

**CROSS REFERENCE TO LEAD APPLICATION**

For the public interest statement and supplemental declaration of transaction, please refer to the lead FCC Form 312 application (CCO SoCal I LLC, FRN 0020921029). Additional information can be found in the docket established for this transaction. *See* MB Docket No. 14-57.

## DETAILED DESCRIPTION OF THE TRANSACTION

Comcast Corporation (“Comcast”) and Charter Communications, Inc. (“Charter”) (collectively “the Applicants”) have reached an agreement whereby, contingent upon and following the consummation of Comcast’s acquisition of Time Warner Cable Inc. (“TWC”), Comcast will divest cable systems resulting in a net reduction of approximately 3.9 million video customers. The agreement between Comcast and Charter will be executed through three separate transactions, which are subject to the closing of the proposed Comcast-TWC transaction. *First*, Comcast will sell former TWC systems serving approximately 1.5 million video customers directly to Charter (“the Asset Sale”). *Second*, Charter and Comcast will exchange cable systems serving approximately 1.5 million former TWC video customers for cable systems serving approximately 1.6 million Charter video customers (“the Exchange” or “Exchange Transaction”). *Third*, Comcast will form and spin off to its shareholders a new, independent, publicly traded cable company (“SpinCo”) that will operate systems serving approximately 2.5 million legacy Comcast video subscribers. SpinCo will have a services agreement with Charter that will enable it to take advantage of Charter’s scale and scope. Charter will form a new holding company that will own 100 percent of Charter and acquire approximately 33 percent of SpinCo.<sup>1</sup> Comcast shareholders, including former TWC shareholders, are expected to own the remaining approximately 67 percent stake in SpinCo. Comcast will hold no ownership interest in SpinCo (or Charter) and will have no role in managing SpinCo.

The license and registration assignments and transfers of control necessary to implement the Exchange and the Asset Sale are described below.<sup>2</sup>

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<sup>1</sup> Charter is simultaneously filing applications to effectuate the *pro forma* corporate restructuring necessary to acquire this interest in SpinCo.

<sup>2</sup> Comcast’s spin-off of cable systems to SpinCo are the subject of a separate filing.

## **Comcast Exchange and Sale of Former TWC Systems to Charter**

To effectuate the tax-efficient like-kind exchange of systems with Charter, Comcast has created six new entities that will be exchanged for Charter entities in the Exchange. These entities are: CTW Exchange I, LLC, CTW Exchange II, LLC, CTW Exchange III, LLC, CTW Exchange V, LLC, CTW Exchange VI, LLC, and CTW Exchange VII, LLC (collectively, the “Comcast Exchange Entities”). In addition to the six entities that will be exchanged, Comcast and Charter will exchange assets directly between Time Warner Cable Midwest LLC (following the Comcast-TWC transaction, a Comcast subsidiary) and Tennessee, LLC (a Charter subsidiary). The Comcast Exchange Entities that will hold Title III FCC licenses and registrations and will be exchanged are CTW Exchange I, LLC and CTW Exchange VII, LLC. Comcast has also created CTW Sale, LLC, a new entity that will be sold to Charter (the “New Comcast Sale Entity”). In addition, Insight Communications Company, Inc. and its subsidiaries (the “Insight Sale Entities,” and, together with the New Comcast Sale Entity, the “Comcast Sale Entities”) will be sold to Charter in the Asset Sale. At the closing of the Exchange and Asset Sale, Comcast will transfer the ownership of the Comcast Exchange Entities and the New Comcast Sale Entity to TWC, and TWC will transfer the ownership of the Comcast Exchange Entities and the New Comcast Sale Entity to Time Warner Cable Enterprises LLC (“TWCE”), so that the Comcast Exchange Entities and the New Comcast Sale Entity will be direct, wholly owned subsidiaries of TWCE at the time that the steps described below occur.<sup>3</sup>

The following *pro forma* restructuring steps will occur with respect to the licenses, registrations, and authorizations involved in the Exchange and Asset Sale, as detailed in the attached Exhibit 1.

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<sup>3</sup> At the time that these transfers occur, the Comcast Exchange Entities and the Comcast Sale Entity will not hold any assets, so these transfers will not result in a change of control of any FCC licensee.

1. Time Warner Cable Midwest LLC will assign to CTW Exchange I, LLC, CTW Exchange VII, LLC, and CTW Sale, LLC the licenses and registrations shown in Exhibit 1.
2. Time Warner Entertainment-Advance/Newhouse Partnership will assign to CTW Sale, LLC one earth station registration as shown in Exhibit 1.
3. TWC will transfer control of various telephone subscribers and related assets to CTW Exchange VII Phone, LLC, and to CTW Sale Phone, LLC.<sup>4</sup>

An organizational diagram of the ownership structure of CTW Exchange I, LLC, CTW Exchange VII, LLC, CTW Sale, LLC (each of which are proposed FCC licensees), and Time Warner Cable Midwest LLC (which is a current FCC licensee) following the internal restructuring is shown in Exhibit 2. Prior to the exchange transaction, Insight Communications Company, which indirectly wholly owns two FCC licensee entities, Insight Kentucky Partners II, L.P. and Insight Communications Midwest, LLC, will be a direct, wholly owned subsidiary of TWC and an indirect, wholly owned subsidiary of Comcast, as shown in Exhibit 2. Immediately following the *pro forma* restructuring described above, 100 percent of the membership interests in each of the six Comcast Exchange Entities and CTW Sale, LLC will be transferred from Comcast to Charter, and Time Warner Cable Midwest LLC, which will be an indirect, wholly owned subsidiary of Comcast at the time of the proposed transaction, will assign assets directly to Tennessee, LLC.<sup>5</sup> Each of the six Comcast Exchange Entities will be acquired by a Charter entity. Charter Communications Operating, LLC will acquire CTW Sale, LLC, and Charter Communications, Inc. will acquire the Insight Sale Entities. An organizational diagram showing the ownership structure of CTW Exchange I, LLC, CTW Exchange VII, LLC, Tennessee, LLC,

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<sup>4</sup> The assignments and transfers that precede the exchange of phone entities, as well as the actual transfer of those entities, are described at greater length in the Applicants' applications for approval to transfer control of domestic Section 214 authorizations.

<sup>5</sup> As a result of the restructuring, the Comcast Exchange Entities and the Comcast Sale Entity will acquire certain TWC subsidiaries. To the extent that these subsidiaries hold FCC licenses, authorizations, and registrations, the subsidiaries are shown on the organizational diagrams attached as Exhibit 2, pages 1 and 2.

CTW Sale, LLC (all of the entities that will receive FCC licenses from Time Warner Cable Midwest LLC), and the Insight Sale Entities following the transfer to Charter is shown in Exhibit 3.

### **Charter Exchange of Systems to Comcast**

To effectuate the tax-efficient, like-kind exchange of systems with Comcast, Charter has created three new entities that, along with three existing Charter subsidiaries, will be exchanged for the Comcast Exchange Entities in the Exchange. As noted above, in addition to the six entities that will be exchanged, Charter and Comcast will exchange assets directly between two subsidiaries, Tennessee, LLC and Time Warner Cable Midwest LLC, respectively. The Charter entities that will be exchanged are: (1) Cable Equities of Colorado, LLC; (2) CCO SoCal II, LLC; (3) RMG Transfers III, LLC; (4) ACTV Transfers V, LLC; (5) PCI Transfers VI, LLC; and (6) CCO Holdco Transfers VII, LLC (collectively, the “Charter Exchange Entities”).<sup>6</sup>

Charter has also created six new phone entities and six new VoIP entities that, along with sixteen total existing Charter phone and VoIP subsidiaries, will be transferred to Comcast as part of the Exchange.<sup>7</sup> The following *pro forma* restructuring steps will occur with respect to Charter entities that have licenses, registrations, and authorizations involved in the Exchange, as detailed in the attached Exhibit 1:<sup>8</sup>

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<sup>6</sup> Neither CCO SoCal II, LLC nor ACTV Transfers V, LLC will hold any FCC licenses, registrations, or authorizations. The creation and/or assignment or transfer of assets, entities, and/or subsidiaries that do not involve licenses, registrations, or authorizations will be described only summarily herein.

<sup>7</sup> See *supra* note 4.

<sup>8</sup> Several Charter entities involved in the Exchange possess assets that ultimately will remain in Charter’s control (“non-Exchange assets”) as well as assets that ultimately will be in Comcast’s control (“Exchange assets”). Exhibit 1, which lists the FCC assets included in the Exchange, does not include Charter’s non-Exchange FCC licenses, which will be assigned or transferred internally. Charter is simultaneously filing applications and will file applicable notifications regarding those assignments and transfers as required by the Commission’s rules.

1. Robin Media Group, Inc. will assign all of its assets to a newly formed, wholly owned subsidiary, RMG Transfers III, LLC.<sup>9</sup>
2. Plattsburgh Cablevision, Inc. will assign all of its assets to a newly formed, wholly owned subsidiary, PCI Transfers VI, LLC.
3. Charter's limited partnership interests in the limited partnership entities to be transferred will be transferred to CCO LP, LLC, a newly created, wholly owned subsidiary of CCO Holdco Transfers VII, LLC. Charter's general partnership interests will be transferred, along with the relevant entity, to CCO Holdco Transfers VII, LLC.
4. Control of The Helicon Group, L.P. will be transferred to CCO Holdco Transfers VII, LLC, a newly formed, wholly owned subsidiary of Charter Communications Operating, LLC.<sup>10</sup>
5. Rifkin Acquisition Partners, LLC will assign its non-Exchange assets to Charter Communications, LLC. Control of Rifkin Acquisition Partners, LLC will then be transferred to CCO Holdco Transfers VII, LLC.
6. Falcon Cable Systems Company II, LP will assign its non-Exchange assets to various Charter subsidiaries. Control of Falcon Cable Systems Company II, LP will then be transferred to CCO Holdco Transfers VII, LLC.
7. Falcon Cablevision, a California Limited Partnership, will assign its non-Exchange assets to Charter Communications, LLC. Control of Falcon Cablevision, a California Limited Partnership, will then be transferred to CCO Holdco Transfers VII, LLC.

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<sup>9</sup> Ausable Cable TV, Inc. will assign its assets to a newly formed, wholly owned subsidiary, ACTV Transfers V, LLC. As noted, Ausable Cable TV, Inc. does not possess any FCC licenses, registrations, or authorizations.

<sup>10</sup> Prior to this, The Helicon Group, LP will assign certain non-FCC assets to Charter Communications, LLC.

8. Falcon Telecable, a California Limited Partnership, will assign its non-Exchange assets to Charter Communications, LLC. Control of Falcon Telecable, a California Limited Partnership, will then be transferred to CCO Holdco Transfers VII, LLC.<sup>11</sup>
9. Marcus Cable Associates, L.L.C., will assign its non-Exchange assets to Charter Communications, LLC. Control of Marcus Cable Associates, L.L.C. will then be transferred to CCO Holdco Transfers VII, LLC.
10. Control of the following whole entities will be transferred to CCO Holdco Transfers VII, LLC:
  - a. CCO SoCal I, LLC;
  - b. Falcon Community Cable, LP;
  - c. Falcon Community Ventures I, Limited Partnership;
  - d. Falcon Video Communications, L.P.; and
  - e. Falcon Cable Media, a California Limited Partnership.<sup>12</sup>
11. Charter Communications, LLC will assign its Exchange assets to CCO Transfers, LLC, a newly created, wholly owned subsidiary of CCO Holdco Transfers VII, LLC.
12. Charter Communications Entertainment I, LLC will assign its Exchange assets to CCO Transfers, LLC.
13. Charter Communications, VI, LLC will assign its Exchange assets to CCO Transfers, LLC.
14. HPI Acquisitions Co., LLC will assign its Exchange assets to CCO Transfers, LLC.

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<sup>11</sup> Charter Communications Properties, LLC will assign non-Exchange assets to Charter Communications, LLC. Control of Charter Communications Properties, LLC will then be transferred to CCO Holdco Transfers VII, LLC. Charter Communications Properties, LLC does not possess any FCC licenses, registrations, or authorizations.

<sup>12</sup> Control of CCO SoCal Vehicles, LLC, a wholly owned subsidiary of CCO SoCal I, LLC, Vista Broadband, LLC, and Peachtree Cable TV, LP, will also be transferred to CCO Holdco Transfers VII, LLC. These entities do not possess any FCC licenses.

15. Renaissance Media, LLC will assign its Exchange assets to CCO Transfers, LLC.

An organizational diagram showing the ownership structure of the Charter Exchange Entities that hold FCC Title III licenses and registrations following the internal restructuring is shown in Exhibit 4. Immediately following the *pro forma* restructuring described above, 100 percent of the ownership of Charter Exchange Entities, excluding Tennessee, LLC, will be transferred to TWCE, so that following this transfer, the Charter Exchange Entities, excluding Tennessee, LLC, will become direct or indirect, wholly owned subsidiaries of TWCE, and indirect, wholly owned subsidiaries of Comcast.<sup>13</sup> Tennessee, LLC will transfer all of its assets to TWCE. An organizational diagram showing the ownership structure of the Charter Exchange Entities that hold FCC licenses following the transfer to Comcast is shown in Exhibit 5.

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<sup>13</sup> As a result of the restructuring, the Charter Exchange Entities will acquire certain Charter subsidiaries. To the extent that these subsidiaries hold FCC licenses, registrations, or authorizations, the subsidiaries are shown on the organizational diagrams attached as Exhibits 4 and 5.



**Exhibit 1**

**EXHIBIT 1**

**COMCAST/TWC TO CHARTER ASSIGNMENTS**

<b><u>PRIVATE WIRELESS LICENSES</u></b>		
<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	WNJQ722	CTW Sale, LLC, FRN 0023681026 <sup>1</sup>
Time Warner Cable Midwest LLC, FRN 0021519962	WQCW526	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WPAJ330	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WQGH689	CTW Exchange VII, LLC, FRN 0023680549 <sup>2</sup>
Time Warner Cable Midwest LLC, FRN 0021519962	WQGJ785	CTW Exchange VII, LLC, FRN 0023680549

<b><u>RECEIVE-ONLY EARTH STATION REGISTRATIONS</u></b>		
<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	E2425	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E2426	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E2427	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E3436	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E3505	CTW Sale, LLC, FRN 0023681026

<sup>1</sup> CTW Sale, LLC will be transferred to Charter Communications, Inc.

<sup>2</sup> CTW Exchange VII, LLC will be transferred to Charter Communications, Inc.

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	E3506	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E3550	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E3551	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E3952	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E4172	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E4338	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E4341	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E4478	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E5020	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E5498	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E6449	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E7300	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E865184	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E870893	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E873416	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E873418	CTW Sale, LLC, FRN 0023681026

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	E873420	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E873614	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E880888	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E890798	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E890832	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E900073	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E900577	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E910224	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E9194	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E920186	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E920188	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E930031	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E930144	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E960299	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WB50	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WD20	CTW Sale, LLC, FRN 0023681026

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	WE47	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WG76	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WK50	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WN89	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WP20	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WR73	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WS44	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WT29	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	WV36	CTW Sale, LLC, FRN 0023681026
Time Warner Cable Midwest LLC, FRN 0021519962	E3145	CTW Exchange I, LLC, FRN 0023684145 <sup>3</sup>
Time Warner Cable Midwest LLC, FRN 0021519962	E2018	Tennessee, LLC, FRN 0005099916
Time Warner Cable Midwest LLC, FRN 0021519962	E2685	CTW Exchange VII, LLC, FRN 0023680549 <sup>4</sup>
Time Warner Cable Midwest LLC, FRN 0021519962	E2985	CTW Exchange VII, LLC, FRN 0023680549

<sup>3</sup> CTW Exchange I, LLC will be transferred to Charter Communications, Inc.

<sup>4</sup> CTW Exchange VII, LLC will be transferred to Charter Communications, Inc.

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Time Warner Cable Midwest LLC, FRN 0021519962	E3458	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E4198	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E5437	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E872136	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E880468	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E9046	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E930196	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E9472	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E940078	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E950468	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	E980458	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	KF37	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	WF88	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	WN46	CTW Exchange VII, LLC, FRN 0023680549
Time Warner Cable Midwest LLC, FRN 0021519962	WQ55	CTW Exchange VII, LLC, FRN 0023680549

<b><u>RECEIVE-ONLY EARTH STATION REGISTRATIONS</u></b>		
<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Time Warner Entertainment – Advance/Newhouse Partnership, FRN 0003476298	E4381	CTW Sale, LLC, FRN 0023681026

**COMCAST/TWC TO CHARTER TRANSFERS OF CONTROL**

<b><u>RECEIVE-ONLY EARTH STATION REGISTRATIONS</u></b>			
<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Comcast Corporation, FRN 0006329247	Insight Communications Midwest, LLC, FRN 0003748365	E5828	Charter Communications, Inc., FRN 0023684756
Comcast Corporation, FRN 0006329247	Insight Communications Midwest, LLC, FRN 0003748365	E5921	Charter Communications, Inc., FRN 0023684756
Comcast Corporation, FRN 0006329247	Insight Communications Midwest, LLC, FRN 0003748365	E990037	Charter Communications, Inc., FRN 0023684756
Comcast Corporation, FRN 0006329247	Insight Communications Midwest, LLC, FRN 0003748365	WV66	Charter Communications, Inc., FRN 0023684756
Comcast Corporation, FRN 0006329247	Insight Kentucky Partners II, L.P., FRN 0001542604	E2091	Charter Communications, Inc., FRN 0023684756
Comcast Corporation, FRN 0006329247	Insight Kentucky Partners II, L.P., FRN 0001542604	E3703	Charter Communications, Inc., FRN 0023684756
Comcast Corporation, FRN 0006329247	Insight Kentucky Partners II, L.P., FRN 0001542604	E5074	Charter Communications, Inc., FRN 0023684756
Comcast Corporation, FRN 0006329247	Insight Kentucky Partners II, L.P., FRN 0001542604	E6334	Charter Communications, Inc., FRN 0023684756

## CHARTER TO COMCAST ASSIGNMENTS

<b><u>PRIVATE WIRELESS LICENSES</u></b>		
<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Plattsburgh Cablevision, Inc., FRN 0018768754	KVE945	PCI Transfers IV, LLC, FRN 0023684871 <sup>5</sup>
Charter Communications, LLC, FRN 0018767954	KLP528	CCO Transfers LLC, FRN 0023679319 <sup>6</sup>
Charter Communications, LLC, FRN 0002531093	WQSZ994	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0002531093	WQTA205	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0002531093	WQTA660	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0002531093	WQTA661	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	WQKG925	CCO Transfers LLC, FRN 0023679319

<sup>5</sup> PCI Transfers IV, LLC will be transferred to Comcast Corporation.

<sup>6</sup> CCO Transfers LLC will be transferred to Comcast Corporation.



**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Tennessee, LLC, 0005099916	E050329	Time Warner Cable Enterprises, LLC, FRN 0021624192
Robin Media Group, Inc., FRN 0002058766	E2380	RMG Transfers III, LLC, FRN 0023679293 <sup>7</sup>
Robin Media Group, Inc., FRN 0002058766	E8172	RMG Transfers III, LLC, FRN 0023679293
Robin Media Group, Inc., FRN 0002058766	E870847	RMG Transfers III, LLC, FRN 0023679293
Robin Media Group, Inc., FRN 0002058766	E890917	RMG Transfers III, LLC, FRN 0023679293
Robin Media Group, Inc., FRN 0002058766	WF25	RMG Transfers III, LLC, FRN 0023679293
Robin Media Group, Inc., FRN 0002058766	WK73	RMG Transfers III, LLC, FRN 0023679293
Plattsburgh Cablevision, Inc., FRN 0018768754	E6784	PCI Transfers IV, LLC, FRN 0023684871
Charter Communications, LLC, FRN 0018767954	E010328	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E050294	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E070116	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E110071	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E110074	CCO Transfers LLC, FRN 0023679319

<sup>7</sup> RMG Transfers III, LLC will be transferred to Comcast Corporation.

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Charter Communications, LLC, FRN 0018767954	E110076	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E110077	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E7233	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E7385	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	E940159	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	WE80	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	WR42	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0018767954	WS56	CCO Transfers LLC, FRN 0023679319
Charter Communications, LLC, FRN 0002531093	E3518	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	E5824	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	E7475	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	E7992	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	E880118	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	E880175	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	KQ32	CCO Transfers LLC, FRN 0023679319
Charter Communications VI, LLC, FRN 0018767830	WG59	CCO Transfers LLC, FRN 0023679319

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>ASSIGNOR</u></b>	<b><u>CALL SIGN</u></b>	<b><u>ASSIGNEE</u></b>
Charter Communications Entertainment I, LLC, FRN 0018767897	E4255	CCO Transfers LLC, FRN 0023679319
Charter Communications Entertainment I, LLC, FRN 0018767897	E6392	CCO Transfers LLC, FRN 0023679319
Charter Communications Entertainment I, LLC, FRN 0018767897	E980448	CCO Transfers LLC, FRN 0023679319
Charter Communications Entertainment I, LLC, FRN 0018767897	E990507	CCO Transfers LLC, FRN 0023679319
Charter Communications Entertainment I, LLC, FRN 0018767897	E990508	CCO Transfers LLC, FRN 0023679319
Charter Communications Entertainment I, LLC, FRN 0018767897	E990509	CCO Transfers LLC, FRN 0023679319
Charter Communications Entertainment I, LLC, FRN 0018767897	E990511	CCO Transfers LLC, FRN 0023679319
HPI Acquisitions Co., LLC, FRN 0005099676	WH33	CCO Transfers LLC, FRN 0023679319
Renaissance Media, LLC, FRN 0018768184	E7061	CCO Transfers LLC, FRN 0023679319

**CHARTER TO COMCAST TRANSFERS OF CONTROL**

<b><u>CARS LICENSES</u></b>			
<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468 <sup>8</sup>	Rifkin Acquisition Partners, LLC, FRN 0018769265	WGZ-305	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	WHZ-856	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	WLY-695	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Telecable, a California Limited Partnership, FRN 0018768028	WHZ-632	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Telecable, a California Limited Partnership, FRN 0018768028	WHZ-645	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WAM-603	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WAM-609	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WHZ-899	Comcast Corporation, FRN 0006329247

<sup>8</sup> Although Form 327 does not include an entry line for the Transferor, Charter Communications Inc. is listed herein as Transferor, because it is the ultimate parent of the subject CARS licenses.

<b><u>CARS LICENSES</u></b>			
<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WBW-21	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WSA-52	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WSJ-78	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WGV-505	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WHZ-511	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WHZ-662	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WHZ-764	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Community Ventures I, LP, FRN 0018768218	WAY-753	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Community Ventures I, LP, FRN 0018768218	WHZ-908	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Community Ventures I, LP, FRN 0018768218	WLY-441	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Community Ventures I, LP, FRN 0018768218	WLY-446	Comcast Corporation, FRN 0006329247

<b><u>CARS LICENSES</u></b>			
<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	WGJ-868	Comcast Corporation, FRN 0006329247

<b><u>PRIVATE WIRELESS LICENSES</u></b>			
<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	Falcon Cable System Co. II, LP, FRN 0018767970	WQKG920	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable System Co. II, LP, FRN 0018767970	WQKG922	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WQKG921	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	WQKG924	Comcast Corporation, FRN 0006329247

<b><u>RECEIVE-ONLY EARTH STATION REGISTRATIONS</u></b>			
<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	Cable Equities of Colorado, LLC, FRN 0004534707	E050001	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Cable Equities of Colorado, LLC, FRN 0004534707	WU60	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	The Helicon Group, L.P., FRN 0018772970	E040177	Comcast Corporation, FRN 0006329247

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	The Helicon Group, L.P., FRN 0018772970	WZ93	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	E910119	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	E910243	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	E910245	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	E930082	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	KJ20	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Systems Co. II, LP, FRN 0018767970	E030157	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Telecable, a California Limited Partnership, FRN 0018768028	E3573	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	E000185	Comcast Corporation, FRN 0006329247

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	E000199	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	E4191	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	E872103	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	E940402	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	E940404	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	E940407	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	KQ79	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Marcus Cable Associates, L.L.C., FRN 0018768176	WR33	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E020286	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E2186	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E5916	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E8495	Comcast Corporation, FRN 0006329247



**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E881108	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E030069	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E920601	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E980463	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	KV61	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E030011	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E2182	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E2183	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E2675	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E7431	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E860375	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E890360	Comcast Corporation, FRN 0006329247

**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E960504	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	KF76	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	KZ51	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	E891006	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	KG33	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	CCO, SoCal I, LLC, FRN 0020921029	KR30	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Community Cable, LP, FRN 0001530849	E2578	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Community Cable, LP, FRN 0001530849	KM70	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Community Ventures I, LP, FRN 0018768218	KP47	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	E110006	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	E5158	Comcast Corporation, FRN 0006329247

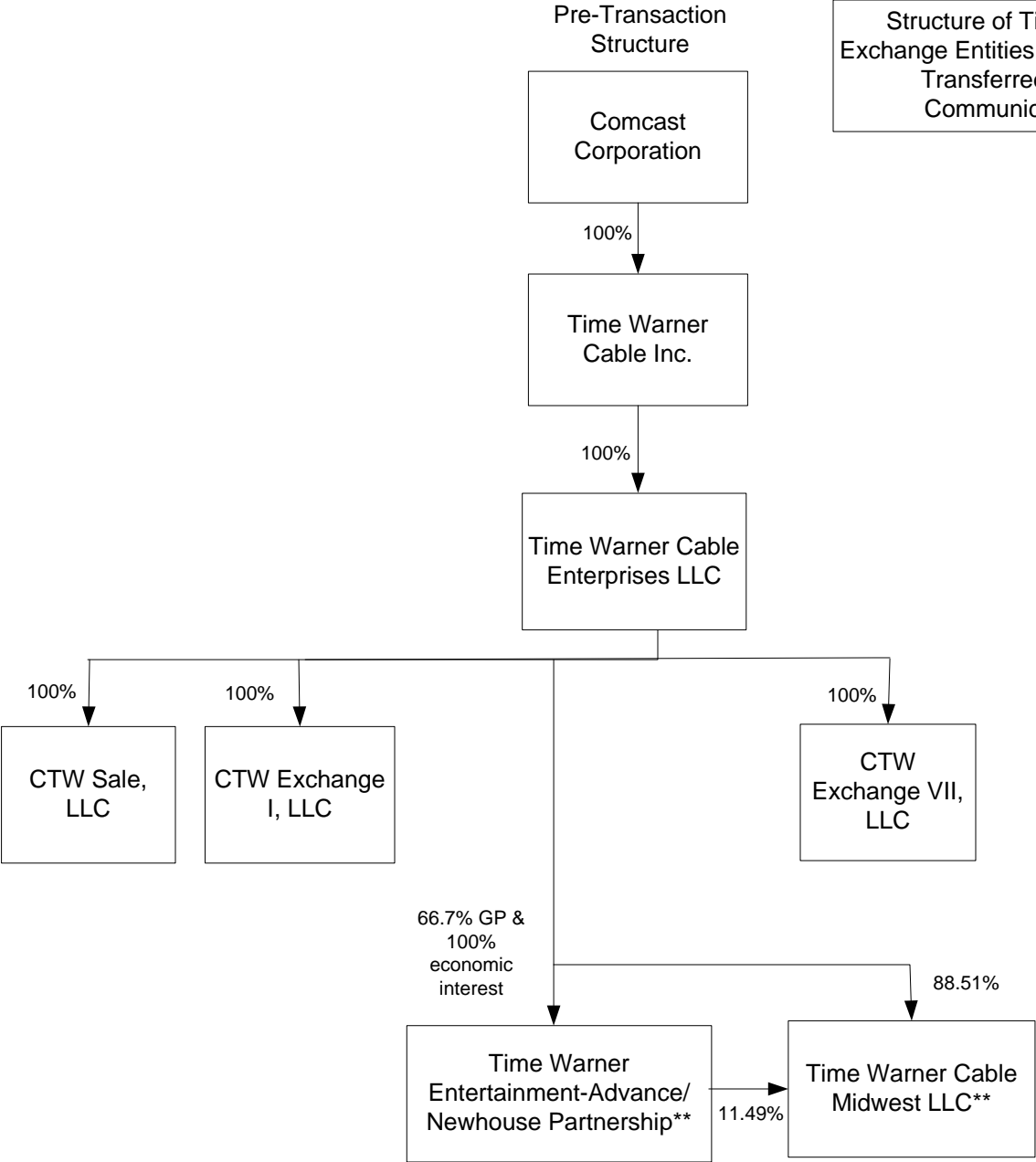
**RECEIVE-ONLY EARTH STATION REGISTRATIONS**

<b><u>TRANSFEROR</u></b>	<b><u>LICENSEE</u></b>	<b><u>CALL SIGN</u></b>	<b><u>TRANSFeree</u></b>
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	E880890	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	E920551	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	E920553	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	E940432	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036	KT50	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Video Communications, L.P., 0018768036 <sup>9</sup>	E090183	Comcast Corporation, FRN 0006329247
Charter Communications, Inc., FRN 0003746468	Falcon Cable Media, a California Limited Partnership, FRN 0018767962	WU58	Comcast Corporation, FRN 0006329247

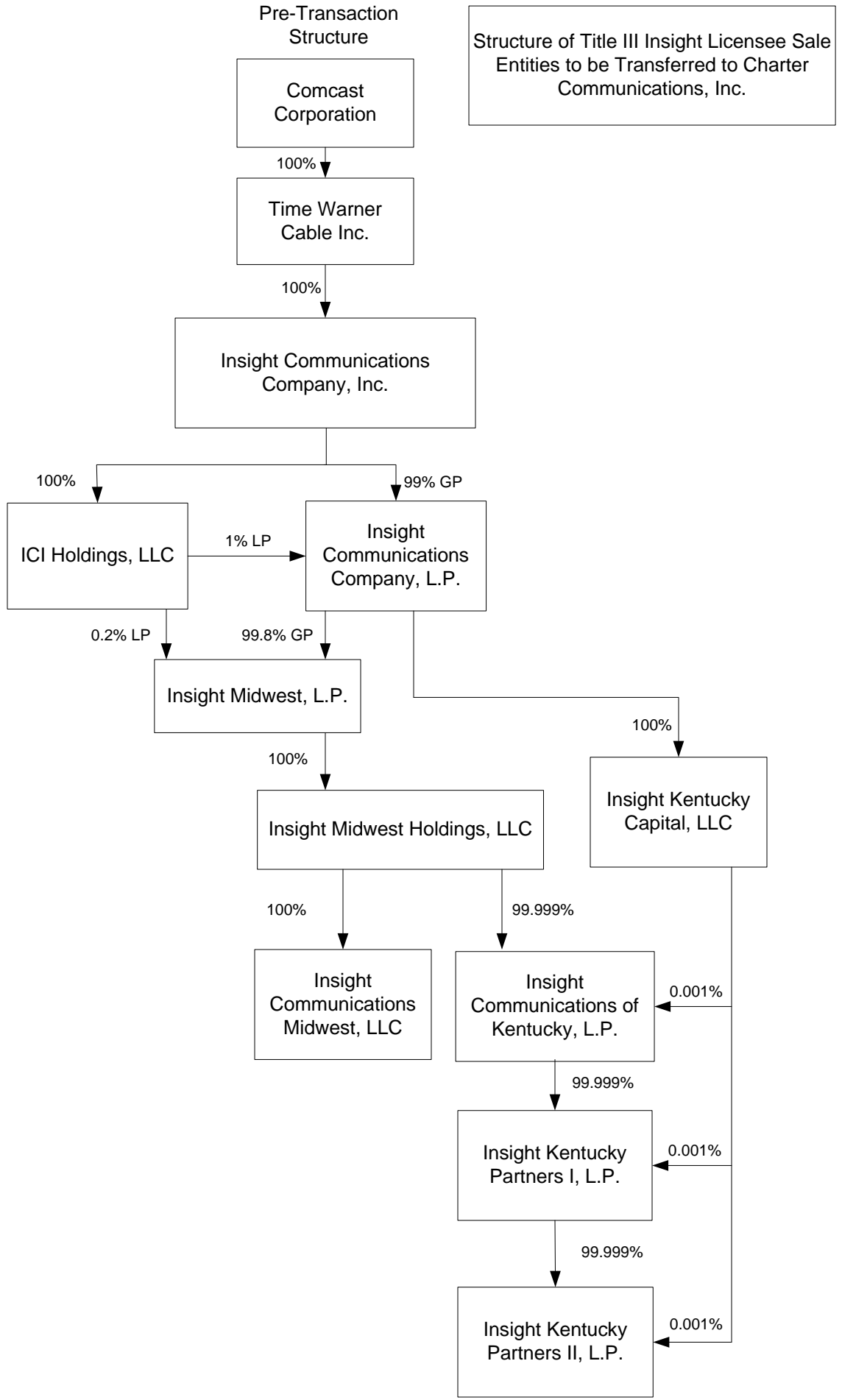
<sup>9</sup> The FCC's records identify Falcon Video Communications, LP, Debtor in Possession as the licensee for call sign E090183. Charter has filed a notification of *pro forma* assignment from Falcon Video Communications, LP, Debtor in Possession to Falcon Video Communications, LP, which notification is currently pending before the International Bureau, Application File Number SES-ASG-20140528-00386.

**Exhibit 2**

Structure of Title III Licensee Exchange Entities (Non-Insight) to be Transferred to Charter Communications, Inc.



\*\*Time Warner Cable Midwest, LLC will assign assets to a Charter Communications, Inc. subsidiary, Tennessee, LCC, but neither Time Warner Entertainment-Advance/Newhouse Partnership nor Time Warner Cable Midwest LLC will be transferred to Charter Communications, Inc..



Pre-Transaction Structure

Structure of Title III Insight Licensee Sale Entities to be Transferred to Charter Communications, Inc.

Comcast Corporation

Time Warner Cable Inc.

Insight Communications Company, Inc.

ICI Holdings, LLC

Insight Communications Company, L.P.

Insight Midwest, L.P.

Insight Midwest Holdings, LLC

Insight Kentucky Capital, LLC

Insight Communications Midwest, LLC

Insight Communications of Kentucky, L.P.

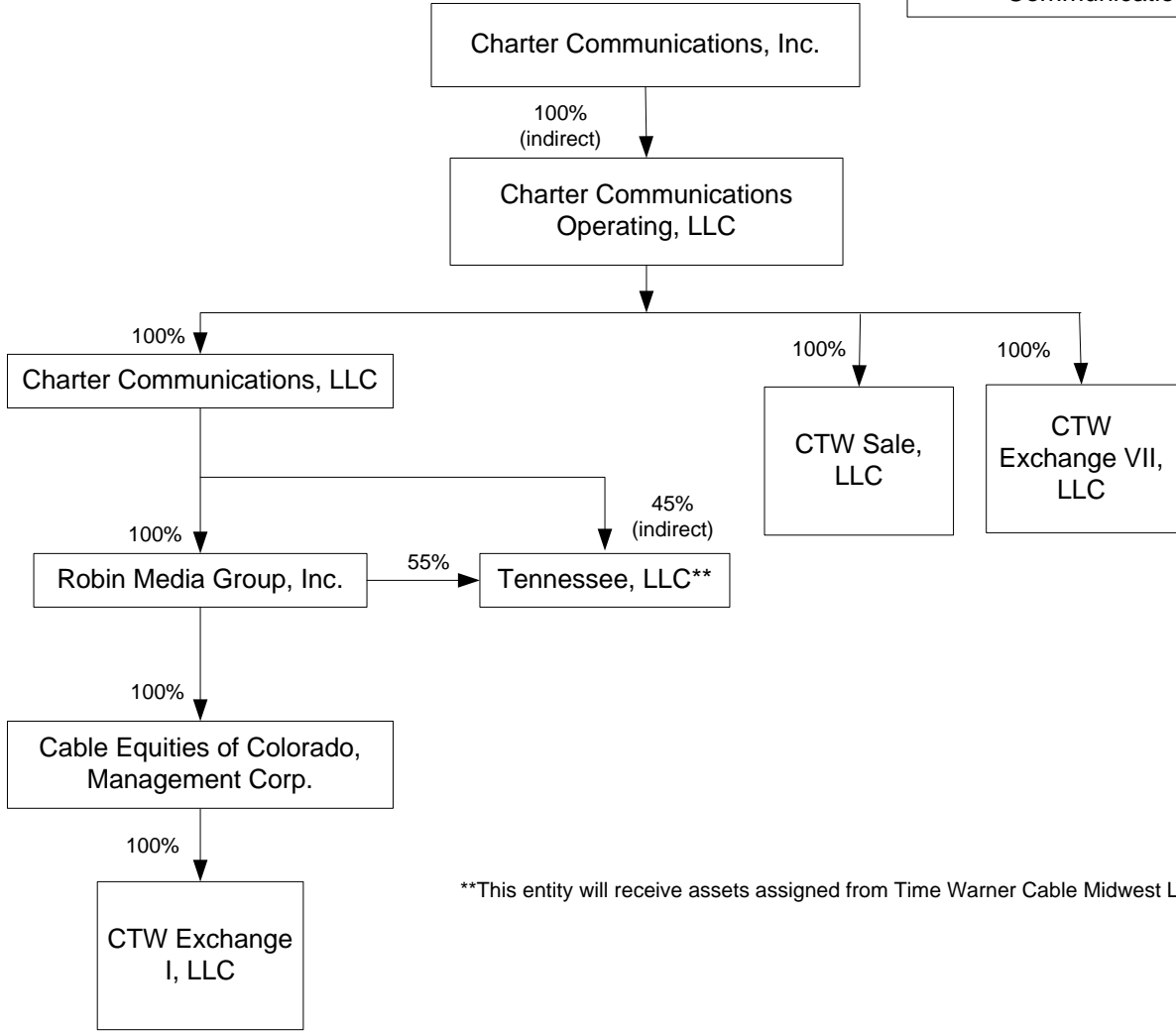
Insight Kentucky Partners I, L.P.

Insight Kentucky Partners II, L.P.

**Exhibit 3**

Post-Transaction Structure

Structure of Title III Licensee Exchange Entities (Non-Insight) to be Transferred to Charter Communications, Inc.

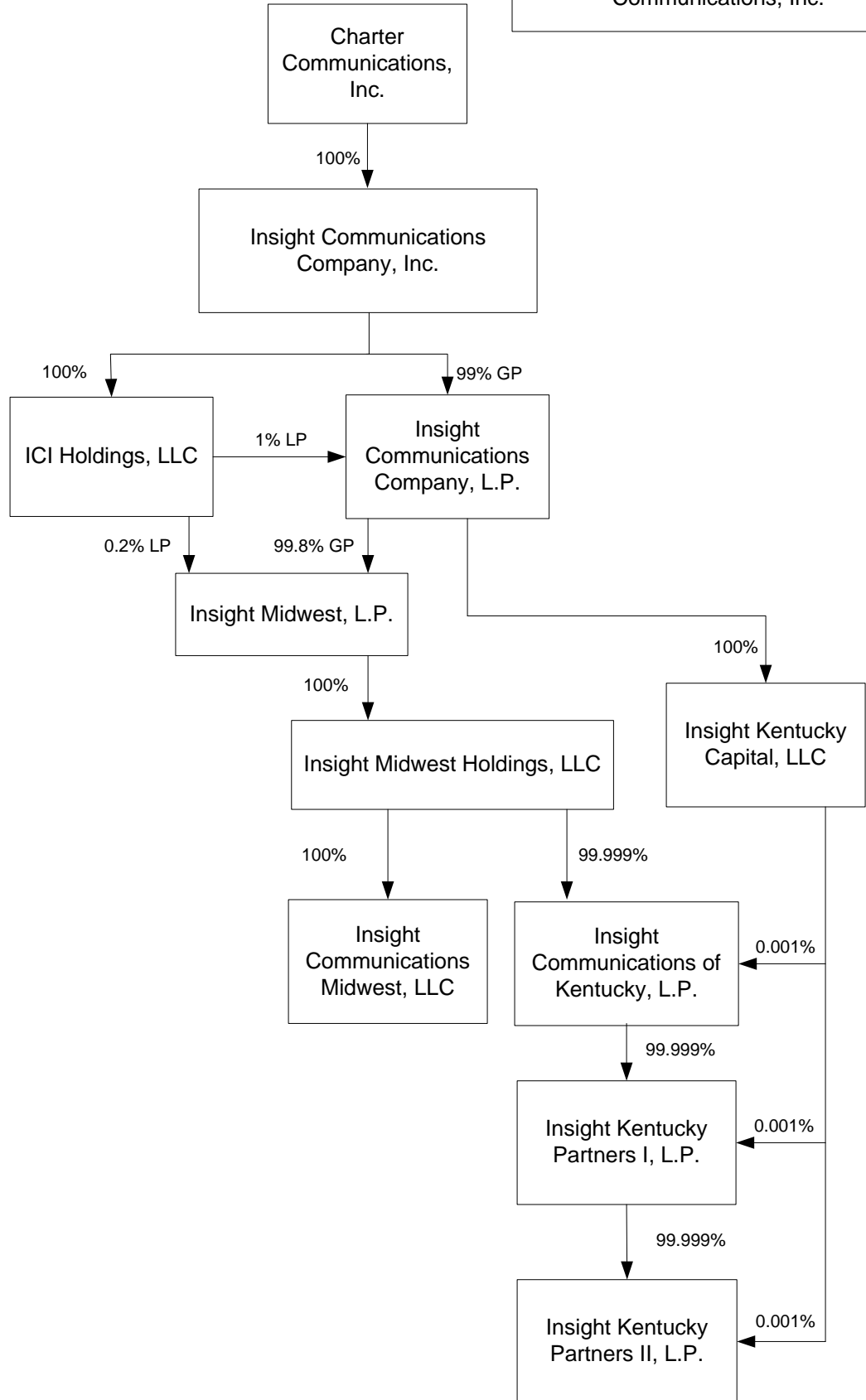


\*\*This entity will receive assets assigned from Time Warner Cable Midwest LLC.



Post-Transaction Structure

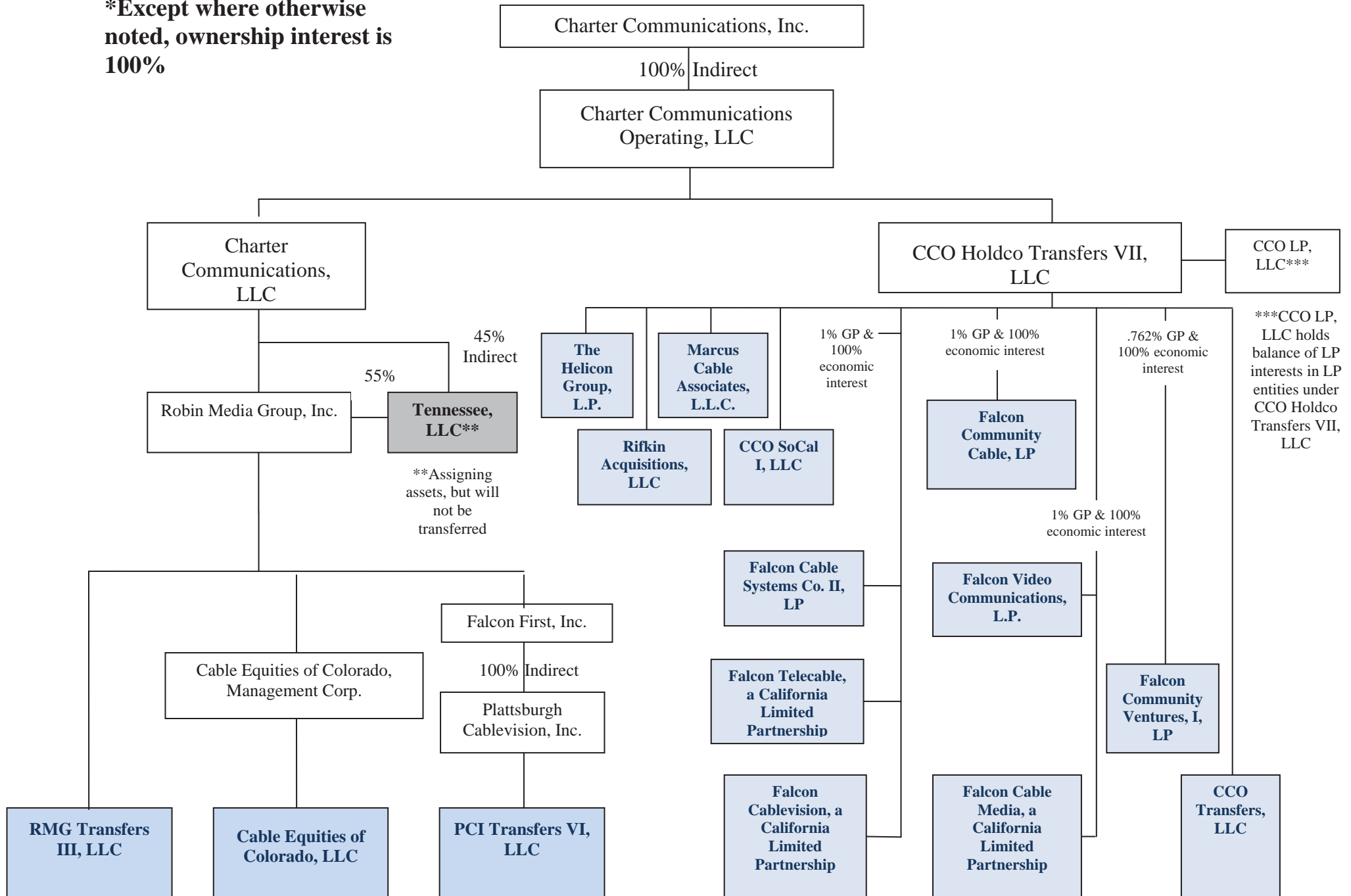
Structure of Title III Insight Licensee Sale Entities to be Transferred to Charter Communications, Inc.



**Exhibit 4**

**Exhibit 4: Diagram of Organization Structure Immediately Prior to Exchange (Excluding Phone Entities)\***

**\*Except where otherwise noted, ownership interest is 100%**



**Exhibit 5**

**Exhibit 5: Diagram of Organization Structure Immediately Following Exchange (Excluding Phone Entities)\***

**\*Except where otherwise noted, ownership interest is 100%**

