

**BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION**

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|---|---|----------------|
| Joint Petition of |) | |
| |) | |
| CHARTER COMMUNICATIONS, INC. |) | |
| |) | |
| and |) | Case 15-M-0388 |
| |) | |
| TIME WARNER CABLE, INC. |) | |
| |) | |
| For Approval of a Transfer of Control of |) | |
| Subsidiaries and Franchises; for Approval of |) | |
| a Pro Forma Reorganization; for Approval of |) | |
| Assignment of 16 Franchises; and for Approval |) | |
| of Certain Financing Arrangements |) | |
| |) | |

**Request of Charter Communications, Inc.
for an Extension of Time in Which to Comply
with the Merger Order's Buildout Provisions
and Reserving the Right to Supplement**

Jonathan D. Schiller
Joshua I. Schiller
Thomas H. Sosnowski
Benjamin Margulis
BOIES SCHILLER FLEXNER LLP
575 Lexington Avenue
New York, New York 10022
Tel.: (212) 446-2300

Counsel for Charter Communications, Inc.

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**Request of Charter Communications, Inc.
for an Extension of Time in Which to Comply
with the Merger Order’s Buildout Provisions
and Reserving the Right to Supplement**

Charter Communications, Inc. (“Charter” or the “Company”) respectfully submits this request for an extension of the four-year line extension build-out provision set forth in Condition I.B.1.c of the Commission’s Order approving the merger of what was formerly Charter Communications, Inc. (“Legacy Charter”) with Time Warner Cable, Inc. (“TWC”) and an extension of the requirement that one quarter of the commitment be completed one year after the close of the transaction.¹ Charter also requests that, without deciding the merits of Charter’s instant extension request, the Secretary to the Commission grant Charter additional time, up to

¹ CASE 15-M-0388 - *Joint Petition of Charter Communications and Time Warner Cable for Approval of a Transfer of Control of Subsidiaries and Franchises, Pro Forma Reorganization, and Certain Financing Arrangements*, Order Granting Joint Petition Subject to Conditions, (Issued and Effective: January 8, 2016) (Filing No. 96) (“Order”), Ordering Clause I.B.1, Appendix A, at 1.

and including May 31, 2017, to supplement this extension request with a more detailed evidentiary record that explains and demonstrates the bases for why the Commission should grant such an extension of the Order's milestones and deadlines along with a description of the timeframes and circumstances associated with the extension that the Company seeks.

In approving the merger of Charter and TWC, the Commission imposed certain build-out requirements on Charter with respect to the company's broadband internet services.² Among other things, the Order imposed certain deadlines and milestones for Charter to meet by May 18, 2017—the first anniversary of the merger's closing. For the past several months, Charter and the Commission have been in productive, good-faith discussions about the reasons that Charter has not been able to meet the year-one build out milestone, including, among other things, delays in receiving timely permit approvals and make-ready from utility pole owners for attachments associated with Charter's planned network expansion that are not under Charter's control.

Since Charter will not meet the first year milestone to build 36,250 new broadband passings as described in the Order due to inputs outside of its control and because the deadline to meet that milestone is imminent, Charter hereby requests an extension of Condition I.B.1.c of the

² Charter's extension request should not be construed in any way as a waiver or a concession by Charter with respect to the Commission's jurisdiction to regulate Charter, impose conditions on the Merger, or otherwise compel Charter to act (or refrain from acting) with respect to any activities Charter conducts in New York that are beyond the scope of the Commission's limited jurisdiction, including but not limited to Charter's activities in New York related to broadband service or infrastructure which are outside of the jurisdiction of the Commission.

Charter's extension request should also not be construed in any way as a waiver or a concession by Charter that any provision or condition of the Merger Order, including but not limited to Condition I of Appendix A of the Order, is lawful or valid under the New York Constitution, the Federal Constitution, or any applicable New York or federal statutes, caselaw and regulations.

Charter reserves all of its rights, including its right to challenge any provision or condition of the Merger Order, including but not limited to Condition I of Appendix A of the Order, in a state or federal court of competent jurisdiction on the basis that the provision or condition is invalid because the Commission lacked statutory authority or jurisdiction to impose the condition, that enforcement of the provision or condition and any associated penalty violates the Due Process or Commerce Clauses of the New York Constitution or the Federal Constitutions, or that the provision or condition is preempted by or otherwise contravenes state or federal law.

Order. Charter submits this request pursuant to Paragraph 3 of the Commission's Order (Order at 69) and Paragraph I.B.1.f of Appendix A to the Order (Appendix A at 2).

The Company requests that, without deciding the merits of Charter's instant extension request, the Secretary to the Commission grant Charter additional time, up to and including May 31, 2017, to supplement this extension request with a more detailed evidentiary record that explains and demonstrates the bases for why the Commission should grant such an extension of the Order's milestones and deadlines along with a description of the timeframes and circumstances associated with the extension that the Company seeks. For the avoidance of doubt, Charter requests that any additional information provided to the Commission to support the instant extension request would be acknowledged and recognized as timely filed, as if submitted concurrently with the instant request for an extension of condition I.B.1.c.

Dated: New York, New York
May 17, 2017

Respectfully submitted,

/s/ Jonathan D. Schiller

Jonathan D. Schiller
Joshua I. Schiller
Thomas H. Sosnowski
Benjamin Margulis
BOIES SCHILLER FLEXNER LLP
575 Lexington Avenue
New York, NY 10022
Tel: (212) 446-2300
jschiller@bsfllp.com
jischiller@bsfllp.com
tsosnowski@bsfllp.com
bmargulis@bsfllp.com

Counsel for Charter Communications, Inc.