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MEMORANDUM

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FROM: Thomas M. Broderick *to m broderick*
Director
Utilities Division

2015 NOV 25 A 9:02

AZ CORP COMMISSION
DOCKET CONTROL

DATE: November, 23, 2015

RE: **ADMINISTRATIVE CLOSURE - IN THE MATTER OF THE APPLICATION OF TIME WARNER CABLE BUSINESS LLC AND TIME WARNER CABLE INFORMATION SERVICES (ARIZONA), LLC FOR APPROVAL OF THE TRANSFER OF ULTIMATE INDIRECT CONTROL OF ASSETS. (DOCKET NOS. T-20879A-15-0305 AND T-20449A-15-0305)**

On August 21, 2015, Charter Communications, Inc. ("Charter") and Time Warner Cable, Inc. ("TWC") on behalf of itself and its wholly owned subsidiaries Time Warner Cable Information Services (Arizona), LLC ("TWCIS") and Time Warner Cable Business LLC ("TWCB")¹ (collectively, "Parties"), notified the Arizona Corporation Commission ("Commission") of a transfer of ultimate indirect control of TWCIS and TWCB. The transfer of control is part of a transaction (the "Transaction") involving Charter, TWC, and Bright House Networks, LLC ("BHN"), at the conclusion of which Charter, TWC, and BHN will have merged into "New Charter."² Following the close of the Transaction, TWCIS and TWCB will be indirect subsidiaries of New Charter.

The Parties state that the transfer of control is contingent upon the closing of the Transaction of which the precise timing of that closing cannot be predicted but is expected by December 31, 2015. As such, if the Charter-TWC-BHN merger does not close, further notice will be provided to the Commission.

The Parties state that the Transaction is occurring at the holding company level and will not result in any changes in rates, terms, or conditions of service for retail customers. No regulated customer transfers are planned nor are changes in tariffs. Following the Transaction, New Charter, through TWCIS, TWCB, and other TWC affiliates will continue to offer and/or provide the same services as offered prior to the Transaction. The Parties also state that due to the recent amendment to A.A.C. R14-2-103, effective January 16, 2015, which increased the revenue ceiling for Class A telecom providers from \$1M to \$10M, neither TWCIS nor TWCB meet the \$10 M revenue threshold for Class A status which would trigger review under the Affiliate Interest Rules.

Given the nature of this transaction as discussed above, Commission Arizona Corporation Commission Staff requests that this docket be administratively closed.

TMB:LLM:nr/MAS

Originator: Lori Morrison

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¹ Both TWCIS and TWCB are classified by the Commission as providers of competitive services. See Commission Decision No. 74587 (TWCB) and Commission Decision No. 68824 (TWCIS). Under A.R.S. 40-285 (F), Commission approval is not required for transactions involving a telecommunications corporation whose retail telecommunications services are all classified as competitive by the Commission except as may otherwise be determined by a Commission order.

² This Notification will refer to the reorganized parent company as "New Charter." However, the parent entity resulting from the Transaction will ultimately assume the name "Charter Communications, Inc.," as described more thoroughly herein.

SERVICE LIST FOR: TIME WARNER CABLE BUSINESS LLC AND TIME WARNER
CABLE INFORMATION SERVICES (ARIZONA), LLC
DOCKET NOS.: T-20879A-15-0305 AND T-20449A-15-0305

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