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UTAH PUBLIC
SERVICE COMMISSION

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May 19, 2016

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VIA OVERNIGHT MAIL

Gary Widerburg
Commission Administrator
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, UT 84111

Re: *Courtesy Notice Regarding Pro Forma Change in Indirect Ownership of Bresnan Broadband of Utah, LLC*

Dear Mr. Widerburg:

Charter Communications, Inc. ("Charter"), with its wholly owned subsidiary Bresnan Broadband of Utah, LLC ("Bresnan Broadband"), hereby notifies the Public Service Commission ("Commission") of a transaction involving a *pro forma* change to the corporate structure of Charter, but no change to either the direct parent or ultimate control of Bresnan Broadband, as described herein.

As further discussed below, this notification concerns a transaction in which three companies—Charter, Time Warner Cable Inc. ("TWC"), and Bright House Networks, LLC ("BHN"), a subsidiary of Advance/Newhouse Partnership ("A/N")—have combined to create an advanced, growth oriented broadband and cable company ("New Charter") poised to better serve customers with competitive, high-quality communications services ("Transaction"). Bresnan Broadband remains an indirect subsidiary of Charter, reorganized as set forth below.

Upon review of Utah statutes and regulations—and given that neither TWC nor BHN currently operates in Utah and Bresnan Broadband no longer provides local exchange services in Utah—the parties understand that Commission approval was not required. However, as Bresnan Broadband still retains an authorization from the Commission to provide local exchange services (despite no longer providing such services in the state), the Parties are submitting this notification for the Commission's information and request that it be retained by the Commission in the appropriate file.

I. DESCRIPTION OF THE PARTIES

Charter is a leading communications company that provides broadband Internet, video, voice, and business services.¹ Charter markets its services under the *Spectrum* brand. As a result of extensive

¹ Certain of the subjects and benefits discussed in this notification pertain to non-jurisdictional products and services. While those items are included herein in order to provide a comprehensive view of the public interest benefits of the proposed Transaction, Charter respectfully reserves all rights relating to the inclusion of or reference to such information, including without limitation Charter's 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 in this or any other proceeding, and may not be deemed an admission of relevancy, materiality, or admissibility.

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investment and a commitment to service quality and customer-friendly practices, Charter, prior to the Transaction, served over 6.2 million residential customers and over 390,000 commercial relationships. Domiciled in Delaware and headquartered at 400 Atlantic Street, Stamford, Connecticut 06901, Charter operated in 28 states and employed over 23,800 people.

Bresnan Broadband is a wholly owned subsidiary of Charter and limited liability company duly organized and existing under the laws of Delaware, with its principal offices located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Although Bresnan Broadband holds a certificate of public convenience and necessity, issued by the Commission in Docket No. 07-2476-02, authorizing it to provide local exchange telecommunications services in and around Cedar City, Utah, Charter has divested its assets in the state and Bresnan Broadband longer provides local exchange services in Utah.

II. DESIGNATED CONTACTS

Questions, correspondence, or other communications concerning this notification should be directed to the following:

Michael R. Moore
Vice President & Associate General
Counsel, Regulatory Affairs
Charter Communications, Inc.
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St. Louis, MO 63131
Phone: (314) 543-2314
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With a copy to:

Adam Falk
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III. DESCRIPTION OF THE TRANSACTION

As part of a national transaction, Charter recently combined with TWC and BHN into a single company, "New Charter,"² able to leverage the best aspects of each of the three participants. The merged entity continues under Charter's prior management and will assume its name, as described below.

² The entity that became "New Charter" was a former Charter subsidiary. As a result of the Transaction, it became the corporate parent of the merged entities and will be assuming the name "Charter Communications, Inc." It is also converting to a C corporation and becoming the entity with shares traded on NASDAQ.

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On May 23, 2015, Charter, along with CCH I, LLC, a former Charter subsidiary, entered into agreements ("Agreements") with each of TWC, Liberty Broadband Corporation ("Liberty Broadband"), Liberty Interactive Corporation (together with Liberty Broadband, "Liberty") and Advance/Newhouse, a parent company of BHN. On May 18, 2016, the parties consummated the Transaction, and, under the terms of the Agreements, TWC merged into CCH I, LLC, through a series of steps. In addition, subject to separate conditions set forth in Charter's agreement with A/N, Charter acquired BHN.

The management of Charter, including its current operating subsidiaries, remains unchanged. The merged entity will be assuming the Charter name and will be the entity with shares traded on NASDAQ. Approximately 68% of Charter, on an as-converted, as-exchanged basis, is publicly held, and a majority of the new board will not be nominated by either Advance/Newhouse (which will nominate two board members at closing) or Liberty Broadband (which will nominate three board members at closing). Tom Rutledge, who was Charter's President and CEO before the Transaction, holds a board seat and will continue as Chairman and CEO following the Transaction.

As a result of the Transaction, Charter is now the third-largest MVPD behind AT&T-DirecTV and Comcast. Charter now owns and/or manages systems serving approximately 19.4 million broadband customers, 17.3 million video customers, and 9.4 million voice customers across 41 states.

In Utah, neither the direct parent nor ultimate control of Bresnan Broadband has changed as a result of the Transaction. Bresnan Broadband is now an indirect subsidiary of post-Transaction New Charter, just as it was an indirect subsidiary of Charter prior to the Transaction. Ultimate control of Bresnan Broadband has not changed as, *inter alia*, the Transaction was conducted at a holding-company level, Charter continues under its former management, and continues to be a public company with a majority of its shares widely held. If Charter wishes to make future changes that require regulatory approval or notice, Charter, through its regulated affiliates, will comply with all applicable Utah filing and notice requirements associated with such changes.

IV. PUBLIC INTEREST

The Transaction was conducted at a holding company level and did not result in any transfer of assets of Bresnan Broadband. Because Bresnan Broadband does not currently provide local exchange services in Utah, and both the immediate parent and ultimate control of Bresnan Broadband remain unchanged, there will be no impact on Utah customers.

* * *

Enclosed is a copy of this letter. Please return the copy date-stamped in the envelope provided. Should you have any questions with respect to this matter, please do not hesitate to contact me.

Sincerely,



Luke Platzter

Counsel for Charter Communications, Inc.