



**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE
STATE OF CALIFORNIA**

FILED

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Joint Application of Comcast Corporation, Time Warner Cable Information Services (California), LLC (U6874C) and Charter Fiberlink CA-CCO, LLC (U6878C) for Expedited Approval to Transfer Certain Assets and Customers of Charter Fiberlink CA-CCO, LLC to Time Warner Cable Information Services (California), LLC, Pursuant to Public Utilities Code Section 851

A1406012
Application No. _____

**JOINT APPLICATION OF COMCAST CORPORATION, TIME WARNER CABLE
INFORMATION SERVICES (CALIFORNIA), LLC (U6874C) AND CHARTER
FIBERLINK CA-CCO, LLC (U6878C) FOR EXPEDITED APPROVAL TO TRANSFER
CERTAIN ASSETS AND CUSTOMERS OF CHARTER FIBERLINK CA-CCO, LLC TO
TIME WARNER CABLE INFORMATION SERVICES (CALIFORNIA), LLC,
PURSUANT TO PUBLIC UTILITIES CODE SECTION 851**

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Dated: June 17, 2014

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Joint Application of Comcast Corporation, Time Warner Cable Information Services (California), LLC (U6874C) and Charter Fiberlink CA-CCO, LLC (U6878C) for Expedited Approval to Transfer Certain Assets and Customers of Charter Fiberlink CA-CCO, LLC to Time Warner Cable Information Services (California), LLC, Pursuant to Public Utilities Code Section 851

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PURSUANT TO PUBLIC UTILITIES CODE SECTION 851**

Pursuant to Section 851 of the California Public Utilities Code (“PU Code”) and Article 2 and Rule 3.6 of the California Public Utilities Commission’s (“Commission”) Rules of Practice and Procedure (“Rules”), Comcast Corporation on behalf of its prospective wholly owned subsidiary Time Warner Cable Information Services (California), LLC (U-6874-C) (“TWCIS (CA)”), TWCIS (CA), and Charter Fiberlink CA-CCO, LLC (U-6878-C) (“Charter Fiberlink”) (collectively, “Joint Applicants”) submit this joint application (“Application”) to request that the Commission authorize a transfer that will result in the assignment of a limited number of non-residential (“business”) customers and associated regulated assets of Charter Fiberlink to TWCIS (CA) under PU Code Section 851.

I. INTRODUCTION

The instant Application seeks approval to transfer a limited number of business customers and associated regulated assets of Charter Fiberlink to TWCIS (CA) under PU Code

Section 851. As discussed herein, this transfer meets the standard in such code section.

Moreover, the Joint Applicants will comply with all applicable customer notice requirements with respect to these customers, whose rates, terms, or conditions of service will otherwise not be changed by this transaction.¹

The transfer proposed herein is related to the subject matter of Application (“A.”) 14-04-013.² In that application, Comcast Corporation, Time Warner Cable Inc. (“Time Warner Cable”), TWCIS (CA) and Bright House Networks Information Services (California), LLC (“Bright House California”) seek approval of the transfer of control of TWCIS (CA) and the pro forma transfer of control of Bright House California to Comcast Corporation pursuant to PU Code Section 854(a). As discussed in further detail below, the instant Application is contingent upon the culmination of the transfer of control of TWCIS (CA) to Comcast Corporation, as proposed in A.14-04-013. Comcast Corporation has the requisite financial, technical, and managerial qualifications to acquire the customers and assets discussed herein. Because the instant transaction is in the public interest, the Joint Applicants request that the Commission approve it expeditiously and without a hearing.

¹ After closing this transaction, it is possible that there may be changes to dba names, rates, terms, or conditions of service, or transfers of customers, as part of the going-forward integration process. To the degree such changes require regulatory approval, Comcast Corporation will follow applicable California filing and notice requirements associated with such changes.

² Filed April 11, 2014.

II. DESCRIPTION OF THE PARTIES

A. Charter Fiberlink

Charter Fiberlink is a wholly-owned subsidiary of Charter Communications, Inc. (“Charter”).³ Charter Fiberlink is a limited liability company organized under the laws of the state of Delaware and is authorized to do business in California. The company’s principal business office is located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink is authorized to provide limited facilities-based and resold interexchange services as a non-dominant interexchange carrier (“NDIEC”) and limited facilities-based and resold local exchange services as a competitive local exchange carrier (“CLEC”) in California pursuant to a Certificate of Public Convenience and Necessity (“CPCN”) issued by this Commission on May 6, 2004.⁴ Pursuant to this authority, Charter Fiberlink provides interstate and intrastate telecommunications services to business customers, including private line and data/wide area network services. Charter Fiberlink does not provide residential end-user voice services itself, but it enables its unregulated voice over Internet protocol (“VoIP”) affiliate to do so by providing network interconnection, telephone numbers, and other services. Charter Fiberlink also provides switched exchange access services to interconnecting carriers who terminate calls on its network.

B. TWCIS (CA)

TWCIS (CA) is a wholly-owned subsidiary of Time Warner Cable. TWCIS (CA) is a limited liability company organized under the laws of the state of Delaware and is authorized to do business in California. The company’s principal offices are located at 60 Columbus Circle,

³ Charter is a publicly traded Delaware corporation. Charter operates in 29 states and provides traditional cable video services (basic and digital), advanced video services, high-speed Internet services, and voice services to more than 6 million residential and business customers.

⁴ Charter Fiberlink received its NDIEC CPCN in D.04-04-035 (rel. April 19, 2004) and its CLEC CPCN in D.04-05-011 (rel. May 6, 2004).

New York, NY 10023. TWCIS (CA) is authorized to provide limited facilities-based and resold interexchange services as an NDIEC and limited facilities-based and resold local exchange services as a CLEC in California pursuant to a CPCN issued by this Commission on March 16, 2004.⁵ TWCIS (CA) does not itself provide direct end-user voice services. Rather, TWCIS (CA) offers wholesale telecommunications services, including switched access service and local interconnection service, to retail VoIP providers including TWCIS (CA)'s own non-carrier affiliate that provides retail VoIP service, TWC Digital Phone, LLC. TWCIS (CA) also offers a wide variety of products and services to business customers, including high-capacity transmission services (such as Metro Ethernet) and backhaul services to wireless customers.

C. Comcast Corporation

Comcast Corporation is a publicly traded corporation organized under the laws of Pennsylvania. Its principal offices are located at One Comcast Center, Philadelphia, Pennsylvania 19103-2838.⁶ Comcast Corporation is a global media and technology company with network facilities covering portions of 39 states and the District of Columbia. Comcast Corporation is a leading provider of video, high-speed Internet, digital voice, and other next-

⁵ *In the Matter of the Application of Time Warner Cable Information Services (California), LLC for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resale Competitive Local, IntraLATA and InterLATA Voice Service*, D. 04-03-032 (Mar. 16, 2004). In the Decision TWCIS (CA) was granted a CPCN in the service territories of Pacific Bell Telephone Company ("Pacific"), Verizon California Inc. ("Verizon"), Roseville Telephone Company, and Citizens Telecommunications Company of California, Inc. ("CTC"). Because of various ILEC mergers and sales, TWCIS (CA)'s authorized territory is now the service territories currently served by Pacific doing business as AT&T California, Verizon, CTC doing business as Frontier Communications of California, Frontier Communications of the Southwest, Inc., and SureWest Communications.

⁶ No individual or company holds directly or indirectly a ten percent or more equity interest of Comcast Corporation's common stock. Brian L. Roberts, Comcast Corporation's Chairman and Chief Executive Officer, has or is attributed with the power to vote stock that represents 33-1/3 percent of the voting power of Comcast Corporation's voting common stock. Mr. Roberts's voting interest is held primarily through his control of BRCC Holdings, LLC, a Delaware limited liability company of which he is the sole Manager. No other individual or entity has or is attributed with, directly or indirectly, a ten percent or greater voting interest in Comcast Corporation.

generation services and technologies to residential customers and small- and medium-sized businesses. Having consistently invented, developed, deployed, and improved a wide range of new technologies and services, Comcast Corporation has established a reputation as an industry leader in communications, technology, financial performance, and operational efficiency.

Through its subsidiaries, Comcast Corporation currently provides voice services to approximately 10.9 million customers, including residential and business subscribers in the United States. Using VoIP technology, Comcast Corporation provides competitive facilities-based voice services that deliver digital-quality phone service, plus enhanced features that are integrated with other Comcast Corporation services. In California, through its non-common carrier VoIP operating subsidiary, Comcast IP Phone II, LLC, Comcast Corporation provides residential and commercial retail interconnected VoIP services throughout the vast majority of Comcast Corporation's cable footprint, which covers the Greater San Francisco Bay Area (including Monterey and Santa Cruz), Sacramento, Fresno and portions of Mendocino, Nevada, Tulare, and Yuba counties. Further, through its common carrier subsidiary, Comcast Phone of California, LLC (U-5698-C), Comcast Corporation offers wholesale telecommunications services, including switched access service, local interconnection service to retail VoIP providers (including its VoIP affiliate Comcast IP Phone II, LLC) and intrastate Metro Ethernet transport services. Another Comcast Corporation affiliate provides interstate transport services pursuant to its interstate authority. Comcast Corporation is also active in the wholesale business, particularly with respect to backhaul services for wireless carriers.

III. DESIGNATED CONTACTS

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

For Comcast Corporation:

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IV. CERTIFICATES OF FORMATION AND FINANCIAL STATEMENTS

Pursuant to Rule 2.2 of the Commission's Rules, copies of the Certificates of Formation for Charter Fiberlink and TWCIS (CA) are attached to this Application as Exhibit A.

Certificates of Status issued by the California Secretary of State showing that Charter Fiberlink and TWCIS (CA) are in good standing are attached hereto as Exhibit B. Certificates of Formation and Status for Comcast Corporation were provided with A.14-04-013.

Pursuant to Rule 3.6(e) of the Commission's Rules, Charter's Form 10-K Annual Report (February 21, 2014) which includes the company's most recent annual financial statement is available at <http://phx.corporate-ir.net/phoenix.zhtml?c=112298&p=irol-sec>. (A copy of

Charter's Form 10-K is also attached as Exhibit C). Comcast Corporation's and Time Warner Cable's Form 10-K Annual Reports were provided with A.14-04-013.

Attached hereto as Exhibit D are balance sheets and income statements for Charter Fiberlink and TWCIS (CA) covering the period from the close of last year for which an annual report has been filed with the Commission. This is the most recent financial information available.

Financial statements for TWCIS (CA) and Charter Fiberlink were attached to each company's most recent annual reports filed with the Commission on March 31, 2014. The Joint Applicants incorporate those statements into this Application by reference.

V. DESCRIPTION OF THE TRANSACTION

As part of an exchange of cable and communications systems between the Joint Applicants, Comcast Corporation will acquire Charter systems in a number of states, including California. This exchange transaction is one of three related transactions pursuant to which Comcast Corporation will divest systems resulting in a net reduction of approximately 3.9 million residential video customers following its acquisition of Time Warner Cable.⁷

As part of this transaction, Charter Fiberlink will transfer to TWCIS(CA) all of its business telecommunications service customers within certain franchise areas, excluding those customers in Charter Fiberlink's operating territory in the Lake Tahoe area. Fewer than 1,000 customers will be affected, along with any and all related regulated assets used to serve those

⁷ The agreement between Comcast Corporation and Charter will be executed through three separate transactions. *First*, Comcast Corporation will sell former Time Warner Cable systems serving approximately 1.5 million video customers directly to Charter. *Second*, Charter and Comcast Corporation will exchange cable systems serving approximately 1.5 million former Time Warner Cable video customers for cable systems serving approximately 1.6 million Charter video customers. *Third*, Comcast Corporation 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 Corporation video subscribers.

customers.⁸ Charter Fiberlink will not transfer any franchises, certificates or authorizations as part of the proposed transaction.⁹ These customers will continue to receive service under their existing contracts. No changes to the terms or conditions of service will result from this transaction.

A. Book Value of the Transaction

Based on an allocated method, the book value of all of the customers and assets that Charter Fiberlink will transfer to TWCIS (CA) is approximately \$145 Million.¹⁰ This valuation represents the total valuation of Charter Fiberlink's assets, and the majority of these assets are being transferred in this transaction. The regulated assets and customers that are the subject of this Application represent only a small proportion of the overall value of the assets being transferred, which consist mostly of cable systems subject to the jurisdiction of other regulators. Because of the nationwide scope of this transaction, the parties have not evaluated the value of the regulated assets that are the subject of this Application.

B. Reasons for the Transaction

This transaction is one of three transactions related to Comcast Corporation's acquisition of Time Warner Cable, pursuant to which Comcast Corporation will divest cable systems resulting in a net reduction of approximately 3.9 million residential video customers. In connection with the divestiture, Comcast Corporation and Charter are exchanging systems to rationalize both companies' footprints. The transfer will rationalize Comcast Corporation's

⁸ Attached hereto as Exhibit E is a list of franchises that Charter Fiberlink is transferring TWCIS (CA).

⁹ As part of the larger transaction, Charter Fiberlink will also be transferring cable franchises to Comcast Corporation. To the extent that these transfers affect any statewide video franchises, pursuant to PU Code section 5840(m), the Joint Applicants will separately notify the Commission of the change in control of the cable franchises.

¹⁰ See Exhibit D.

territory in California and other states, allowing Comcast Corporation to provide service more efficiently and effectively. As discussed herein, this transfer will enhance consumer welfare and competition and deliver substantial public interest benefits, including greater competition in market segments that neither company currently has the scale to serve effectively. In particular, the transfer will advance competition for business voice and data services, as well as the provision of wireless backhaul.

C. Terms of the Transaction

The instant transaction is planned to take place after, and only if, the transactions described in A.14-04-013 close. Thus, at the time the instant transaction closes, TWCIS (CA) will already be a wholly owned subsidiary of Comcast Corporation. Charter currently is the ultimate owner and controlling entity of Charter Fiberlink, through intermediate subsidiaries. Charter Fiberlink will assign the affected customers and assets, through a series of tax-efficient, intermediate corporate steps, to TWCIS (CA). More specifically, Charter-Fiberlink will transfer the affected customers and assets to a newly created entity, Phone Transfers (CA), LLC, which is a subsidiary of CCO Fiberlink, LLC, which is also a subsidiary of Charter. CCO Fiberlink, LLC will then transfer Phone Transfers (CA), LLC to a subsidiary of Time Warner Cable, TWCIS HoldCo, LLC, as part of a like-kind exchange through a qualified intermediary under Internal Revenue Service regulations. TWCIS HoldCo, LLC will then transfer the customers and assets to TWCIS (CA). For reference, attached hereto as Exhibit F are charts illustrating the pre-transaction structure of Charter and the post-transaction structure of Comcast Corporation.

A signed copy of the Purchase and Sale Agreement is attached as Exhibit G.

The Joint Applicants request Commission approval for the transfer of business customers and assets described herein.

VI. STANDARD OF REVIEW

Section 851 in pertinent part provides that no public utility "shall...sell [or] lease... [property] necessary or useful in the performance of its duties to the public...without first having secured from the Commission an order authorizing it so to do." The Commission has decided that "[t]he relevant inquiry for the Commission in Section 851 proceedings is whether the proposed transaction is 'adverse to the public interest.'"¹¹ Charter Fiberlink's proposed transfer of aforementioned business customers and assets is clearly not "adverse to the public interest."

A. The Proposed Transfer is not "Adverse to the Public Interest"

In this transaction, Charter Fiberlink only seeks to transfer a small number of intrastate business customers. The majority of Charter Fiberlink's regulated business customers purchase solely interstate service; thus, the customers subject to this petition are a small percentage of Charter Fiberlink's customers. Because Charter Fiberlink's intrastate customer base consists solely of a relatively small number of private line customers purchasing point-to-point, high-capacity circuits, none of these affected customers are residential customers or voice service customers. Also, Time Warner Cable will assume Charter Fiberlink's contracts. Thus, the rates, terms, and conditions of service will otherwise not be changed by this transaction. As noted above, the Joint Applicants will comply with all applicable customer notice requirements with respect to any transferred customers.¹²

¹¹ See *Decision Granting Approval Under Public Utilities Code Section 851 For Conveyance Of A Lease By Southern California Edison Company To The City Of Lakewood*, D.13-10-063 *mimeo* at 9, citing *Universal Marine Corporation*, D.84-04-102, 14 CPUC2d 644 ("[W]e have long held that the relevant inquiry in an application for transfer is whether the transfer will be adverse to the public interest"); see also D.89-07-016, 32 CPUC2d 233.

¹² Customer notice will be provided pursuant to General Order 96-B, Telecommunications Industry Rule 5.3.

Moreover, customers will be transferred to a company with the requisite financial technical and managerial qualifications to provide reliable service. In making a determination as to whether a transfer is adverse to the public interest, the Commission has explained that it considers, for example, “whether a proposed sale would transfer utility property to persons incapable of delivering adequate service at reasonable rates.”¹³ Clearly this would not occur in the instant transaction.

As explained above, the instant transaction is planned to take place after, and only if, the transactions described in A.14-04-013 close. Assuming this occurs, ultimate control of the Charter Fiberlink assets and customers at issue in the instant transaction will be transferred to Comcast Corporation. Comcast Corporation is a financially strong, publicly traded corporation and full-service communications and cable provider. Comcast Corporation has expert technological capabilities as a communications provider. These technological capabilities and experience will ensure that, upon completion of this transaction, the Charter Fiberlink customers assigned to TWCIS (CA) will continue to receive the same or higher-quality products and services that they currently enjoy. The company also is philosophically committed to making the investment necessary to ensure that its network is not only robust for today’s needs but capable of evolving to meet tomorrow’s consumer and business demands. Finally, Comcast Corporation’s management is intensely focused on customer service and service quality.

B. The Proposed Transaction Is in the Public Interest

The proposed transfer is in the public interest. After the proposed transfer is completed, Comcast Corporation will have greater ability to compete with incumbent local exchange carriers (“ILECs”) and serve regional, super-regional, and enterprise businesses located in these markets.

¹³ D.03-04-032 mimeo at 58, citing D.89-07-016.

By expanding the regional geographic reach and increasing the regional density of Comcast Corporation's network, this transaction will enable Comcast Corporation to serve more of the businesses with locations concentrated in these regions on an "on net" basis (i.e., within its own network).

Moreover, just as the approval of the transaction between Comcast Corporation and Time Warner Cable will improve supplier diversity efforts in California, so too will approval of the instant transaction. As explained in A.14-04-013, approval of the transfer sought therein "will bring Time Warner Cable under the corporate control of an entity that voluntarily reports and performs well under the supplier diversity standards of the Commission's General Order 156."¹⁴ Similarly, under the instant transaction, the transfer of the customers and associated assets discussed herein will allow Comcast Corporation to extend this voluntary reporting and commitment to supplier diversity to the transferred portion of Charter also.

VII. CEQA COMPLIANCE

CEQA applies only to "projects," which are defined as any "activity which may cause either a direct physical change in the environment, or a reasonably foreseeable indirect physical change in the environment."¹⁵ In contrast, CEQA does not apply where the "activity will not result in a direct or reasonably foreseeable indirect physical change in the environment."¹⁶ The CEQA Guidelines provide for an exemption "[w]here it can be seen with certainty that there is no possibility that the [proposed] activity in question may have a significant effect on the environment."¹⁷

¹⁴ See A.14-04-013 at 14.

¹⁵ See Cal. Pub. Res. Code § 21065.

¹⁶ CEQA Guidelines, § 15060(c)(2).

¹⁷ CEQA Guidelines, § 15061(b)(3).

The proposed transaction is not a request to construct or move any physical telecommunications facilities but rather, involves only the ownership transfer of a limited number of business customers and associated regulated assets of Charter Fiberlink. Thus, the Commission should conclude that the proposed transaction does not require CEQA review because there is no possibility that the proposed transaction will have an adverse impact on the environment.

Accordingly, pursuant to Rule 2.4 of the Commission's Rules, the Joint Applicants request that the Commission make a determination that the proposed transaction is not a project within the meaning of CEQA, California Public Resources Code, Section 21000, *et. seq.*

VIII. ADDITIONAL INFORMATION

A. Customer Transfer Notification

As explained above, the Joint Applicants will comply with all applicable customer notice requirements with respect to any transferred customers.¹⁸

B. Verification

Attached hereto are verifications from each of the Joint Applicants.

C. Request for Expedited Approval and Rule 2.1(c) Schedule

This Application, as well as the underlying transaction, in and of itself should have no adverse effect on any California customers. As demonstrated above, the Section 851 authority requested will not change the rates paid by the customers that will be transferred under this transaction or their terms and conditions of service.

¹⁸ Customer notice will be provided pursuant to General Order 96-B, Telecommunications Industry Rule 5.3.

Accordingly, the Joint Applicants respectfully submit that the information presented in this Application is sufficient to permit the Commission to rule on the proposed transaction, and further submit that this matter is appropriate for expedited approval.

D. Procedural Requirements

1. Rule 2.1(c) Categorization and Determination of the Need for Hearings

The Joint Applicants propose that this proceeding be categorized as ratesetting consistent with Rule 7.1(e)(2), Rule 1.3(e) and Commission precedent. The Joint Applicants submit that hearings are unnecessary in this proceeding and that the information included in this Application enables the Commission to make a determination that the proposed transaction is not “adverse to the public interest” when evaluating a Section 851 application.¹⁹ The Joint Applicants accordingly request that the Commission evaluate their request based on this submission and absent any need to conduct an evidentiary hearing.

2. Proposed Schedule:

June 17, 2014	Application Filed
June 23, 2014	Notice of Application of Filing Appears on Commission’s Daily Calendar
July 23, 2014	Period for Submission of Protests Expires
August 4, 2014	Reply to Protests (if any)
August 18, 2014	Prehearing Conference (if necessary)
August 25, 2014	Scoping Memo Issued
September 22, 2014	Proposed Decision (“PD”) Issued

¹⁹ See FN 12, *supra*.

October 13, 2014	Comments on PD ²⁰
October 20, 2014	Reply Comments on PD
November, 2014	Decision Adopted

3. Rule 2.1(c) Determination of Issues to Be Considered

The only issue to be considered is whether the transfer of a limited number of business customers and associated regulated assets of Charter Fiberlink is not adverse to the public interest consistent with PU Code Section 851.

4. Compliance with Procedural Requirements

This section cross-references compliance with the Rules applicable to this Application:

Rule	Requirement	Section/Exhibit
2.1 (a)	Legal Name and Address	II.
2.1(b)	Persons to Receive Notice	III.
2.1(c)	Categorization/Hearing/Proposed Schedule	VIII.D
2.2	Formation Agreements and Qualifications to Transact Business	Exhs. A, B
2.3/3.6(e)	Financial Statements	Exh. C, D
2.4	CEQA	VII.
3.6(a)	Character of Business	II.
3.6(b)	Description of Property	V.
3.6(c)	Reasons for Transaction	V.B
3.6(d)	Terms of Transaction	V.C

²⁰ If no protests are filed and the Commission grants the relief requested, the Joint Applicants request that the Commission waive the comment period on a proposed decision in this proceeding as an uncontested matter under Commission Rule 14.6(c)(2).

VERIFICATION

I, Lynn R. Charytan, hereby declare that I am the Senior Vice President, Legal Regulatory Affairs, of Comcast Corporation and am authorized to make this verification on its behalf. I have read the foregoing Application; and that the information set forth therein is true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the forgoing is true and correct.

Executed this 17th day of June 2014, at Orlando, Florida.

A handwritten signature in cursive script, reading "Lynn R. Charytan", written over a horizontal line.

Lynn R. Charytan
Senior Vice President, Legal Regulatory Affairs
Comcast Corporation

VERIFICATION

I, Julie Laine, hereby declare that I am the Group Vice President & Chief Counsel, Regulatory, of Time Warner Cable, Inc. and the Group Vice President & Chief Counsel, Regulatory, and Secretary of Time Warner Cable Information Services (California), LLC and am authorized to make this verification on their behalf. I have read the foregoing Application; and that the information set forth therein is true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 16th day of June 2014, at New York, NY.



Julie Laine

Group Vice President & Chief Counsel, Regulatory

Time Warner Cable, Inc. and Time Warner Cable Information Services (California), LLC

VERIFICATION

I, Michael R. Moore, hereby declare that I am the Vice President & Associate General Counsel, Regulatory Affairs, of Charter Communications, Inc. and Charter Fiberlink CA-CCO, LLC and am authorized to make this verification on its behalf. I have read the foregoing Application; and that the information set forth therein is true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the forgoing is true and correct.

Executed this 13th day of June 2014, at St. Louis, MO



Michael R. Moore – VP & Associate General Counsel

LIST OF EXHIBITS

Exhibit A	Certificates of Formation of Charter Fiberlink and TWCIS (CA)
Exhibit B	Certificates of Status of Charter Fiberlink and TWCIS (CA)
Exhibit C	Form 10-K, Annual Report of Charter (February 21, 2014)
Exhibit D	Balance Sheets and Income Statements for Charter Fiberlink and TWCIS (CA)
Exhibit E	List of Charter Fiberlink Franchise Areas
Exhibit F	Pre and Post Transaction Structure of Comcast Corporation
Exhibit G	Purchase and Sale Agreement