comcast-TWC Application, TWC provides to Bright House certain services, such as programming and technology support, in exchange for an annual fee but does not share in its profits and losses. *Id.* By contrast, according to Comcast and TWC, Advance/Newhouse Partnership exercises exclusive day-to-day management responsibility for, and *de facto* control over, the operation of the Bright House systems. *Id.* [↑](#footnote-ref-3)
3. According to Divestiture Applicants, after the close of the Comcast-TWC transaction, Comcast intends to form SpinCo, transfer to it certain cable assets and liabilities, and then spin it off to Comcast shareholders, thereby establishing a new, publicly traded cable company. *Public Interest Statement of SpinCo, Charter Communications, Inc., and Comcast Corporation, Spin Transaction,* MB Docket No. 14-57 (June 4, 2014) (“SpinCo Public Interest Statement”) at 5. [↑](#footnote-ref-4)
4. *See* 47 U.S.C. §§ 214, 310(d); *Public Interest Statement of Comcast Corporation and Charter Communications, Inc., Charter-to-Comcast Exchange Transaction*, MB Docket No. 14-57 (June 4, 2014) (“Charter-to-Comcast Exchange Public Interest Statement”); *Public Interest Statement of Charter Communications, Inc. and Comcast Corporation, Comcast-to-Charter Exchange and Sale Transactions*, MB Docket No. 14-57 (June 4, 2014) (“Comcast-to-Charter Sale/Exchange Public Interest Statement”); SpinCo Public Interest Statement. [↑](#footnote-ref-5)
5. *See* Letter from Kathryn A. Zachem, Senior Vice President, Regulatory and State Legislative Affairs, Comcast Corp. and Steven Teplitz, Senior Vice President, Government Relations, Time Warner Cable Inc., to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (June 5, 2014) (“Comcast-TWC Supplement Letter”) at 2. [↑](#footnote-ref-6)
6. *Id.* at 2-3. According to Comcast and TWC, the proposed Divestiture Transactions, if completed, would achieve Comcast’s stated intention in the Comcast-TWC Application to reduce its post-transaction national share of managed residential video subscribers below 30 percent. *See id.* at 1; Comcast-TWC Application at 7. Comcast’s calculation of its post-transaction share of managed residential video subscribers does not include its acquisition of TWC’s attributable interest in cable systems managed by Bright House or any other attributable ownership interests where Comcast does not manage the systems. *See* Letter from Kathryn A. Zachem, Senior Vice President, Regulatory and State Legislative Affairs, Comcast Corp., Catherine Bohigian, Executive Vice President, Government Affairs, Charter Communications, Inc., and Steven Teplitz, Senior Vice President, Government Relations, Time Warner Cable Inc., to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (June 24, 2014) (“June 24, 2014 Supplement Letter”) at 9-12. In addition, Charter currently serves approximately 4.2 million residential video customers; however, following the Divestiture Transactions, it will own, or provide services under contract to, cable systems serving approximately 8.3 million video customers. Comcast-to-Charter Sale/Exchange Public Interest Statementat 1-2; June 24, 2014 Supplement Letter at 3. [↑](#footnote-ref-7)
7. *See* Comcast-TWC Supplement Letter at 3-8. According to Comcast and TWC, the Divestiture transactions “do not alter any material aspect of the Comcast-TWC transaction or the applications related to that transaction.” *Id.* at 1. [↑](#footnote-ref-8)
8. *Id.* at 2. Comcast and TWC note that the closing of the Comcast-TWC transaction is a pre-condition to the Divestiture Transactions and therefore request that the Commission grant approvals for the Comcast-TWC transaction and the Divestiture Transactions at the same time. *Id.* at 2 n.4. They also state that, should the closing of the Divestiture Transactions be delayed, or should it fail to occur, Comcast may need the ability to own all of the TWC systems for a period of 12 to 18 months following the closing of the Comcast-TWC transaction in order to complete divestiture in the least disruptive manner. *Id.* [↑](#footnote-ref-9)
9. *See* June 24, 2014 Supplement Letter. [↑](#footnote-ref-10)
10. A list of the licenses and authorizations subject to the filed applications is included in the Attachment to this Public Notice. [↑](#footnote-ref-11)
11. Comcast-TWC Application at 7. [↑](#footnote-ref-12)
12. *Id.*; Comcast-TWC Supplement Letter at 3.Comcast is currently the largest multichannel video programming distributor (“MVPD”) in the United States and owns and operates cable systems serving approximately 22.6 million video customers. *See* Comcast-TWC Application at 8; June 24, 2014 Supplement Letter at 2. TWC is the fourth-largest MVPD in the United States, serving approximately 11.4 million video customers. Comcast-TWC Applicationat 14. Following all of the proposed transactions, including divestitures, Comcast would serve approximately 29.8 million managed video subscribers (or less than 30 percent of MVPD subscribers nationwide). June 24, 2014 Supplement Letter at 2. Moreover, following the Divestiture Transactions, Comcast would operate in 16 of the top 20 Designated Market Areas, the same number as it does today. Comcast-TWC Supplement Letter at 3*.* In addition to its 29.8 million managed video subscribers post-transaction, as noted above, Comcast will acquire TWC’s attributable interest in cable systems managed by Bright House. According to the applicants, following the proposed transactions, Bright House will serve approximately 2.1 million video subscribers. June 24, 2014 Supplement Letter at 12. [↑](#footnote-ref-13)
13. Comcast-TWC Application at 7. [↑](#footnote-ref-14)
14. *Id.*  [↑](#footnote-ref-15)
15. *Id.* [↑](#footnote-ref-16)
16. *See supra* note 2 (discussing the nature of TWC’s ownership interest in Bright House). [↑](#footnote-ref-17)
17. June 24, 2014 Supplement Letter at 11. [↑](#footnote-ref-18)
18. Comcast-TWC Application at 173 n.468. Comcast and TWC have therefore sought *pro forma* treatment for the Bright House transfer applications. [↑](#footnote-ref-19)
19. Comcast-to-Charter Sale/Exchange Public Interest Statement at 5. At least initially, SpinCo will be named “Midwest Cable LLC.” SpinCo Public Interest Statement at 1. [↑](#footnote-ref-20)
20. *Id.* at 5. [↑](#footnote-ref-21)
21. *Id.* at 6. [↑](#footnote-ref-22)
22. *Id.* at 3. [↑](#footnote-ref-23)
23. *Id.* at 3. [↑](#footnote-ref-24)
24. *Id.* at 3-4. [↑](#footnote-ref-25)
25. SpinCo Public Interest Statement at 1. [↑](#footnote-ref-26)
26. *Id.* [↑](#footnote-ref-27)
27. *Id.* at 4. [↑](#footnote-ref-28)
28. *Id.* at 3-4. In conjunction with the services agreement between SpinCo and Charter, there will be a temporary transition services agreement between SpinCo and Comcast to ensure that customers moving from Comcast to SpinCo experience minimal service disruption. *Id.* at 3. [↑](#footnote-ref-29)
29. Comcast-TWC Application at 23-28. [↑](#footnote-ref-30)
30. *Id.* at 28. [↑](#footnote-ref-31)
31. *Id.* at 25-26; Comcast-TWC Supplement Letter at 3. Comcast and TWC also note that the acquisition of TWC systems will provide Comcast with access to several markets that are clustered near its existing markets (e.g., in Georgia, South Carolina, North Carolina, and Virginia). Comcast-TWC Application at 26. [↑](#footnote-ref-32)
32. Specifically, Comcast commits to “adding substantial incremental investment to what TWC had planned for broadband upgrades and enhancements over the next three years.” *Id.* at 28. [↑](#footnote-ref-33)
33. *Id.* at 59-66; Comcast-TWC Supplement Letter at 6. [↑](#footnote-ref-34)
34. *See Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licensees,* Memorandum Opinion and Order, 26 FCC Rcd 4238 (2011) (“*Comcast-NBCU Order*”). [↑](#footnote-ref-35)
35. Comcast-TWC Application at 106-20; Comcast-TWC Supplement Letter at 6. Comcast and TWC state that Comcast is now the only company legally bound by the no-blocking and non-discrimination rules in the *Open Internet Order*, following the recent court decision vacating those rules, and that the transaction therefore will spread the reach of those protections to millions of additional customers.  *Id.* at 59; *see also Preserving the Open Internet*, Report and Order, 25 FCC Rcd 17905 (2010) (“*Open Internet Order*”), *aff'd in part, vacated and remanded in part sub nom. Verizon v. FCC*, 740 F.3d 623 (D.C. Cir. 2014). [↑](#footnote-ref-36)
36. In their supplemental declaration filed with the Charter-to-Comcast Exchange Public Interest Statement, Drs. Gregory L. Rosston and Michael D. Topper conclude that the public interest benefits related to scale that were identified in the Comcast-TWC Application remain valid because the divestitures are only “slightly larger” than the level (3 million) they previously assumed and calculated into their original analysis. *See* Rosston and Topper, *An Economic Analysis of the Proposed Comcast Divestiture Transactions with Charter* (June 4, 2014) at 2, ¶ 5.  [↑](#footnote-ref-37)
37. Charter-to-Comcast Exchange Public Interest Statement at 5-10; Comcast-to-Charter Sale/Exchange Public Interest Statement at 7-10; SpinCo Public Interest Statement at 10-14. Specifically, Comcast will fill gaps in its footprint in portions of the Northeast (New England and New York), the Southeast (Virginia, Tennessee, North Carolina, and Georgia), Texas, and the West Coast (California, Oregon, and Washington). Charter-to-Comcast Exchange Public Interest Statement at 5. By contrast, post-transaction Charter and SpinCo will each have a sizeable presence in parts of the Midwest and the Southeast not served by Comcast. Comcast-to-Charter Sale/Exchange Public Interest Statement at 7; SpinCo Public Interest Statement at 1, 5. [↑](#footnote-ref-38)
38. Charter-to-Comcast Exchange Public Interest Statement at 7-8; Comcast-to-Charter Sale/Exchange Public Interest Statement at 9-10; SpinCo Public Interest Statement at 12, 15-16. [↑](#footnote-ref-39)
39. Charter-to-Comcast Exchange Public Interest Statement at 9-10; Comcast-to-Charter Sale/Exchange Public Interest Statement at 8-9; SpinCo Public Interest Statement at 10-12. [↑](#footnote-ref-40)
40. Charter-to-Comcast Exchange Public Interest Statement at 8; Comcast-to-Charter Sale/Exchange Public Interest Statement at 10; SpinCo Public Interest Statement at 12. [↑](#footnote-ref-41)
41. Charter-to-Comcast Exchange Public Interest Statement at 8-9; Comcast-to-Charter Sale/Exchange Public Interest Statement at 7-9, 14-16; SpinCo Public Interest Statement at 16-17. [↑](#footnote-ref-42)
42. Comcast-to-Charter Sale/Exchange Public Interest Statement at 10-17. Charter states that it “anticipates investing substantially in the TWC infrastructure” to bring advanced services to the acquired TWC systems. *Id.* at 12-14. [↑](#footnote-ref-43)
43. Charter-to-Comcast Exchange Public Interest Statement at 10-12. [↑](#footnote-ref-44)
44. SpinCo Public Interest Statement at 14. [↑](#footnote-ref-45)
45. Comcast-TWC Application at 138. Comcast and TWC state that, after taking into account the Divestiture Transactions, there is an overlap of approximately 780 residential or small- or medium-sized business customers, and approximately 190 business customers, in the two companies’ service areas. Comcast-TWC Supplement Letter at 4-5. [↑](#footnote-ref-46)
46. Comcast-TWC Application at 143; Comcast-TWC Supplement Letter at 3. Comcast and TWC note that 30 percent had previously been identified by the Commission as the appropriate threshold for its cable ownership cap, but that the U.S. Court of Appeals for the District of Columbia twice rejected a 30 percent cap, most recently in 2009. Comcast-TWC Applicationat 143-44 (citing *Comcast Corp. v. FCC*, 579 F.3d 1 (D.C. Cir. 2009); *Time Warner Entm’t Co. v. FCC*, 240 F.3d 1126 (D.C. Cir. 2001)). [↑](#footnote-ref-47)
47. Comcast-TWC Application at 156-64. [↑](#footnote-ref-48)
48. *Id.* at 171-73. [↑](#footnote-ref-49)
49. Charter-to-Comcast Exchange Public Interest Statement at 12-13; Comcast-to-Charter Sale/Exchange Public Interest Statement at 18; SpinCo Public Interest Statement at 20. Divestiture Applicants note that approximately 2,800 Comcast residential or small- or medium-sized business customers are located in Charter’s service areas (and the number of Charter customers in Comcast service areas is similar), as well as approximately 1,500 TWC residential or small- or medium-sized business customers located in Charter’s service areas (and 790 Charter customers in TWC service areas). Charter-to-Comcast Exchange Public Interest Statement at 13 n.31. [↑](#footnote-ref-50)
50. *Id.* at 13; Comcast-to-Charter Sale/Exchange Public Interest Statement at 19-20; SpinCo Public Interest Statement at 21. Divestiture Applicants note that a total of twelve local or regional programming networks — including four regional sports networks (“RSNs”) — will be changing hands but argue that the potential loss of subscriber revenue, along with the Commission’s program access rules, should adequately address any theoretical concerns that they would withhold such programming. *Id.* [↑](#footnote-ref-51)
51. Charter-to-Comcast Exchange Public Interest Statement at 14-15. In addition, Divestiture Applicants assert that the modest share of Charter subscribers that Comcast will acquire in certain large DMAs (e.g., New York, Los Angeles, and Dallas-Fort Worth) will not significantly increase Comcast’s purchasing power. *Id.* at 16. [↑](#footnote-ref-52)
52. *Id.* at 18; Comcast-to-Charter Sale/Exchange Public Interest Statement at 20; SpinCo Public Interest Statement at 21. [↑](#footnote-ref-53)
53. *See* Charter-to-Comcast Exchange Public Interest Statement at 18(citing *Charter Commc’ns, Inc., Request for Waiver of Section 76.1204(a)(1) of the Commission’s Rules,* Memorandum Opinion and Order, 28 FCC Rcd 5212 (2013)). [↑](#footnote-ref-54)
54. Charter-to-Comcast Exchange Public Interest Statement at 18. [↑](#footnote-ref-55)
55. Letter from Kathryn A. Zachem, Senior Vice President, Regulatory and State Legislative Affairs, Comcast, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 14-57 (July 2, 2014), at 1. Comcast notes that a waiver will give it “sufficient time to migrate the integrated boxes at issue to a compliant security solution consistent with Comcast’s security plans across its footprint, or pursue other measures to achieve compliance in the acquired system, by April 18, 2016.” *Id.* at 2. [↑](#footnote-ref-56)
56. File numbers and call signs for Bright House facilities that are subject to applications for *pro forma* transfer of control also are listed in the Attachment. [↑](#footnote-ref-57)
57. Comcast-TWC Application at 174. Likewise, Divestiture Applicants have made equivalent requests with respect to the Divestiture Transactions. *See* Comcast-to-Charter Sale/Exchange Public Interest Statement at 20-21; SpinCo Public Interest Statement at 22. [↑](#footnote-ref-58)
58. 47 C.F.R. § 1.1200(a). [↑](#footnote-ref-59)
59. *Id.* § 1.1206; *see also Commission Announces That the Applications Proposing the Transfer of Control of the Licenses and Authorizations Held by Time Warner Cable, Inc. and Its Subsidiaries to Comcast Corporation Have Been Filed and Permit-But-Disclose Ex Parte Procedures Now Apply*, Public Notice, 29 FCC Rcd 3741 (2014). [↑](#footnote-ref-60)
60. 47 C.F.R. § 1.1206(b). [↑](#footnote-ref-61)
61. *Id.* § 1.1204(a)(9). [↑](#footnote-ref-62)
62. On April 4, 2014, the Media Bureau released a Joint Protective Order governing the review of both confidential information and highly confidential information submitted by applicants and others in this proceeding. *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Joint Protective Order, 29 FCC Rcd 3688 (2014).   
     [↑](#footnote-ref-63)
63. 47 U.S.C. § 405(a); 47 C.F.R. § 1.106(b)(1) (“If the petition is filed by a person who is not a party to the proceeding, it shall state with particularity the manner in which the person's interests are adversely affected by the action taken, and shall show good reason why it was not possible for him to participate in the earlier stages of the proceeding.”);47 C.F.R.*.* § 1.106(m); *Shareholders of Tribune Co., Transferors & Sam Zell, et al. Transferees*, 29 FCC Rcd 844, 847-48 ¶¶ 10-15 (2014) (discussing prerequisites for petitions to deny). [↑](#footnote-ref-64)
64. *See* Section 1.45(c) of the Commission’s Rules, 47 C.F.R. § 1.45(c). [↑](#footnote-ref-65)
65. *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Subsidiaries of Time Warner Cable Inc.*, MB Docket No. 14-57, Joint Application (filed Apr. 8, 2014) (TWC is authorized to provide interstate and intrastate telecommunications services in 33 states). [↑](#footnote-ref-66)
66. 47 C.F.R. § 63.03(b). [↑](#footnote-ref-67)
67. *Application of Charter Communications, Inc., Transferor, and Comcast Corporation, Transferee, for Consent to Transfer Control of Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended*, MB Docket No. 14-57 (filed June 5, 2014); *Application of Comcast Corporation, Transferor, and Charter Communications, Inc., Transferee, for Consent to Transfer Control of Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended*, MB Docket No. 14-57 (filed June 5, 2014); *Application of Comcast Corporation, for Itself and Its Subsidiaries, Assignors, and Midwest Cable, Inc. for Itself and Its Subsidiaries, Assignees, for Consent to the Assignment of Certain Customers and Assets of Authorized Domestic Carriers Pursuant to Section 214 of the Communications Act of 1934, as Amended*, MB Docket No. 14-57 (filed June 5, 2014). [↑](#footnote-ref-68)
68. 47 C.F.R. § 63.03(b). [↑](#footnote-ref-69)