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COMMUNICATIONS DIVISION
DIRECTOR'S OFFICE

May 31, 2016

Michael Morris
Video Franchising and Broadband Deployment Group
Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102
(415) 703-2112
(415) 703-4405 (fax)
mmo@cpuc.ca.gov

Re: Notice of *Pro Forma* Transfer of Control

Dear Mr. Morris:

Pursuant to Cal. Pub. Util. Code Section 5840(m)(1), CCO SoCal I, LLC (Franchise No. 0007); Falcon Cable Systems Company II, LP (Franchise No. 0010); Falcon Telecable, a California Limited Partnership (Franchise No. 0012); and CCO SoCal II, LLC (Franchise No. 27) ("Franchisees") hereby provide notice that a *pro forma* transfer of control of the Franchisees has occurred.

As part of a national transaction, Charter Communications, Inc. ("Charter") combined with Time Warner Cable, Inc. ("TWC") and Bright House Networks, LLC ("BHN") into a single company, "New Charter,"¹ able to leverage the best aspects of each of the three participants (the "Transaction"). The Transaction closed on May 18, 2016. New Charter continues under Charter's existing management and assumed its name, as described below. Prior to the close of the Transaction, Franchisees were indirect, wholly owned subsidiaries of Charter Communications, Inc. As of May 18, 2016, Franchisees are indirect, wholly owned subsidiaries of New Charter.

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

¹ The entity that became New Charter was a Charter subsidiary. At the conclusion of the Transaction, New Charter became the corporate parent of the merged entities and assumed the name "Charter Communications, Inc." It also converted to a C corporation and is the entity with shares traded on NASDAQ.

The management of New Charter, including Charter's existing operating subsidiaries, remains unchanged. New Charter has assumed the Charter name and is now the entity with shares traded on NASDAQ. Upon completion of the Transaction, approximately 68% of New Charter, on an as-converted, as-exchanged basis, is publicly held, and a majority of the board has not been nominated by either A/N (which nominated two board members at closing) or Liberty Broadband (which nominated three board members at closing). Tom Rutledge, Charter's President and CEO, holds a board seat and was offered the position of Chairman, President and CEO of New Charter, which position he accepted.

New Charter is the third-largest multichannel video programming distributor behind AT&T-DirecTV and Comcast. New Charter owns and/or manages systems serving approximately 21.4 million broadband customers, 17.5 million video customers, and 10.9 million voice customers across 41 states.

The holders of Franchise Nos. 007, 0010, 0012, and 0027 continue to be the Franchisees. The Transaction will have no impact on existing cable system operations or on the day to day operations of the Franchisees. In addition, Franchisee's commitment to provide customers with the best in video entertainment and other services will continue.

Indeed, except as set forth in this notice, none of the information submitted by the Franchisees and/or Charter with respect to Franchisees' video service franchise certificates has changed as a result of the Transaction. By way of example, and without limitation, the Transaction will not affect: (1) any existing video service area footprint; (2) the obligation to comply with all federal and state statutes, rules and regulations, including but not limited to, those specified in Cal. Pub. Util. Code Section 5800, *et seq.*; (3) the obligation to comply with all lawful city and county regulations regarding time, place and manner of accessing the public rights-of-way, including but not limited to, payment of applicable encroachment, permit and inspection fees; or (4) the terms of any collective bargaining agreements.

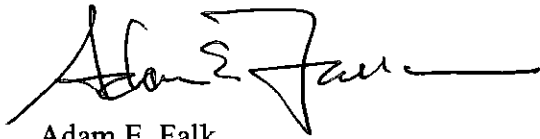
In addition, I am now the person responsible for ongoing communication with the Commission about Franchisees' Video Service business. I can be reached by phone at (202) 621-1910, by fax at (202) 733-5960, by email at adam.falk@charter.com, or at our St. Louis address at Charter Communications, Attn. Adam E.Falk, Vice President and Counsel, Government Affairs, 12405 Powerscourt Drive, St. Louis, MO 63131.

The principal officers and directors of Charter are included in Attachment A. The current ownership structure of Franchisee is shown in Attachment B.

Finally, we are working to increase the Franchisees' bonds commensurate with the number of households in their respective video service areas pursuant to General Order 169 and Cal. Pub. Util. Section 5840(e)(9). We will provide copies of the executed bonds as soon as possible.

We are concurrently notifying the applicable local government entities of the changes described herein. If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Adam E. Falk", with a long horizontal line extending to the right.

Adam E. Falk
Senior Vice President, State Government Affairs

cc: Glenn Semow
Candace Choe
Susie Evans

Attachment A
Officers & Directors of Charter Communications, Inc.

Thomas M. Rutledge	Chairman of the Board, President and Chief Executive Officer
Christopher L. Winfrey	Executive Vice President and Chief Financial Officer
John Bickham	Executive Vice President, Chief Operating Officer
Philip G. Meeks	Executive Vice President, Business Enterprise Services
Donald F. Detampel, Jr.	Executive Vice President and President, Commercial Services
Richard R. Dykhouse	Executive Vice President, General Counsel and Corporate Secretary
Jonathan Hargis	Executive Vice President, Chief Marketing Officer
Thomas Adams	Executive Vice President, Field Operations
James Blackley	Executive Vice President, Engineering and Information Technology
Catherine C. Bohigian	Executive Vice President, Government Affairs
Richard J. DiGeronimo	Executive Vice President, Product and Strategy
David Kline	Executive Vice President, Advertising Sales
Paul Marchand	Executive Vice President, Human Resources
Kathleen Mayo	Executive Vice President, Customer Operations
James Nuzzo	Executive Vice President, Business Planning
David Scott Weber	Executive Vice President, Network Operations

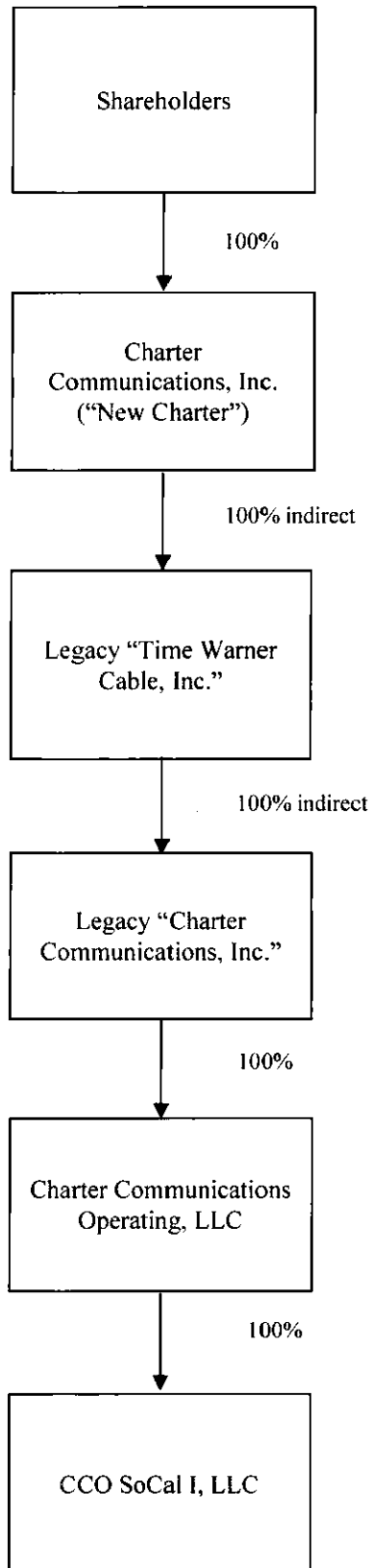
CURRENT DIRECTORS OF CHARTER COMMUNICATIONS, INC.²

W. Lance Conn	John D. Markley, Jr.	Michael Newhouse
Craig A. Jacobson	David C. Merritt	Mauricio Ramos
Gregory B. Maffei	Stephen A. Miron	Eric L. Zinterhofer
John C. Malone	Balan Nair	Thomas M. Rutledge

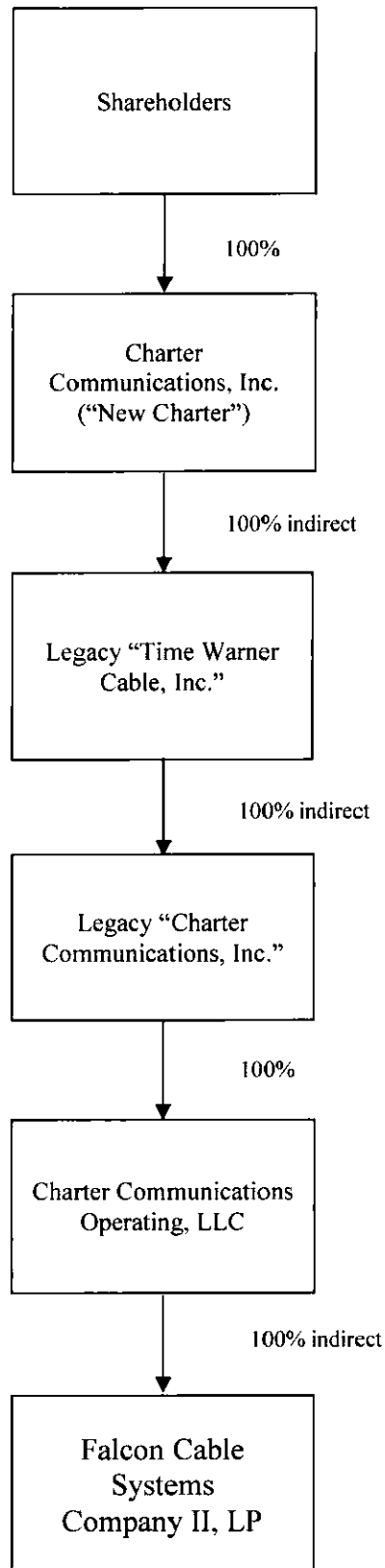
The business address for all officers and directors is 400 Atlantic Street, 10th Floor, Stamford CT, 06901.

² There is currently one vacancy on the thirteen-member Board of Directors.

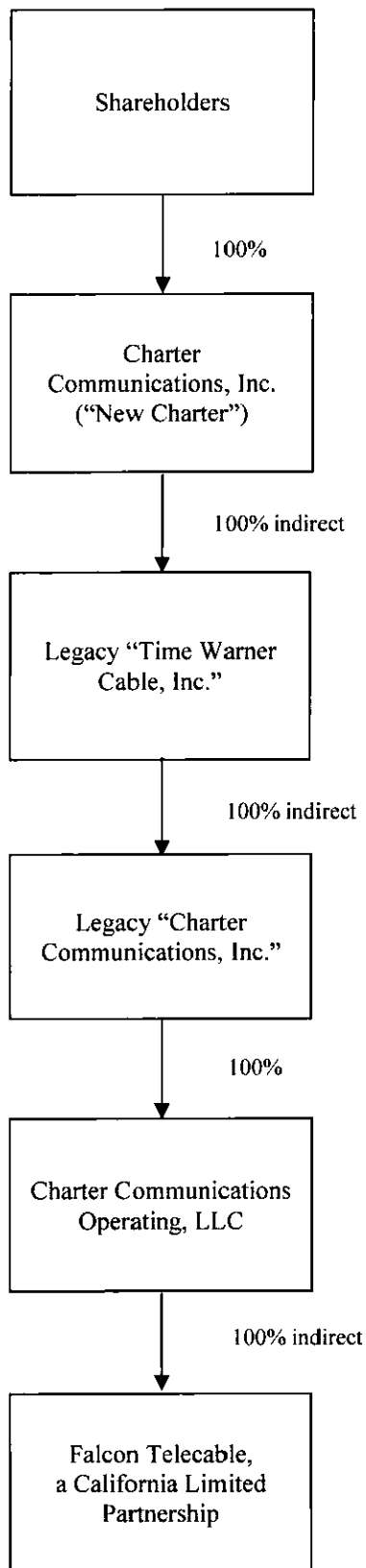
ATTACHMENT B
CCO SoCal I, LLC Corporate Structure



ATTACHMENT B
Falcon Cable Systems Company II, LP
Corporate Structure



ATTACHMENT B
Falcon Telecable, a California Limited Partnership
Corporate Structure



ATTACHMENT B
CCO SoCal II, LLC Corporate Structure

