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Public Service
Commission

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April 20, 2016

Stephanie C. Bell, Deputy Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602

**Re: Notification of Transfer of Ultimate Indirect Control of Time Warner Cable
Information Services (Kentucky), LLC, and Time Warner Cable Business LLC**

Dear Ms. Bell:

Charter Communications, Inc. (“Charter”) and Time Warner Cable Inc. (“TWC”), on behalf of itself and its wholly owned subsidiaries, Time Warner Cable Information Services (Kentucky), LLC (“TWCIS”) and Time Warner Cable Business LLC (“TWCB”) (collectively, the “TWC Subsidiaries”), hereby notify the Public Service Commission (the “Commission” or “PSC”) of the transfers of indirect ultimate control of the TWC Subsidiaries. The transfers of control are part of a transaction (the “Transaction”) involving Charter, TWC, and Advance/Newhouse Partnership, the parent of Bright House Networks, LLC (“BHN”)—BHN does not have operations in Kentucky—at the conclusion of which Charter, TWC, and BHN will have merged into “New Charter.”¹

The Transaction is occurring at the holding company level. Following the Transaction, the TWC Subsidiaries will continue to offer and provide the same services as prior to the Transaction. There are no current plans to change the rates, terms, or conditions of regulated service or to effectuate any transfers of regulated customers—nor are any changes in tariffs currently planned.²

Following the close of the Transaction, the TWC Subsidiaries will be indirect, wholly

¹ This Notification will refer to the reorganized parent company as “New Charter.” However, the parent entity resulting from the Transaction and Reorganization will ultimately assume the name “Charter Communications, Inc.,” as described more thoroughly herein.

² Because the Transaction results in only an indirect change of control of the TWC subsidiaries, and is occurring at the parent and intermediate holding company level, each TWC subsidiary will continue to have a tariff on file following the Transaction, and there are no current plans to effectuate any changes to those tariffs. Accordingly, no adoption forms are being provided with this notice.

owned subsidiaries of New Charter. Pursuant to the Commission's Order dated August 8, 2000 in Administrative Case No. 370, Charter and TWC respectfully submit this Notification to the Commission of the transfers of control to ensure the continuing accuracy of the Commission's records.

PARTIES

Charter Communications, Inc.: Charter is a leading communications company that provides voice and business as well as broadband Internet and video services.³ As a result of extensive investment and a commitment to service quality and customer-friendly practices, Charter now serves over 6.2 million residential customers and has 390,000 commercial relationships nationwide. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 28 states, and employs over 23,800 people nationwide. Charter does not currently provide service in Kentucky.

Time Warner Cable Inc. and the TWC Subsidiaries: TWC is a publicly traded corporation organized under the laws of the State of Delaware, with its principal offices located at 60 Columbus Circle, New York, NY 10023. TWC delivers high-quality voice, video, and broadband services, reaching over 15 million residential and business customers across portions of 30 states, including Kentucky. In Kentucky, Time Warner Cable provides its services in the areas surrounding Madisonville, Mayfield, Richmond, Dawson Springs, Bulan, London, Vanceburg, Knoxville, Providence, Owensboro, Henderson, Louisville, Bowling Green, Lexington, Somerset, Edgewood and Dixon. Time Warner Cable's footprint includes portions of Anderson, Bath, Bell, Boone, Bourbon, Boyd, Boyle, Breathitt, Bullitt, Caldwell, Calloway, Campbell, Carroll, Carter, Casey, Christian, Clark, Clay, Daviess, Fayette, Fleming, Franklin, Fulton, Gallatin, Garrard, Grant, Graves, Greenup, Hardin, Harrison, Henderson, Henry, Hopkins, Jefferson, Jessamine, Kenton, Knott, Knox, Larue, Laurel, Leslie, Lewis, Lincoln, Madison, Marion, Marshall, McLean, Meade, Mercer, Montgomery, Nelson, Nicholas, Ohio, Oldham, Pendleton, Perry, Pulaski, Rockcastle, Rowan, Scott, Shelby, Spencer, Trimble, Union, Warren, Washington, Webster, Whitley and Woodford Counties.

TWCIS is a Delaware limited liability company authorized to provide competitive local exchange telecommunications and interexchange telecommunications service in. It is presently a wholly owned subsidiary of TWC. TWCIS does not itself provide direct end-user voice services. Rather, TWCIS offers wholesale telecommunications service, including switched access service and local interconnection service, to retail VoIP providers including TWCIS's own non-carrier affiliate that provides retail VoIP service, TWC Digital Phone LLC, d/b/a Time Warner Cable. TWCIS provides intrastate and interstate switched access service pursuant to state and federal tariffs. Upon the close of the Transaction, TWCIS will become an indirect subsidiary of New

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

Charter.

TWCB is likewise a Delaware limited liability company doing business in Kentucky; it too is presently a wholly owned subsidiary of TWC. TWCB offers business and commercial customers a variety of products and services, including high-capacity transmission services such as Metro Ethernet and cell tower backhaul services and facilities used by wireless providers. Upon the close of the Transaction, TWCB will become an indirect subsidiary of New Charter.

CONTACT INFORMATION

Following the Transaction, the designated regulatory and customer service contact for the TWC Subsidiaries regarding compliance with Kentucky laws and regulations, as well as complaints, will be:

Betty Sanders
Senior Director-Regulatory
Charter Communications
12405 Powerscourt Drive
St. Louis, MO 63131
Phone: (314) 288-3259
Email: betty.sanders@charter.com

For purposes of this Notification, copies of any correspondence or communications should be additionally directed to:

Michael R. Moore
Vice President & Associate General Counsel, Regulatory Affairs
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2414
Facsimile: (314) 965-6640
E-mail: Michael.Moore@charter.com

and

Adam Falk
Senior Vice President, State Government Affairs
Charter Communications, Inc.
1099 New York Ave NW, Suite 650
Washington DC 20001
Telephone: (202) 621-1910
Facsimile: (202) 733-5960
Email: adam.falk@charter.com

with copies to:

Luke Platzer
1099 New York Ave. NW, Suite 900
Washington, DC 20001
Jenner & Block LLP
Telephone: (202) 639-6094
Facsimile: (202) 661-4813
Email: lplatzer@jenner.com

For the TWC Subsidiaries:

Michael W. Quinn
Group Vice President & Chief Regulatory Counsel
Time Warner Cable Inc.
13820 Sunrise Valley Drive
Herndon, VA 20171
Telephone: (703) 713-1735
Email: michael.quinn@twcable.com

with copies to

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DESCRIPTION OF THE TRANSACTION

The Transaction will combine Charter, TWC, and BHN into a single company able to leverage the best aspects of each of the three participants. The basic structure of the Transaction resulting in the instant change of ownership is a series of mergers after which TWC and BHN, and their respective subsidiaries, will become subsidiaries of New Charter, which will also be the ultimate parent of Charter's current operating entities. New Charter will continue under Charter's present management and assume its name, as described below.

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

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

New Charter will be the third-largest MVPD behind AT&T-DirecTV and Comcast. New Charter will own and/or manage systems serving approximately 19.4 million broadband customers, 17.3 million video customers, and 9.4 million voice customers across 41 states. Upon completion of the Transaction, the TWC Subsidiaries will be indirect subsidiaries of New Charter.

PUBLIC INTEREST⁴

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

Because the Transaction will be conducted at a holding company level, it will be seamless to customers of the TWC Subsidiaries. The Transaction will not result in any transfer of assets or customers of the TWC Subsidiaries. Following completion of the Transaction, the

⁴ Although some of the benefits of the Transaction pertain to areas beyond the scope of this Notice, a comprehensive discussion of the public interest benefits of the Transaction across the entirety of New Charter’s proposed footprint may be found in the Public Interest Statement filed with the FCC on June 25, 2015, which is available at <https://transition.fcc.gov/transaction/charter-twc-bhn/charter-twc-bhn-public-interest.pdf>.

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TWC Subsidiaries will continue to provide service to their respective customers pursuant to existing authorizations and tariffs, with no change in the rates or terms and conditions of service as a result of the Transaction. If in the future New Charter wishes to make any changes to regulated services or conditions following the Transaction, it will follow (through its regulated subsidiaries) any applicable notice or approval requirements in connection with any such changes.

CONCLUSION

For the reasons stated herein, Charter and TWC, on behalf of itself and its subsidiaries, respectfully notify the Commission of the transfer of control.

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

Sincerely yours,

A handwritten signature in black ink, appearing to read 'D. Brent', with a long horizontal stroke extending to the right.

Douglas F. Brent
Counsel for Time Warner Cable

DFB
Enclosure