

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Combined Application for Consent to Transfer)
of Control of Domestic and International)
Section 214 Licensees)
)
BRESNAN DIGITAL SERVICES, LLC)
and its Subsidiaries)
)
to)
)
CHARTER COMMUNICATIONS, INC.)
)
)

WC Docket No. _____

**COMBINED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF
DOMESTIC AND INTERNATIONAL SECTION 214 LICENSEES**

Cablevision Systems Corporation (“Cablevision” or “Transferor”) and Charter Communications, Inc. (“Charter” or “Transferee”) (collectively, the “Applicants”) hereby respectfully request authority from the Federal Communications Commission (“Commission”) pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),¹ and Sections 1.763, 63.03, 63.04, 63.18 and 63.24(e) of the Commission’s Rules,² to transfer control of Bresnan Digital Services, LLC (“Bresnan Digital”), Bresnan Broadband of Colorado, LLC (“Bresnan Colorado”), Bresnan Broadband of Montana, LLC (“Bresnan Montana”), Bresnan Broadband of Utah, LLC (“Bresnan Utah”), and Bresnan Broadband of Wyoming, LLC (“Bresnan Wyoming”) (collectively, the “Licensees”), to Charter. The Licensees all hold blanket domestic Section 214

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, 63.24(e).

authorization pursuant to Section 63.01 of the Commission's rules.³ Bresnan Digital also holds international Section 214 authorization (ITC-214-20061117-00525). When it applied for this international Section 214 authorization, it also listed the other Licensees as wholly-owned subsidiaries entitled to operate under Bresnan Digital's authorization pursuant to Section 63.21(h) of the Commission's rules.⁴ All Licensees are non-dominant carriers. The application is eligible for streamlined treatment under both 47 C.F.R. §§ 63.03 and 63.12, and Applicants hereby request streamlined treatment. The proposed transfer of control is a necessary part of a larger transaction whereby a subsidiary of Charter will acquire control of the Licensees and several of their affiliates⁵ (collectively, "Bresnan"). For the reasons stated below, the proposed transfers are in the public interest and the application should be granted.

I. THE APPLICANTS

A. Cablevision. Cablevision is one of the nation's leading media and telecommunications companies, delivering Optimum-branded cable, Internet, and voice offerings throughout the New York area in addition to the four Western states that are the subject of this transaction. Cablevision's local media properties include News 12 Networks, MSG Varsity and Newsday Media Group. Cablevision also owns and operates Clearview Cinemas and a cable television advertising sales business. As of December 31, 2012, Cablevision served approximately 3.2 million video customers, 3.0 million high speed data customers, and 2.4 million voice customers. Additional information about Cablevision is available on the web at www.cablevision.com.

B. Charter. Charter is a leading broadband communications company with operations in 25 states and is the fourth-largest cable television system operator in the United States. Through

³ 47 C.F.R. § 63.01.

⁴ 47 C.F.R. § 63.21(h).

⁵ The affiliates of the Licensees included in the transaction are Bresnan Broadband Holdings, LLC, Bresnan Communications, LLC and Bresnan Microwave of Montana, LLC.

its operating subsidiaries, Charter offers a variety of entertainment, information and communications solutions to residential and commercial customers, including traditional cable video programming (basic and digital video), high-speed Internet services, and telephone services. As of December 31, 2012, Charter and its subsidiaries served approximately 5.4 million customers throughout its service territories, including:

- Approximately 4.0 million video customers – 87% of which subscribed to Charter’s digital video service. Digital video service enables Charter’s customers to access advanced video services such as high definition television, Charter OnDemand™ video programming, an interactive program guide and digital video recorder service;
- Approximately 3.8 million residential Internet customers. Charter’s Internet service is available in a variety of download speeds up to 100 megabits per second (“Mbps”) and upload speeds of up to 5 Mbps;
- Approximately 1.9 million residential telephone customers. Charter’s telephone service typically includes unlimited local and long distance calling to the U.S., Canada and Puerto Rico, plus other features, including voicemail, call waiting and caller ID; and
- Approximately 467,000 primarily small- and medium-sized commercial and carrier customers to which Charter provides scalable, tailored broadband communications solutions, such as Internet access, data networking, fiber connectivity to cellular towers and office buildings, video entertainment services and/or business telephone services.

Charter also provides local, regional and national businesses with the opportunity to advertise in individual markets on cable television networks.

II. DESCRIPTION OF THE TRANSACTION

On February 7, 2013, a subsidiary of Charter, Charter Communications Operating, LLC (“Charter Operating”), entered into a Purchase Agreement (the “Agreement”) with a subsidiary of Cablevision, CSC Holdings, LLC (“CSC Holdings”), pursuant to which Charter agreed to acquire Bresnan Broadband Holdings, LLC (“Bresnan Broadband”) and its subsidiaries, including all of the Licensees, from Cablevision on the terms and subject to the conditions set forth in the Agreement.

Upon completion of the transaction, Charter Operating will own 100% of the membership units of Bresnan Broadband. The prior interests in Bresnan held by Cablevision and its subsidiaries or affiliates will be extinguished. Charter, through Charter Operating, will pay a cash purchase price to Cablevision for Bresnan of \$1.625 billion, subject to a working capital adjustment and certain other reductions or adjustments as set forth in the Agreement. Because the Licensees are indirect subsidiaries of Bresnan Broadband, the Licensees will, as a result of the transaction, become indirect subsidiaries of Charter. The transaction closing is expected to occur following the satisfaction of customary closing conditions, including conditions relating to antitrust clearance, FCC approvals and franchise approvals. Upon closing, control of certain licenses held by Bresnan and its subsidiaries will be transferred to Charter.

III. THE PUBLIC INTEREST

The proposed transfer of control of Bresnan to Charter will serve the public interest. Bresnan will continue to provide high-quality broadband, video and telephone products and services in both the residential and business communities in the Bresnan service areas in Colorado, Montana, Utah and Wyoming. Such communities will continue to benefit from the technological advances and increased choice afforded by Bresnan’s high-quality service offerings and Bresnan’s competitiveness in the communications marketplace. The transfer of control will not interrupt or degrade Bresnan’s

services in any way, and the financial and managerial support of Charter will further the development of new and better services for the benefit of both Charter's and Bresnan's customers, communities and employees.

The proposed combination of Bresnan's cable and telephone systems, well-run operations, and deep knowledge of its local markets with Charter's technology, marketing, pricing and service packages, and its experience in managing local cable and telephone operations in urban, suburban and rural markets across the United States, will foster broadband, voice and video service innovation, penetration and competition in both the residential and business communities that Bresnan serves. In particular, Charter intends to continue Cablevision's focus on accelerating the pace of product innovation and feature enhancements, simplifying pricing, and continuing to improve the overall value proposition to, and experience of, customers – a strategy that has enabled Charter to increase its own penetration of digital video, voice and broadband in its markets. The outcome will be the continued development and introduction of advanced communications products and services suited to the local communities at affordable prices, resulting in more consumers online, greater customer satisfaction, and a more robust enterprise in the local marketplace. In turn, Bresnan will become a stronger competitor in its markets, which will result in the continued availability of competitive prices and high quality service for all consumers.

Charter has the size, scope, leadership and capital that are necessary to introduce these benefits to the Bresnan systems. Additionally, combining Bresnan's cable and telephone systems, operations and customers with Charter's current cable and telephone systems, services, products and expertise will allow Charter to strengthen its competitive position in the communications marketplace. Charter will realize economic, marketing and operational efficiencies that will enhance its ability offer innovative broadband, video and telephone products and services in both its own

service areas and in the communities served by Bresnan and, thus, compete more effectively in the communications marketplace.

For each of the foregoing reasons, grant of consent to the transfer of control of Bresnan to Charter is in the public interest and will benefit both companies' customers, communities and employees.

IV. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined application for transfer of control of certain Bresnan domestic and international Section 214 authorized entities. The Applicants respectfully request streamlined treatment of this application pursuant to Sections 63.03 and 63.12 of the Commission's rules.

This application for transfer of the Licensees qualifies for streamlined treatment with respect to their domestic Section 214 authorizations pursuant to 47 C.F.R. § 63.03(b)(2), in that: (1) the proposed transaction will not result in Transferee Charter obtaining a market share in the interstate, interexchange market of ten percent (10%) or greater; (2) Transferee Charter, through its subsidiaries, will provide competitive telephone exchange access services exclusively in geographic areas served by dominant local exchange carriers that are not part of the transaction; and (3) neither of the Applicants is dominant with respect to any service.

This application also qualifies for streamlined treatment with respect to Licensees' international authorizations pursuant to 47 C.F.R. § 63.12(c)(1) because neither Applicant is affiliated with a foreign carrier in a destination market, and neither Applicant has an affiliation with a dominant U.S. carrier whose international services it seeks to resell.

V. **INFORMATION REQUIRED BY SECTIONS 63.24(e) AND 63.18 OF THE COMMISSION'S RULES FOR TRANSFER OF CONTROL OF INTERNATIONAL LICENSEES**

A. **Name, address and telephone number of each Applicant:**

Transferee:

Charter Communications, Inc.
400 Atlantic Street
Stamford, Connecticut 06901
Telephone: (203) 905-7800

Transferor:

Cablevision Systems Corporation
1111 Stewart Avenue
Bethpage, New York 11714
Telephone: (516) 803-2300

B. **Government, state or territory under the laws of which each corporate or partnership Applicant is organized:**

Transferee:

Charter is a corporation organized under the laws of the State of Delaware. Charter Operating is a limited liability company organized under the laws of the State of Delaware.

Transferor:

Cablevision is a corporation organized under the laws of the State of Delaware. CSC Holdings is a limited liability company organized under the laws of the State of Delaware. Bresnan Broadband is a limited liability company organized under the laws of the State of Delaware. Bresnan Digital is a limited liability company organized under the laws of the State of Delaware. Bresnan Colorado is a limited liability company organized under the laws of the State of Colorado. Bresnan Montana is a limited liability company organized under the laws of the State of Montana. Bresnan Utah is a limited liability company organized under the laws of the State of Utah. Bresnan Wyoming is a limited liability company organized under the laws of the State of Wyoming.

C. Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the application is to be addressed:

Transferee:

Michael R. Moore, Esq.
Sr. Director and Sr. Counsel, Regulatory Affairs
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2414
Facsimile: (314) 965-6640
E-mail: Michael.Moore@chartercom.com

with a copy to:

Charles A. Hudak, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Telephone: (770) 399-9500
Facsimile: (770) 395-0000
E-mail: chudak@fh2.com

Transferor:

Catherine Bohigian
Senior Vice President, Federal Affairs
Cablevision Systems Corporation
1099 New York Avenue, N.W.
Washington, D.C. 20001
Telephone: (202) 393-0343
Facsimile: (202) 347-6974
E-mail: cbohigia@cablevision.com

with a copy to:

Tara M. Corvo, Esq.
Mintz Levin Cohn Ferris Glovsky and Popeo P.C.
701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Telephone: (202) 434-7359
Facsimile: (202) 434-7400
E-mail: tmcorvo@mintz.com

D. Statement as to whether the Applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized.

Transferee:

Charter operates four (4) subsidiaries that possess Section 214 authorization to provide global resale services between the United States and international points under 47 C.F.R. § 63.18(e)(2) (the “Charter International Companies”), and twenty-four (24) state-level telephone operating subsidiaries that are non-dominant carriers authorized to provide interstate telecommunications services pursuant to blanket domestic Section 214 authorization under 47 C.F.R. § 63.01 (the “Charter Domestic Companies”). Each of the Charter Domestic Companies is authorized to provide international telecommunications services either pursuant to its own international Section 214 authorization or pursuant to the international Section 214 authorization of its parent (i.e., one of the Charter International Companies) pursuant to 47 C.F.R. § 63.21(h). The Charter International Companies and the Charter Domestic Companies are described on Exhibit A.

Transferor:

Cablevision Lightpath, Inc., a wholly-owned subsidiary of Cablevision, possesses a Section 214 authorization to provide global facilities-based services and resell international services between the United States and international points (ITC-214-19940128-00025) and a blanket domestic Section 214 authorization under 47 C.F.R. § 63.01.

Bresnan Digital, a wholly-owned subsidiary of Cablevision, possesses a Section 214 authorization to provide global facilities-based services and resell international services between the United States and international points (ITC-214-20061117-00525) and a blanket domestic Section 214 authorization under 47 C.F.R. 63.01.

Bresnan Colorado, Bresnan Montana, Bresnan Utah and Bresnan Wyoming, each wholly-owned subsidiaries of Cablevision, possess blanket domestic Section 214 authorization under 47 C.F.R. § 63.01. They also were listed as authorized entities, pursuant to 47 C.F.R. § 63.21(h), in Bresnan Digital’s original application for international Section 214 authorization file number ITC-214-20061117-00525.

- E. As provided in 47 C.F.R. § 63.24(e)(2), the information requested by 47 C.F.R. § 63.18(e) is not required for applications for transfer of control.**
- F. As provided in 47 C.F.R. § 63.24(e)(2), the information requested by 47 C.F.R. § 63.18(f) is not required for applications for transfer of control.**
- G. As provided in 47 C.F.R. § 63.24(e)(2), the information requested by 47 C.F.R. § 63.18(g) is not required for applications for transfer of control.**
- H. Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee, and the percentage of equity owned by each of those entities (to the nearest one percent (1%)). The Transferee shall also identify any interlocking directorates with a foreign carrier.**

The following entities hold a ten percent (10%) or greater ownership interest in Charter, which indirectly holds 99 percent (99%) ownership of Charter Operating through a series of intervening limited liability companies.

Name and Address	Percent Held	Citizenship	Principal Business
Apollo Global Management, LLC 9 West 57 th Street, 43 rd Floor New York, New York 10019	23.7%	USA	Investments
Oaktree Capital Group Holdings GP, LLC 333 South Grand Avenue, 28th Floor Los Angeles, California 90071	12%	USA	Investments
Crestview, L.L.C. 667 Madison Avenue, 10th Floor New York, New York 10065	10.1%	USA	Investments

Each of the foregoing entities is described on Exhibit B of this application. The vertical ownership chain of intervening limited liability companies between Charter and Charter Operating is set forth on Exhibit C of this application.

I. Certification as to whether or not the Applicant is, or is affiliated with, a foreign carrier.

Applicant Charter is not a foreign carrier or affiliated with any foreign carrier.

J. Certification as to whether or not the Applicant seeks to provide international telecommunications services to any destination country for which certain conditions are true. The certification shall state with specificity the foreign carriers and destination countries: (1) The Applicant is a foreign carrier in that country; or (2) The applicant controls a foreign carrier in that country; or (3) Any entity that owns more than 25 percent of the Applicant, or that controls the Applicant, controls a foreign carrier in that country. (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

Applicant Charter does not seek to provide international telecommunications services in any destination country for which any of the above statements is true.

K. For any destination country listed by the Applicant in response to paragraph (j), the Applicant shall make one of the following showings: (1) The named foreign country (i.e., the destination foreign country) is a Member of the World Trade Organization; or (2) The Applicant's affiliated foreign carrier lacks market power in the named foreign country; or (3) The named foreign country provides effective competitive opportunities to U.S. carriers to compete in that country's market for the service that the Applicant seeks to provide (facilities-based, resold switched, or resold non-interconnected private line services).

Not applicable.

L. Any Transferee that proposes to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier shall either provide a showing that would satisfy 47 C.F.R. § 63.10(a)(3) or state that it will file the quarterly traffic reports required by 47 C.F.R. § 43.61(c).

Not applicable. Transferee is not a foreign carrier nor is Transferee affiliated with a foreign carrier.

M. Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carriers.

Not applicable. Applicant Charter is not a foreign carrier or affiliated with any foreign carrier.

N. Certification that the Applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Applicant Charter certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

O. Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

P. If the Applicant desires streamlined processing pursuant to 47 C.F.R. § 63.12, a statement of how the application qualifies for streamlined processing.

Please see Applicants' statement of how the application qualifies for streamlined treatment in Section IV above.

VI. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES FOR TRANSFER OF CONTROL OF DOMESTIC LICENSEES

A. Description of the transaction.

On February 7, 2013, Charter Operating, a subsidiary of Charter, entered into the Agreement with CSC Holdings, a subsidiary of Cablevision, pursuant to which Charter, through Charter Operating, agreed to acquire Bresnan Broadband and its subsidiaries, including all of the Licensees, from Cablevision on the terms and subject to the conditions set forth in the Agreement.

Upon completion of the transaction, Charter Operating will own 100% of the membership units of Bresnan Broadband. The prior interests in Bresnan held by Cablevision and its subsidiaries or affiliates will be extinguished. Charter, through Charter Operating, will pay a cash purchase price to Cablevision for Bresnan of \$1.625 billion, subject to a working capital adjustment and certain other reductions or adjustments as set forth in the Agreement. Because the Licensees are indirect subsidiaries of Bresnan Broadband, the Licensees will, as a result of the transaction, become indirect subsidiaries of Charter. The transaction closing is expected to occur following the satisfaction of customary closing conditions, including conditions relating to antitrust clearance, FCC approvals and franchise approvals. Upon closing, control of certain licenses held by Bresnan and its subsidiaries will be transferred to Charter.

B. Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

Transferee:

Transferee, Charter, through its subsidiaries, offers domestic local exchange and long distance telecommunications services in twenty-three (23) states, including: Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nebraska,

Nevada, New Hampshire, New York, North Carolina, Oregon, South Carolina, Tennessee, Texas, Vermont, Virginia, Washington and Wisconsin.⁶ Charter also offers video and Internet services in these states.

Transferor:

Transferor, Cablevision, offers domestic local exchange and long distance telecommunications services in Connecticut, New Jersey, and New York through its subsidiary Cablevision Lightpath, Inc. and in Colorado, Montana, Utah and Wyoming through its subsidiaries, the Licensees. Cablevision also offers video and Internet services in these areas.

There is no overlap in the geographic areas in which the Transferor and Transferee, or their subsidiaries, offer or provide telecommunications services, and no such overlap will result from the transfer of control transaction described in this application.

C. Statement as to how the application fits into one or more of the presumptive streamlined categories in 47 C.F.R. § 63.03 or why it is otherwise appropriate for streamlined treatment.

Applicants respectfully request streamlined treatment of this application pursuant to Section 63.03 of the Commission's rules. The application qualifies for streamlined treatment under 47 C.F.R. § 63.03(b)(2) with respect to Licensees' domestic Section 214 authorizations because: (1) the proposed transaction will not result in Transferee Charter obtaining a market share in the interstate, interexchange market of ten percent (10%) or greater; (2) Transferee Charter, through its subsidiaries, will provide competitive telephone exchange access services exclusively in geographic areas served by dominant local exchange carriers that are not part of the transaction; and (3) neither of the Applicants is dominant with respect to any service.

⁶ A Charter subsidiary, Charter Fiberlink MS-CCVI, LLC, also provides private line service in Mississippi.

D. Identification of all other Commission applications related to the same transaction.

Applicants are simultaneously submitting this same combined application through the International Bureau's electronic filing system for transfer of International Section 214 Authorizations.

Applicants are submitting an FCC Form 327 transfer of control application transferring all Bresnan Communications, LLC cable television relay service station ("CARS") licenses to Transferee Charter. No FCC file number has yet been assigned to that application.

Applicants are submitting an FCC Form 603 transfer of control application transferring all Bresnan Communications, LLC wireless licenses to Transferee Charter. No FCC file number has yet been assigned to that application.

E. Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

Neither Applicant is facing imminent business failure.

F. Identification of any separately filed waiver requests being sought in conjunction with the transaction.

The Applicants are reviewing whether any waiver requests are needed in conjunction with the transaction. As of the date of this application, no waivers have been sought.

G. Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

Please see Applicants' public interest statement in Section III above.

VII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application for transfer of control of the Licensees, and the Applicants request Commission approval of the transfer.

Respectfully submitted,

By:  By:

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COUNSEL FOR CABLEVISION
SYSTEMS CORPORATION

Dated: February 26, 2013

CHARTER CERTIFICATION

I, Richard R. Dykhouse, state that I am Senior Vice President, General Counsel & Corporate Secretary of Charter Communications, Inc., that I am authorized to make this certification on behalf of Charter Communications, Inc., and I declare under penalty of perjury that the contents of the foregoing application with respect to Charter Communications, Inc. are true and correct to the best of my knowledge, information and belief.

Charter Communications, Inc.

By: Richard R. Dykhouse

Name: Richard R. Dykhouse

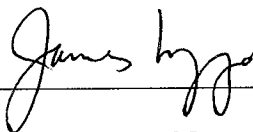
Title: SVP, General Counsel & Corporate
Secretary

Date: 2/26/2013

CABLEVISION CERTIFICATION

I, James Nuzzo, state that I am Senior Executive Vice President, Operations and Business Planning, of Cablevision Systems Corporation, that I am authorized to make this certification on behalf of Cablevision Systems Corporation, and I declare under penalty of perjury that the contents of the foregoing application with respect to Cablevision Systems Corporation are true and correct to the best of my knowledge, information and belief.

Cablevision Systems Corporation

By: ^{TB}  _____

Name: James Nuzzo
Title: Senior Executive Vice President,
Operations and Business
Planning

Date: _____

Exhibit A

Section 214 Licenses

A. Charter Fiberlink International Companies:

The following Charter Fiberlink International Companies are authorized to provide international telecommunications services pursuant to Section 63.18(e)(2) of the Commission's Rules.

Name/Address:	Authorization Number/Type:	State of Organization:
CC Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20030127-00070 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC's Rules to All International Points	Delaware
CCO Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20060309-00144 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC's Rules to All International Points	Delaware
CCVII Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20060309-00145 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC's Rules to All International Points	Delaware
Charter Fiberlink CC VIII, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	ITC-214-20090313-00122 Global or Limited Global Resale Authority Pursuant to Section 63.18(e)(2) of the FCC's Rules to All International Points	Delaware

B. Charter Fiberlink Domestic Companies:

The following Charter Fiberlink Domestic Companies are authorized to provide domestic interstate telecommunications services pursuant to Section 63.01 of the Commission's Rules.

Name:	Address:	State of Organization:
Charter Fiberlink CC VIII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Alabama, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware

Exhibit A (Cont.)

Section 214 Licenses

Charter Fiberlink - Georgia, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Illinois, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Michigan, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Missouri, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Nebraska, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink - Tennessee, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink CA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink CT-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink LA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink MA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink MS-CCVI, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NC-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NH-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NV-CCVII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink NY-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink OR-CCVII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink SC-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware

Exhibit A (Cont.)

Section 214 Licenses

Charter Fiberlink TX-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink VA-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink VT-CCO, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware
Charter Fiberlink WA-CCVII, LLC	12405 Powerscourt Drive St. Louis, Missouri 63131	Delaware

Exhibit B

Description of 10% Equity Holders

The following provides additional descriptions of the entities holding a direct or indirect ten percent (10%) or greater ownership interest in Charter Communications, Inc. ("Charter").

Apollo Global Management, LLC

Apollo Global Management, LLC ("Apollo Global"), a Delaware limited liability company (collectively, with all relevant Apollo affiliates, "Apollo"), indirectly manages through a series of intermediate subsidiaries and management arrangements certain investment vehicles that in the aggregate hold Charter stock representing approximately a 23.7% interest in Charter. The Apollo interest is held primarily by AP Charter Holdings, L.P. (Delaware) ("AP Charter"), which through its wholly owned subsidiary AP Charter Holdings (Sub II MM), LLC (Delaware) and its wholly owned subsidiary AP Charter Holdings (Sub II), LLC (Delaware), holds approximately a 23.0% interest in Charter. No limited partner of AP Charter holds an indirect interest in Charter of 10% or more.

The general partners of AP Charter are Apollo Advisors VI, L.P. (Delaware) ("Apollo Advisors VI") and Apollo Advisors VII, L.P. (Delaware) ("Apollo Advisors VII"). The sole general partner of Apollo Advisors VI is Apollo Capital Management VI, LLC (Delaware) ("ACM VI"), and the sole general partner of Apollo Advisors VII is Apollo Capital Management VII, LLC (Delaware) ("ACM VII"). The sole member and manager of both, ACM VI and ACM VII is Apollo Principal Holdings I, L.P. (Delaware) ("APH I"). The general partner of APH I is Apollo Principal Holdings I GP, LLC (Delaware) ("APH I GP"). The sole member of APH I GP is APO Asset Co., LLC (Delaware) ("APO Assets"). The sole member of APO Assets is Apollo Global.

The manager of Apollo Global is AGM Management, LLC (Delaware) ("AGM Management"). The 76.9% voting member⁷ of Apollo Global and the sole member and manager of AGM Management is BRH Holdings GP, Ltd. (Cayman) ("BRH"). Leon Black, Marc Rowan, and Joshua Harris, all of whom are U.S. citizens, are the sole directors and shareholders of BRH and therefore ultimately control Apollo Global.

The principal business address for the Apollo entities mentioned above is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal business address for Messrs. Black, Harris and Rowan is 9 West 57th Street, 43rd Floor, New York, New York 10019.

Oaktree Capital Group Holdings GP, LLC

Oaktree Capital Group Holdings GP, LLC ("OCGH"), a Delaware limited liability company (collectively with all relevant OCGH affiliates, "Oaktree"), controls through a series of intermediate subsidiaries and management arrangements an investment vehicle, Oaktree Opportunities Investments, L.P., a Delaware limited partnership ("OOI"), which holds Charter stock representing a 12% interest in Charter. OOI's general partner, which makes all decisions on its behalf, is Oaktree

⁷ As of February 11, 2013.

Exhibit B (Cont.)

Description of 10% Equity Holders

Fund GP, LLC (Delaware) (“OF GP”). The managing member of OF GP is Oaktree Fund GPI, L.P. (Delaware) (“OF GPI”). The general partner of OF GPI is Oaktree Capital I, L.P. (Delaware) (“OC I”). The general partner of OC I is OCM Holdings I, LLC (Delaware) (“OCM”). The managing member of OCM is Oaktree Holdings, LLC (Delaware) (“OH”). The managing member of OH is Oaktree Capital Group, LLC (Delaware) (“OCG”). The duly elected manager of OCG is OCGH. The following principals of OCGH control OCGH with respect to its media company business and also serve as managers of OCGH, which as a limited liability company has no directors.

NAME	TITLE
Howard Marks	Member, Manager and Chairman
Bruce Karsh	Member, Manager and President
John Frank	Member, Manager and Managing Principal
Steve Kaplan	Member, Manager and Principal
David Kirchheimer	Member, Manager and Chief Financial Officer and Chief Administrative Officer

The principal business address for the Oaktree entities and individuals mentioned above is c/o Oaktree Capital Group Holdings GP, LLC, 333 S. Grand Avenue, 28th Floor, Los Angeles, California 90071.

Crestview, L.L.C.

Crestview, L.L.C. (“Crestview LLC”), a Delaware limited liability company (collectively with all relevant Crestview LLC affiliates, “Crestview”), controls through a series of intermediate subsidiaries and management arrangements, the following Crestview entities that directly hold Charter stock: Encore, LLC and Encore II, LLC. Neither individually holds a 10% or greater voting or equity interest in Charter. In addition, none of the intermediate subsidiaries in the ownership chain between Encore, LLC and Crestview LLC, or between Encore II, LLC and Crestview LLC, individually hold a 10% or greater interest in Charter by successive multiplication. Crestview LLC is wholly-owned by the following six members and none of these entities individually hold an indirect 10% or greater interest in Charter by successive multiplication: (i) Volpert Investors, L.P.; (ii) Murphy Investors, L.P.; (iii) DeMartini Investors, L.P.; (iv) RJH Investment Partners, L.P.; (v) The 2007 Delaney Family LLC; and (vi) J&N Ventures, Inc. Each of these six entities is owned solely by family members of its related senior manager, who are: Barry Volpert, Thomas S. Murphy, Jr., Richard DeMartini, Robert J. Hurst, Bob Delaney, and Jeff Marcus, respectively.

The principal business address for the Crestview entities and individuals mentioned above is c/o Crestview Partners, 667 Madison Avenue, 10th Floor, New York, New York 10065.

Exhibit C

**Vertical Ownership Chain
For Charter Communications Operating, LLC**

Name/Address	% Held	Citizenship	Principal Business
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	99%	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131		USA	Cable/Telecommunications