

**BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION**

Joint Petition of)	
)	
CHARTER COMMUNICATIONS, INC.)	
)	
and)	Case 15-M-_____
)	
TIME WARNER CABLE INC.)	
)	
For Approval of a Transfer of Control of)	
Subsidiaries and Franchises; for Approval of)	
a Pro Forma Reorganization; for Approval of)	
Assignment of 16 Franchises; and for Approval)	
of Certain Financing Arrangements)	
)	

JOINT PETITION

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JOINT PETITION

Charter Communications, Inc. (“Charter”), and Time Warner Cable Inc. (“TWC”) (collectively, “Petitioners”) respectfully request New York Public Service Commission (“Commission”) approval of a transaction involving the following TWC subsidiaries:

- (1) Time Warner Cable Information Services (New York), LLC (f/k/a Time Warner Cable ResCom of New York, LLC) (“TWCIS”); and Time Warner Cable Business LLC (“TWCB”) (together, the “Competitive Carrier Subsidiaries”).
- (2) Time Warner Cable Northeast LLC and Time Warner Cable New York City LLC (together, the “Cable Franchisee Subsidiaries”).¹

As further discussed below, this Joint Petition concerns a transaction through which Charter, TWC, and a third entity, Bright House Networks, LLC (“BHN”), a subsidiary of Advance/Newhouse Partnership (“Advance/Newhouse”) that is not a party to this Petition, will

¹ Collectively, the Competitive Carrier Subsidiaries and the Cable Franchisee Subsidiaries are referred to herein as the “TWC Subsidiaries.”

merge into “New Charter”—creating an advanced, growth-oriented broadband cable company poised to better serve customers in competitive, high-quality communications services (“Transaction”). Upon completion of the Transaction, the TWC Subsidiaries will be indirect subsidiaries of New Charter.²

Petitioners file this Joint Petition pursuant to Sections 100, 101, and 222 of the New York Public Service Law, and respectfully request expeditious Commission approval in light of the significant public interest benefits that will inure to New York State residents and businesses following consummation of the Transaction. Additionally, to the extent necessary, Petitioners request approval for Charter’s reorganization as part of the Transaction, as well as approval to participate in financing arrangements in an aggregate amount of up to \$26.8 billion as described below. Simultaneously with, but separate from, the closing of the Transaction, Charter will internally reassign 16 of its existing franchises among its wholly owned subsidiaries, so that a single entity—Charter Communications Entertainment I, LLC (“CCE-I”)—will hold all 27 of the current Charter New York State franchises. Petitioners also seek approval of this reassignment by this Joint Petition.

The Transaction does not involve a transfer of customers or any changes in regulated rates, terms, or conditions of service. Accordingly, this Joint Petition does not seek authority for changes to New York customers’ regulated rates or terms. Moreover, because the Transaction will occur at a holding company level, this Joint Petition does not seek authority for the direct assignment of any certificates, assets or customers, except with respect to the internal

² This Petition will refer to the reorganized parent company as “New Charter.” However, the parent entity resulting from the merger will ultimately assume the name “Charter Communications, Inc.,” as described more thoroughly herein.

reassignment noted above and discussed in Section IV.³

Petitioners respectfully request approval of the Transaction under the following Sections of the New York Public Service Law:

- A. With respect to the entities that provide regulated telephone service in New York:
- **Section 100**, which requires Commission consent for the acquisition of more than ten percent of the capital stock of any telephone corporation, which requires a showing that the acquisition is in the public interest;
 - **Section 101**, which requires Commission consent when telephone corporations issue debt;
- B. With respect to the entities that provide video service in New York:
- **Section 222**, which requires Commission approval for transfers of cable television franchises based upon a showing that the transaction is in the public interest.

As further discussed below, this Transaction meets these requirements for Commission approval since it will enhance consumer welfare and competition and deliver substantial net public interest benefits. Charter has the requisite legal, technical, and financial qualifications to acquire control of the TWC Subsidiaries.

In support of their Joint Petition, Petitioners state as follows:

I. DESCRIPTION OF THE PARTIES

A. Charter

Charter is a leading communications company that provides broadband Internet, video, voice, and business services.⁴ Charter markets its services under the *Spectrum* brand. As a result

³ After closing the Transaction, if New Charter wishes to make additional changes that require regulatory approval, such as changes to regulated rates, terms, or conditions of service, or with respect to the transfer of regulated customers, New Charter, through its regulated affiliates, will follow applicable New York filing and notice requirements associated with such changes.

⁴ Certain of the subjects and benefits discussed in this filing 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

of extensive investment and a commitment to providing the best services, Charter now serves over 5.8 million residential customers and has 386,000 commercial relationships. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 28 states, including New York, and employs over 23,500 people.⁵

1. Voice and Competitive Carrier Services

Charter provides voice service to over 2.4 million residential customers via Voice over Internet Protocol (“VoIP”) technology. Charter’s voice services include unlimited long distance calling in the United States, and Canada, Puerto Rico, the U.S. Virgin Islands, and Guam. Calling features includes voicemail, call waiting, caller ID, call forwarding, and more, at no additional charge. In addition, the E911 feature automatically provides the emergency service operator with a caller’s phone number and location. For customers with video service, caller ID on TV is available in most areas at no additional charge. Indeed, Charter does not offer plans with separate, additional fees common in the industry, such as a federal Universal Service Fund (“USF”) fee, state USF fee, subscriber line fee, or E911 fee.⁶

Charter provides competitive carrier services in New York via its subsidiary Charter Fiberlink NY-CCO, LLC (“Charter Fiberlink Subsidiary”), providing service in communities along the Northern and Eastern borders of New York, including rate centers in Plattsburgh, Peru,

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 generally or with specific regard to the Commission’s actual public interest standard under applicable law.

⁵ The specific number of video and voice customers served by Charter in New York constitutes trade secret material and will be filed separately with the Records Access Officer.

⁶ Charter remits these fees to the appropriate regulatory agencies where required and in accordance with law, but does not generally add them on top of the monthly rate that consumers pay for Charter’s voice service.

Ausable, Elizabethtown, and Jay. The Charter Fiberlink Subsidiary holds an authorization from the Commission to operate as a facilities-based common carrier and reseller of telecommunications service in New York, as granted in Case 03-C-1765, and provides interstate and international services pursuant to authorizations from the Federal Communications Commission (“FCC”). Charter, through its VoIP operating subsidiary, Charter Advanced Services (NY), LLC, provides voice services in New York. The Charter Fiberlink Subsidiary does not provide end-user voice services itself, but facilitates the provision of VoIP service by its affiliate by providing network interconnection, telephone numbers, and other services. The Charter Fiberlink Subsidiary also provides interstate and intrastate telecommunications services to business customers, including private line and data/wide area network services, and switched exchange access services to interconnecting carriers who terminate calls on its network.

2. Cable Systems and Video Services

Charter offers cable service in 27 New York communities.⁷ Currently the seventh-largest multichannel video programming distributor (“MVPD”) in the United States, Charter serves 4.2 million residential Charter TV video customers over its all-digital network to the vast majority of its service area. It has recently unveiled “Worldbox”—an innovative set-top box that uses a downloadable security solution. Moreover, Charter is currently deploying its “Spectrum Guide”—a cloud-based user interface that enhances the consumer video service and can be accessed through both Worldbox and legacy two-way set-top boxes. Charter’s TV “app” offers

⁷ In their petition filed in Case 14-M-0219, Charter and Comcast identified 28 communities served by Charter in New York. Charter held a franchise in the Village of Keeseville until its dissolution, effective January 1, 2015. Customers who resided in the former Village’s franchise area are now served under the franchises in effect in the Towns of Ausable and Chesterfield. As noted above, separate from, but simultaneously with the Transaction, 16 of the 27 Charter franchises will be re-assigned internally so that they will be held by a single entity, CCE-I. A complete list of communities served by Charter is provided in the Attachment A to the FCC Form 394 attached as Exhibit 1, with the franchises being transferred to CCE-I highlighted in that Attachment A.

over 150 live, linear channels, video on demand (“VOD”) and the ability to download VOD content for future playback. All these innovations will enable New Charter to improve the customer experience while reducing significantly its prices for customer premises equipment (“CPE”), which will reduce overall costs to consumers.

Charter’s transition to an all-digital network over the vast majority of its service area has enabled it to increase its minimum speed offering from 1 Mbps downstream in 2011 to its present 60 Mbps offered to the vast majority of its customers, to grow its HD channel line-up from fewer than 70 channels in 2011 to a present selection of over 200, to launch the innovative Spectrum Guide to a wide range of set-top boxes, and to grow its VOD library to thousands of choices. Although Charter is proud of this record of technological progress, the Transaction would enable New Charter to do far more for millions more subscribers.⁸ Charter therefore seeks increased scale and technological synergies to drive even more competitive and innovative broadband, video, and voice services.

3. Broadband Services

Although not the subject of the instant petition, Charter is committed to developing and deploying innovative broadband technology. Charter’s broadband Internet services deliver an industry-leading minimum of 60+ Mbps to the vast majority of its 4.8 million residential broadband customers. The company continually invests in improving its network and services. Charter was also recognized in 2014 as the nation’s fastest WiFi provider.⁹ Its broadband services are also provided under customer-friendly terms. Charter offers its base 60 Mbps

⁸ A small portion (less than 1%) of New Charter that is not interconnected to the New Charter network may be offered at lower speeds. And it is possible that systems serving fewer than 1% of homes may not be taken all-digital due to the challenges in interconnecting to the remaining New Charter network.

⁹ See Allion Engineering Services USA, *Allion USA Internet Service Provider Gateway Competitive Analysis* at 11 (Mar. 13, 2014).

service at lower prices than its competitors, and does not impose data caps or engage in usage-based billing. Charter has invested in broadband interconnection, and has not been involved in any notable disputes over traffic management. It maintains a focus on ensuring the broadband user experience is a positive one.

B. TWC and the TWC Subsidiaries

TWC is a publicly traded Delaware corporation with its headquarters located at 60 Columbus Circle, New York, New York 10023. TWC delivers high-quality video, broadband, and voice services, reaching over 15 million residential and business customers across portions of 30 states. TWC offers its business, commercial and enterprise services under its Time Warner Cable Business Class brand.

Although not the subject of the present Petition, TWC is an industry leader in high-speed broadband, reaching approximately 11.7 million residential customers across the country, and TWC also provides advanced cable services to approximately 10.8 million residential video customers, making it the fourth-largest MVPD in the United States, behind Comcast, DirecTV, and Dish Network. TWC provides Home Phone, an interconnected VoIP service, to approximately 5.3 million residential customers throughout its footprint.

1. Voice and Competitive Carrier Services

TWC was the first multi-system operator to introduce a mass-market, facilities-based VoIP service, now called “Home Phone.” Home Phone service features and options include call forwarding, call waiting, Caller-ID, outbound caller-ID blocking, enhanced 911 and unlimited local and long-distance calling throughout the United States and to Canada, Mexico, China, Hong Kong, India, and the U.S. territories. Home Phone customers may also access a secure

web portal (“VoiceZone”), through which they may activate caller ID, set up unwanted call blocking, customize other Home Phone service features and access their voicemail.

The Competitive Carrier Subsidiaries are wholly owned subsidiaries of TWC and are limited liability companies organized under the laws of the state of Delaware. Their principal offices are located at 60 Columbus Circle, New York, New York 10023.

TWCIS is authorized in New York to provide all forms of telecommunications services pursuant to a Certificate of Public Convenience and Necessity (“CPCN”) granted in Case 98-C-0593, issued on April 23, 1998. TWC, through TWCIS, provides competitive voice services using VoIP technology to residential and business customers across its territory in New York State.

TWCB is authorized in New York to provide facilities-based and resold telephone service (excluding local exchange service) pursuant to a CPCN granted in Matter No. 13-01705 issued on November 6, 2013, and updated on November 27, 2013. TWC, through TWCB, offers to commercial and wholesale customers high-capacity transmission services including Metro Ethernet and cell tower backhaul services and facilities used by wireless providers.

TWC, through its other subsidiaries, offers to business customers a broad range of other communications and information technology solutions, including broadband Internet access, voice solutions, and through its NaviSite operations, managed hosting and cloud computing services. TWC offers these services in competition with the Incumbent Local Exchange Carriers (“ILECs”) and other service providers. TWC offers these services using its own facilities and, where necessary, third-party facilities.

TWC’s customers range in size and variety from individual consumers and small businesses with a single location to medium-sized and enterprise businesses with multiple

locations, as well as government, education, and non-profit institutions. TWC's statewide presence includes urban, suburban, and rural areas, spanning from New York City, north to the Canadian border, and west to Buffalo. TWC serves four of five New York City boroughs (all of Manhattan, Queens, and Staten Island, and the northwest portion of Brooklyn); the major upstate cities (Albany, Buffalo, Rochester, and Syracuse); and more than 1,100 other towns, villages, and cities in most of the major regions of the state (including Mid/Upper Hudson Valley, Capital Region, North Country, Central New York, Mohawk Valley, Finger Lakes, Southern Tier, and Western New York). TWC has a significant presence in all but a handful of New York's 62 counties.¹⁰

2. Cable Systems and Video Services

The Cable Franchisee Subsidiaries provide high quality cable television services pursuant to franchises issued by the local communities they serve. Through these subsidiaries, TWC serves over 2.2 million customers in approximately 1,150 New York communities.¹¹

TWC has developed and deployed advanced cable services throughout the country, including to customers of the Cable Franchisee Subsidiaries in New York. TWC offers its subscribers access to hundreds of video programming channels, on-demand options, and other advanced video services and capabilities. TWC customers can access content across their devices by utilizing TWC's TV apps, and via twctv.com. TWC also offers its award-winning

¹⁰ Counties with little or no presence include Nassau, Suffolk, Bronx, Westchester, Putnam, Rockland, Dutchess, Columbia, Delaware, and Hamilton Counties.

¹¹ A list of the franchised communities served by the Cable Franchisee Subsidiaries is provided as Attachment A to the FCC Form 394, included as Exhibit 2 hereto. Those franchised communities receiving an FCC Form 394 are highlighted on that Attachment A. The Cable Franchisee Subsidiaries are limited liability companies organized under laws of the state of Delaware, with principal offices at 60 Columbus Circle, New York, New York, 10023. Their telephone number is 212-364-8200.

regional news service in a number of areas in New York State, including Albany, Buffalo, New York City, Syracuse, and several other markets.

II. DESIGNATED CONTACTS

Questions, correspondence, or other communications concerning this Joint Petition should be directed to the following contacts:

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III. DESCRIPTION OF THE TRANSACTION

The proposed Transaction will combine Charter, TWC, and BHN into a single company able to leverage the best aspects of each of the three participants. Pursuant to the Transaction, TWC stockholders will receive a combination of cash and stock that values TWC at approximately \$78.7 billion, and Advance/Newhouse will receive a combination of cash and partnership units that values BHN at approximately \$10.4 billion. Upon the Transaction's completion, the resulting company, "New Charter,"¹² will serve approximately 23.9 million customers across 41 states, with New York accounting for approximately [REDACTED] of New Charter's subscribers nationwide.

A. National Transaction

The basic structure of the Transaction resulting in the transfer of control under consideration 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.

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 Advance/Newhouse, a parent company of BHN.

Under the terms of the Agreements, TWC will merge into a subsidiary of New Charter through a series of mergers. Those mergers will ultimately result in TWC stockholders, other than Liberty, receiving a combination of cash and shares of New Charter Class A common stock

¹² The entity that will become New Charter is a current Charter subsidiary, CCH I, LLC. At the conclusion of the Transaction, it will be the corporate parent of the merged entities and will assume the name "Charter Communications, Inc." It will also convert to a C corporation and will be the entity traded on NASDAQ.

in exchange for their shares of TWC stock, and Liberty receiving shares of New Charter Class A common stock in exchange for its shares of TWC stock.¹³ In addition, subject to separate conditions set forth in Charter's agreement with Advance/Newhouse, New Charter will acquire BHN for approximately \$10.4 billion, comprised of cash and equity of New Charter and an indirect subsidiary of New Charter.¹⁴ Liberty will invest a total of \$5 billion in connection with the Transaction in exchange for additional shares of New Charter Class A common stock.

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 Advance/Newhouse (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, assuming the AT&T-DirecTV merger is consummated. New Charter will own and/or manage

¹³ Shares of TWC stock, other than those owned by Liberty, will be converted into the right to receive for each share, at the stockholder's election, either (a) a combination of \$100 in cash and approximately 0.4891 shares of New Charter Class A common stock, or (b) a combination of \$115 in cash and approximately 0.4125 shares of New Charter Class A common stock. Shares of TWC stock held by Liberty will ultimately be converted into shares of New Charter Class A common stock.

¹⁴ Upon completion of the transaction, based on the number of shares of TWC common stock and Charter class A common stock outstanding as of June 10, 2015, (a) TWC's existing stockholders will own between 41% and 45% of New Charter, (b) Liberty Broadband—Charter's largest shareholder with approximately 25% current ownership of Charter—will own between 18% and 19%, although its voting interest will be comparable to its pre-transaction level pursuant to a five-year irrevocable proxy, subject to certain exceptions, for a portion of the shares of New Charter owned by Advance/Newhouse, and (c) Advance/Newhouse will own between 13% and 14%.

systems serving approximately 19.4 million broadband customers, 17.3 million video customers, and 9.4 million voice customers across 41 states.

B. Financial Transaction

Pursuant to the Transaction, certain operating subsidiaries of New Charter, including the TWC Subsidiaries and the Charter Fiberlink Subsidiary will become guarantors of, and, with respect to any secured facilities, will pledge their assets to secure, (1) indebtedness being incurred to finance in part the Transaction, and (2) indebtedness of legacy TWC and its subsidiaries that will become indirect subsidiaries of New Charter.

1. Description of Transaction Financing

Subject to market conditions, Charter expects to finance part of the consideration for the Transaction with additional indebtedness of approximately \$24 billion. This additional indebtedness is expected to be in the form of new senior secured bank loans, senior secured notes, and unsecured indebtedness made available to two of Charter's subsidiaries, CCO Holdings, LLC ("CCOH"), and Charter Communications Operating, LLC ("Charter Operating"), the immediate holding company for all of Charter's operating subsidiaries.

Charter Operating has received commitments from each of Goldman Sachs Bank USA, Goldman Sachs Lending Partners LLC, Bank of America, N.A., Credit Suisse AG, UBS AG, Stamford Branch, Deutsche Bank AG New York Branch and Deutsche Bank AG Cayman Islands Branch to provide varying portions as agreed among the committing parties of (i) incremental senior secured term loan facilities totaling up to \$2.0 billion (the "Incremental Term A-2 Facility"), (ii) a senior secured incremental revolving facility equal to \$1.7 billion (the "Incremental Revolving Facility") and (iii) incremental senior secured term loan facilities totaling up to \$13.0 billion (together with the Incremental Term A-2 Facility and the Incremental Revolving Facility, the "Incremental Facilities"), in each case under Charter Operating's

Amended and Restated Credit Agreement (the “Amended and Restated Credit Agreement”), dated April 11, 2012 (together with the commitments to provide the CCO Bridge Facilities described below, the “Commitments”). In addition, the Commitments provide for (1) up to \$6.0 billion in senior secured first lien bridge facilities (the “CCO Senior Secured Bridge”) that would be made in the event that Charter Operating is not able to issue \$6.0 billion in senior secured first lien notes (the “CCO Senior Secured Notes”) on or prior to the closing date,¹⁵ (2) up to \$3.5 billion in senior unsecured bridge facilities (the “CCO Senior Unsecured Bridge”) that would be made in the event that Charter Operating is not able to issue \$3.5 billion in senior unsecured notes (the “CCO Senior Unsecured Notes”) on or prior to the closing date (collectively, the “CCO Bridge Facilities”)¹⁶ and (3) up to \$4.3 billion in a senior unsecured 364-day loan facility (the “CCOH Unsecured Bridge”) to CCOH that would be made in the event that CCOH is not able to issue up to \$4.3 billion of senior unsecured notes (the “CCOH Unsecured Notes”) on or prior to the closing date.¹⁷

The Incremental Facilities and CCO Bridge Facilities (or, to the extent issued in lieu thereof, the CCO Senior Secured Notes or CCO Senior Unsecured Notes or other indebtedness issued in lieu thereof by either CCOH or Charter Operating) will be used to fund the cash payments required upon consummation of the Transaction. The CCOH Unsecured Bridge, if used (or CCOH Unsecured Notes, if issued, or other indebtedness issued in lieu thereof by either CCOH or Charter Operating), may be used to fund additional cash merger consideration to the

¹⁵ Whether Charter issues the CCO Senior Secured Notes or the CCO Senior Secured Bridge, or each in combination, the relevant interest rates will be market-based depending upon conditions at the time of issuance, which are not yet known.

¹⁶ The relevant interest rates will likewise be market-based with respect to the CCO Senior Unsecured Notes and the CCO Senior Unsecured Bridge.

¹⁷ The relevant interest rates will likewise be market-based with respect to the CCOH Unsecured Notes and the CCOH Unsecured Bridge.

extent necessary or, in the event the Agreement and Plan of Merger is terminated, to pay any applicable termination fee.

Upon the incurrence of the Incremental Facilities and CCO Bridge Facilities (or, to the extent issued in lieu thereof, the CCO Senior Secured Notes and CCO Senior Unsecured Notes or other indebtedness issued in lieu thereof by Charter Operating), (i) CCOH, (ii) each existing Charter subsidiary that is already a subsidiary guarantor under the Amended and Restated Credit Agreement (including the Charter Fiberlink Subsidiary), and (iii) each of TWC and BHN and, subject to customary exceptions, their domestic subsidiaries (including the TWC Subsidiaries) (collectively, the “New Charter Guarantors”) will (A) become guarantors thereunder and (B) except with respect to the CCO Senior Unsecured Bridge (or, to the extent issued in lieu thereof, the CCO Senior Unsecured Notes or other unsecured indebtedness issued in lieu thereof by Charter Operating) be required to provide lenders and noteholders a security interest in certain assets and property that are required to be pledged as collateral under the Amended and Restated Credit Agreement and any other secured indebtedness issued by Charter Operating in connection with the Transaction.

2. Description of Legacy TWC’s Indebtedness

In connection with the completion of the Transaction, Charter Operating and its subsidiaries, including the TWC Subsidiaries and the Charter Fiberlink Subsidiary, also expect to guarantee approximately \$23 billion in indebtedness of TWC and its subsidiaries that will become New Charter subsidiaries, as described below.

TWC has issued notes and debentures (the “TWC Notes and Debentures”)¹⁸ publicly in a number of offerings pursuant to an indenture, dated as of April 9, 2007, as it has been and may

¹⁸ The weighted-average effective interest rate for the TWC Notes and Debentures as of March 31, 2015 was 5.904% and includes the effects of interest rate swaps and cross-currency swaps.

be amended from time to time (the “TWC Indenture”),¹⁹ by and among TWC, Time Warner Cable Enterprises LLC (“TWCE”), a wholly owned subsidiary of TWC, and The Bank of New York Mellon, as trustee. TWC’s obligations under the TWC Notes and Debentures are guaranteed by TWCE. The TWC Notes and Debentures are currently unsecured senior obligations of TWC and rank equally with its other unsecured and unsubordinated obligations.

Pursuant to the TWC Indenture, TWCE fully, unconditionally and irrevocably guarantees the payment of principal and interest on the TWC Notes and Debentures. The guarantees of the TWC Notes and Debentures are currently unsecured senior obligations of TWCE and rank equally in right of payment with all other unsecured and unsubordinated obligations of TWCE. The outstanding balance amounts of the TWC Notes and Debentures as of March 31, 2015 was \$20.5 billion.

During 1992 and 1993, Time Warner Entertainment Company L.P. (“TWE”) issued debentures publicly in a number of offerings. As a result of various internal reorganizations at TWC, TWCE has assumed all of the rights and obligations under TWE’s previously issued debentures (the “TWCE Debentures”).²⁰ TWCE’s obligations under the TWCE Debentures are guaranteed by TWC. The TWCE Debentures were issued pursuant to an indenture, dated as of April 30, 1992, as it has been and may be amended from time to time (the “TWCE Indenture”)²¹

¹⁹ The TWC Indenture and the Second Supplement thereto can be accessed via the following links:

Indenture:<http://d1lge852tjjqow.cloudfront.net/CIK-0001377013/b5a35515-ffee-436b-a3e9-952729962abc.pdf>;

Second Supplement: <http://d1lge852tjjqow.cloudfront.net/CIK-0001377013/6c10312b-1200-413c-a801-7f9c41a1aa53.pdf>.

²⁰ The weighted-average effective interest rate for the TWCE Debentures as of March 31, 2015 was 7.905% and includes the effects of interest rate swaps and cross-currency swaps.

²¹ The most recent supplement to TWCE Indenture can be accessed via the following links:

Twelfth Supplement: <http://d1lge852tjjqow.cloudfront.net/CIK-0001377013/6c10312b-1200-413c-a801-7f9c41a1aa53.pdf>.

by and among TWCE, TWC and The Bank of New York Mellon, as trustee. The TWCE Debentures are currently unsecured senior obligations of TWCE and rank equally with its other unsecured and unsubordinated obligations. Pursuant to the TWCE Indenture, TWC fully, unconditionally and irrevocably guarantees the payment of principal and interest on the TWCE Debentures. The guarantees of the TWCE Debentures are currently unsecured senior obligations of TWC and rank equally in right of payment with all other unsecured and unsubordinated obligations of TWC. The outstanding balance amounts of the TWC Notes and Debentures as of March 31, 2015 was \$2.1 billion.

Upon the closing of the Transaction, Charter Operating and each of the New Charter Guarantors will guarantee and secure the TWC Notes and Debentures and TWCE Debentures.

C. New York: Transfer of Control of Competitive Carrier Subsidiaries

TWC is currently the ultimate owner and controlling entity of the Competitive Carrier Subsidiaries. In the Transaction, as described above, the Competitive Carrier Subsidiaries will become indirect subsidiaries of New Charter. Corporate organizational charts showing the ownership structure for the Competitive Carrier Subsidiaries are attached to this petition as Exhibit 3.

D. New York: Transfer of Control of Cable Franchisee Subsidiaries

TWC is currently the ultimate owner and controlling entity of the Cable Franchisee Subsidiaries. In the Transaction, as described above, the Cable Franchisee Subsidiaries will become indirect subsidiaries of New Charter. Corporate organizational charts showing the ownership structure for the Cable Franchisee Subsidiaries are attached to this petition as Exhibit 4.

E. New York: *Pro Forma* Reorganization of Existing Charter Franchises

As discussed above, in the Transaction, Charter will merge with a merger subsidiary of New Charter, becoming a subsidiary of New Charter and ultimately assuming the name Charter, Communications, Inc. The Transaction leaves Charter’s existing assets and customers in New York subject to operational decision-making by the same management team and essentially the same board structure—with two seats added.

IV. ASSIGNMENT OF CERTAIN CHARTER FRANCHISES

Simultaneously with, but separate from, the Transaction described in Section III above, as part of its reorganization into New Charter, Charter will internally re-assign 16 of the 27 franchises held by its New York operating subsidiaries to a single entity, Charter Communications Entertainment I, LLC (“CCE-I”). CCE-I currently holds 11 New York franchises. The list of franchises that will be assigned to CCE-I are indicated in yellow highlighting in Attachment A to the Charter Form 394 attached as Exhibit 1. This intra-company transfer of the 16 franchises among Charter subsidiaries will have no impact upon the provision of service to subscribers, and the franchises will remain subject to operational decision-making by the same management team.

V. NEW CHARTER WILL POSSESS THE REQUISITE LEGAL, TECHNICAL, AND FINANCIAL QUALIFICATIONS TO ACQUIRE CONTROL OF THE TWC SUBSIDIARIES

By combining Charter’s business strategy of investing in and offering high-quality services at competitive prices, TWC’s operating momentum, and BHN’s strong reputation for customer care in growing, highly competitive service areas, the Transaction will deliver benefits to residential and business consumers in New York and throughout the country.

Charter is a financially strong, publicly traded corporation well positioned to effectively manage the TWC Subsidiaries in New York. In 2014, Charter saw an increase in revenue of 8.2% to \$9.1 billion, and adjusted EBITDA also increased 8.2%, to \$3.2 billion. After the Transaction, New Charter will serve more subscribers, generate more revenue, and earn more EBITDA, strengthening its financial and technical qualifications. Nationwide, voice subscribers will increase from 2.6 million to 9.4 million; broadband subscribers will increase from 5.1 million to 19.4 million; and video subscribers will increase from 4.3 million to 17.3 million. Pro forma revenue will rise from \$9.1 billion to \$35.7 billion. And pro forma adjusted EBITDA will go from \$3.2 billion to \$12.9 billion.

The Transaction also brings synergies that will substantially reduce the Applicants' costs. Such merger-specific cost saving efficiencies will be driven by increased scale in this Transaction, which will generate cost savings in a number of areas. Combined purchasing, overhead, product development, engineering, and IT will generate OpEx and CapEx synergies. Cost synergies are also inherent in simple, uniform operating practices and pricing and packaging. These will be designed to improve service, promote growth, and create operating leverage. Tax efficiencies resulting from the combination will further generate free cash that can be used for network improvement. The TWC Subsidiaries will therefore become part of an organization with a solid balance sheet and the financial capabilities needed to undertake the Transaction and provide innovative, high-quality services in New York.

New Charter will be managed by a team of experienced officers, all of whom will be intensely focused on innovation, competition, customer service and service quality. Charter's management team is considered among the best in the industry. The *New York Times* recently said that Charter's CEO Tom Rutledge has "a reputation for being one of the best operators in

the industry,”²² and in 2014, Multichannel News named Charter “Operator of the Year.”²³ New Charter will utilize Charter’s, TWC’s and BHN’s significant managerial capability and experience as top-tier communications service providers, which will benefit TWCIS’s New York customers.

New Charter will also draw on Charter’s, TWC’s and BHN’s experience in an array of communications and broadband services, including local and long distance voice (using VoIP technology), broadband data and video, as well as other service offerings. And New Charter will benefit from the three entities’ experience as service providers, including their long-established relationships with peers, partners, suppliers, regulators, and customers.

Moreover, New Charter’s technological capabilities and experience will ensure that TWCIS’s retail voice customers, TWCB’s business services customers, and the Cable Franchisee Subsidiaries’ video customers will continue to receive the same or higher quality products and services than they currently enjoy. VOD, remote DVR, wide scale roll-out of WiFi over cable outdoors, cable programming through an app and other technological advancements were all created by the people associated with Charter, TWC and BHN. The larger size created by this combined company will enable New Charter to be a competitive alternative in the setting of technical standards, creation of device options and availability of alternative platforms over which businesses can reach consumers. Charter’s history and actions demonstrate a commitment to making the investment necessary to ensure that its network is not only robust for today’s needs

²² See *For Charter Communications Chief, Time Warner Cable Is a Long-Sought Prize*, N.Y. Times, May 31, 2015, available at <http://www.nytimes.com/2015/06/01/business/media/capturing-a-prize-in-cable.html>.

²³ See *Multichannel News Names Charter “Operator of the Year,”* Multichannel News (Sept. 3, 2014), available at <http://www.multichannel.com/news/marketing/multichannel-news-names-charter-operator-year/383513>.

but capable of evolving to meet tomorrow's consumer and business demands, and that commitment will carry over to New Charter's operations in New York.

Pursuant to New York Codes, Rules and Regulations ("NYCRR") Section 897.4(e), this Joint Petition includes two FCC Form 394s, one for the *pro forma* reorganization of Charter and internal re-assignment of certain Charter franchises, and the second concerning the transfer of control of the Cable Franchisee Subsidiaries, attached as Exhibits 1 and 2, respectively. The Form 394s are designed to provide the relevant information the Commission needs to assess the financial, legal, and technical qualifications of New Charter to be the ultimate parent entity of the TWC Subsidiaries. The information provided in the attached Form 394s demonstrates that New Charter is financially, legally, and technically qualified to acquire control of the TWC Subsidiaries.

VI. APPROVAL OF THE TRANSACTION IS IN THE PUBLIC INTEREST²⁴

To obtain approval of the Transaction under the Public Service Law, the Transaction must be in the public interest. As explained below, Petitioners expect that the Transaction will yield significant synergy savings, which would be spread across a variety of platforms and services, resulting in increased investment and improved and expanded service across New York.²⁵ The Transaction is also expected to result in job growth and additional investment, while not resulting in any adverse effects on competition. The result is that New Yorkers will benefit across the board from the Transaction.

²⁴ Discussion of non-jurisdictional products and services in this section is not intended as a waiver or concession of the Commission's jurisdiction beyond the scope of the Petitioners' regulated telecommunications and cable video services. *See supra* note 4.

²⁵ Although some of the benefits of the Transaction pertain to areas beyond the scope of this Joint Petition, 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>.

B. Overall Public Benefits of the Transaction

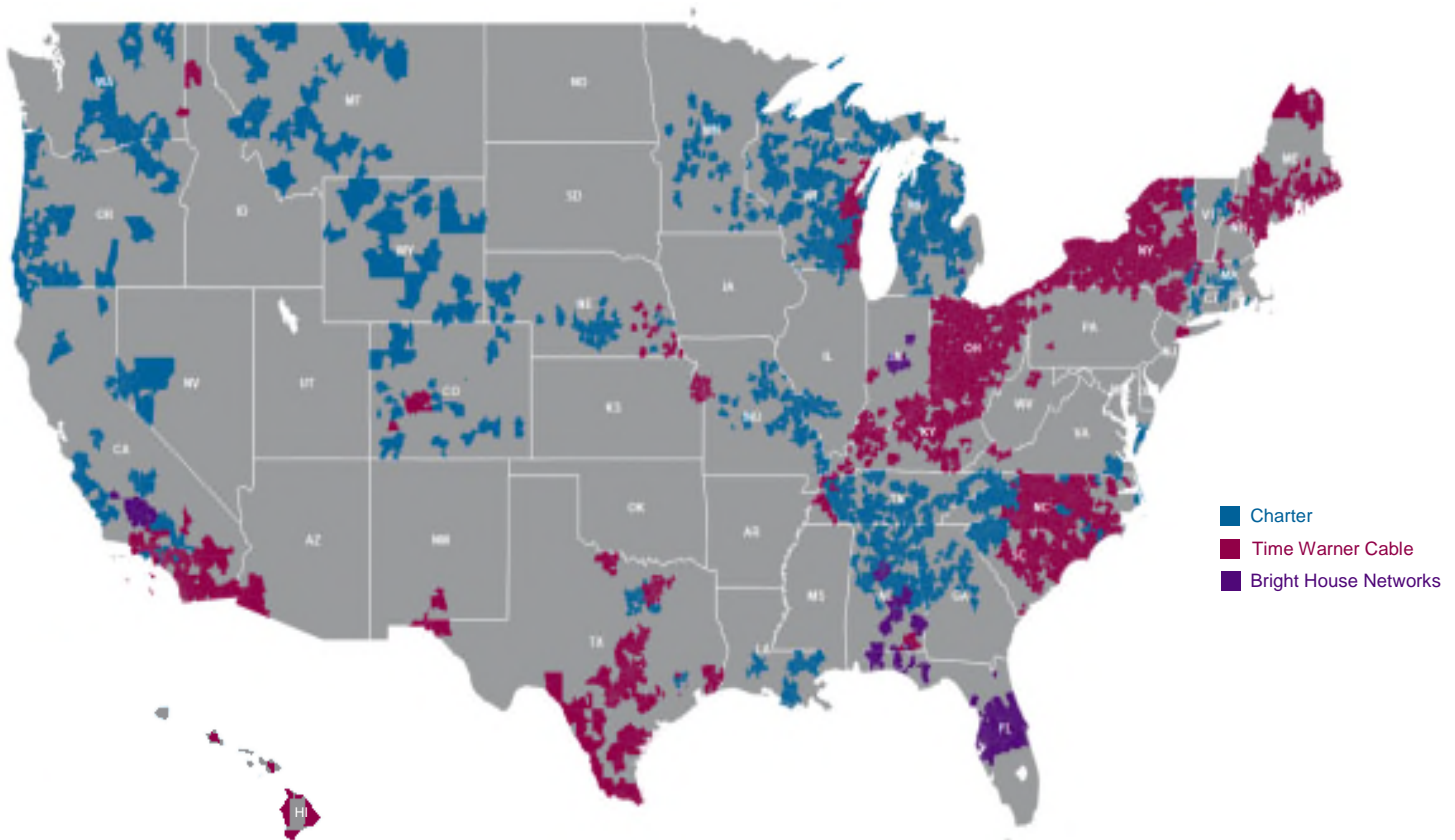
1. Increased Investment and Innovation

The Transaction will increase the scale of the merged company, enabling it to spread significant fixed-cost investments over a larger customer base. This scale will also enhance the merged company's capacity to invest in, attract, and maintain a top-tier research and development team, to build facilities for state-of-the-art technological testing and experimentation, and to play an important role in developing proposed standards for standard-setting bodies. Each of these benefits of increased scale will enable New Charter to serve customers with its own technological innovations.

For example, New Charter's increased scale will enable the company to spread the cost of major investments in voice, two-way digital video and broadband over a large customer base, resulting in lower per-customer costs. For advanced video and broadband services, both infrastructure and software are experiencing rapid change, and to stay competitive, the parties to this Transaction need to be able to innovate quickly and effectively. The Transaction will improve the economics of innovation for New Charter relative to the three merging entities, and the benefits will inure to consumers. As a result, New Charter will be better able to follow up on and enhance Charter's success with innovations such as the Worldbox CPE, and TWC's success with advances like the high-speed Maxx broadband program.

2. Increased Access to Services

As the map below shows, the Transaction will extend the merged company's reach throughout the United States:



The Transaction will therefore enable New Charter to serve more communities—including rural communities—within New York, where presently Charter’s assets are relatively isolated from the rest of its service areas. The Transaction will enable those New York assets to be merged with significant assets from TWC, thereby knitting territories together to drive efficiency by reducing costs and improving customer service.

3. Consumer-Friendly Policies

Charter will continue its proud tradition of implementing consumer-friendly policies for all of its services. For example, TWC voice customers will be able to retain their current phone numbers after the Transaction. New Charter will also extend Charter’s policy of not imposing early termination fees or requiring customers to sign long term contracts to all customers of the merged entities.

These practices are designed to attract consumers who are interested in subscribing to Online Video Distributors (“OVDs”), and thus focus on accommodating high data consumption. They are notable for what they do not involve. Unlike the practices of many providers, there are no data caps or usage-based billing. A residential consumer who subscribes to New Charter broadband service will be able to use *any* Internet application and visit *any* Internet service without having to worry about budgeting within an artificial framework. These customer-friendly policies will enhance the choices and capabilities available to consumers in New York.

4. Adding Jobs

New Charter is also committed to increasing its customer care capacity, and will do so through investment and in-sourced jobs in the United States. New Charter will bring thousands of overseas Time Warner Cable jobs back to the United States, adding thousands of jobs to the American economy. New Charter will bring many if not most of these jobs in-house, where it will provide significant training, benefits, and opportunities for advancement, adding to the skill level and economic fabric of local communities, while developing its own high-skilled, well-paid workforce devoted to delivering improved customer service across the country

Charter already has a track record of creating jobs. For instance, Charter has added 7,000 new jobs since 2012, most of which have been in the customer service fields. Charter has brought overseas jobs back home and opened new customer call centers, bringing the number to 11 across the United States.

5. Stronger Corporate Citizenship

The merged company will also preserve and expand programs across all three companies that establish its reputation as a strong corporate citizen. First, the Transaction will enable New Charter to build upon Bright House Networks’ strong reputation for customer service, delivering

improved customer service across the country. Furthermore, as discussed in the previous section, customer service will also be improved through the Transaction by adding customer service jobs and bringing those jobs back to the United States, as calls are handled by specialists who are located closer to the customer and can more easily diagnose issues and resolve customer concerns.

Second, the merged entity will recognize the vital importance of promoting diversity and inclusion strongly rooted in the communities it serves. TWC has been recognized for its best practices with respect to diversity and inclusion for employees, suppliers, and corporate governance, and New Charter will incorporate and build upon these. Following is an overview of those best practices.

- *A critical focus on attracting, retaining and promoting a skilled workforce that reflects its diverse customer base.* Key to TWC's efforts have been (a) its partnerships with educational institutions and nonprofits including Women in Cable Telecommunications ("WICT"), the National Association for Multi-Ethnicity in Communications ("NAMIC"), the Betsy Magness Leadership Institute, and more recently with the veterans and disability communities, to recruit and retain a diverse workforce; (b) its Employee Network Program, with forty chapters across the company footprint that convene around shared identities and interests; and (c) its cross-cultural mentoring program, which provides employees significant opportunities to build skills and knowledge and to achieve professional goals. These practices have helped TWC earn consistent recognition as a top place to work for minorities and women by organizations such as Diversity Inc., the Human Rights Campaign, and NAMIC, among others.

- *Commitment to increasing engagement with minority, women, veteran and disabled-owned businesses that can supply it with the high quality materials and programming its customers demand.* TWC’s supplier diversity engagement includes engagement in supplier diversity events, outreach to minority business organizations, and free webinars to increase participation by diverse providers in the TWC supply chain.
- *Include leadership to ensure accountability to meeting diversity and inclusion goals.* TWC’s Executive Inclusion Council (“EIC”) regularly convenes senior management to report to the CEO on progress towards achieving diversity and inclusion priorities across the business.

Third, in addition to the foregoing programs, New Charter will build upon its existing national philanthropic initiative, Charter our Community, through which Charter currently ensures critical home repairs, accessibility modifications, and energy-efficient upgrades in low-income communities.

Fourth, New Charter also will significantly expand Bright House Networks’ low-income broadband option (“Connect2Compete”), which partners with schools to provide a low cost Internet service, discounts on Internet-capable devices, and innovative digital literacy training. New Charter will build upon Bright House Networks’ broadband program for low-income consumers by making a broadband offering available with higher speeds and expanded eligibility while continuing to offer the service at a significant discount, and will begin making the offer available within six months after the Transaction closes and offer it across the New Charter footprint within three years of closing.

C. Public Benefits for Cable and Video

1. New Charter Will Bring The Benefits of All-Digital Platforms To TWC Service Areas

By converting cable systems to all-digital platforms, an operator can free up bandwidth to offer more advanced video programming options and HD channels, as well as faster broadband service.²⁶ Charter has worked aggressively to convert nearly all of its systems to all-digital in recent years, completing its conversion to 99% of its customers by the end of 2014. Upon completion of the Transaction, New Charter will invest in all-digital systems in TWC's service areas, including the systems operated by TWC in New York, completing the digitization within 30 months of closing.²⁷ Charter's conversion to all-digital networks in the vast bulk of its footprint has enabled it to grow its HD channel line-up from fewer than 70 channels in 2011 to a present selection of over 200, and to grow its VOD library to thousands of choices.

Given the successful conversion of the vast bulk of its own cable systems to all-digital, the Transaction will accelerate delivery of the benefits of all-digital service to the TWC cable customers in New York that have not yet been converted. Charter's experience in this area also will enable these customers to experience the transition to all-digital in a seamless manner.

2. New Charter Will Bring Innovative Service Offerings to New York Customers

Charter has deployed a number of exciting and innovative new service offerings to its customers across the bulk of its footprint, which New Charter will aim to offer in the New York communities currently served by TWC. Charter's advanced Spectrum Guide uses cloud-based technology to deliver a customizable, interactive experience to video subscribers. The guide

²⁶ See *supra* at Section I.A.b.

²⁷ It is possible that systems serving fewer than 1% of homes may not be taken all-digital due to the challenges in interconnecting to the remaining New Charter network.

enables customers to find video content more easily across cable TV channels and on-demand options. Spectrum Guide will be deployed quickly across New Charter's footprint, beginning with all-digital systems and continuing as systems are digitized over the 30 months after the Transaction closes. Because Spectrum Guide's functionality is cloud-based, consumers will be able to benefit from its advanced features using their existing two-way set-top boxes without the wait, disruption, and expense of a new set-top box or a service call. Indeed, Charter has demonstrated how Spectrum Guide in an app form will soon be able to work with innovative retail devices such as Roku.²⁸ This flexibility is a boon to consumers, and a spur to innovation in the marketplace for customer premises equipment ("CPE"). It will also push forward the integration of traditional MVPD offerings and online video offerings, to the benefit of consumers.

Charter's Worldbox CPE system represents an advance in set-top box development that will continue to enhance the customer experience with greater capabilities, such as additional simultaneous recordings and increased storage capacity for DVR users. In addition to being compatible with the Spectrum Guide user interface, Worldbox utilizes a downloadable conditional access system and digital rights management platform, which enables Charter to source set-top boxes that lack costly proprietary security systems. Because the Worldbox security system works differently than current set-top boxes, it will provide customers a greater degree of flexibility to take their set-top boxes with them when they move. Deployment of the Worldbox system throughout New Charter's territory will enhance the user experience and enable the more cost-efficient provision of service. Furthermore, adoption of Charter's

²⁸ See Steven Hawley, Charter Shows New Hybrid "Worldbox," CED Magazine (Jan. 7, 2015),

<http://www.cedmagazine.com/news/2015/Oi/charter-shows-new-hybrid-worldbox> (discussing Charter's demonstration of Spectrum Guide on a Roku set-top box at the 2015 International Consumer Electronics Show).

downloadable security solution supports the development of devices manufactured by third parties, thereby potentially fostering the retail availability of competitive navigation devices. The expansion of these advancements across the New Charter footprint will further that goal.

New Charter will also make available to TWC customers the Charter TV app that will combine the best features of the pre-Transaction companies' apps into one integrated app. The app will include the Spectrum Guide user interface, on demand and "download-to-go" functionality, and the nearly 300 live channels on TWC's TV application (TWC TV), creating an "enhanced" customer experience for current Charter, TWC, and BHN customers in ways that could not be achieved but for the Transaction.

3. The Transaction Will Have No Negative Effects on Competition for Video

While the increased scale resulting from the Transaction will provide benefits for competition and consumers, there will be no harm to competition with OVDs, video programmers, or MVPDs.²⁹ New Charter will not have the incentive to harm online video distributors, video programmers, or MVPDs. Upon close of the Transaction, New Charter will have at least 2.5 million *fewer* broadband subscribers than Comcast serves *today*. Similarly, New Charter will serve only about 17% of multichannel video programming distributor ("MVPD") subscribers nationwide, making it the third largest video provider behind Comcast (22%) and DirecTV (currently at 20%).

In addition, the merged entity will have no incentive to disadvantage online or traditional programmers to protect revenues from its own programming interests, as Charter and Bright House Networks do not own any broadcast or cable TV interests outside of local news, sports, and public affairs programs, and Time Warner Cable owns only local channels plus a few

²⁹ Because Charter, Time Warner Cable, and Bright House Networks serve distinct geographic areas, a combination of the companies does not reduce competition.

regional sports networks. Indeed, New Charter will have every incentive to *promote* online video distributors and other edge providers, thereby increasing demand for broadband, which will expand broadband subscribership.

D. Public Benefits for Voice

1. Improved Competition and Service

The Transaction will promote the deployment of advanced voice services and enhance competition in the voice marketplace. As discussed more generally above, approval of the Transaction will provide voice service customers in New York with a more robust competitor, leading to better service and value.³⁰ This is in part because spreading fixed-cost investments over a larger customer base will enable New Charter to compete more effectively with the incumbent LECs both in New York and throughout the country.

Charter, TWC and BHN are recognized as premier voice service experts with advanced systems. The Transaction will allow the companies to integrate the best features of their respective voice offerings, resulting in improved service for residential and business customers. By combining these companies' voice expertise and advanced services, New Charter will be able to offer the best service and products available, with significant synergistic advantages that will ensure New Charter continues to develop the best new technology well into the future.

2. The Transaction Will Have No Negative Effects on Competition for Voice

While the likelihood that the Transaction will enhance competition in New York is strong, there is no countervailing adverse impact to competition in New York. TWC and Charter do not compete directly with one another in New York because there is virtually no overlap of

³⁰ For example, the FCC typically considers cable VoIP providers and ILECs to operate in the same voice telephony market segment. *See, e.g., Applications Filed for Transfer of Control of Insight Commc'ns Co. to Time Warner Cable Inc.*, Memorandum Opinion and Order, 27 FCC Rcd 497, 504-05 ¶ 17 (2012).

their service areas.³¹ Post-Transaction, residential and business customers will therefore continue to have numerous competitive alternatives for telephone service and high-capacity business services. The Commission itself recently noted that competitive telephone service alternatives exist for consumers in much of New York. *See* Case 14-M-0183, Joint Petition of Time Warner Cable Inc. and Comcast Corp. for Approval of a Holding Company Level Transfer of Control, *Comments of the N.Y. State Dep't of Public Service Staff* at 40 n.53 (N.Y. Pub. Serv. Comm'n Aug. 8, 2014) (“[S]ufficient competitive alternatives exist in much of New York’s residential telephone market.”). Residential voice competitors include traditional providers of phone service such as ILECs and Competitive Local Exchange Carriers (“CLECs”), providers of fixed and nomadic VoIP services (including Vonage and many others), and wireless providers. Other providers of high-capacity business services include the ILECs as well as large CLECs. Given that Charter today has an extremely limited presence in New York, the Transaction will not result in New Charter holding a more dominant share of the market in New York for any of these services. Rather, New Charter will offer New York customers a high-quality and valued alternative committed to technical innovation and premiere service.

E. Expanded Advanced Service Offerings³²

As set forth in the Public Interest Statement filed by Petitioners with the FCC, New Charter will not block or throttle Internet traffic or engage in paid prioritization, whether or not the FCC’s *Open Internet Order* is upheld in court. Also in line with that Order, New Charter agrees to submit Internet interconnection disputes to the FCC. Indeed, New Charter commits to

³¹ Petitioners’ analysis of their respective footprint indicates that there is at most a small area in Clinton county in which TWC and Charter both serve customers within the same census blocks, and those census blocks account for [REDACTED] subscribers. Moreover, even that potential overlap is likely overstated, as different providers may serve distinct, non-overlapping portions of the same blocks.

³² *See supra* note 4.

go further than the FCC's Order, agreeing not to engage in specific practices such as usage-based billing, which thereby precludes zero-rating. These commitments will continue for three years, without regard to the outcome of the ongoing litigation challenging reclassification.³³

The Transaction will supercharge New Charter's ability to deliver exceptional Internet service. Charter currently provides broadband service to 4.8 million residential and business customers in 28 states. Charter's investments over the past 3.5 years have enabled it, within its present footprint, to offer download speeds of 60 or 100 Mbps as the minimum speeds it sells in almost all service areas. Charter's track record of investment in broadband speed increases includes the deployment of DOCSIS 3.0, which at least quadrupled the number of channels available for downstream transmission over its network. Charter also offers a faster 100 Mbps tier of service to consumers. These levels of service will be made available in TWC's New York service territory within one year after the Transaction is complete in areas that are already all-digital, and within 30 months of closing for remaining systems.³⁴

New Charter will further increase competition in its service areas by making wireless a larger piece of its broadband strategy. To do so, New Charter will build on the progress of Time Warner Cable and Bright House Networks in establishing widespread, consumer-friendly out-of-home WiFi networks. By facilitating out-of-home WiFi usage on mobile devices, New Charter will make it easier for consumers to choose lower data plans when shopping among mobile carriers.

Time Warner Cable has recently reached a milestone of 100,000 WiFi access points nationwide, and has existing plans to significantly expand that base by year end. Similarly,

³³ See *U.S. Telecom Ass'n v. FCC*, Order, No. 15-1063 (June 11, 2015) (denying motion for stay).

³⁴ A small portion (less than 1%) of New Charter that is not interconnected to the New Charter network may be offered at lower speeds.

Bright House Networks' network of over 45,000 WiFi access points throughout its service area represents the type of density at which outdoor WiFi may be able to play an increasingly large role in consumers' broadband experience. These efforts of Time Warner Cable and Bright House Networks chart the path that New Charter will follow across our entire footprint. To this end, New Charter plans to deploy at least 300,000 new out-of-home WiFi access points across its footprint within four years of the close of the Transaction. This will expand the existing WiFi network to additional areas heavily trafficked by consumers. New Charter also will evaluate the merits of leveraging in-home routers as public WiFi access points and will have greater resources to devote to such a strategy.

4. THE FINANCIAL COMMITMENTS OF THE COMPETITIVE CARRIER SUBSIDIARIES ARE FOR LAWFUL PURPOSES

As noted in Section III.C, above, under the Transaction, the Competitive Carrier Subsidiaries will provide certain credit guarantees and security interests in pledged collateral relating to the overall financing arrangements. These commitments are carefully tailored to help ensure that the financing is accomplished in an efficient and cost-effective manner. After the Transaction, New Charter will serve more subscribers, generate more revenue, and earn more EBITDA, strengthening its financial and technical qualifications. Pro forma revenue will rise from \$9.1 billion to \$35.7 billion, and pro forma adjusted EBITDA will go from \$3.2 billion to \$12.9 billion. Financing the Transaction in a cost-effective manner, in turn, is critical to Charter's ability to provide the above-discussed benefits to customers in New York. As such, the commitments are necessary for the improvement or maintenance of service by the Competitive Carrier Subsidiaries, which are lawful purposes under the financing approval provisions of Section 101 of the New York Public Service Law.

5. CONCLUSION

The Transaction will generate substantial net public interest benefits for New York in a variety of areas, including core voice, video and broadband services, operations and offerings, intermodal competition, and economic development. Charter and TWC respectfully submit that the public interest, convenience, and necessity will be furthered by approval of this Joint Petition, and respectfully request that such approval be granted on an expeditious basis.

Respectfully submitted,

/s/ Maureen O. Helmer

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INDEX OF EXHIBITS

Exhibit 1	FCC Form 394 for <i>Pro Forma</i> Reorganization of Charter and Internal Re-assignment of Certain Charter Franchises
Exhibit 2	FCC Form 394 Concerning the Transfer of Control of the Cable Franchisee Subsidiaries
Exhibit 3	Competitive Carrier Subsidiaries Organization Charts
Exhibit 4	Cable Franchisee Subsidiaries Organization Charts

EXHIBIT 1: FCC Form 394 for *Pro Forma* Reorganization of
Charter and Internal Re-assignment of Certain Charter Franchises

FCC 394

**APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE**

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

DATE: July 1, 2015	1. Community Unit Identification Number: See Attachment A
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2. Application for: Assignment of Franchise (See Attachment A) Transfer of Control (Pro forma)

3. Franchising authority: **State of New York Public Service Commission**

4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located:
See Attachment A

5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	N/A
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6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as closing conditions are satisfied
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7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No. N/A

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first)			
Charter Communications, Inc.			
Assumed name used for doing business (if any)			
Charter			
Mailing street address or P.O. Box			
400 Atlantic Street			
City	State	ZIP Code	Telephone No. (include area code)
Stamford	CT	06901	(203) 905-7800

2. (a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing, or marketing information, or other information not otherwise publicly available, may be redacted.)

Exhibit No. 1

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and transferee/assignee?

Yes No

If No, explain in an Exhibit

Exhibit No. See Exhibit No. 1

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first) CCH I, LLC (will become the new "Charter Communications, Inc.")			
Assumed name used for doing business (if any) N/A			
Mailing street address or P.O. Box 400 Atlantic Street			
City Stamford	State CT	ZIP Code 06901	Telephone No. (include area code) 203-905-7800

(b) Indicate the name, mailing address, and telephone number of the person to contact, if other than the transferee/assignee.

Name of contact person (list last name first) Falk, Adam E.			
Firm or company name (if any) Charter Communications, Inc.			
Mailing street address or P.O. Box 1099 New York Ave., N.W., Suite 650			
City Washington	State DC	ZIP Code 20001	Telephone No. (include area code) 202-621-1910

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No. N/A

(d) Indicate the address where the system's records will be maintained.

Street address 12405 Powerscourt Drive		
City St. Louis	State MO	ZIP Code 63131

2. Indicate on an attached Exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. 2

SECTION II. TRANSFEREE’S/ASSIGNEE’S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

<input checked="" type="checkbox"/> Corporation	a. Jurisdiction of incorporation: Delaware	d. Name and address of registered agent in jurisdiction: Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808
	b. Date of incorporation: June 9, 2003	
	c. For profit or non-for-profit: For profit	

<input type="checkbox"/> Limited Partnership	a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
	b. Date of formation:	

<input type="checkbox"/> General Partnership	a. Jurisdiction whose laws govern formation:	b. Date of formation:
--	--	-----------------------

Individual

Other - Describe in an exhibit

Exhibit No. N/A

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.)
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)	See Exhibit 3	
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

Yes No

Exhibit No.
4

If the answer is No, explain in an Exhibit.

4. Has the transferee/assignee had any interest in or in connection with an application which has been dismissed or denied by any franchise authority?

Yes No

Exhibit No.
5

If the answer is Yes, describe circumstances in an Exhibit.

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authority (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another governmental unit; or employment discrimination?

Yes No

Exhibit No.
6

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes No

Exhibit No.
N/A

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

Yes No

Exhibit No.
7

If No, attach as an Exhibit a full explanation.

SECTION III - TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.

Yes No

2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

Exhibit No.
8

SECTION IV - TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
9

SECTION V - CERTIFICATIONS

PART 1 - Transferor/Assignor

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

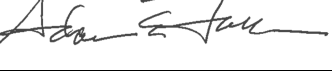
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date July 1, 2015
	Print full name Adam E. Falk
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other. Explain: <p style="text-align: center;">Senior Vice President, State Government Affairs</p>	

PART II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certified that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation of the system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date July 1, 2015
	Adam E. Falk
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other: Explain: <p style="text-align: center;">Senior Vice President, State Government Affairs</p>	

Attachment A

All communities will receive FCC Form 394. Franchises in highlighted communities will be transferred to Charter Communications I, LLC (“CCE-I”) as part of the transaction described herein. CCE-I is the current franchise holder in all communities that are not highlighted.

FRANCHISE AUTHORITY	FRANCHISE EFFECTIVE DATE	CUID NO
Ancram, Town of	06/01/10	NY1568
Ausable, Town of	04/16/15	NY0469
Austerlitz, Town of	12/18/14	NY1571
Beekmantown, Town of	04/16/15	NY1521
Berlin, Town of	06/01/10	NY1583
Black Brook, Town of	06/24/13	NY1162
Canaan, Town of	08/20/14	NY1572
Chatham, Town of	06/28/11	NY1570
Chatham, Village of	02/28/11	NY1569
Chesterfield, Town of	04/16/15	NY0607
Copake, Town of	10/20/10	NY1575
Dannemora, Town of	04/16/15	NY0760
Dannemora, Village of	02/28/11	NY0759
Elizabethtown, Town of	06/17/05	NY1338
Ghent, Town of	11/29/10	NY1574
Hillsdale, Town of	11/08/10	NY1573
Jay, Town of	10/25/13	NY1163
Lewis, Town of	01/24/14	NY1339
New Lebanon, Town of	12/28/09	NY1582
Peru, Town of	04/16/15	NY0041
Petersburgh, Town of	09/24/10	NY1685
Plattsburgh, City of	04/16/15	NY0123
Plattsburgh, Town of	04/16/15	NY0325
Saranac, Town of	04/16/15	NY0761
Schuyler Falls, Town of	04/16/15	NY0324
Westport, Town of	04/07/14	NY1336
Wilmington, Town of	06/24/13	NY1226

Exhibit 1

DESCRIPTION OF TRANSACTION

The proposed Transaction will combine Charter Communications, Inc. (“Charter Communications”), Time Warner Cable Inc. (“TWC”), and Bright House Networks, LLC (“BHN”) into a single company that is poised to leverage the best aspects of each of the three participants. As described below, there are three components to the Transaction, each of which is expected to occur simultaneously upon the closing.

1. *First*, Charter Communications will prepare its corporate structure to complete the merger. It will do so by utilizing an existing subsidiary (CCH I, LLC), which will eventually become the ultimate parent, public company of the Charter corporate structure, and is referred to as “New Charter.” New Charter will convert from an LLC to a C-corporation. To prepare for that transition, New Charter will first become a direct subsidiary to Charter Communications. Next, TWC will become a subsidiary of New Charter through a series of mergers. In the first of those mergers, shares of TWC stock—other than those currently owned by Liberty Broadband and Liberty Interactive Corporation (collectively, “Liberty”)—will be converted into the right to elect to receive, for each share of TWC stock, cash and shares of New Charter. Liberty will, prior to that merger, contribute its shares of TWC stock to the merger subsidiary in exchange for shares of the merger subsidiary on a one-for-one basis, which will be converted into shares of surviving TWC on a one-for-one basis in the merger. New Charter will assume the liability to disburse cash to the surviving TWC stockholders. Surviving TWC will then merge into a subsidiary of New Charter, and the then-holders of TWC stock will receive one share of New Charter Class A common stock in exchange for each share of TWC stock.

2. *Second*, Charter Communications will merge with a merger subsidiary of New Charter, becoming a subsidiary of New Charter, and each then outstanding share of Charter Class A common stock will be converted into shares of New Charter. New Charter will assume the Charter name and its existing NASDAQ Stock Market ticker symbol (CHTR). Additionally, Liberty Broadband will contribute cash to New Charter in exchange for shares of New Charter Class A common stock.

3. *Third*, subject to separate conditions set forth in Charter Communications’ agreement with Advance/Newhouse (“A/N”, the parent company of BHN), New Charter will acquire BHN, except for certain limited excluded assets and liabilities, from A/N for (a) cash, (b) one share of Class B common stock in New Charter, and (c) exchangeable common and convertible preferred units in a partnership that will be a New Charter subsidiary and that will hold all of BHN’s assets, as well as assets of New Charter and TWC.

In connection with the BHN portion of the Transaction, Liberty Broadband will contribute additional cash in exchange for shares of New Charter Class A common stock.

Upon completion of the Transaction, majority ownership of New Charter will be publicly held, and a majority of the 13-person board will not be nominated by A/N (which will nominate two board members) and Liberty Broadband (which will nominate three board members). Tom Rutledge, New Charter’s President and CEO, will hold a board seat and will be offered the position of Chairman. New Charter will be the third-largest MVPD behind AT&T-DirecTV and Comcast, assuming the AT&T-DirecTV merger is consummated. We 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.

There will be no change in actual working control of the franchisee, and New Charter and its subsidiaries will continue to provide services to their customers and your community as usual. In other words, this Transaction will constitute a pro forma, internal restructuring which will not alter in any way the ultimate control of the franchisee in your community.

The Agreements are available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000119312515206906/0001193125-15-206906-index.htm>

and

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000059/0001091667-15-000059-index.htm>

Hard copies will be provided upon request. Certain documents have been omitted, as they are not necessary in order to understand the terms of the Agreements or contain confidential trade, business, pricing or marketing data, or other data not otherwise publicly available.

The Agreements contain all material terms of the Transactions and are fully binding on the parties.

Exhibit 2

Transferee, and the legal entity holding the franchise for the cable system that is the subject of this FCC Form 394, have no current plans to materially change the terms and conditions of service or operations of the system. The cable system will continue to operate pursuant to the terms of the franchise agreement and applicable law after the consummation of the proposed transactions. Given the evolving technological and commercial environments in which the cable system operates, changes in service may occur in order to improve the offerings provided to subscribers, even if the precise nature and timing of these changes cannot be specified now. For these reasons, Transferee, and the legal entity holding the franchise for the cable system that is the subject of this Form 394, reserve the right to make service and operational changes in accordance with the terms of the franchise and applicable law.

Exhibit 3

Charter Communications, Inc. (“Charter Communications”) is a publicly traded Delaware corporation. Contingent upon the events described in Exhibit 1, Charter Communications will merge with and into a Charter Communications subsidiary under CCH I, LLC which will become “New Charter,” a corporation, with the effect that all shares of Charter Communications shall become shares of New Charter. The following table sets forth each holder of more than 5% of our outstanding shares of Class A common stock as of February 28, 2015:

<u>Name</u>	<u>Shares Beneficially Owned(1)</u>	
	<u>Number</u>	<u>Percent of Class</u>
5% Stockholders:		
Liberty Broadband Corporation(2)	28,838,718	25.74%
SPO Advisory Corp., John H. Scully and Edward H. McDermott(3)	7,648,448	6.83%
Berkshire Hathaway Inc.(4)	6,198,237	5.53%

(1) Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares shown in the table above include shares held in the beneficial owner’s name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner’s account. Common stock subject to options that are currently exercisable or exercisable within 60 days of February 28, 2015 are deemed to be outstanding and beneficially owned by the person holding the options. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. The calculation of this percentage assumes for each person the acquisition by such person of all shares that may be acquired upon exercise of warrants to purchase shares of Class A common stock. Percentage of beneficial ownership is based on 112,017,373 shares of Class A common stock outstanding as of February 28, 2015. Except as disclosed in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. Unless otherwise indicated in the table or footnotes below, the address for each beneficial owner is 400 Atlantic Street, Stamford, CT 06901.

(2) Based on the Schedule 13D filed by Liberty on November 13, 2014. Such reported amount included warrants to purchase 1,083,296 shares of Class A common stock that were fully exercisable as of such date. Such warrants were subsequently exercised on November 17, 2014 based upon the Form 4 Report filed by Liberty on November 19, 2014. The address of Liberty Broadband is 12300 Liberty Boulevard, Englewood, Colorado 80112. On May 1, 2013, Liberty Media Corporation (“Liberty Media”) acquired beneficial ownership of 27,941,873 shares of Class A common stock in a private transaction involving three stockholders of Charter pursuant to a stock purchase agreement dated March 19, 2013.

(3) The equity ownership reported in this table is based on the reporting persons’ most recently available Schedule 13G/A dated December 31, 2014 and filed on February 17, 2015. Reported total includes shares beneficially owned by the reporting persons as follows: Sole voting and dispositive power of SPO Partners II, L.P. (“SPO”) as to 7,128,948 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Partners, L.P. (“SPO Advisory Partners”). Sole voting and dispositive power of SPO Advisory Partners as to 7,128,948 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Corp. (“SPO Advisory Corp.”). Sole voting and dispositive power of San Francisco Partners, L.P. (“SFP”) as to 443,600 of the shares reported as beneficially owned is exercised through its sole general partner, SF Advisory Partners, L.P. (“SF Advisory Partners”). Sole voting and dispositive power of SF Advisory Partners as to 443,600 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Corp. Sole voting and dispositive power of SPO Advisory Corp. as to 7,572,548 of the shares reported as beneficially owned is exercised through its three controlling persons, John H. Scully (“JHS”), Edward H. McDermott (“EHM”) and Eli J. Weinberg (“EJW”). Of the shares reported as beneficially owned, 12,300 shares are held in JHS’ individual retirement account which is self-directed and 63,000 shares may be deemed to be beneficially owned by JHS solely in his capacity as a controlling person, sole director and executive officer of the

Phoebe Snow Foundation, Inc. (“PSF”). Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by JHS solely in his capacity as one of three controlling persons of SPO Advisory Corp. Sole voting and dispositive power of PSF as to 63,000 of the shares reported as beneficially owned is exercised through its controlling person, sole director and executive officer, JHS. Of the shares reported as beneficially owned, 600 shares are held by EHM in his individual retirement account which is self-directed. Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by EHM solely in his capacity as one of three controlling persons of SPO Advisory Corp. Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by EJW solely in his capacity as one of three controlling persons of SPO Advisory Corp. The principal business address of all reporting persons is: 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO, SPO Advisory Partners and SF Advisory Partners are Delaware limited partnerships. SFP is a California limited partnership. SPO Advisory Corp. and PSF are Delaware corporations. JHS, EHM and EJW are all citizens of the United States of America.

(4) The equity ownership reported in this table is based on the reporting persons’ most recently available Schedule 13G dated December 31, 2014 and filed on February 17, 2015 filed by Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131 (“BH”), Warren E. Buffett, 3555 Farnam Street, Omaha Nebraska 68131 (“WB”), National Indemnity Company, 3024 Harney Street, Omaha Nebraska 68131 (“NIC”), GEICO Corporation, One GEICO Plaza, Washington DC 20076 (“GEICO”), Government Employees Insurance Company, One GEICO Plaza, Washington DC 20076 (“GEIC”), GEICO Advantage Insurance Company, One GEICO Plaza, Washington DC 20076 (“GAIC”), GEICO Casualty Company, One GEICO Plaza, Washington DC 20076 (“GCC”), GEICO Choice Insurance Company, One GEICO Plaza, Washington DC 20076 (“GCIC”), GEICO Secure Insurance Company (“GSIC”), The Buffalo News Drivers/Distributors Pension Plan, One News Plaza, Buffalo New York 14240 (“BNDDPP”), Buffalo News Editorial Pension Plan, One News Plaza, Buffalo, New York 14240 (“BNEPP”), BNSF Master Retirement Trust, c/o BNSF Railway, 2650 Lou Menk Drive, Fort Worth, Texas 76131 (“BNSF”), Buffalo News Mechanical Pension Plan (“BNMPP”), Buffalo News Office Pension Plan (“BNOPP”), Flight Safety International Inc. Retirement Income Plan (“FSI”), Fruit of the Loom Pension Trust (“FLPT”), GEICO Corporation Pension Plan Trust (“GCPPT”), General Re Corporation Employment Retirement Trust (“GRCERT”), Johns Manville Corporation Master Pension Trust (“JCMCPT”), Benjamin Moore & Co. Revised Retirement Income Plan (“BMCRRIP”) and Lubrizol Master Trust Pension, c/o The Lubrizol Corporation, 29400 Lakeland Blvd., Wickliffe, Ohio 44092 (“LMTP”). The 13G reports as follows: WB and BH have shared voting and dispositive power over 6,198,237 of the reported shares; NIC and GEICO have shared voting and dispositive power over 4,283,955 of the reported shares; GEIC has shared voting and dispositive power over 1,749,392 of the reported shares; GAIC has shared voting and dispositive power over 408,468 of the reported shares; GCC has shared voting and dispositive power over 1,726,829 of the reported shares; GCIC has shared voting and dispositive power over 212,105 of the reported shares; GSIC has shared voting and dispositive power over 187,161 of the reported shares; BNDDPP has shared voting and dispositive power over 6,800 of the reported shares; BNEPP has shared voting and dispositive power over 9,000 of the reported shares; BNSF has shared voting and dispositive power over 804,215 of the reported shares; BNMPP has shared voting and dispositive power over 16,000 of the reported shares; BNOPP has shared voting and dispositive power over 5,000 of the reported shares; FSI has shared voting and dispositive power over 156,067 of the reported shares; FLPT has shared voting and dispositive power over 50,000 of the reported shares; GCPPT has shared voting and dispositive power over 100,000 of the reported shares; GRCERT has shared voting and dispositive power over 317,000 of the reported shares; JCMCPT has shared voting and dispositive power over 100,000 of the reported shares; BMCRRIP has shared voting and dispositive power over 200 of the reported shares; and LMTP has shared voting and dispositive power over 350,000 of the reported shares.

CURRENT OFFICERS

Thomas M. Rutledge	President and Chief Executive Officer
Christopher L. Winfrey	Executive Vice President and Chief Financial Officer
John Bickham	Executive Vice President, Chief Operating Officer
Donald F. Detampel, Jr.	Executive Vice President and President, Commercial Services
Richard R. Dykhouse	Executive Vice President, General Counsel and Corporate Secretary
Thomas Adams	Executive Vice President, Field Operations
Richard J. DiGeronimo	Executive Vice President, Product and Strategy
Jonathan Hargis	Executive Vice President, Chief Marketing Officer

Kathleen Mayo	Executive Vice President, Customer Operations
James Blackley	Executive Vice President, Engineering and Information Technology
Catherine C. Bohigian	Executive Vice President, Government Affairs
James Nuzzo	Executive Vice President, Business Planning
David Scott Weber	Executive Vice President, Network Operations
Kevin D. Howard	Senior Vice President, Finance, Controller, Chief Accounting Officer
Thomas B. Anema	Senior Vice President, Commercial Finance
Rocky Boler	Senior Vice President, Customer Care
Jay E. Carlson	Senior Vice President, Chief Information Officer
Kathleen A. Carrington	Senior Vice President, Corporate Services
Thomas M. Degnan	Senior Vice President, Finance and Corporate Treasurer
Alexander Dudley	Senior Vice President, Communications
Lawrence N. Eleftheri	Senior Vice President, Media Sales
Adam E. Falk	Senior Vice President, State Government Affairs
Charlotte Field	Senior Vice President, Application Platform Ops
Charles Fisher	Senior Vice President, Corporate Finance
Ronald J. Hartz	Senior Vice President, Financial Planning and Analysis
Keith R. Hayes	Senior Vice President, Network Operations
James M. Heneghan	President, Charter Media
Alexander Dennis Hoehn-Saric	Senior Vice President, Government Affairs
Joseph Leonard	Senior Vice President, Marketing and Creative Strategy
Lawrence R. Martell	Senior Vice President, Software Architecture and Development
James F. McGann, Jr.	Senior Vice President, Charter Business
Frederick J. Pappalardo	Senior Vice President, Business Planning
Abigail T. Pfeiffer	Senior Vice President, Human Resources
Donald Poulter	Senior Vice President, Commercial Operations
Thomas E. Proost	Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary
Jodi Robinson	Senior Vice President, UX Design and Development
Jay Rolls	Senior Vice President, Chief Technology Officer
Allan Samson	Senior Vice President, Marketing
Gary Schanman	Senior Vice President, Video Products
Ernest Richard Schultz	Senior Vice President, Sales and Retention
Allan Singer	Senior Vice President, Programming
Daniel J. Bollinger	Vice President, Associate General Counsel, Assistant Corporate Secretary

CURRENT DIRECTORS¹

W. Lance Conn	John C. Malone	Eric L. Zinterhofer
Michael P. Huseby	John D. Markley, Jr.	Thomas M. Rutledge
Craig A. Jacobson	David C. Merritt	
Gregory B. Maffei	Balan Nair	

The business address for all officers and directors is 400 Atlantic Street, 10th Floor, Stamford CT, 06901.

¹ There is currently one vacancy on the eleven-member Board of Directors.

Exhibit 4

Transferee at the effective time of closing will be a Delaware corporation and the indirect parent company of the legal entity holding the franchise (the "Franchisee"). To the extent required by applicable law, the Franchisee is, and, after the closing of the transactions will continue to be, qualified to transact business in the State or Commonwealth in which the system is operated.

Exhibit 5

Transferee has no direct interest in, or connection with, any denial by a franchise authority as of the date of this FCC Form 394. Various operating subsidiaries and affiliated companies of Transferee provide cable service to approximately 3,300 communities currently throughout the country pursuant to local and state franchises, and have had no franchise dismissed or denied within the last ten (10) years.

Exhibit 6

Except as set forth below, no adverse findings have been made and no final actions have been taken within the last ten (10) years with respect to Transferee or its wholly-owned subsidiaries related to any of the items listed in Section II, Question 5 of the FCC Form 394.

Charter Communications VI, PLLC v. Community Antenna Services, Cause Number 01-0646-CTV-C, West Virginia PSC. In a matter initially filed by Charter against Community Antenna Services (“CAS”) on grounds that CAS was unlawfully blocking Charter's ability to offer service to residents of apartment buildings in violation of state law, CAS filed counterclaims, including claims that Charter's pricing plans were discriminatory and anticompetitive under state law. An ALJ issued a decision on August 19, 2002, finding that certain of Charter's pricing plans at issue were discriminatory in violation of state law. The full PSC on February 10, 2004, however, reversed the ALJ finding and held that Charter had not engaged in any unlawful pricing practices. CAS appealed the PSC Order to the West Virginia Supreme Court, which ultimately reversed the PSC Order on the central issue and remanded the matter for further proceedings. On remand from the Supreme Court, the PSC ruled in February 2007 that the case had become moot because: (a) the pricing plans challenged in the case had not been used since early 2003; and (b) Charter had sold all of its West Virginia cable systems to Cebridge/Suddenlink.

Charter Communications VI, PLLC v. Community Antenna Service, Inc.,

Cause No. OO-C-505, Circuit Court, Wood County, W. Va. The decision of the West Virginia Supreme Court reversing the PSC (in the above referenced proceeding) also re-activated the state court litigation between the parties which had been stayed pending resolution of the PSC decision. CAS abandoned all of its prior claims against Charter except (a) a claim that Charter has violated state laws governing unduly discriminatory cable rates, and (b) in doing so, Charter tortiously interfered with CAS customer relationships and expectation of future relationships. In February 2008, the jury awarded CAS, among other things, compensatory damages for “unduly discriminatory rates.” Charter filed post-trial motions seeking judgment in its favor, for a new trial, and to amend or alter the judgment. On March 29, 2010, Charter petitioned the West Virginia Supreme Court of Appeals to accept the case for appeal. On June 23, 2011, the court ruled against Charter’s appeal. The verdict was satisfied on July 15, 2011.

Employment

Maureen Ford v. Charter, EEOC Case No. 471-2007-02572. Complainant alleged sex and age discrimination. The EEOC determined on September 12, 2008 that there was reasonable cause to believe that a violation of the statutes had occurred. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through mediation.

Shannon Thompson v. Charter, EEOC Case No. 494-2006-01994. Complainant alleged disability discrimination. The EEOC determined on September 10, 2007 that there was reasonable cause to believe that a violation of the statutes had occurred. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

April Leftridge v. Charter, EEOC Case No. 17JA600184. Complainant alleged race and sex discrimination. The EEOC determined on July 12, 2006 that probable cause existed to credit the allegations of the complaint filed by the Complainant. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

Linda Meyer v. Charter, EEOC Case No. CR200601947; Wisconsin. Complainant alleged disability discrimination in filings with the WI Department of Workforce Development and the EEOC. The EEOC determined on December 21, 2006 that probable cause existed to credit the allegations of the complaint filed by the Complainant. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

April Bevars v. Charter, Wisconsin Department of Workforce Development (DWD) Complaint No. CR201000952. Complainant alleged that she was discriminated against based on her conviction record when an offer of employment was rescinded by Charter. On June 4, 2010, the DWD determined that there was probable

cause to believe that Charter may have violated the Wisconsin Fair Employment Act by refusing to hire Complainant based on her conviction record. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

Angela Castellano v. Charter, United States District Court for the Western District of Washington No. 12-cv-05845. Complainant alleged she was discriminated against based on disability and was also retaliated against. On February 26, 2014, a jury verdict was entered against Charter.

William Marcin v. Charter, Wisconsin Department of Workforce Development (DWD) Complaint No. CR201201053. Complainant alleged that he was discriminated against based on his arrest record. On June 18, 2013, the DWD determined that there was probable cause to believe that Charter may have violated the Wisconsin Fair Employment Act by discriminating against the Complainant based on his arrest record. A hearing on the merits of the complaint was held on February 12, 2014. On December 30, 2014, the administrative law judge issued a decision adverse to Charter. Charter appealed the decision to the State of Wisconsin Labor and Industry Review Commission on April 15, 2015.

Royal Courtain v. Charter, Superior Court of California, County of Butte, No. 161016. Courtain, a former Charter Account Executive, filed a wage claim with the California Labor Commissioner, alleging that he was not paid for all earned commissions. Specifically, Courtain claims that Charter was not permitted to charge back a portion of certain previously paid commissions connected to late-paying accounts. Following a hearing on October 8, 2013, an adverse decision of the Labor Commissioner, Charter appealed the ruling to the Superior Court of California. The trial court judge ruled that Charter was required to pay the claimed commissions.

Dixie Gostola v. Charter, United States District Court for the Eastern District of Michigan, No.13-15165-BC. Plaintiff alleged that Charter interfered with her FMLA rights by evaluating and disciplining Plaintiff based, at least in part, on the time she was absent on FMLA leave. The court granted Plaintiff's motion for summary judgment on the FMLA interference claim on December 17, 2014 and, in order to avoid incurring unnecessary costs and expenses related to a trial on damages or an appeal, Charter resolved the matter through settlement on May 19, 2015.

Carmen Kidd v. Charter, United States District Court for the Western District of Michigan, No.1:13cv493. Plaintiff alleged that Charter terminated her employment in violation of the FMLA and Michigan Persons with Disabilities Civil Rights Act. On May 29, 2015, a jury verdict was entered against Charter on the FMLA interference claim, and in Charter's favor on the FMLA retaliation and discrimination claim.

Exhibit 7

The Amended and Restated Guarantee and Collateral Agreement, dated March 31, 2010 by certain subsidiaries of Charter Communications, Inc. in favor of Bank of America, N.A., as administrative agent (the "Collateral Agreement") provides that voting rights will transfer to the lenders upon an event of default. Therefore, while the answer to subpart (a) of Section II, Question 7 of the FCC Form 394 is "No," the answer to subparts (b) and (c) is "Yes." With respect to the voting rights and other matters in the Collateral Agreement, the lenders may not take any action without first obtaining any required governmental approvals including from the FCC and/or the franchising authority.

Exhibit 8

A copy of Transferee's Annual Report on Form 10-K filed with the Federal Securities and Exchange Commission for the year ending December 31, 2014 is available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000049/0001091667-15-000049-index.htm>

A copy of Transferee's Quarterly Report on Form 10-Q filed with the Federal Securities and Exchange Commission for the quarter ending March 31, 2015 is available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000103/0001091667-15-000103-index.htm>

Exhibit 9

This FCC Form 394 relates solely to the provision of cable service over a cable system. Nevertheless, in the interest of providing full information regarding the services provided by the franchisee, Charter Communications, Inc. and its subsidiaries (“Charter”) provide the following information from the Public Interest Statement filed at the Federal Communications Commission in connection with this Transaction.

Overview

Charter is a leading communications company that provides video, broadband Internet, voice, and business services. As a result of extensive investment and a commitment to providing the best services, Charter now serves over 5.8 million residential customers and 386,000 commercial relationships. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 28 states and employs over 23,500 people.

Video

Currently the seventh-largest multichannel video programming distributor in the United States, Charter serves 4.2 million residential Charter TV video customers over its all-digital network. It has recently unveiled “Worldbox”—an innovative set-top box that uses a downloadable security solution. Moreover, Charter is currently deploying its “Spectrum Guide”—a cloud-based user interface that enhances the consumer video service and can be accessed through both Worldbox and legacy two-way set-top boxes. Charter’s TV app offers over 150 live, linear channels, video on demand (“VOD”) and the ability to download VOD content for future playback. All these innovations enable Charter to improve the customer experience while reducing significantly its customer premises equipment input prices, which will reduce prices for consumers.

Broadband

Charter is committed to developing and deploying innovative broadband technology. Charter’s broadband Internet services offer an industry-leading minimum of 60+ Mbps to a large percentage of its 4.8 million residential broadband customers. Charter’s Internet download speeds for its fastest residential service reach up to 120 Mbps, and the company continually invests in improving its network and services. Charter was also recognized in 2014 as the nation’s fastest WiFi provider. Its broadband services are also provided under customer-friendly terms. Charter offers its base 60 Mbps service at lower prices than its competitors, and does not impose data caps or engage in usage-based billing. Charter also does not offer plans with separate, additional fees common in the industry, such as modem fees, a federal Universal Service Fund (“USF”) fee, state USF fee, subscriber line fee, or E911 fee. Charter has invested in interconnection, and has not been involved in any major disputes over traffic management. It maintains a focus on ensuring the broadband user experience is a positive one.

Voice

Charter’s suite of advanced services also includes voice service, which Charter provides to 2.4 million residential customers via VoIP technology. Its voice services include unlimited long-distance calling in the United States, Canada, Puerto Rico, the U.S. Virgin Islands, and Guam. Calling features include voicemail, call waiting, caller ID, call forwarding and more at no additional charge. In addition, the enhanced 911 feature automatically provides the emergency service operator with a caller’s phone number and location. For customers with video service, caller ID on TV is available in most areas at no additional charge.

Business

Charter Business offers scalable, tailored, and cost-effective technology solutions for 386,000 commercial relationships. Charter Business services include data networking, broadband Internet, managed video and music services, wireless backhaul, and “last mile” fiber connectivity to commercial premises. Charter’s advertising sales and production services are sold under its Spectrum Reach brand.

Investment

Since the beginning of 2012, the company also has invested over \$5.5 billion in technology and infrastructure—a significant figure when compared with the company’s overall size, including its \$8.7 billion adjusted EBITDA over the same period. This sizable commitment to innovation and the deployment of broadband technology has led to Charter’s position within the industry as a technological and business leader. Its transition to a digital network has enabled it to increase its minimum speed offering from 1 Mbps downstream in 2011 to its present 60 Mbps offered to a large percentage of its customers, to grow its HD channel line-up from fewer than 70 channels in 2011 to a present selection of over 200, to launch the innovative Spectrum Guide to a wide range of set-top boxes, and to grow its VOD library to thousands of choices. Although Charter is proud of this record of technological progress, the Transaction would enable New Charter to do far more for millions more subscribers. Charter therefore seeks increased scale and technological synergies to drive even more competitive and innovative broadband, video, and voice services.

Management

Since Tom Rutledge arrived a little more than three and a half years ago as Charter’s President and Chief Executive Officer, Charter has assembled a team of top industry executives, with a particular focus on enhancing Charter’s operations, and the Charter customer experience. A number of these executives, along with Mr. Rutledge, were the core of leading industry operations teams at other communications companies, including Cablevision and Time Warner Cable – one of the cable operators that today owns systems that Charter is acquiring. These operations, technology and customer-focused executives include:

- ✓ John Bickham, Chief Operating Officer, has over 26 years of operating experience, and previously served as President of Cable and Communications at Cablevision, and before that served as Executive Vice President of Time Warner Cable.
- ✓ Tom Adams, Executive Vice President, Field Operations, has responsibility for field operations. Prior to Charter, Mr. Adams worked at Time Warner Cable for 17 years, where most recently he had served as Regional Vice President for that company’s Wisconsin operations (which will become a part of Charter in this transaction).
- ✓ Jim Blackley, Executive Vice President, Engineering and Information Technology, leads Charter’s advanced engineering teams, with product and network management personnel to design, certify and implement next-generation services and technology solutions. Mr. Blackley has over 16 years of experience in a similar position with Cablevision.
- ✓ Don Detampel, Executive Vice President and President, Commercial Services is responsible for the Company's commercial business, which provides broadband solutions to small and medium-size businesses, enterprises and carrier customers. Mr. Detampel has more than 30 years of experience in electronic communications and communications infrastructure.
- ✓ Kathleen Mayo, Charter’s Executive Vice President, Customer Operations, who leads Charter’s focus on the customer experience, arrived at Charter after 15 years with Cablevision where she also served as Executive Vice President, Customer Operations with responsibility for field operations, customer service, and billing and collections.
- ✓ Scott Weber, Executive Vice President, Network Operations directs the operations and activities that support Charter’s advanced communications network. Prior to joining Charter, Mr. Weber served as Executive Vice President, Network Management for Cablevision Systems and before that Mr. Weber led technical operations, engineering operations and network management in various roles at Comcast.

These executives and their teams, working with Charter’s other management teams in Finance, Legal, Government Affairs and Marketing provide the leadership for Charter’s daily operations and future growth.

**EXHIBIT 2: FCC Form 394 Concerning the Transfer of Control of the
Cable Franchisee Subsidiaries**

FCC 394

**APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE**

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

DATE: July 1, 2015	1. Community Unit Identification Number: See Attachment A
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2. Application for: Assignment of Franchise Transfer of Control

3. Franchising authority: State of New York Public Service Commission	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: See Attachment A	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	N/A
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as closing conditions are satisfied

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No. N/A

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first)			
Time Warner Cable Inc.			
Assumed name used for doing business (if any)			
Time Warner Cable			
Mailing street address or P.O. Box			
60 Columbus Circle			
City	State	ZIP Code	Telephone No. (include area code)
New York	NY	10023	(212) 364-8200

2. (a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing, or marketing information, or other information not otherwise publicly available, may be redacted.)

Exhibit No. 1

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and transferee/assignee?

Yes No

If No, explain in an Exhibit

Exhibit No. See Exhibit No. 1

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first) Charter Communications, Inc. (currently known as CCH I, LLC)			
Assumed name used for doing business (if any) N/A			
Mailing street address or P.O. Box 400 Atlantic Street			
City Stamford	State CT	ZIP Code 06901	Telephone No. (include area code) 203-905-7800

(b) Indicate the name, mailing address, and telephone number of the person to contact, if other than the transferee/assignee.

Name of contact person (list last name first) Falk, Adam E.			
Firm or company name (if any) Charter Communications, Inc.			
Mailing street address or P.O. Box 1099 New York Ave., N.W., Suite 650			
City Washington	State DC	ZIP Code 20001	Telephone No. (include area code) 202-621-1910

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No. N/A

(d) Indicate the address where the system's records will be maintained.

Street address 12405 Powerscourt Drive		
City St. Louis	State MO	ZIP Code 63131

2. Indicate on an attached Exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. 2

SECTION II. TRANSFEREE’S/ASSIGNEE’S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

<input checked="" type="checkbox"/> Corporation	a. Jurisdiction of incorporation: Delaware	d. Name and address of registered agent in jurisdiction: Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808
	b. Date of incorporation: June 9, 2003	
	c. For profit or non-for-profit: For profit	

<input type="checkbox"/> Limited Partnership	a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
	b. Date of formation:	

<input type="checkbox"/> General Partnership	a. Jurisdiction whose laws govern formation:	b. Date of formation:
--	--	-----------------------

<input type="checkbox"/> Individual	
-------------------------------------	--

<input type="checkbox"/> Other - Describe in an exhibit	Exhibit No. N/A
---	--------------------

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.)
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)	See Exhibit 3	
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

Yes No

Exhibit No.
4

If the answer is No, explain in an Exhibit.

4. Has the transferee/assignee had any interest in or in connection with an application which has been dismissed or denied by any franchise authority?

Yes No

Exhibit No.
5

If the answer is Yes, describe circumstances in an Exhibit.

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authority (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another governmental unit; or employment discrimination?

Yes No

Exhibit No.
6

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes No

Exhibit No.
N/A

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

Yes No

Exhibit No.
7

If No, attach as an Exhibit a full explanation.

SECTION III - TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.

Yes No

2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

Exhibit No.
8

SECTION IV - TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS


Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
9

SECTION V - CERTIFICATIONS

PART 1 - Transferor/Assignor

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

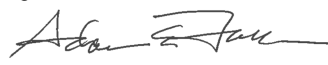
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date July 1, 2015
	Print full name Gary R. Matz
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other. Explain: <p style="text-align: center;">Senior Vice President of Government Relations</p>	

PART II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certified that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation of the system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date July 1, 2015
	Adam E. Falk
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other: Explain: <p style="text-align: center;">Senior Vice President, State Government Affairs</p>	

Attachment A

(Highlighted communities to receive FCC Form 394)

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Adams, Town of	12/24/12	NY0586
Adams, Village of	09/27/13	NY0587
Addison, Town of	10/20/10	NY0105
Addison, Village of	05/12/09	NY0446
Afton, Town of	09/09/04	NY1644
Afton, Village of	12/11/99	NY0006
Akron, Village of	04/06/04	NY1266
Alabama, Town of	03/09/06	NY1657
Albany, City of	12/01/10	NY0338
Albion, Town of	02/11/15	NY1276
Albion, Town of (includes the former Village of Altmar)	10/23/03	NY1738
Albion, Village of	06/07/02	NY1024
Alden, Town of	02/23/12	NY1275
Alden, Village of	02/16/01	NY1218
Alexander, Town of	01/02/09	NY0895
Alexander, Village of	05/02/00	NY0894
Alexandria, Town of	06/17/05	NY1528
Alfred, Town of	04/15/06	NY0007
Alfred, Village of	12/31/10	NY1740
Allegany, Town of	01/17/06	NY0010
Allegany, Village of	10/06/05	NY0009
Alma, Town of	03/07/05	NY1449
Almond, Town of	02/06/06	NY1741
Almond, Village of	02/07/06	NY0008
Altamont, Village of	05/25/07	NY1172
Altona, Town of	09/12/05	NY1618
Amboy, Town of	08/21/12	NY1986
Ames, Village of	06/08/95	NY1680
Amherst, Town of	11/05/09	NY0353
Amity, Town of	10/05/99	NY0470
Amsterdam, City of	05/01/07	NY0355
Amsterdam, Town of	02/18/93	NY0879
Andover, Town of	02/22/00	NY0015

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Andover, Village of	02/05/99	NY0014
Angelica, Town of	08/24/11	NY1971
Angelica, Village of	07/30/14	NY1330
Angola, Village of	05/16/05	NY1512
Annsville, Town of	10/14/97	NY1139
Antwerp, Town of	03/11/02	NY1360
Antwerp, Village of	11/16/10	NY1361
Arcade, Town of	07/07/05	NY0859
Arcade, Village of	01/30/04	NY0858
Arcadia, Town of	09/30/02	NY1253
Argyle, Town of	05/28/13	NY1690
Argyle, Village of	05/23/11	NY1691
Arkport, Village of	08/11/09	NY0039
Ashland, Town of	06/30/03	NY0420
Attica, Town of	06/23/97	NY1091
Attica, Village of	11/14/02	NY0892
Auburn, City of	12/22/11	NY0040
Augusta, Town of	11/21/01	NY1716
Aurelius, Town of	06/08/00	NY1077
Aurora, Town of	06/02/05	NY1224
Aurora, Village of	10/21/11	NY1078
Ava, Town of	03/16/09	NY1602
Avoca, Town of	09/19/12	NY1651
Avoca, Village of	10/26/12	NY0044
Avon, Town of	03/01/05	NY0998
Avon, Village of	02/21/08	NY0999
Bainbridge, Town of	04/13/04	NY1643
Bainbridge, Village of	02/14/01	NY0045
Baldwinsville, Village of	05/24/07	NY0781
Ballston Spa, Village of	09/04/01	NY0689
Ballston, Town of	09/19/12	NY0800
Bangor, Town of	09/26/11	NY0199
Barker, Town of	08/23/12	NY1592
Barker, Village of	06/12/02	NY1428
Barneveld, Village of	08/22/03	NY1206
Barre, Town of	05/12/08	NY1615

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Barrington, Town of	07/13/00	NY1396
Barton, Town of	02/28/11	NY0269
Batavia, City of	09/27/93	NY0838
Batavia, Town of	06/03/08	NY0850
Bath, Town of	12/22/11	NY0517
Bath, Village of	12/22/11	NY0533
Belfast, Town of	01/10/07	NY0573
Belmont, Village of	02/05/99	NY0016
Bemus Point, Village of	04/04/06	NY0908
Bennington, Town of	06/27/91	NY1598
Benton, Town of	10/05/05	NY0214
Bergen, Town of	07/13/00	NY1049
Bergen, Village of	03/09/00	NY0878
Berne, Town of	08/07/91	NY1567
Bethany, Town of	12/10/90	NY1540
Bethel, Town of	08/03/05	NY0621
Bethlehem, Town of	04/07/14	NY0660
Big Flats, Town of	06/25/08	NY0124
Binghamton, City of	01/21/03	NY0133
Binghamton, Town of	03/17/09	NY0132
Black River, Village of	03/30/07	NY0142
Blasdell, Village of	06/19/96	NY0318
Bleecker, Town of	02/23/12	NY1709
Bloomfield, Village of	11/15/04	NY1686
Blooming Grove, Town of	11/21/03	NY0502
Bloomington, Village of	10/18/95	NY0718
Bolivar, Town of	04/18/11	NY1448
Bolivar, Village of	01/16/06	NY0594
Bolton, Town of	06/09/98	NY0898
Bombay, Town of	04/27/12	NY1627
Boonville, Town of	11/29/11	NY0702
Boonville, Village of	08/12/02	NY0476
Boston, Town of	01/27/05	NY1101
Brant, Town of	12/12/07	NY1549
Brasher, Town of	09/10/03	NY0529
Bridgewater, Town of (includes the former Village of	03/28/05	NY1069

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Bridgewater)		
Brighton, Town of	02/07/92	NY0764
Brighton, Town of	08/23/12	NY1682
Bristol, Town of	08/31/06	NY1522
Broadalbin, Town of	07/22/11	NY0926
Broadalbin, Village of	06/19/14	NY0754
Brockport, Village of	03/27/01	NY1004
Brocton, Village of	10/05/09	NY1071
Brookfield, Town of	07/15/03	NY1478
Brooklyn, Borough of (Western - NYC)	11/30/11	NY1280
Brownville, Town of	05/03/06	NY1418
Brownville, Town of	05/07/08	NY1418
Brownville, Village of	03/30/07	NY0630
Brunswick, Town of	05/21/15	NY0509
Brushton, Village of	06/01/09	NY0200
Brutus, Town of	02/15/07	NY0955
Buffalo, City of	12/27/95	NY0117
Burke, Town of	05/28/13	NY0303
Burke, Village of	05/24/01	NY0302
Burlington, Town of	09/17/02	NY1544
Burns, Town of	04/18/11	NY1713
Busti, Town of	05/15/06	NY0383
Butler, Town of	04/20/09	NY1906
Butternuts, Town of	07/11/07	NY1137
Byron, Town of	01/28/05	NY1486
Caledonia, Town of	05/21/15	NY0889
Caledonia, Village of	08/09/02	NY0890
Callicoon, Town of	01/28/10	NY0524
Cambria, Town of	09/19/12	NY1400
Cambridge, Town of	01/02/09	NY1106
Cambridge, Village of	04/18/08	NY0992
Camden, Town of	03/09/00	NY1352
Camden, Village of	10/21/08	NY0947
Cameron, Town of	10/25/13	NY1992
Camillus, Town of	05/16/05	NY0333
Camillus, Village of	08/01/00	NY0334

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Campbell, Town of	11/15/04	NY0106
Canadice, Town of	02/22/00	NY1518
Canajoharie, Town of	03/08/06	NY1498
Canajoharie, Village of	10/05/05	NY0253
Canandaigua, City of	11/01/89	NY0551
Canandaigua, Town of	12/15/89	NY0563
Canaseraga, Village of	03/22/12	NY1799
Canastota, Village of	02/28/11	NY0574
Candor, Town of	07/06/05	NY0679
Candor, Town of	07/23/02	NY0893
Candor, Village of	05/16/05	NY0087
Caneadea, Town of	04/01/15	NY1445
Canisteo, Town of	05/04/05	NY1636
Canisteo, Village of	07/07/05	NY0153
Canton, Town of	09/26/11	NY0022
Canton, Village of	09/12/14	NY0023
Cape Vincent, Town of	08/22/13	NY1420
Cape Vincent, Village of	06/24/03	NY1421
Carlisle, Town of	02/10/15	NY2034
Carlton, Town of	12/27/99	NY1535
Caroga, Town of	05/14/10	NY1710
Caroline, Town of	10/11/02	NY0088
Carroll, Town of	03/08/06	NY1125
Carthage, Village of	07/19/12	NY0064
Cassadaga, Village of	12/22/11	NY0710
Castile, Town of	07/23/10	NY1111
Castile, Village of	02/05/99	NY1113
Castleton-on-Hudson, Village of	08/15/06	NY0775
Castorland, Village of	02/10/09	NY1018
Catlin, Town of	06/22/10	NY0418
Catlin, Town of	06/22/10	NY0927
Cato, Town of	09/01/04	NY1501
Cato, Village of	09/01/04	NY1503
Caton, Town of	12/27/07	NY1375

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Catskill, Town of	12/29/05	NY0632
Cattaraugus, Village of	01/17/06	NY0860
Cayuga Heights, Village of	05/29/03	NY0089
Cayuga, Village of	04/13/00	NY1079
Cazenovia, Town of	06/30/09	NY1014
Cazenovia, Village of	03/01/11	NY1013
Celoron, Village of	06/23/03	NY0156
Central Square, Village of	10/01/05	NY0948
Champion, Town of	06/05/95	NY0062
Champlain, Town of	03/11/08	NY1031
Champlain, Village of	02/11/08	NY1030
Charlton, Town of	01/14/04	NY0928
Chateaugay, Town of	08/16/01	NY0304
Chateaugay, Village of	07/22/11	NY0301
Chaumont, Village of	07/19/12	NY1344
Chautauqua, Town of	09/17/02	NY1242
Chazy, Town of	02/28/14	NY1210
Cheektowaga, Town of	04/26/10	NY0319
Chemung, Town of	09/10/08	NY1076
Chenango, Town of	09/24/10	NY0134
Cherry Creek, Village of	06/14/08	NY1695
Cherry Valley, Town of	04/16/96	NY1231
Cherry Valley, Village of	03/28/06	NY1232
Chester, Town of	01/14/99	NY1249
Chester, Village of	06/02/05	NY1648
Chili, Town of	05/25/07	NY0795
Chittenango, Village of	02/28/14	NY0604
Churchville, Village of	11/25/09	NY0943
Cicero, Town of	12/06/10	NY0372
Cincinnatus, Town of	03/02/05	NY1386
Clarence, Town of	03/28/05	NY0854
Clarendon, Town of	09/09/04	NY1472
Clarkson, Town of	03/27/01	NY1005
Clarksville, Town of	08/09/07	NY1707
Clay, Town of	09/26/13	NY0373
Clayton, Town of	05/28/08	NY1345

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Clayton, Village of	05/12/08	NY1346
Clayville, Village of	10/22/10	NY0572
Cleveland, Village of	12/06/10	NY1286
Clifton Park, Town of	06/01/04	NY0668
Clifton Springs, Village of	11/15/04	NY0676
Clinton, Village of	05/25/12	NY0074
Clyde, Village of	10/01/02	NY0347
Clymer, Town of	07/13/04	NY1671
Cobleskill, Town of	03/10/06	NY0986
Cobleskill, Village of	03/10/06	NY0987
Cochecton, Town of	07/29/13	NY1558
Coeymans, Town of	04/18/08	NY0677
Cohocton, Town of	12/22/11	NY1706
Cohocton, Village of	08/23/12	NY0595
Cohoes, City of	05/01/07	NY0582
Colchester, Town of	12/05/85	NY1292
Cold Brook, Village of	02/27/14	NY0964
Colden, Town of	07/29/13	NY1341
Coldspring, Town of	05/21/15	NY1596
Collins, Town of	11/25/09	NY1295
Colonie, Town of	07/02/12	NY0336
Colonie, Village of	12/29/05	NY0335
Colton, Town of	09/19/12	NY0813
Columbia, Town of	04/06/04	NY1631
Columbus, Town of	10/13/00	NY1711
Concord, Town of	09/13/07	NY1160
Conesus, Town of	08/23/11	NY1257
Conewango, Town of	11/21/03	NY1158
Conklin, Town of	06/30/02	NY0135
Constable, Town of	11/13/08	NY0885
Constableville, Village of	06/28/11	NY0504
Constantia, Town of	09/27/13	NY1285
Cooperstown, Village of	06/17/08	NY0054
Copenhagen, Village of	09/26/11	NY1437
Corfu, Village of	01/15/15	NY0997

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Corinth, Town of	04/18/08	NY0957
Corinth, Village of	04/18/08	NY0693
Corning, City of	07/20/95	NY0108
Corning, Town of	11/11/03	NY0107
Cornwall, Town of	06/01/06	NY0244
Cornwall-on-Hudson, Village of	12/05/94	NY0243
Cortland, City of	04/12/95	NY0113
Cortlandville, Town of	04/12/95	NY0467
Coventry, Town of	09/27/13	NY1798
Covert, Town of	12/28/04	NY1176
Covert, Town of	12/28/04	NY1525
Covington, Town of	05/16/94	NY1639
Crawford, Town of	02/10/00	NY0514
Croghan, Town of	04/20/09	NY1016
Croghan, Village of	09/10/08	NY1017
Crown Point, Town of	01/14/04	NY1492
Cuba, Town of	04/27/12	NY0913
Cuba, Village of	03/22/12	NY0118
Cuyler, Town of	10/05/04	NY1456
Danby, Town of	12/27/78	NY0310
Dansville, Town of	04/14/05	NY1590
Dansville, Village of	08/09/05	NY0050
Danube, Town of	03/05/14	NY1633
Darien, Town of	07/16/91	NY1597
Davenport, Town of	08/19/04	NY0809
Day, Town of	09/12/14	NY1562
De Kalb, Town of	03/16/05	NY1530
De Witt, Town of	09/19/12	NY0328
Decatur, Town of	03/11/08	NY1885
Deerfield, Town of	07/29/13	NY0075
Deerpark, Town of	05/23/12	NY0218
Deferiet, Village of	06/01/05	NY0063
Delanson, Village of	03/10/06	NY1304
Delaware, Town of	08/31/06	NY0488
Delevan, Village of	03/08/06	NY0862
Delhi, Town of	04/14/08	NY0119

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Delhi, Village of	12/22/11	NY0121
Denmark, Town of	09/27/13	NY1438
Denning, Town of	07/29/14	NY1463
Depew, Village of	11/22/04	NY0620
DeRuyter, Town of	01/25/12	NY1439
DeRuyter, Village of	01/25/12	NY1440
Dexter, Village of	11/24/10	NY1347
Diana, Town of	09/19/12	NY1373
Dickinson, Town of	09/08/10	NY0136
Dix, Town of	07/01/06	NY0909
Dolgeville, Village of	09/15/04	NY0419
Dresden, Village of	07/20/95	NY1331
Dryden, Town of	05/08/84	NY0090
Dryden, Village of	09/16/03	NY0114
Duanesburg, Town of	03/10/06	NY1305
Duanesburg, Town of	07/11/02	NY1725
Dundee, Village of	06/17/05	NY1332
Dunkirk, City of	06/26/01	NY0314
Dunkirk, Town of	05/18/01	NY0978
Eagle, Town of	12/27/07	NY1793
Earlville, Village of	07/19/12	NY0876
East Aurora, Village of	03/28/05	NY1223
East Bloomfield, Town of	12/11/06	NY0806
East Greenbush, Town of	05/31/06	NY0596
East Rochester, Village of	06/15/04	NY0763
East Syracuse, Village of	04/26/06	NY0329
Easton, Town of	08/23/11	NY1093
Eaton, Town of	01/24/13	NY1121
Eden, Town of	12/31/10	NY1102
Edinburg, Town of	12/28/04	NY1561
Edmeston, Town of	03/01/11	NY0975
Elba, Town of	01/09/97	NY0922
Elba, Village of	05/22/95	NY0896
Elbridge, Town of	05/03/06	NY0883
Elbridge, Village of	09/26/13	NY0884

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Ellenburg, Town of	12/18/07	NY1617
Ellenville, Village of	06/24/13	NY0437
Ellery, Town of	05/10/01	NY0605
Ellicott, Town of	10/06/10	NY0431
Ellicottville, Town of	01/25/12	NY0857
Ellicottville, Village of	01/25/12	NY0856
Ellington, Town of	11/29/11	NY1705
Ellisburg, Town of	09/03/04	NY1465
Ellisburg, Village of	07/29/13	NY1514
Elma, Town of	07/15/03	NY1225
Elmira Heights, Village of	11/04/08	NY0126
Elmira, City of	09/17/02	NY0127
Elmira, Town of	06/30/09	NY0125
Endicott, Village of	02/23/10	NY0249
Erin, Town of	03/11/09	NY1607
Erwin, Town of	10/11/01	NY0109
Esopus, Town of	07/14/93	NY0165
Esperance, Town of	03/13/06	NY1233
Esperance, Village of	03/28/06	NY1303
Evans Mills, Village of	03/01/11	NY1364
Evans, Town of	01/17/06	NY1511
Exeter, Town of	11/08/05	NY0956
Exeter, Town of	11/04/02	NY1543
Fabius, Town of	02/28/14	NY1470
Fabius, Village of	03/02/05	NY1471
Fair Haven, Village of	07/11/05	NY1622
Fairfield, Town of	07/30/14	NY1647
Fairport, Village of	02/04/10	NY0887
Falconer, Village of	10/21/11	NY0157
Fallsburg, Town of	01/29/01	NY0441
Farmington, Town of (Canand)	05/14/04	NY0609
Farnham, Village of	01/27/05	NY1550
Fayette, Town of	11/17/05	NY0557
Fayetteville, Village of	06/01/97	NY0332
Fenner, Town of	07/11/07	NY1683
Fenton, Town of	09/20/07	NY0137

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Fleming, Town of	12/22/11	NY0784
Florida, Town of	09/12/14	NY0770
Floyd, Town of	07/30/14	NY0921
Fonda, Village of	02/27/14	NY0696
Forestburgh, Town of	02/09/10	NY1115
Forestport, Town of	02/27/14	NY1479
Forestville, Village of	10/05/99	NY1212
Fort Ann, Town of	03/11/96	NY1357
Fort Ann, Town of	06/13/03	NY1747
Fort Ann, Village of	10/01/08	NY1020
Fort Covington, Town of	11/22/04	NY0801
Fort Drum	11/09/12	NY0061
Fort Edward, Town of	10/01/08	NY0536
Fort Edward, Village of	11/23/07	NY0541
Fort Johnson, Village of	09/09/04	NY0455
Fort Plain, Village of	06/21/06	NY0254
Fowler, Town of	11/15/95	NY0099
Frankfort, Town of	01/11/95	NY0024
Frankfort, Town of	04/03/02	NY0615
Frankfort, Village of	06/17/04	NY0025
Franklin, Town of	02/12/02	NY0364
Franklin, Town of	05/09/08	NY1611
Franklin, Village of	10/10/05	NY0649
Franklinville, Town of	04/29/09	NY0865
Franklinville, Village of	10/09/07	NY0864
Fredonia, Village of	04/29/03	NY0618
Freedom, Town of	01/17/06	NY1156
Freeville, Village of	08/05/03	NY0622
Fremont, Town of	07/12/95	NY1324
Fremont, Town of	03/01/05	NY1635
French Creek, Town of	10/01/08	NY1703
Friendship, Town of	05/18/05	NY1476
Fulton, City of	07/01/95	NY0433
Fultonville, Village of	06/02/93	NY0695
Gaines, Town of	10/30/89	NY1581
Gainesville, Town of	03/27/01	NY1267

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Gainesville, Village of	10/19/01	NY1268
Galen, Town of	09/30/02	NY1255
Galway, Town of	10/05/09	NY1595
Galway, Village of	04/28/11	NY1630
Gardiner, Town of	07/12/95	NY0766
Gates, Town of	12/27/07	NY0415
Geddes, Town of	02/28/00	NY0327
Genesee Falls, Town of	10/19/01	NY1316
Genesee, Town of	12/24/12	NY1708
Geneseo, Town of	05/25/07	NY1258
Geneseo, Village of	03/09/00	NY1131
Geneva, City of	01/19/01	NY0390
Geneva, Town of	11/30/90	NY0211
Georgetown, Town of	10/08/02	NY1410
German Flats, Town of	11/17/04	NY0026
Gerry, Town of	12/29/05	NY1201
Gilbertsville, Village of	02/12/07	NY0990
Glen Park, Village of	10/11/06	NY0631
Glen, Town of	02/28/11	NY1609
Glens Falls, City of	05/04/99	NY0322
Glenville, Town of	07/14/93	NY0409
Gloversville, City of	09/23/09	NY0429
Gorham, Town of	06/07/02	NY1398
Goshen, Town of	11/30/11	NY0845
Goshen, Village of	08/10/94	NY0846
Gouverneur, Town of	06/12/02	NY0100
Gouverneur, Village of	04/03/02	NY0101
Gowanda, Village of	11/15/04	NY1301
Gowanda, Village of	11/15/04	NY1302
Grafton, Town of	10/25/13	NY2035
Granby, Town of	07/25/07	NY0937
Grand Island, Town of	12/18/95	NY0899
Granville, Town of	07/30/14	NY0280
Granville, Village of	07/30/14	NY0279
Great Valley, Town of	01/30/04	NY1523
Greece, Town of	03/27/06	NY0416

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Green Island, Village of	01/25/12	NY0670
Greene, Town of	07/07/05	NY1731
Greene, Village of	01/24/13	NY0704
Greenfield, Town of	01/27/05	NY0686
Greenwich, Town of	05/09/08	NY1026
Greenwich, Town of	05/14/04	NY1742
Greenwich, Village of	04/18/08	NY0995
Greig, Town of	03/01/11	NY1553
Groton, Town of	11/21/03	NY0578
Groton, Village of	05/31/85	NY0212
Groveland, Town of	05/29/03	NY1491
Groveland, Town of	04/07/05	NY1612
Guilderland, Town of	01/25/12	NY0337
Guilford, Town of	07/09/03	NY1342
Hadley, Town of	06/29/07	NY1322
Hagaman, Village of	07/07/05	NY0456
Hague, Town of	08/12/09	NY1247
Halfmoon, Town of	01/27/05	NY0742
Hamburg, Town of	04/06/04	NY0321
Hamburg, Village of	11/15/04	NY0642
Hamden, Town of	07/18/12	NY1987
Hamilton, Town of	07/19/12	NY0967
Hamilton, Village of	12/14/04	NY0841
Hamlin, Town of	01/22/02	NY1343
Hammondsport, Village of	07/07/05	NY1095
Hamptonburgh, Town of	11/21/97	NY1090
Hannibal, Town of	09/01/07	NY1170
Hannibal, Village of	10/05/09	NY1169
Hanover, Town of	10/05/99	NY1213
Harmony, Town of	08/23/11	NY1565
Harpersfield, Town of	04/14/09	NY0633
Harrietstown, Town of	08/28/09	NY0550
Harrisville, Village of	08/22/13	NY1371
Hartford, Town of	07/19/12	NY1485
Hartland, Town of	05/31/06	NY1325
Hartsville, Town of	01/01/07	NY1637

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Hartwick, Town of	10/23/09	NY0976
Hastings, Town of	09/02/08	NY1260
Henderson, Town of	01/24/02	NY1700
Henrietta, Town of	06/07/02	NY0661
Herkimer, Town of	06/21/04	NY0027
Herkimer, Village of	02/04/97	NY0028
Hermon, Town of	06/07/05	NY1620
Hermon, Village of	09/16/08	NY1623
Herrings, Village of	07/01/05	NY0065
Heuvelton, Village of	11/17/05	NY0292
Highland Falls, Village of	12/22/11	NY0773
Highland, Town of	05/06/97	NY0597
Highlands, Town of	01/11/95	NY0819
Hilton, Village of	06/29/07	NY1085
Hinsdale, Town of	01/17/06	NY1025
Hobart, Village of	10/05/09	NY0299
Holland Patent, Village of	07/19/12	NY1138
Holland, Town of	07/15/03	NY1309
Holley, Village of	03/27/01	NY1008
Homer, Town of	04/11/95	NY0465
Homer, Village of	04/12/95	NY0115
Honeoye Falls, Village of	12/31/13	NY0944
Hoosick Falls, Village of	04/18/08	NY1118
Hoosick, Town of	10/05/09	NY1117
Hopewell, Town of	11/22/04	NY0656
Hopkinton, Town of	11/17/05	NY1625
Horicon, Town of	03/11/09	NY1250
Hornby, Town of	01/24/13	NY0916
Hornell, City of	05/12/08	NY0154
Hornellsville, Town of	11/29/11	NY0490
Horseheads, Town of	04/08/09	NY0129
Horseheads, Village of	06/30/98	NY0128
Hounsfield, Town of	01/14/04	NY1401
Howard, Town of	12/13/12	NY1991
Hudson Falls, Village of	11/05/06	NY0537

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Hume, Town of	04/01/15	NY1334
Hunter, Town of	11/05/03	NY0698
Hunter, Village of	04/30/14	NY0699
Hurley, Town of	07/14/93	NY0163
Huron, Town of	09/30/02	NY1128
Ilion, Village of	07/02/12	NY0029
Inlet, Town of	06/24/15	NY1692
Interlaken, Village of	02/11/15	NY1181
Ira, Town of	03/01/05	NY1504
Irondequoit, Town of	06/07/02	NY0751
Ischua, Town of	04/27/12	NY1524
Italy, Town of	07/15/02	NY1391
Ithaca, City of	12/02/03	NY0092
Ithaca, Town of	05/29/03	NY0091
Jackson, Town of	05/09/08	NY1073
Jamestown, City of	01/01/10	NY0158
Jasper, Town of	05/09/06	NY1282
Java, Town of	06/09/94	NY1687
Jefferson, Town of	03/18/11	NY1548
Jeffersonville, Village of	09/12/14	NY0161
Jerusalem, Town of	06/07/02	NY1390
Jewett, Town of	07/30/14	NY1450
Johnson City, Village of	07/15/08	NY0138
Johnstown, City of	11/21/03	NY0428
Johnstown, Town of	07/16/04	NY0934
Jordan, Village of	11/15/95	NY0882
Junius, Town of	01/24/12	NY1979
Kendall, Town of	03/27/06	NY1536
Kenmore, Village of	01/23/01	NY0591
Kiantone, Town of	03/09/06	NY0382
Kinderhook, Town of	12/05/94	NY0778
Kinderhook, Village of	10/01/10	NY0777
Kingsbury, Town of	07/30/08	NY0535
Kingston, City of	03/30/07	NY0164
Kingston, Town of	07/19/12	NY0166

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Kirkland, Town of	01/24/13	NY0076
Kirkwood, Town of	12/03/02	NY0139
Knox, Town of	02/06/91	NY1566
Kortright, Town of	02/02/10	NY1228
Lackawanna, City of	01/11/99	NY0317
Lacona, Village of	10/13/08	NY1198
LaFayette, Town of	07/06/05	NY0881
LaGrange, Town of	05/13/92	NY0220
Lake George, Town of	06/30/09	NY0387
Lake George, Village of	02/25/10	NY0386
Lake Luzerne, Town of	04/18/08	NY0694
Lake Placid, Village of	09/16/92	NY0001
Lakewood, Village of	05/31/06	NY0159
Lancaster, Town of	06/07/02	NY1109
Lancaster, Village of	05/23/00	NY0730
Lansing, Town of	08/22/03	NY0093
Lansing, Village of	01/20/03	NY1702
Laurens, Town of	03/01/11	NY0207
Laurens, Village of	12/13/05	NY0293
Lawrence, Town of	07/22/11	NY0725
Le Ray, Town of	07/29/13	NY0143
Le Roy, Town of	02/16/01	NY0888
Le Roy, Village of	09/24/95	NY0897
Lebanon, Town of	09/17/03	NY1122
Ledyard, Town of	04/10/00	NY1080
Lee, Town of	09/12/14	NY0744
Leicester, Town of	07/30/08	NY1048
Leicester, Village of	12/29/05	NY1000
Lenox, Town of	11/29/10	NY0576
Lewis, Town of	03/09/09	NY1603
Lewiston, Town of	03/06/91	NY0312
Lewiston, Village of	01/17/06	NY0313
Lexington, Town of	N/A	NY0919
Leyden, Town of	11/29/10	NY0519
Liberty, Town of	03/22/12	NY0464
Liberty, Village of	09/12/14	NY0198

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Lima, Town of	09/21/10	NY1001
Lima, Village of	07/15/03	NY0946
Lincoln, Town of	06/30/09	NY1103
Lindley, Town of	05/28/13	NY0148
Lisbon, Town of	07/22/11	NY0812
Lisle, Town of	09/23/94	NY0832
Lisle, Village of	04/07/08	NY0831
Litchfield, Town of	09/27/13	NY1632
Little Falls, City of	09/06/95	NY0030
Little Falls, Town of	07/06/05	NY1123
Liverpool, Village of	12/31/10	NY0326
Livonia, Town of	06/09/95	NY1002
Livonia, Village of	02/11/15	NY0945
Lloyd, Town of	01/28/10	NY1291
Lockport, City of	09/02/92	NY0798
Lockport, Town of	09/02/92	NY0797
Lodi, Town of	03/27/01	NY1175
Lodi, Village of	02/23/12	NY1179
Lorraine, Town of	04/23/15	NY1737
Louisville, Town of	10/08/08	NY0031
Lowville, Town of	10/22/10	NY1444
Lowville, Village of	05/07/08	NY0235
Lumberland, Town of	06/01/06	NY1377
Lyme, Town of	10/26/12	NY1348
Lyndonville, Village of	04/01/15	NY1265
Lyons Falls, Village of	09/22/11	NY0475
Lyons, Town of	10/01/02	NY1254
Lyons, Village of	10/01/02	NY0348
Lyonsdale, Town of	11/11/01	NY0521
Lysander, Town of	05/24/07	NY0782
Macedon, Town of	09/30/02	NY1060
Macedon, Village of	09/30/02	NY1059
Machias, Town of	03/08/06	NY0861
Madison, Town of	09/19/12	NY0827
Madison, Village of	10/21/11	NY0825

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Madrid, Town of	09/14/05	NY0886
Maine, Town of	12/11/01	NY0251
Malone, Town of	07/22/11	NY0201
Malone, Village of	08/22/13	NY0202
Malta, Town of	07/10/01	NY0852
Mamakating, Town of	12/27/93	NY0439
Manchester (Canand), Town of	11/29/11	NY0654
Manchester, Village of	03/05/90	NY0583
Manhattan, Borough of (Northern - NYC)	11/30/11	NY0104
Manhattan, Borough of (Southern - NYC)	11/30/11	NY0234
Manheim, Town of	05/28/13	NY0432
Manlius, Town of	12/24/00	NY0330
Manlius, Village of	09/26/13	NY0369
Mannsville, Village of	04/23/15	NY1466
Mansfield, Town of	03/08/06	NY1154
Marathon, Town of	12/15/04	NY0977
Marathon, Village of	12/21/09	NY0829
Marbletown, Town of	05/25/07	NY0494
Marcellus, Town of	12/28/04	NY0847
Marcellus, Village of	01/28/05	NY0848
Marcy, Town of	03/16/99	NY0077
Marcy, Town of	11/29/01	NY1378
Marilla, Town of	05/21/15	NY1314
Marion, Town of	10/01/02	NY0789
Marlborough, Town of	11/05/08	NY0400
Marshall, Town of	11/13/01	NY0826
Martinsburg, Town of	07/22/11	NY1554
Maryland, Town of	07/05/07	NY1100
Masonville, Town of	06/28/10	NY1374
Massena, Town of	12/26/01	NY0032
Massena, Village of	08/09/02	NY0033
Maybrook, Village of	03/07/90	NY0547
Mayfield, Town of (Gloversville and Schnectady)	07/26/04	NY0755
Mayfield, Village of	01/02/09	NY0936
Mayville, Village of	09/17/02	NY1241
McGraw, Village of	04/12/95	NY0116

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Mechanicville, City of	11/21/03	NY0643
Medina, Village of	03/07/00	NY1023
Menands, Village of	04/26/10	NY0339
Mendon, Town of	03/09/06	NY1052
Mentz, Town of	12/22/11	NY1366
Meredith, Town of	07/08/08	NY2046
Meridian, Village of	09/01/04	NY1502
Mexico, Town of	11/12/98	NY1261
Mexico, Village of	03/05/08	NY0950
Middleburgh, Town of	03/10/06	NY1238
Middleburgh, Village of	03/13/06	NY0069
Middlebury, Town of	02/12/92	NY1600
Middlefield, Town of	01/27/10	NY0623
Middleport, Village of	03/01/05	NY1219
Middlesex, Town of	01/15/15	NY1505
Middletown, City of	12/24/12	NY0821
Middleville, Village of	09/26/13	NY0963
Milford, Town of	08/28/07	NY0056
Milford, Village of	01/24/13	NY0530
Millport, Village of	02/23/10	NY0380
Milo, Town of	01/11/99	NY0216
Milton, Town of	05/29/03	NY0650
Mina, Town of	10/12/05	NY1672
Minden, Town of	04/26/06	NY1496
Minetto, Town of	10/21/11	NY0442
Minoa, Village of	10/16/06	NY0331
Mohawk, Town of	01/27/05	NY0678
Mohawk, Village of	08/23/12	NY0034
Moira, Town of	01/01/09	NY0203
Montgomery, Town of	04/07/93	NY0484
Montgomery, Village of	12/22/11	NY0492
Monticello, Village of	04/04/03	NY0548
Montour Falls, Village of	08/28/09	NY0584
Montour, Town of	09/19/12	NY0758
Mooers, Town of	07/02/12	NY1369
Moreau, Town of	11/11/96	NY0540

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Moriah, Town of	09/09/04	NY1119
Morris, Town of	02/14/06	NY0567
Morris, Village of	03/07/06	NY0566
Morristown, Town of	10/22/10	NY0930
Morristown, Village of	10/15/09	NY0931
Morrisville, Village of	02/23/12	NY0907
Mount Hope, Town of	09/04/91	NY1089
Mount Morris, Town of	04/03/02	NY1326
Mount Morris, Village of	08/28/09	NY1051
Mount Vernon, City of	10/08/92	NY0398
Munnsville, Village of	05/28/13	NY0598
Murray, Town of	03/27/01	NY1007
Nanticoke, Town of	06/20/07	NY0983
Naples, Town of	05/25/12	NY1652
Naples, Village of	10/05/09	NY0606
Nassau, Town of	07/29/13	NY1313
Nassau, Village of	08/15/06	NY0979
Nelliston, Village of	06/21/95	NY0255
Nelson, Town of	12/24/12	NY1015
Neversink, Town of	08/22/13	NY0472
New Albion, Town of	11/05/03	NY1159
New Berlin, Town of	12/29/05	NY0624
New Berlin, Village of	09/13/05	NY0057
New Bremen, Town of	10/08/07	NY1019
New Hartford, Town of	08/09/02	NY0079
New Hartford, Village of	03/10/00	NY0078
New Haven, Town of	11/29/11	NY1626
New Lisbon, Town of	03/02/05	NY1578
New Paltz, Town of	06/24/13	NY0600
New Paltz, Village of	09/21/95	NY0601
New Scotland, Town of	12/05/08	NY0980
New Windsor, Town of	08/03/05	NY0246
New York Mills, Village of	05/28/13	NY0080
Newark Valley, Town of	12/24/12	NY1650
Newark Valley, Village of	03/01/11	NY0680
Newark, Village of	10/01/02	NY0349

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Newburgh, City of	04/04/03	NY0248
Newburgh, Town of	12/05/90	NY0247
Newfane, Town of	07/27/04	NY1108
Newfield, Town of	11/11/04	NY0095
Newport, Town of	11/28/01	NY0959
Newport, Village of	04/30/14	NY0962
Newstead, Town of	10/08/02	NY1327
Niagara Falls, City of	07/10/91	NY0435
Niagara, Town of	05/21/15	NY0434
Nichols, Town of	07/21/08	NY1074
Nichols, Village of	10/04/07	NY1075
Niles, Town of	11/16/09	NY1954
Niles, Town of	11/16/09	NY1984
Niskayuna, Town of	08/28/09	NY0410
Norfolk, Town of	03/24/03	NY0323
North Collins, Town of	07/30/09	NY1296
North Collins, Village of	05/13/07	NY1297
North Dansville, Town of	04/28/11	NY1587
North Elba, Town of	10/09/07	NY0669
North Greenbush, Town of	06/02/05	NY0616
North Harmony, Town of	04/10/06	NY1202
North Harmony, Town of	08/11/08	NY1508
North Hornell, Village of	12/11/06	NY0155
North Norwich, Town of	10/16/03	NY0555
North Syracuse, Village of	10/28/99	NY0546
North Tonawanda, City of	01/17/06	NY0724
Northampton, Town of	03/01/05	NY1098
Northumberland, Town of	07/15/03	NY1376
Northville, Village of	07/19/12	NY0971
Norwich, City of	12/28/04	NY0256
Norwich, Town of	01/14/04	NY0554
Norwich, Town of	02/23/10	NY1983
Norwood, Village of	03/07/00	NY0036
Nunda, Town of	05/02/00	NY1335
Nunda, Village of	06/28/11	NY1220
Oakfield, Town of	09/12/14	NY0923

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Oakfield, Village of	04/04/03	NY0914
Odessa, Village of	07/21/08	NY0585
Ogden, Town of	08/28/09	NY1062
Ogdensburg, City of	01/30/04	NY0205
Olean, City of	03/08/06	NY0012
Olean, Town of	02/11/15	NY0011
Olive, Town of	01/28/05	NY0473
Oneida Castle, Village of	04/27/12	NY0357
Oneida, City of	11/21/03	NY0356
Oneonta, City of	02/18/03	NY0209
Oneonta, Town of	03/21/13	NY0208
Onondaga, Town of	07/15/03	NY0707
Ontario, Town of	09/30/02	NY0787
Orangeville, Town of	06/17/05	NY1654
Orchard Park, Town of	04/29/09	NY0875
Orchard Park, Village of	05/28/95	NY0874
Oriskany Falls, Village of	12/10/01	NY0394
Oriskany, Village of	11/28/01	NY0613
Orleans, Town of	07/27/04	NY1495
Orwell, Town of	11/29/11	NY1712
Oswegatchie, Town of	10/01/05	NY0206
Oswego, City of	03/27/01	NY0252
Oswego, Town of	10/21/11	NY0443
Otego, Town of	04/11/01	NY0294
Otego, Village of	09/13/04	NY0405
Otisco, Town of	07/22/11	NY1533
Otisville, Village of	02/23/12	NY1088
Otsego, Town of	07/31/97	NY0626
Otselic, Town of	04/09/02	NY1409
Ovid, Town of	08/02/01	NY1177
Ovid, Village of	03/22/12	NY1180
Owasco, Town of	11/13/08	NY0553
Owego, Town of	12/08/02	NY0403
Owego, Village of	02/28/11	NY0267
Oxford, Town of	07/07/05	NY0646
Oxford, Village of	07/02/12	NY0058

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Painted Post, Village of	02/09/04	NY0110
Palatine Bridge, Village of	12/30/05	NY0257
Palatine, Town of	04/26/06	NY1497
Palermo, Town of	09/01/05	NY1624
Palmyra, Town of	09/30/02	NY1256
Palmyra, Village of	10/01/02	NY0350
Pamelia, Town of	03/03/11	NY0144
Panama, Village of	09/22/11	NY1564
Paris, Town of	10/30/14	NY0081
Parish, Town of	06/27/91	NY1404
Parish, Village of	03/03/11	NY1405
Parishville, Town of	11/16/03	NY0756
Parma, Town of	11/12/98	NY1084
Pavilion, Town of	11/28/01	NY1328
Pembroke, Town of	05/27/98	NY1050
Pendleton, Town of	11/22/04	NY1259
Penfield, Town of	10/13/93	NY0414
Penn Yan, Village of	01/11/99	NY0217
Perinton, Town of	06/17/05	NY0413
Perry, Town of	01/15/15	NY1110
Perry, Village of	03/21/13	NY1112
Perrysburg, Town of (includes the former Village of Perrysburg)	06/09/07	NY1298
Persia, Town of	03/08/06	NY1299
Perth, Town of	06/24/15	NY0746
Pharsalia, Town of	03/02/05	NY1743
Phelps, Town of	09/28/03	NY0767
Phelps, Village of	04/26/06	NY0768
Philadelphia, Town of	05/23/12	NY1358
Philadelphia, Village of	07/19/12	NY1359
Phoenix, Village of	03/08/03	NY0720
Pierrepoint, Town of	07/22/11	NY0544
Pike, Town of (includes the former Village of Pike)	06/29/95	NY1655
Pitcairn, Town of	05/03/02	NY1372
Pitcher, Town of	04/11/02	NY1411
Pittsfield, Town of	05/14/02	NY0627

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Pittsford, Town of	01/14/04	NY0417
Pittsford, Village of	05/25/12	NY0629
Pittstown, Town of	08/28/09	NY1534
Plainfield, Town of	10/26/12	NY1067
Plattekill, Town of	11/09/94	NY1290
Pleasant Valley, Town of	05/14/04	NY0221
Plymouth, Town of	01/14/04	NY0542
Poestenkill, Town of	11/16/06	NY0640
Poland, Town of	03/14/06	NY0561
Poland, Village of	02/11/15	NY0965
Pomfret, Town of	09/10/97	NY0619
Pomfret, Town of	05/18/98	NY1164
Pompey, Town of	09/26/13	NY1057
Port Byron, Village of	01/08/07	NY0981
Port Dickinson, Village of	02/12/08	NY0140
Port Henry, Village of	08/28/08	NY1120
Port Jervis, City of	08/29/07	NY0219
Port Leyden, Village of	09/12/14	NY0474
Portage, Town of	10/19/01	NY1317
Porter, Town of	04/06/04	NY0706
Portland, Town of	01/06/88	NY1384
Portland, Town of (Dunkirk lineup)	12/09/86	NY1433
Portville, Town of	07/10/06	NY0367
Portville, Village of	10/06/05	NY0366
Potsdam, Town of	07/02/12	NY0037
Potsdam, Village of	05/28/13	NY0038
Poughkeepsie, City of	05/28/13	NY0223
Poughkeepsie, Town of	11/30/11	NY0222
Prattsburg, Town of	02/22/00	NY1392
Preble, Town of	01/12/09	NY1385
Princetown, Town of	11/26/02	NY1726
Prospect, Village of	04/07/14	NY1207
Providence, Town of	10/08/02	NY1746
Pulaski, Village of	04/10/05	NY0949
Pulteney, Town of	05/21/15	NY1388
Putnam, Town of	04/18/08	NY1248

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Queens, Borough of	11/30/11	NY1281
Queensbury, Town of	02/23/12	NY0534
Randolph, Town of (includes the former Villages of Randolph & East Randolph)	01/14/04	NY1152
Rathbone, Town of	10/25/13	NY1993
Reading, Town of	06/13/07	NY0757
Red Creek, Village of	09/30/02	NY1130
Red Hook, Town of	03/06/91	NY0478
Red Hook, Village of	12/07/91	NY0477
Remsen, Town of	04/06/04	NY1205
Remsen, Village of	11/21/03	NY0972
Rensselaer Falls, Village of	06/06/05	NY1532
Rensselaer, City of	05/13/92	NY0639
Rhinebeck, Town of	01/01/93	NY0479
Rhinebeck, Village of	02/08/93	NY0480
Richburg, Village of	04/03/07	NY0799
Richfield Springs, Village of	08/28/09	NY0648
Richfield, Town of	03/01/10	NY0236
Richland, Town of	05/12/09	NY1195
Richmond, Town of	02/22/00	NY1513
Richmondville, Town of	03/28/06	NY0989
Richmondville, Village of	03/13/06	NY0988
Richville, Village of	09/03/04	NY1529
Ridgeway, Town of	01/22/02	NY1315
Riga, Town of	01/02/09	NY1283
Ripley, Town of	08/09/02	NY1243
Riverside, Village of	11/14/03	NY0111
Rochester, City of	04/01/92	NY0769
Rochester, Town of	04/22/15	NY0438
Rockland, Town of	02/09/10	NY0225
Rodman, Town of	11/13/03	NY1442
Rome, City of	11/05/03	NY0060
Romulus, Town of	02/11/15	NY1174
Root, Town of	07/30/08	NY1594
Root, Town of	11/20/14	NY1646
Rose, Town of	09/30/02	NY1127

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Rosendale, Town of	12/06/10	NY0495
Rotterdam, Town of	09/02/92	NY0411
Rotterdam, Town of	08/03/12	NY1727
Round Lake, Village of	07/01/91	NY0853
Rouses Point, Village of	10/16/06	NY1029
Royalton, Town of	01/28/05	NY1394
Rush, Town of	03/14/01	NY1173
Rushville, Village of	12/30/05	NY1399
Rushville, Village of	12/30/05	NY1752
Russell, Town of	01/23/01	NY1621
Russia, Town of	12/12/09	NY0960
Rutland, Town of	09/11/08	NY0562
Sackets Harbor, Village of	07/19/12	NY1349
Salem, Town of	04/18/08	NY1072
Salem, Village of	04/18/08	NY0991
Salina, Town of	06/19/14	NY0346
Salisbury, Town of	11/29/11	NY1563
Sand Lake, Town of	10/08/02	NY0641
Sandy Creek, Town of	03/01/11	NY1262
Sandy Creek, Village of	10/06/08	NY1197
Sangerfield, Town of	02/23/12	NY0828
Santa Clara, Town of	04/03/02	NY1704
Saranac Lake, Village of	12/10/10	NY0002
Saratoga Springs, City of	05/28/13	NY0397
Saratoga, Town of	05/16/05	NY1168
Sardinia, Town of	01/17/06	NY1155
Saugerties, Town of	02/28/11	NY0481
Saugerties, Village of	02/28/11	NY0262
Savannah, Town of	10/01/02	NY1329
Savona, Village of	04/28/11	NY0051
Schaghticoke, Town of	11/20/14	NY0796
Schaghticoke, Village of	01/24/08	NY0996
Schenectady, City of	10/13/10	NY0407
Schodack, Town of	07/13/94	NY0779
Schoharie, Town of	03/28/06	NY0984
Schoharie, Village of	01/01/05	NY0985

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Schroepfel, Town of	09/10/98	NY1460
Schroon, Town of	08/19/98	NY1150
Schuyler, Town of	02/11/09	NY0082
Schuylerville, Village of	05/09/08	NY0993
Scio, Town of	03/22/00	NY0017
Scio, Town of	01/01/06	NY1677
Scotia, Village of	10/19/01	NY0412
Scott, Town of	01/14/04	NY1477
Scottsville, Village of	06/29/07	NY0954
Scriba, Town of	11/29/10	NY0450
Sempronius, Town of	11/13/09	NY1955
Seneca Falls, Town of (includes the former Village of Seneca Falls)	10/05/99	NY0384
Seneca, Town of	11/30/12	NY0499
Sennett, Town of	09/20/94	NY0844
Seward, Town of	04/26/06	NY1235
Shandaken, Town of	12/27/07	NY0556
Sharon Springs, Village of	03/13/06	NY1237
Sharon, Town of	03/13/06	NY1236
Shawangunk, Town of	03/22/12	NY0515
Shelby, Town of	05/18/01	NY1294
Sheldon, Town of	06/03/08	NY1616
Sherburne, Town of	02/12/01	NY1199
Sherburne, Village of	08/02/01	NY1070
Sheridan, Town of	04/01/15	NY1087
Sherman, Town of	10/29/07	NY1507
Sherman, Village of	03/22/12	NY1510
Sherrill, City of	10/30/14	NY0358
Shortsville, Village of	07/15/03	NY0592
Sidney, Town of	02/27/14	NY0233
Sidney, Village of	01/09/06	NY0230
Silver Creek, Village of	10/05/99	NY1214
Silver Springs, Village of	05/18/01	NY1269
Sinclairville, Village of	05/19/05	NY1244
Skaneateles, Town of	04/26/06	NY0866
Skaneateles, Town of	09/26/11	NY1211

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Skaneateles, Village of	06/01/06	NY0867
Sloan, Village of	04/10/07	NY0351
Smithfield, Town of	03/02/05	NY1744
Smithville, Town of	10/18/90	NY1547
Smyrna, Town of	11/15/04	NY1640
Smyrna, Village of	12/22/11	NY0966
Sodus Point, Village of	10/01/02	NY0788
Sodus, Town of	10/01/02	NY0359
Sodus, Village of	10/01/02	NY0785
Solvay, Village of	02/27/14	NY0671
Somerset, Town of	09/03/04	NY1427
South Bristol, Town of	09/16/03	NY0705
South Corning, Village of	07/30/14	NY0112
South Dayton, Village of	10/19/05	NY1526
South Glens Falls, Village of	06/03/08	NY0388
Southport, Town of	10/05/09	NY0130
Spafford, Town of	07/12/07	NY1165
Sparta, Town of	11/22/05	NY1588
Spencerport, Village of	03/27/98	NY1063
Springfield, Town of	01/27/10	NY0692
Springport, Town of	03/13/00	NY1082
Springville, Village of	05/26/10	NY1161
Springwater, Town of	11/06/06	NY1452
St. Armand, Town of	06/09/97	NY0543
St. Johnsville, Town of	12/30/05	NY1499
St. Johnsville, Village of	03/24/06	NY0258
Stafford, Town of	02/02/95	NY0891
Stamford, Town of	09/24/10	NY0071
Stamford, Village of	11/20/14	NY1227
Stark, Town of	04/29/14	NY2000
Starkey, Town of	08/05/04	NY1589
Staten Island, Borough of (NYC)	11/30/11	NY1312
Sterling, Town of	07/10/06	NY1619
Stillwater, Town of	03/01/05	NY0836
Stillwater, Village of	08/31/06	NY0837
Stockbridge, Town of	02/01/09	NY0599

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Stockholm, Town of	06/17/08	NY0528
Stockton, Town of	09/08/05	NY0711
Stuyvesant, Town of	07/30/08	NY1012
Sullivan, Town of	01/30/01	NY0603
Summit, Town of	03/18/11	NY1517
Sweden, Town of	04/01/15	NY1006
Sylvan Beach, Village of	12/27/07	NY1105
Syracuse, City of	12/01/97	NY0728
Tannersville, Village of	01/06/03	NY0697
Taylor, Town of	12/18/14	NY1412
Theresa, Town of	07/02/12	NY1362
Theresa, Village of	09/26/11	NY1363
Thompson, Town of	05/25/07	NY0628
Throop, Town of	07/08/96	NY1166
Thurston, Town of	07/17/02	NY1531
Ticonderoga, Town of	10/07/10	NY1538
Tioga, Town of	01/01/05	NY0268
Tivoli, Village of	11/19/90	NY0362
Tonawanda, City of	01/10/97	NY0747
Tonawanda, Town of	03/07/00	NY0590
Torrey, Town of	07/20/09	NY1907
Trenton, Town of	12/29/09	NY0958
Trenton, Town of	12/29/09	NY1193
Triangle, Town of	02/23/10	NY1459
Troupsburg, Town of	08/28/09	NY1307
Troy, City of	03/04/87	NY0352
Trumansburg, Village of	06/24/13	NY0579
Truxton, Town of	09/24/02	NY1457
Tully, Town of	03/02/05	NY1368
Tully, Village of	10/01/98	NY1194
Tupper Lake, Town of (f/k/a Altamont)	08/27/07	NY0549
Tupper Lake, Village of	02/19/08	NY0003
Turin, Town of	09/14/00	NY1515
Turin, Village of	09/14/00	NY1719
Tuscarora, Town of	07/11/05	NY1608
Tusten, Town of	12/18/14	NY0507

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Tyrone, Town of	05/21/15	NY1397
Ulster, Town of	10/15/94	NY0167
Ulysses, Town of	11/21/03	NY0096
Unadilla, Town of	08/23/12	NY0232
Unadilla, Village of	10/15/03	NY0231
Union Springs, Village of	10/21/11	NY1081
Union, Town of	07/31/08	NY0402
Urbana, Town of	03/24/06	NY1387
Utica, City of	11/20/14	NY0083
Valatie, Village of	11/09/94	NY0776
Valley Falls, Village of	10/06/06	NY1167
Van Buren, Town of	05/24/07	NY0715
Varick, Town of	03/08/00	NY1178
Vernon, Town of	04/26/13	NY0577
Vernon, Village of	07/19/12	NY0365
Verona, Town of	05/06/03	NY0843
Vestal, Town of	06/23/04	NY0260
Veteran, Town of	04/29/10	NY0131
Victor, Town of	10/08/02	NY0655
Victor, Village of	04/01/15	NY0608
Victory, Village of	03/09/06	NY0994
Vienna, Town of	02/20/08	NY1196
Villanova, Town of	07/01/04	NY1696
Virgil, Town of	08/09/07	NY1678
Volney, Town of	09/11/08	NY1144
Voorheesville, Village of	03/27/06	NY0762
Waddington, Town of	09/22/11	NY0810
Waddington, Village of	10/08/02	NY0811
Walden, Village of	04/27/12	NY0513
Wales, Town of	01/27/05	NY1383
Wallkill, Town of	02/22/07	NY0717
Walton, Town of	06/14/11	NY0264
Walton, Village of	07/02/12	NY0659
Walworth, Town of	09/30/02	NY1061
Wampsville, Village of	01/06/09	NY0575
Warren, Town of	07/24/13	NY1999

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Warrensburg, Town of	01/02/09	NY0389
Warsaw, Town of	04/07/00	NY1699
Warsaw, Village of	01/01/00	NY0558
Washingtonville, Village of	05/14/04	NY0503
Waterford, Town of	01/14/04	NY0589
Waterford, Village of	05/25/12	NY0588
Waterloo, Town of	03/19/91	NY0487
Waterloo, Village of	04/10/95	NY0228
Watertown, City of	01/01/08	NY0145
Watertown, Town of	02/22/07	NY0146
Waterville, Village of	11/19/01	NY0396
Watervliet, City of	01/02/09	NY0340
Watkins Glen, Village of	09/26/11	NY0518
Watson, Town of	07/29/13	NY1555
Waverly, Town of	08/25/10	NY1853
Waverly, Village of	07/16/04	NY0270
Wawarsing, Town of	10/30/06	NY0436
Wawayanda, Town of	07/14/95	NY0970
Wayland, Town of	10/06/05	NY1591
Wayland, Village of	09/19/12	NY0498
Wayne, Town of	11/15/04	NY1395
Webb, Town of (a/k/a Old Forge)	01/24/13	NY1693
Webster, Town of	09/10/01	NY0903
Webster, Village of	04/07/00	NY0904
Weedsport, Village of	02/14/07	NY0915
Wellsburg, Village of	05/10/05	NY0381
Wellsville, Town of	08/31/06	NY0018
Wellsville, Village of	02/05/99	NY0019
West Bloomfield, Town of	04/26/06	NY1114
West Carthage, Village of	04/01/15	NY0066
West Monroe, Town of	09/27/13	NY1284
West Point U.S. Military Academy	10/23/93	NY1022
West Seneca, Town of	01/26/11	NY0320
West Sparta, Town of	04/26/13	NY1641
West Turin, Town of	05/28/13	NY0520
West Winfield, Village of	12/29/05	NY0162

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Western, Town of	12/27/07	NY1021
Westfield, Town of	09/17/02	NY1239
Westfield, Village of	09/17/02	NY1240
Westmoreland, Town of	11/12/10	NY0614
Westmoreland, Town of	05/25/12	NY1379
Westville, Town of	01/30/15	NY0802
Wheatfield, Town of	08/28/98	NY1027
Wheatland, Town of (Mumford)	03/09/06	NY0952
Wheeler, Town of	10/08/01	NY1389
Wheeler, Town of	05/09/05	NY1610
Whitehall, Town of	07/19/12	NY1539
Whitehall, Village of	06/28/11	NY0098
Whitesboro, Village of	02/03/00	NY0084
Whitestown, Town of	02/27/14	NY0085
Whitestown, Town of	02/27/14	NY1380
Whitney Point, Village of	05/27/10	NY0830
Willet, Town of	03/02/05	NY1745
Williamson, Town of	10/01/02	NY0786
Williamstown, Town of	04/04/14	NY1998
Williamsville, Village of	01/11/95	NY0354
Willing, Town of	07/30/08	NY0020
Wilna, Town of	07/10/06	NY0067
Wilson, Town of	08/23/12	NY1272
Wilson, Village of	03/22/00	NY1271
Wilton, Town of	05/16/05	NY0688
Winfield, Town of	07/27/04	NY1068
Wirt, Town of	04/18/11	NY1972
Wolcott, Town of	09/30/02	NY1126
Wolcott, Village of	09/30/02	NY1129
Woodhull, Town of	10/06/05	NY1447
Woodridge, Village of	12/22/11	NY0440
Woodstock, Town of	04/27/12	NY0168
Worcester, Town of	08/23/12	NY1350
Wright, Town of	09/09/04	NY1586
Wurtsboro, Village of	02/03/93	NY0719
Wyoming, Village of	01/04/99	NY1599

FRANCHISE AUTHORITY	Franchise Effective Date	CUID_NO
Yates, Town of	03/14/01	NY1293
York, Town of	06/12/02	NY1003
Yorkshire, Town of	07/07/05	NY0863
Yorkville, Village of	06/24/13	NY0086
Youngstown, Village of	07/30/08	NY0727

Exhibit 1

DESCRIPTION OF TRANSACTION

The proposed Transaction will combine Charter Communications, Inc. (“Charter Communications”), Time Warner Cable Inc. (“TWC”), and Bright House Networks, LLC (“BHN”) into a single company that is poised to leverage the best aspects of each of the three participants. As described below, there are three components to the Transaction, each of which is expected to occur simultaneously upon the closing.

1. *First*, Charter Communications will prepare its corporate structure to complete the merger. It will do so by utilizing an existing subsidiary (CCH I, LLC), which will eventually become the ultimate parent, public company of the Charter corporate structure, and is referred to as “New Charter.” New Charter will convert from an LLC to a C-corporation. To prepare for that transition, New Charter will first become a direct subsidiary to Charter Communications. Next, TWC will become a subsidiary of New Charter through a series of mergers. In the first of those mergers, shares of Time Warner Cable stock—other than those currently owned by Liberty Broadband and Liberty Interactive Corporation (collectively, “Liberty”)—will be converted into the right to elect to receive, for each share of TWC stock, cash and shares of New Charter. Liberty will, prior to that merger, contribute its shares of TWC stock to the merger subsidiary in exchange for shares of the merger subsidiary on a one-for-one basis, which will be converted into shares of surviving TWC on a one-for-one basis in the merger. New Charter will assume the liability to disburse cash to the surviving TWC stockholders. Surviving TWC will then merge into a subsidiary of New Charter, and the then-holders of TWC stock will receive one share of New Charter Class A common stock in exchange for each share of TWC stock.

2. *Second*, Charter Communications will merge with a merger subsidiary of New Charter, becoming a subsidiary of New Charter, and each then outstanding share of Charter Class A common stock will be converted into shares of New Charter. New Charter will assume the Charter name and its existing NASDAQ Stock Market ticker symbol (CHTR). Additionally, Liberty Broadband will contribute cash to New Charter in exchange for shares of New Charter Class A common stock.

3. *Third*, subject to separate conditions set forth in Charter Communications’ agreement with Advance/Newhouse (“A/N,” the parent company of BHN), New Charter will acquire BHN, except for certain limited excluded assets and liabilities, from A/N for (a) cash, (b) one share of Class B common stock in New Charter, and (c) exchangeable common and convertible preferred units in a partnership that will be a New Charter subsidiary and that will hold all of BHN’s assets, as well as assets of New Charter and TWC.

In connection with the BHN portion of the Transaction, Liberty Broadband will contribute additional cash in exchange for shares of New Charter Class A common stock.

Upon completion of the Transaction, majority ownership of New Charter will be publicly held, and a majority of the 13-person board will not be nominated by A/N (which will nominate two board members) and Liberty Broadband (which will nominate three board members). Tom Rutledge, New Charter’s President and CEO, will hold a board seat and will be offered the position of Chairman. New Charter will be the third-largest MVPD behind AT&T-DirecTV and Comcast, assuming the AT&T-DirecTV merger is consummated. 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.

The Agreements are available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000119312515206906/0001193125-15-206906-index.htm>

and

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000059/0001091667-15-000059-index.htm>

Hard copies will be provided upon request. Certain documents have been omitted, as they are not necessary in order to understand the terms of the Agreements or contain confidential trade, business, pricing or marketing data, or other data not otherwise publicly available.

The Agreements contain all material terms of the Transactions and are fully binding on the parties.

Exhibit 2

Transferee, and the legal entity holding the franchise for the cable system that is the subject of this FCC Form 394, have no current plans to materially change the terms and conditions of service or operations of the system. The cable system will continue to operate pursuant to the terms of the franchise agreement and applicable law after the consummation of the proposed transactions. Given the evolving technological and commercial environments in which the cable system operates, changes in service may occur in order to improve the offerings provided to subscribers, even if the precise nature and timing of those changes cannot be specified now. For these reasons, Transferee, and the legal entity holding the franchise for the cable system that is the subject of this Form 394, reserve the right to make service and operational changes in accordance with the terms of the franchise and applicable law.

Exhibit 3

Charter Communications, Inc. (“Charter Communications”) is a publicly traded Delaware corporation. Contingent upon the events described in Exhibit 1, Charter Communications will merge with and into a Charter Communications subsidiary under CCH I, LLC which will become “New Charter,” a corporation, with the effect that all shares of Charter Communications shall become shares of New Charter. The following table sets forth each holder of more than 5% of our outstanding shares of Class A common stock as of February 28, 2015:

<u>Name</u>	<u>Shares Beneficially Owned(1)</u>	
	<u>Number</u>	<u>Percent of Class</u>
5% Stockholders:		
Liberty Broadband Corporation(2)	28,838,718	25.74%
SPO Advisory Corp., John H. Scully and Edward H. McDermott(3)	7,648,448	6.83%
Berkshire Hathaway Inc.(4)	6,198,237	5.53%

(1) Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares shown in the table above include shares held in the beneficial owner’s name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner’s account. Common stock subject to options that are currently exercisable or exercisable within 60 days of February 28, 2015 are deemed to be outstanding and beneficially owned by the person holding the options. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. The calculation of this percentage assumes for each person the acquisition by such person of all shares that may be acquired upon exercise of warrants to purchase shares of Class A common stock. Percentage of beneficial ownership is based on 112,017,373 shares of Class A common stock outstanding as of February 28, 2015. Except as disclosed in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. Unless otherwise indicated in the table or footnotes below, the address for each beneficial owner is 400 Atlantic Street, Stamford, CT 06901.

(2) Based on the Schedule 13D filed by Liberty on November 13, 2014. Such reported amount included warrants to purchase 1,083,296 shares of Class A common stock that were fully exercisable as of such date. Such warrants were subsequently exercised on November 17, 2014 based upon the Form 4 Report filed by Liberty on November 19, 2014. The address of Liberty Broadband is 12300 Liberty Boulevard, Englewood, Colorado 80112. On May 1, 2013, Liberty Media Corporation (“Liberty Media”) acquired beneficial ownership of 27,941,873 shares of Class A common stock in a private transaction involving three stockholders of Charter pursuant to a stock purchase agreement dated March 19, 2013.

(3) The equity ownership reported in this table is based on the reporting persons’ most recently available Schedule 13G/A dated December 31, 2014 and filed on February 17, 2015. Reported total includes shares beneficially owned by the reporting persons as follows: Sole voting and dispositive power of SPO Partners II, L.P. (“SPO”) as to 7,128,948 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Partners, L.P. (“SPO Advisory Partners”). Sole voting and dispositive power of SPO Advisory Partners as to 7,128,948 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Corp. (“SPO Advisory Corp.”). Sole voting and dispositive power of San Francisco Partners, L.P. (“SFP”) as to 443,600 of the shares reported as beneficially owned is exercised through its sole general partner, SF Advisory Partners, L.P. (“SF Advisory Partners”). Sole voting and dispositive power of SF Advisory Partners as to 443,600 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Corp. Sole voting and dispositive power of SPO Advisory Corp. as to 7,572,548 of the shares reported as beneficially owned is exercised through its three controlling persons, John H. Scully (“JHS”), Edward H. McDermott (“EHM”) and Eli J. Weinberg (“EJW”). Of the shares reported as beneficially owned, 12,300 shares are held in JHS’ individual retirement account which is self-directed and 63,000 shares may be deemed to be beneficially owned by JHS solely in his capacity as a controlling person, sole director and executive officer of the

Phoebe Snow Foundation, Inc. (“PSF”). Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by JHS solely in his capacity as one of three controlling persons of SPO Advisory Corp. Sole voting and dispositive power of PSF as to 63,000 of the shares reported as beneficially owned is exercised through its controlling person, sole director and executive officer, JHS. Of the shares reported as beneficially owned, 600 shares are held by EHM in his individual retirement account which is self-directed. Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by EHM solely in his capacity as one of three controlling persons of SPO Advisory Corp. Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by EJW solely in his capacity as one of three controlling persons of SPO Advisory Corp. The principal business address of all reporting persons is: 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO, SPO Advisory Partners and SF Advisory Partners are Delaware limited partnerships. SFP is a California limited partnership. SPO Advisory Corp. and PSF are Delaware corporations. JHS, EHM and EJW are all citizens of the United States of America.

(4) The equity ownership reported in this table is based on the reporting persons’ most recently available Schedule 13G dated December 31, 2014 and filed on February 17, 2015 filed by Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131 (“BH”), Warren E. Buffett, 3555 Farnam Street, Omaha Nebraska 68131 (“WB”), National Indemnity Company, 3024 Harney Street, Omaha Nebraska 68131 (“NIC”), GEICO Corporation, One GEICO Plaza, Washington DC 20076 (“GEICO”), Government Employees Insurance Company, One GEICO Plaza, Washington DC 20076 (“GEIC”), GEICO Advantage Insurance Company, One GEICO Plaza, Washington DC 20076 (“GAIC”), GEICO Casualty Company, One GEICO Plaza, Washington DC 20076 (“GCC”), GEICO Choice Insurance Company, One GEICO Plaza, Washington DC 20076 (“GCIC”), GEICO Secure Insurance Company (“GSIC”), The Buffalo News Drivers/Distributors Pension Plan, One News Plaza, Buffalo New York 14240 (“BNDDPP”), Buffalo News Editorial Pension Plan, One News Plaza, Buffalo, New York 14240 (“BNEPP”), BNSF Master Retirement Trust, c/o BNSF Railway, 2650 Lou Menk Drive, Fort Worth, Texas 76131 (“BNSF”), Buffalo News Mechanical Pension Plan (“BNMPP”), Buffalo News Office Pension Plan (“BNOPP”), Flight Safety International Inc. Retirement Income Plan (“FSI”), Fruit of the Loom Pension Trust (“FLPT”), GEICO Corporation Pension Plan Trust (“GCPPT”), General Re Corporation Employment Retirement Trust (“GRCERT”), Johns Manville Corporation Master Pension Trust (“JCMCPT”), Benjamin Moore & Co. Revised Retirement Income Plan (“BMCRIP”) and Lubrizol Master Trust Pension, c/o The Lubrizol Corporation, 29400 Lakeland Blvd., Wickliffe, Ohio 44092 (“LMTP”). The 13G reports as follows: WB and BH have shared voting and dispositive power over 6,198,237 of the reported shares; NIC and GEICO have shared voting and dispositive power over 4,283,955 of the reported shares; GEIC has shared voting and dispositive power over 1,749,392 of the reported shares; GAIC has shared voting and dispositive power over 408,468 of the reported shares; GCC has shared voting and dispositive power over 1,726,829 of the reported shares; GCIC has shared voting and dispositive power over 212,105 of the reported shares; GSIC has shared voting and dispositive power over 187,161 of the reported shares; BNDDPP has shared voting and dispositive power over 6,800 of the reported shares; BNEPP has shared voting and dispositive power over 9,000 of the reported shares; BNSF has shared voting and dispositive power over 804,215 of the reported shares; BNMPP has shared voting and dispositive power over 16,000 of the reported shares; BNOPP has shared voting and dispositive power over 5,000 of the reported shares; FSI has shared voting and dispositive power over 156,067 of the reported shares; FLPT has shared voting and dispositive power over 50,000 of the reported shares; GCPPT has shared voting and dispositive power over 100,000 of the reported shares; GRCERT has shared voting and dispositive power over 317,000 of the reported shares; JCMCPT has shared voting and dispositive power over 100,000 of the reported shares; BMCRIP has shared voting and dispositive power over 200 of the reported shares; and LMTP has shared voting and dispositive power over 350,000 of the reported shares.

CURRENT OFFICERS

Thomas M. Rutledge	President and Chief Executive Officer
Christopher L. Winfrey	Executive Vice President and Chief Financial Officer
John Bickham	Executive Vice President, Chief Operating Officer
Donald F. Detampel, Jr.	Executive Vice President and President, Commercial Services
Richard R. Dykhouse	Executive Vice President, General Counsel and Corporate Secretary
Thomas Adams	Executive Vice President, Field Operations
Richard J. DiGeronimo	Executive Vice President, Product and Strategy
Jonathan Hargis	Executive Vice President, Chief Marketing Officer

Kathleen Mayo	Executive Vice President, Customer Operations
James Blackley	Executive Vice President, Engineering and Information Technology
Catherine C. Bohigian	Executive Vice President, Government Affairs
James Nuzzo	Executive Vice President, Business Planning
David Scott Weber	Executive Vice President, Network Operations
Kevin D. Howard	Senior Vice President, Finance, Controller, Chief Accounting Officer
Thomas B. Anema	Senior Vice President, Commercial Finance
Rocky Boler	Senior Vice President, Customer Care
Jay E. Carlson	Senior Vice President, Chief Information Officer
Kathleen A. Carrington	Senior Vice President, Corporate Services
Thomas M. Degnan	Senior Vice President, Finance and Corporate Treasurer
Alexander Dudley	Senior Vice President, Communications
Lawrence N. Eleftheri	Senior Vice President, Media Sales
Adam E. Falk	Senior Vice President, State Government Affairs
Charlotte Field	Senior Vice President, Application Platform Ops
Charles Fisher	Senior Vice President, Corporate Finance
Ronald J. Hartz	Senior Vice President, Financial Planning and Analysis
Keith R. Hayes	Senior Vice President, Network Operations
James M. Heneghan	President, Charter Media
Alexander Dennis Hoehn-Saric	Senior Vice President, Government Affairs
Joseph Leonard	Senior Vice President, Marketing and Creative Strategy
Lawrence R. Martell	Senior Vice President, Software Architecture and Development
James F. McGann, Jr.	Senior Vice President, Charter Business
Frederick J. Pappalardo	Senior Vice President, Business Planning
Abigail T. Pfeiffer	Senior Vice President, Human Resources
Donald Poulter	Senior Vice President, Commercial Operations
Thomas E. Proost	Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary
Jodi Robinson	Senior Vice President, UX Design and Development
Jay Rolls	Senior Vice President, Chief Technology Officer
Allan Samson	Senior Vice President, Marketing
Gary Schanman	Senior Vice President, Video Products
Ernest Richard Schultz	Senior Vice President, Sales and Retention
Allan Singer	Senior Vice President, Programming
Daniel J. Bollinger	Vice President, Associate General Counsel, Assistant Corporate Secretary

CURRENT DIRECTORS¹

W. Lance Conn	John C. Malone	Eric L. Zinterhofer
Michael P. Huseby	John D. Markley, Jr.	Thomas M. Rutledge
Craig A. Jacobson	David C. Merritt	
Gregory B. Maffei	Balan Nair	

The business address for all officers and directors is 400 Atlantic Street, 10th Floor, Stamford CT, 06901.

¹ There is currently one vacancy on the eleven-member Board of Directors.

Exhibit 4

Transferee at the effective time of closing will be a Delaware corporation and the indirect parent company of the legal entity holding the franchise (the "Franchisee"). To the extent required by applicable law, the Franchisee is, and, after the closing of the transactions will continue to be, qualified to transact business in the State or Commonwealth in which the system is operated.

Exhibit 5

Transferee has no direct interest in, or connection with, any denial by a franchise authority as of the date of this FCC Form 394. Various operating subsidiaries and affiliated companies of Transferee provide cable service to approximately 3,300 communities currently throughout the country pursuant to local and state franchises, and have had no franchise dismissed or denied within the last ten (10) years.

Exhibit 6

Except as set forth below, no adverse findings have been made and no final actions have been taken within the last ten (10) years with respect to Transferee or its wholly-owned subsidiaries related to any of the items listed in Section II, Question 5 of the FCC Form 394.

Charter Communications VI, PLLC v. Community Antenna Services, Cause Number 01-0646-CTV-C, West Virginia PSC. In a matter initially filed by Charter against Community Antenna Services (“CAS”) on grounds that CAS was unlawfully blocking Charter's ability to offer service to residents of apartment buildings in violation of state law, CAS filed counterclaims, including claims that Charter's pricing plans were discriminatory and anticompetitive under state law. An ALJ issued a decision on August 19, 2002, finding that certain of Charter's pricing plans at issue were discriminatory in violation of state law. The full PSC on February 10, 2004, however, reversed the ALJ finding and held that Charter had not engaged in any unlawful pricing practices. CAS appealed the PSC Order to the West Virginia Supreme Court, which ultimately reversed the PSC Order on the central issue and remanded the matter for further proceedings. On remand from the Supreme Court, the PSC ruled in February 2007 that the case had become moot because: (a) the pricing plans challenged in the case had not been used since early 2003; and (b) Charter had sold all of its West Virginia cable systems to Cebridge/Suddenlink.

Charter Communications VI, PLLC v. Community Antenna Service, Inc.,

Cause No. OO-C-505, Circuit Court, Wood County, W. Va. The decision of the West Virginia Supreme Court reversing the PSC (in the above referenced proceeding) also re-activated the state court litigation between the parties which had been stayed pending resolution of the PSC decision. CAS abandoned all of its prior claims against Charter except (a) a claim that Charter has violated state laws governing unduly discriminatory cable rates, and (b) in doing so, Charter tortiously interfered with CAS customer relationships and expectation of future relationships. In February 2008, the jury awarded CAS, among other things, compensatory damages for “unduly discriminatory rates.” Charter filed post-trial motions seeking judgment in its favor, for a new trial, and to amend or alter the judgment. On March 29, 2010, Charter petitioned the West Virginia Supreme Court of Appeals to accept the case for appeal. On June 23, 2011, the court ruled against Charter’s appeal. The verdict was satisfied on July 15, 2011.

Employment

Maureen Ford v. Charter, EEOC Case No. 471-2007-02572. Complainant alleged sex and age discrimination. The EEOC determined on September 12, 2008 that there was reasonable cause to believe that a violation of the statutes had occurred. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through mediation.

Shannon Thompson v. Charter, EEOC Case No. 494-2006-01994. Complainant alleged disability discrimination. The EEOC determined on September 10, 2007 that there was reasonable cause to believe that a violation of the statutes had occurred. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

April Leftridge v. Charter, EEOC Case No. 17JA600184. Complainant alleged race and sex discrimination. The EEOC determined on July 12, 2006 that probable cause existed to credit the allegations of the complaint filed by the Complainant. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

Linda Meyer v. Charter, EEOC Case No. CR200601947; Wisconsin. Complainant alleged disability discrimination in filings with the WI Department of Workforce Development and the EEOC. The EEOC determined on December 21, 2006 that probable cause existed to credit the allegations of the complaint filed by the Complainant. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

April Bevars v. Charter, Wisconsin Department of Workforce Development (DWD) Complaint No. CR201000952. Complainant alleged that she was discriminated against based on her conviction record when an offer of employment was rescinded by Charter. On June 4, 2010, the DWD determined that there was probable

cause to believe that Charter may have violated the Wisconsin Fair Employment Act by refusing to hire Complainant based on her conviction record. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

Angela Castellano v. Charter, United States District Court for the Western District of Washington No. 12-cv-05845. Complainant alleged she was discriminated against based on disability and was also retaliated against. On February 26, 2014, a jury verdict was entered against Charter.

William Marcin v. Charter, Wisconsin Department of Workforce Development (DWD) Complaint No. CR201201053. Complainant alleged that he was discriminated against based on his arrest record. On June 18, 2013, the DWD determined that there was probable cause to believe that Charter may have violated the Wisconsin Fair Employment Act by discriminating against the Complainant based on his arrest record. A hearing on the merits of the complaint was held on February 12, 2014. On December 30, 2014, the administrative law judge issued a decision adverse to Charter. Charter appealed the decision to the State of Wisconsin Labor and Industry Review Commission on April 14, 2015.

Royal Courtain v. Charter, Superior Court of California, County of Butte, No. 161016. Courtain, a former Charter Account Executive, filed a wage claim with the California Labor Commissioner, alleging that he was not paid for all earned commissions. Specifically, Courtain claims that Charter was not permitted to charge back a portion of certain previously paid commissions connected to late-paying accounts. Following a hearing and October 8, 2013 adverse decision of the Labor Commissioner, Charter appealed the ruling to the Superior Court of California. The trial court judge ruled that Charter was required to pay the claimed commissions.

Dixie Gostola v. Charter, United States District Court for the Eastern District of Michigan, No.13-15165-BC. Plaintiff alleged that Charter interfered with her FMLA rights by evaluating and disciplining Plaintiff based, at least in part, on the time she was absent on FMLA leave. The court granted Plaintiff's motion for summary judgment on the FMLA interference claim on December 17, 2014 and, in order to avoid incurring unnecessary costs and expenses related to a trial on damages or an appeal, Charter resolved the matter through settlement on May 19, 2015.

Carmen Kidd v. Charter, United States District Court for the Western District of Michigan, No.1:13cv493. Plaintiff alleged that Charter terminated her employment in violation of the FMLA and Michigan Persons with Disabilities Civil Rights Act. On May 29, 2015, a jury verdict was entered against Charter on the FMLA interference claim, and in Charter's favor on the FMLA retaliation and discrimination claim.

Exhibit 7

The Amended and Restated Guarantee and Collateral Agreement, dated March 31, 2010 by certain subsidiaries of Charter Communications, Inc. in favor of Bank of America, N.A., as administrative agent (the "Collateral Agreement") provides that voting rights will transfer to the lenders upon an event of default. Therefore, while the answer to subpart (a) of Section II, Question 7 of the FCC Form 394 is "No," the answer to subparts (b) and (c) is "Yes." With respect to the voting rights and other matters in the Collateral Agreement, the lenders may not take any action without first obtaining any required governmental approvals including from the FCC and/or the franchising authority.

Exhibit 8

A copy of Transferee's Annual Report on Form 10-K filed with the Federal Securities and Exchange Commission for the year ending December 31, 2014 is available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000049/0001091667-15-000049-index.htm>

A copy of Transferee's Quarterly Report on Form 10-Q filed with the Federal Securities and Exchange Commission for the quarter ending March 31, 2015 is available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000103/0001091667-15-000103-index.htm>

Exhibit 9

This FCC Form 394 relates solely to the provision of cable service over a cable system. Nevertheless, in the interest of providing full information regarding the services provided by the franchisee, Charter Communications, Inc. and its subsidiaries (“Charter”) provide the following information from the Public Interest Statement filed at the Federal Communications Commission in connection with this Transaction.

Overview

Charter is a leading communications company that provides video, broadband Internet, voice, and business services. As a result of extensive investment and a commitment to providing the best services, Charter now serves over 5.8 million residential customers and 386,000 commercial relationships. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 28 states and employs over 23,500 people.

Video

Currently the seventh-largest multichannel video programming distributor in the United States, Charter serves 4.2 million residential Charter TV video customers over its all-digital network. It has recently unveiled “Worldbox”—an innovative set-top box that uses a downloadable security solution. Moreover, Charter is currently deploying its “Spectrum Guide”—a cloud-based user interface that enhances the consumer video service and can be accessed through both Worldbox and legacy two-way set-top boxes. Charter’s TV app offers over 150 live, linear channels, video on demand (“VOD”) and the ability to download VOD content for future playback. All these innovations enable Charter to improve the customer experience while reducing significantly its customer premises equipment input prices, which will reduce prices for consumers.

Broadband

Charter is committed to developing and deploying innovative broadband technology. Charter’s broadband Internet services offer an industry-leading minimum of 60+ Mbps to a large percentage of its 4.8 million residential broadband customers. Charter’s Internet download speeds for its fastest residential service reach up to 120 Mbps, and the company continually invests in improving its network and services. Charter was also recognized in 2014 as the nation’s fastest WiFi provider. Its broadband services are also provided under customer-friendly terms. Charter offers its base 60 Mbps service at lower prices than its competitors, and does not impose data caps or engage in usage-based billing. Charter also does not offer plans with separate, additional fees common in the industry, such as modem fees, a federal Universal Service Fund (“USF”) fee, state USF fee, subscriber line fee, or E911 fee. Charter has invested in interconnection, and has not been involved in any major disputes over traffic management. It maintains a focus on ensuring the broadband user experience is a positive one.

Voice

Charter’s suite of advanced services also includes voice service, which Charter provides to 2.4 million residential customers via VoIP technology. Its voice services include unlimited long-distance calling in the United States, Canada, Puerto Rico, the U.S. Virgin Islands, and Guam. Calling features includes voicemail, call waiting, caller ID, call forwarding and more at no additional charge. In addition, the enhanced 911 feature automatically provides the emergency service operator with a caller’s phone number and location. For customers with video service, caller ID on TV is available in most areas at no additional charge.

Business

Charter Business offers scalable, tailored, and cost-effective technology solutions for 386,000 commercial relationships. Charter Business services include data networking, broadband Internet, managed video and music services, wireless backhaul, and “last mile” fiber connectivity to commercial premises. Charter’s advertising sales and production services are sold under its Spectrum Reach brand.

Investment

Since the beginning of 2012, the company also has invested over \$5.5 billion in technology and infrastructure—a significant figure when compared with the company’s overall size, including its \$8.7 billion adjusted EBITDA over the same period. This sizable commitment to innovation and the deployment of broadband technology has led to Charter’s position within the industry as a technological and business leader. Its transition to a digital network has enabled it to increase its minimum speed offering from 1 Mbps downstream in 2011 to its present 60 Mbps offered to a large percentage of its customers, to grow its HD channel line-up from fewer than 70 channels in 2011 to a present selection of over 200, to launch the innovative Spectrum Guide to a wide range of set-top boxes, and to grow its VOD library to thousands of choices. Although Charter is proud of this record of technological progress, the Transaction would enable New Charter to do far more for millions more subscribers. Charter therefore seeks increased scale and technological synergies to drive even more competitive and innovative broadband, video, and voice services.

Management

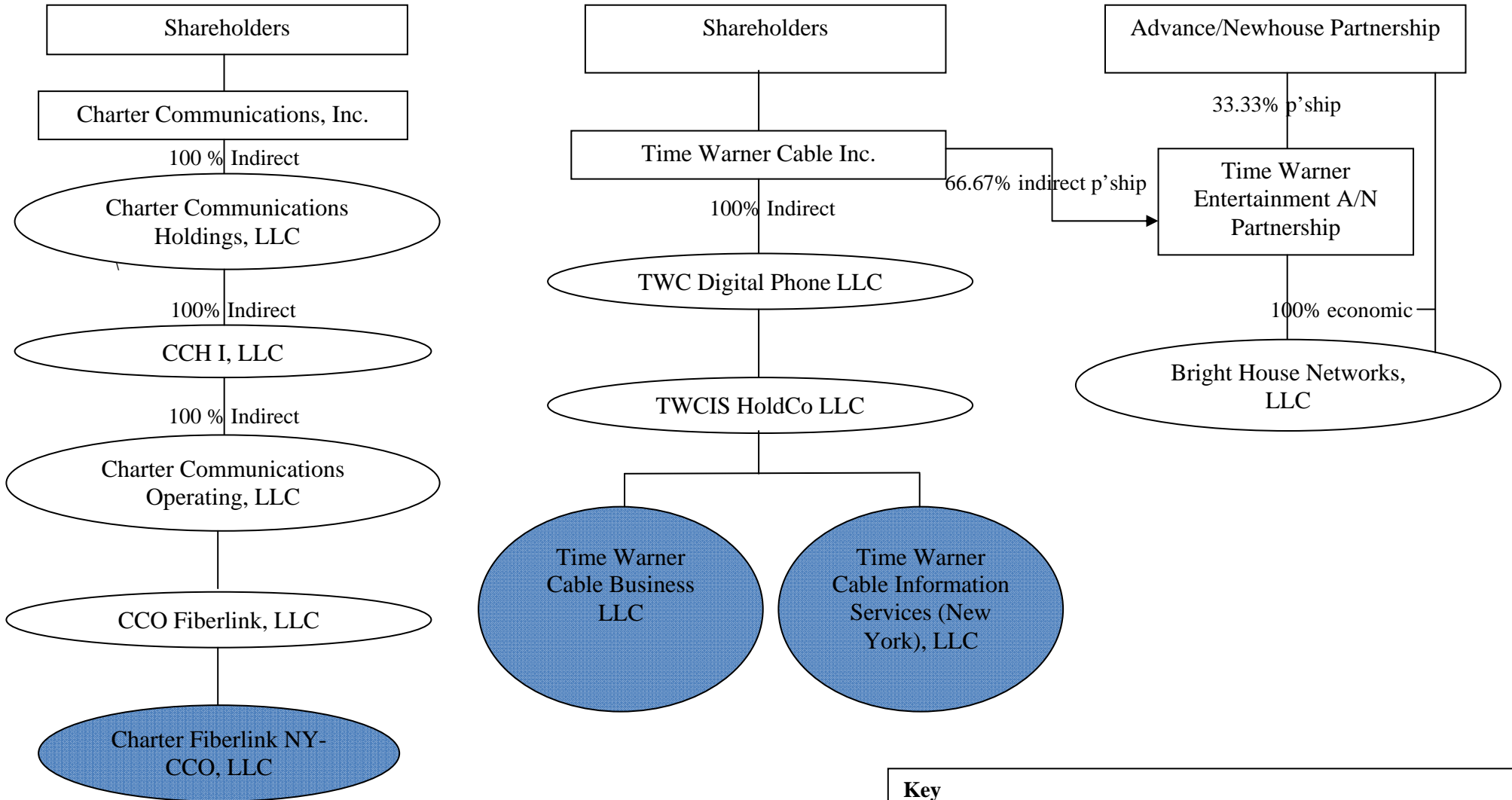
Since Tom Rutledge arrived a little more than three and a half years ago as Charter’s President and Chief Executive Officer, Charter has assembled a team of top industry executives, with a particular focus on enhancing Charter’s operations, and the Charter customer experience. A number of these executives, along with Mr. Rutledge, were the core of leading industry operations teams at other communications companies, including Cablevision and Time Warner Cable – one of the cable operators that today owns systems that Charter is acquiring. These operations, technology and customer-focused executives include:

- ✓ John Bickham, Chief Operating Officer, has over 26 years of operating experience, and previously served as President of Cable and Communications at Cablevision, and before that served as Executive Vice President of Time Warner Cable.
- ✓ Tom Adams, Executive Vice President, Field Operations, has responsibility for field operations. Prior to Charter, Mr. Adams worked at Time Warner Cable for 17 years, where most recently he had served as Regional Vice President for that company’s Wisconsin operations (which will become a part of Charter in this transaction).
- ✓ Jim Blackley, Executive Vice President, Engineering and Information Technology, leads Charter’s advanced engineering teams, with product and network management personnel to design, certify and implement next-generation services and technology solutions. Mr. Blackley has over 16 years of experience in a similar position with Cablevision.
- ✓ Don Detampel, Executive Vice President and President, Commercial Services is responsible for the Company's commercial business, which provides broadband solutions to small and medium-size businesses, enterprises and carrier customers. Mr. Detampel has more than 30 years of experience in electronic communications and communications infrastructure.
- ✓ Kathleen Mayo, Charter’s Executive Vice President, Customer Operations, who leads Charter’s focus on the customer experience, arrived at Charter after 15 years with Cablevision where she also served as Executive Vice President, Customer Operations with responsibility for field operations, customer service, and billing and collections.
- ✓ Scott Weber, Executive Vice President, Network Operations directs the operations and activities that support Charter’s advanced communications network. Prior to joining Charter, Mr. Weber served as Executive Vice President, Network Management for Cablevision Systems and before that Mr. Weber led technical operations, engineering operations and network management in various roles at Comcast.

These executives and their teams, working with Charter’s other management teams in Finance, Legal, Government Affairs and Marketing provide the leadership for Charter’s daily operations and future growth.

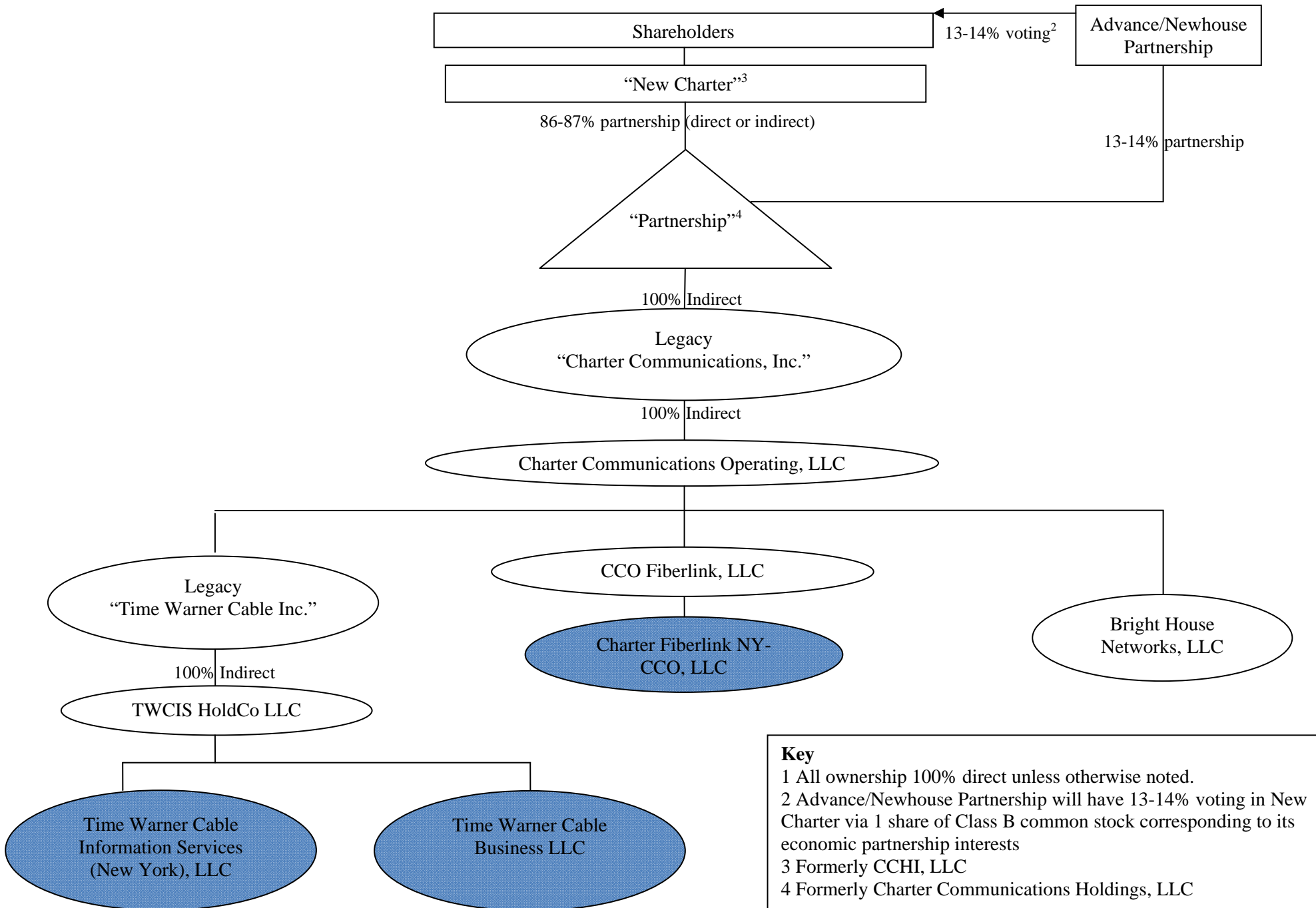
EXHIBIT 3: Competitive Carrier Subsidiaries Organization Charts

Diagram of Organization Structure Prior to Transactions¹



Key
 1 All ownership 100% direct unless otherwise noted.

Diagram of Organization Structure Following Transactions¹



Key

- 1 All ownership 100% direct unless otherwise noted.
- 2 Advance/Newhouse Partnership will have 13-14% voting in New Charter via 1 share of Class B common stock corresponding to its economic partnership interests
- 3 Formerly CCHI, LLC
- 4 Formerly Charter Communications Holdings, LLC

EXHIBIT 4: Cable Franchisee Subsidiaries Organization Charts

Diagram of Organization Structure Prior to Transactions¹

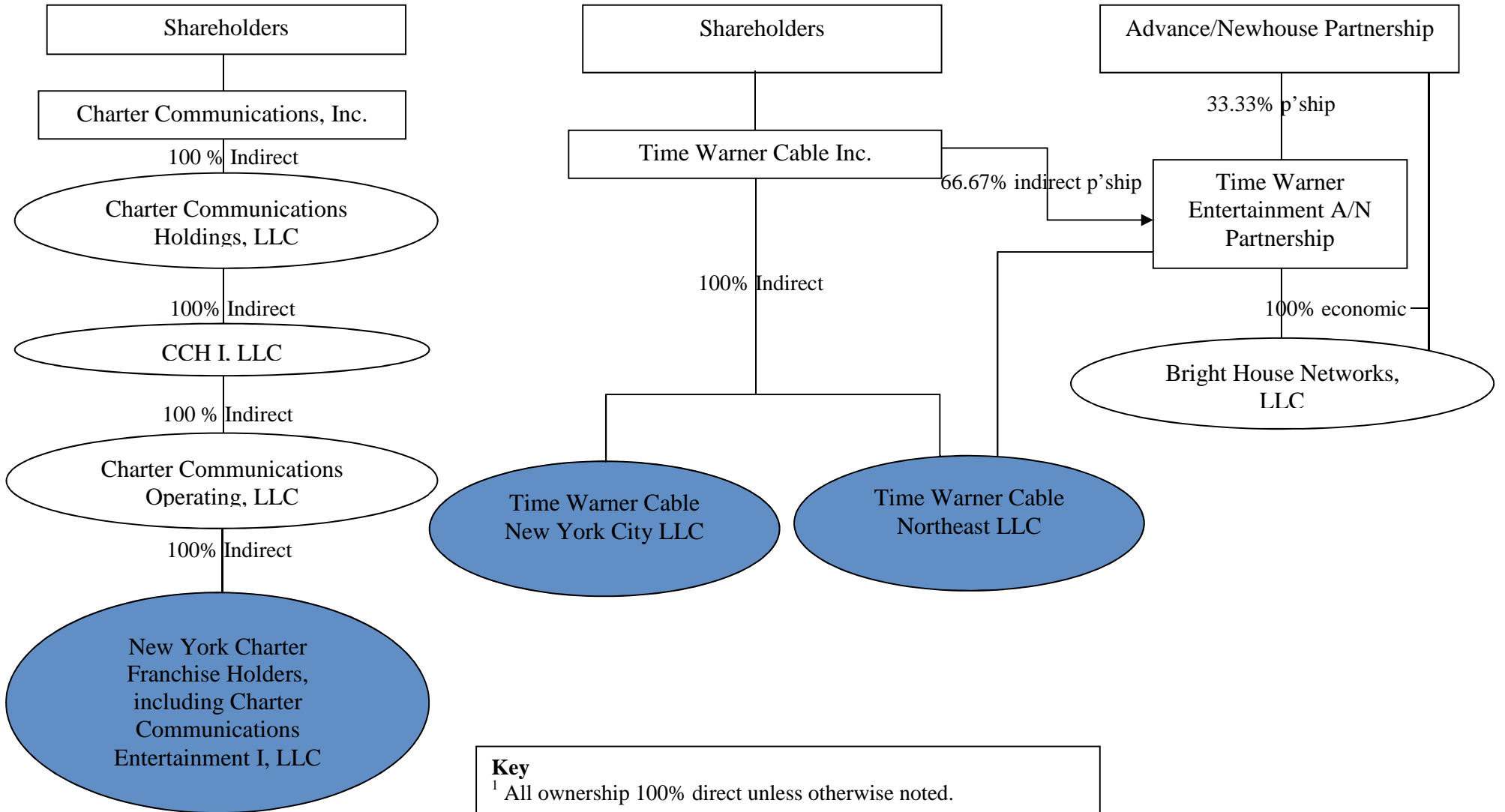
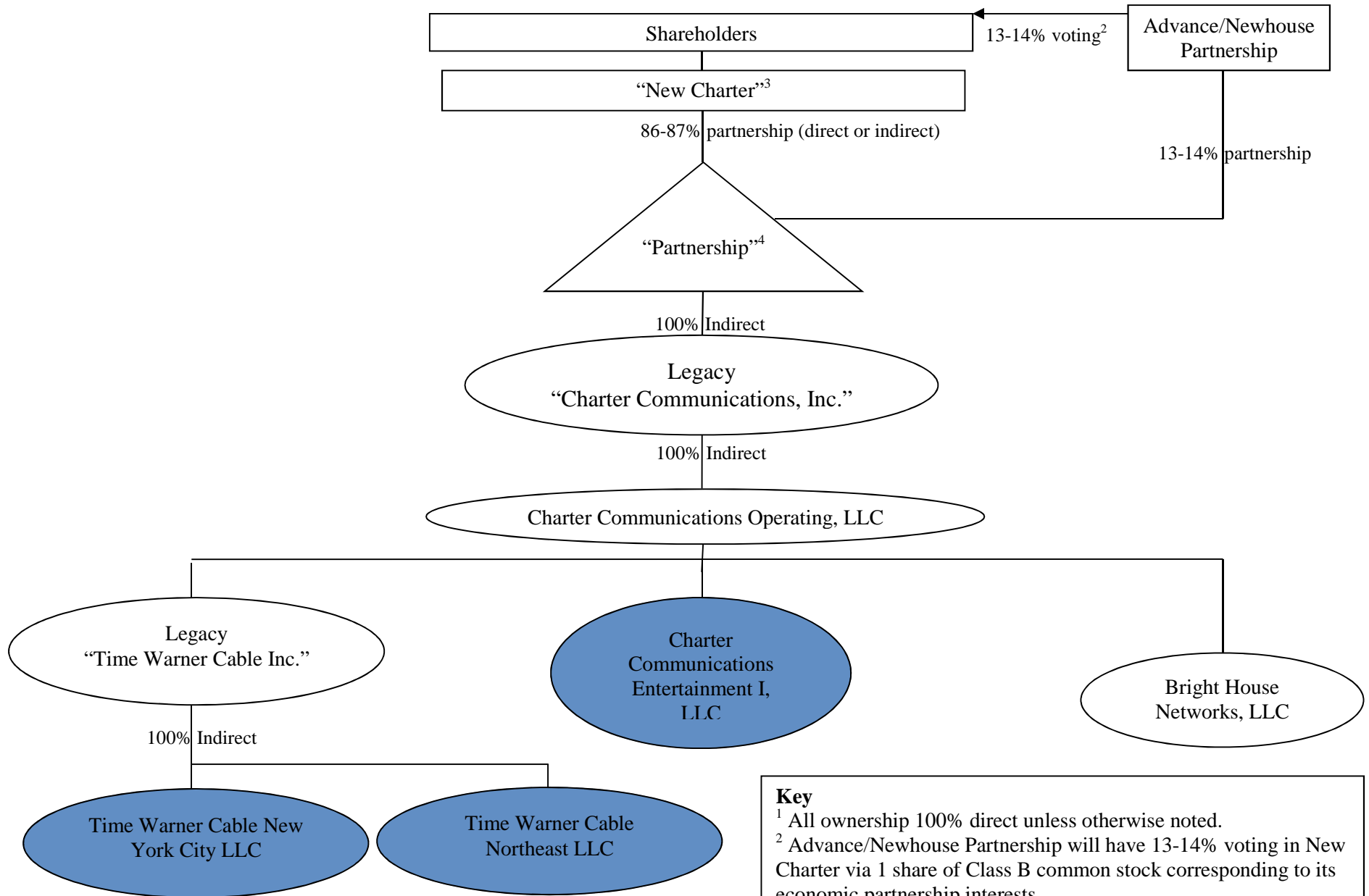


Diagram of Organization Structure Following Transactions¹



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