

April 20, 2016

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VIA E-MAIL

Susan Ackerman, Chair
Oregon Public Utility Commission
P.O. Box 1088
Salem, OR 97308-1088

Re: Informational Filing of Charter Communications, Inc. ("Charter") and Charter Fiberlink OR-CCVII, LLC ("Charter Fiberlink") Regarding a *Pro Forma* Corporate Transaction Involving Certain Charter Shareholder Entities

Dear Ms. Ackerman:

Charter and Charter Fiberlink, through their undersigned counsel, hereby notify the Oregon Public Utility Commission (the "Commission") of a proposed *pro forma* change to the corporate structure of Charter that will change the ultimate corporate parent of Charter Fiberlink (the "Transaction"). This notice is being submitted to the Commission because Charter Fiberlink is authorized to provide local exchange and interexchange telephone services in Oregon. Charter and Charter Fiberlink understand that no formal approval is required from the Commission to complete the Transaction described herein, as Charter Fiberlink has been designated as a competitive telecommunications provider by the Commission.¹ Accordingly, Charter and Charter Fiberlink are providing this notice to the Commission in order to ensure the continuing accuracy of the Commission's records.

Description of the Parties

Charter. Charter is a publicly traded, leading communications company that provides broadband Internet, video, voice, and business services.² Charter markets its services under the *Spectrum* brand. As a result of extensive investment and a commitment to service quality and customer-friendly practices, Charter now serves over 6.2 million residential customers and has 390,000 commercial relationships. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 28 states, including Oregon, and employs over 23,800 people. In Oregon, nearly 400 Charter employees in Oregon

¹ See *Application of Charter Fiberlink OR-CCVII, LLC, for a Certificate of Authority to Provide Telecommunications Service in Oregon and Classification as a Competitive Provider*, Order No. 04-049, Docket No. CP 1202 (Or. P.U.C. Jan. 24, 2004).

² 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 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.

help provide products and services for residential and business customers in over 85 communities including Medford, La Grande, Hood River, Roseburg, Lincoln City, Coos Bay, and others.

Charter Fiberlink. Charter Fiberlink is a wholly owned subsidiary of Charter and a limited liability company organized under the laws of the State of Delaware. Its principal offices are located at 400 Atlantic Street, 10th Floor Stamford, CT 63131 with a mailing address of 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink is authorized by the Commission to provide facilities-based local exchange and interexchange telephone services in Oregon.³ Charter Fiberlink does not provide residential end-user voice services itself, but it enables its unregulated VoIP affiliate to do so by providing network interconnection, telephone numbers, and other services. Charter Fiberlink 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.

After the Transaction, Charter Fiberlink will continue to operate subject to the requirements contained in the authorization granted to it by the Commission.

Contact Information

The designated contacts for questions concerning this filing are:

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With copies to:

³ See *supra* note 1.

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Description of the Transaction

As part of a national Transaction, Charter will combine with two companies that do not have a presence or operations in Oregon – Time Warner Cable Inc. (“TWC”) and Bright House Networks, LLC (“BHN”) – into a single company, “New Charter,”⁴ able to leverage the best aspects of each of the three participants. New Charter will continue under Charter’s present management and assume its name, as described below.

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

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

New Charter will be the third-largest multichannel video programming distributor behind AT&T-DirecTV and Comcast. New Charter will own and/or manage systems serving approximately 19.4 million broadband customers, 17.3 million video customers, and 9.4 million voice customers across 41 states.

In Oregon, Charter Fiberlink will become an indirect subsidiary of New Charter. Charter is currently the ultimate owner and controlling entity of Charter Fiberlink. Pursuant to the restructuring of Charter into New Charter as described above, New Charter will become the ultimate parent of Charter Fiberlink, although ultimate control will not change as, *inter alia*, New Charter is expected to continue under Charter’s management, and will continue to be a public company with a majority of its shares widely held.

⁴ The entity that will become New Charter is a current Charter subsidiary. 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 with shares traded on NASDAQ.

Public Interest⁵

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

Because the Transaction will be conducted at a holding company level, it will be seamless to Charter Fiberlink's customers. The Transaction will not result in any transfer of assets or customers of Charter Fiberlink. Following completion of the Transaction, Charter Fiberlink will continue to provide service to its customers pursuant to its existing authorizations and tariffs, with no change in the rates or terms and conditions of service as a result of the Transaction. If in the future New Charter wishes to make any changes to regulated services or conditions following the Transaction, it will follow (through its regulated subsidiary) any applicable notice or approval requirements in connection with any such changes. The Transaction therefore serves the public interest.

This letter has been filed by electronic mail. Should you have any questions regarding this filing, please do not hesitate to contact us.

Sincerely,

/s/ Luke Platzer

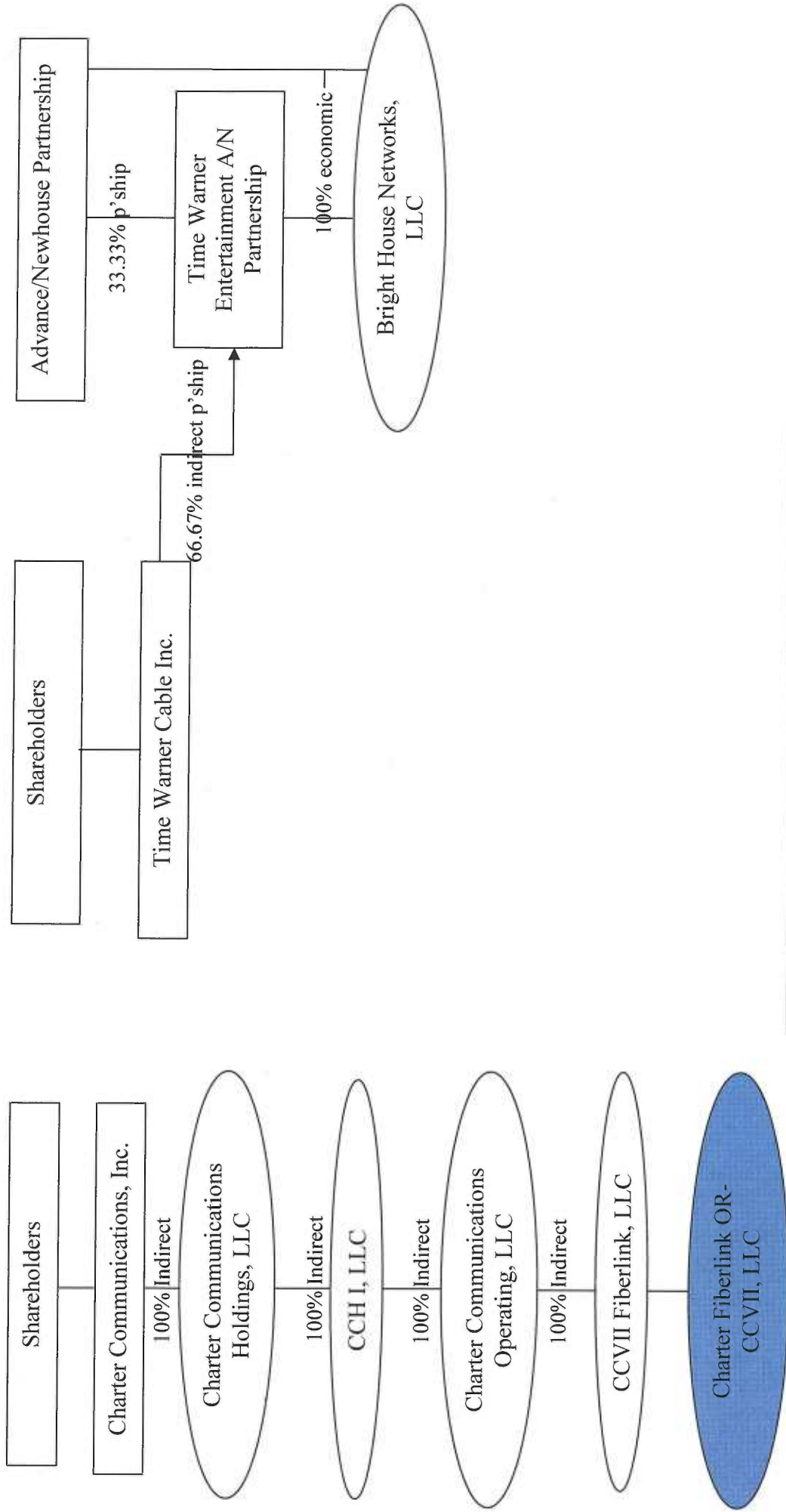
Luke Platzer
Counsel for Charter Communications, Inc.

Attachment

⁵ Although some of the benefits of the Transaction pertain to areas beyond the scope of this Notice, a comprehensive discussion of the public interest benefits of the Transaction across the entirety of New Charter's proposed footprint may be found in the Public Interest Statement filed with the FCC on June 25, 2015, which is available at <https://transition.fcc.gov/transaction/charter-twc-bhn/charter-twc-bhn-public-interest.pdf>.

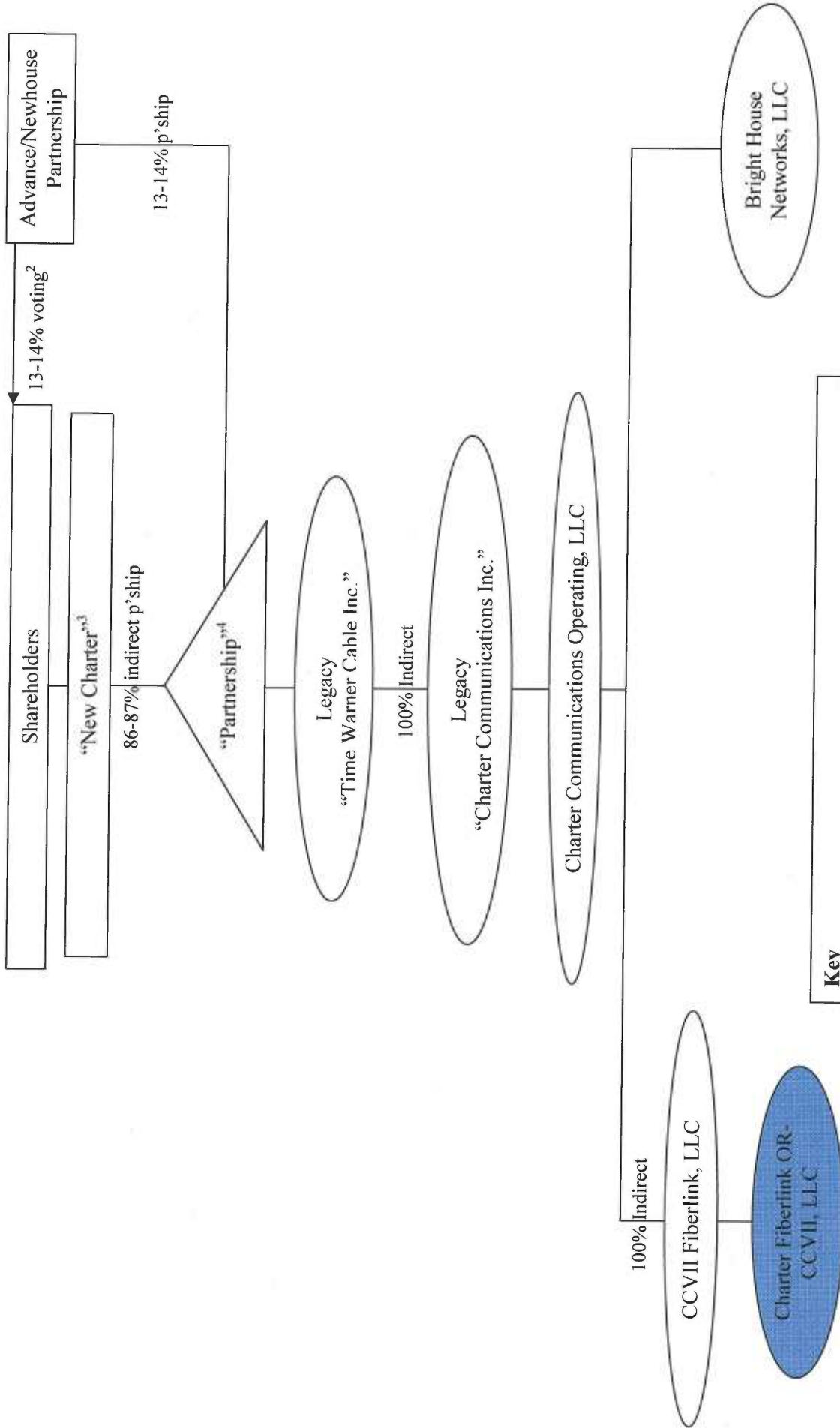
EXHIBIT A

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