

Maureen O. Helmer
Partner

June 29, 2018

VIA ELECTRONIC MAIL

Hon. Kathleen H. Burgess
Secretary to the Commission
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

RE: Charter's Request for the Upstate Addresses Identified in the Order Denying Charter's Response to the Passings Order to Show Cause

Dear Secretary Burgess:

On March 19, 2018, the Commission issued a One-Commissioner Order to Show Cause (the "Expansion Show Cause Order") which required Charter Communications, Inc. ("Charter") to provide evidence as to why the Commission should not: (1) disqualify 14,522 passings from Charter's December 16, 2017 Buildout target filed on January 8, 2018; (2) remove 6,612 "Negative Space" addresses from Charter's current 145,000 buildout plan and preclude their future use; (3) remove 5,323 not-yet-completed addresses in the buildout plan; and (4) draw down on the letter of credit for the respective forfeiture amounts.

On May 9, 2018, the Company responded to the Expansion Show Cause Order.¹ On June 14, 2018, the Commission issued its Order Denying Charter's Response to Order to Show Cause and Denying Good Cause Justifications ("June 14 Expansion Order").² Charter is diligently reviewing the June 14 Expansion Order and its findings, however, in order to respond, the Company needs access to the list of the various addresses referred to in the Order. Specifically, on page 57 of the June 14 Expansion Order, the Commission refers to the "Addresses in Other Upstate Cities." According to the Commission, in its January 8 filing, Charter sought to include

¹ Case 15-M-0388, *Joint Petition of Charter Communications and Time Warner Cable for Approval of a Transfer of Control of Subsidiaries and Franchises, Pro Forma Reorganization, and Certain Financing Arrangements*, Response of Charter Communications, Inc. to Order to Show Cause (Filed on May 9, 2018).

² Case 15-M-0388, *Order Denying Charter Communications, Inc.'s Response to Order to Show Cause and Denying Good Cause Justifications* (Issued and Effective June 14, 2018).

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4,096 addresses in the following cities: Buffalo, Rochester, Syracuse, Albany, Mt. Vernon, and Schenectady. 1,052 of these addresses were recommended for disqualification in the Expansion Show Cause Order. In the June 14 Expansion Order, the Commission further alleged that the remaining 3,044 addresses in these six cities are not eligible as new passings.

Charter believes that accessing a full list of these 3,044 addresses is essential for Charter to review this Order.³ We would appreciate a full list as soon as possible. If you have any questions with regards to this request, please do not hesitate to contact the undersigned. We appreciate Your Honor's attention to this matter.

Very truly yours,

/s/ Maureen O. Helmer

Maureen O. Helmer

Counsel for Charter Communications, Inc.

Cc: Debra LaBelle, *DPS Office of Telecommunications*

³ This letter should not be construed in any way as a waiver by Charter of any of its legal rights, including (without limitation) Charter's right to seek review of the June 14 Expansion Order or otherwise seek review of the Commission's interpretation and application of its January 8, 2016 Merger Order.