

June 28, 2018

VIA ELECTRONIC MAIL

Secretary Kathleen Burgess
New York State Public Service Commission
Three Empire State Plaza
Albany, New York 12223-1350

Joint Petition of Charter Communications, Inc. and Time Warner Cable Inc. for Approval of a Transfer of Control of Subsidiaries and Franchises; for Approval of a Pro Forma Reorganization; and for Approval of Certain Financing Arrangements.
Case: 15-M-0388

Dear Secretary Burgess:

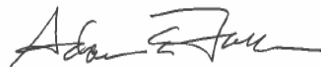
In accordance with the Commission's Order on Compliance dated June 14, 2018 in the above-referenced docket, Charter hereby provides this replacement acceptance letter.

As you know, the network extension and other commitments in this proceeding were the subject of extensive negotiations between Charter and the New York Department of Public Service prior to the issuance of the Commission's January 8, 2016 Merger Order.¹ The agreed-upon commitments were embodied in Appendix A, and Charter relied upon confirmation and reassurance by the Department that the Merger Order did not alter those agreed-upon commitments in accepting them. Charter's January 19, 2016 Acceptance Letter filed in this docket was therefore phrased as an acceptance of the "Order Conditions for Approval Contained in Appendix A," reflecting this negotiating history and because that is where the commitments were collected. The January 19, 2016 letter did not state, and was not intended to suggest, that Charter did not accept every "commitment."

Against this backdrop, this replacement letter hereby clarifies that Charter "unconditionally accept[s] and agree[s] to comply with the commitments set forth in the body of [the Merger Order] and Appendix A" as set forth in Ordering Clause 1 of the Merger Order.

While Charter's acceptance of these commitments is unconditional, this acceptance remains subject to applicable law. Charter does not waive its positions as to the meaning or proper interpretation of its commitments (including Charter's position that the negotiating history of Appendix A must guide such interpretation), or any of its legal rights including its right to seek review of the Commission's June 14, 2018 Orders and the Commission's interpretation and application of the January 8, 2016 Order.

Respectfully submitted,



Adam E. Falk
Senior Vice President, State Government Affairs
Charter Communications, Inc.

¹ 15-M-0388, Order Granting Petition Subject to Conditions, (Issued January 8, 2016) ("Merger Order").