



March 16, 2015

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street S.W.
Washington, D.C. 20554

Re: MB Docket No. 14-57, Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc. and SpinCo for Consent to Assign Licenses and Transfer Control of Licensees

Dear Ms. Dortch:

On March 12, 2015, Angie Kronenberg and Mary Albert of COMPTEL, Jill Canfield of NTCA – The Rural Broadband Association (“NTCA”), Micah Caldwell of ITTA, Richard Schmalensee and Howard Chang of Global Economics Group, and Markham Erickson and Andrew Guhr of Steptoe & Johnson, LLP met with members of the Commission’s staff regarding the proposed transactions between Comcast Corporation (“Comcast”), Time Warner Cable, Inc. (“TWC”) and Charter Communications, Inc. (“Charter”). A list of the Commission staff members attending the meeting is appended to this letter. At that meeting, COMPTEL, NTCA, and ITTA discussed how the proposed transaction, if approved, would severely harm competition in a number of markets, ultimately slowing the growth of new technologies and new networks. Restricting innovation and competition in this way could impact job creation, consumer prices, and economic growth.

In addition to the topics discussed in the Steptoe & Johnson *ex parte* letter also filed today, COMPTEL raised serious concerns of particular interest to its members regarding the effect of the merger on the wholesale access market and the continuing availability of wholesale inputs that are critical to broadband competition after the transactions are consummated. TWC has been an active participant in the carrier wholesale market providing inputs that COMPTEL members use to compete in the retail market, including last mile fiber, transport, Ethernet, cable modem services and other Internet services. The cable company is often the only wholesale alternative competitors have to the incumbent local exchange carriers (“ILECs”).

While Comcast has said that it will honor the existing contracts that carrier customers have with Time Warner Cable, it has not committed to make the TWC wholesale offerings available to new carrier customers once it assumes control or to existing customers once their contracts expire.¹ Comcast has emphasized that it intends to increase its presence in the retail business sector and that the merger will make it a stronger and more cost efficient competitor by, among other things, expanding its geographic reach.² The merger will also increase Comcast's incentive and ability to suppress competition from rivals in the business retail market and thereby increase the number of "in-play" customers and "in-play" revenues that it hopes to win. One way it can do so is to foreclose access to wholesale inputs that rivals are currently purchasing from Time Warner Cable. The elimination of a wholesale source of supply that provides a check on ILEC wholesale prices cannot help but lead to higher retail rates and less competition.

Neither Comcast nor Charter has made any commitments with respect to the continuing availability of the TWC or Comcast wholesale inputs that carrier customers are currently purchasing in the TWC areas that will be transferred to Charter or the Comcast areas that will be transferred to GreatLand. In those areas, COMPTTEL members resell TWC and Comcast cable modem services, respectively, to provide high speed broadband services (up to 20 Mbps) to small businesses, primarily those with ten or fewer employees. The cable modem services are an alternative to the far more expensive ILEC special access services that allow competitive carriers to offer small business customers a competitively priced service and an additional choice in providers. Faced with the uncertainty about continuing availability post-transaction, carrier customers that rely on TWC and Comcast cable modem wholesale inputs to serve their end users in the TWC and Comcast franchise areas that will be transferred to Charter and GreatLand have been unable to aggressively market their competitive services to new customers or to offer term agreements. To the extent that these wholesale inputs are eliminated post-transaction, competitive providers that rely on them will have no economic incentive to stay in the market and competition in the retail market will be suppressed.

¹ See generally COMPTTEL, Petition to Deny, MB Docket No. 14-57, at 11 (Aug. 25, 2014) (noting Comcast has not committed to make available the wide array of wholesale inputs that TWC provides); COMPTTEL Reply at 2-8 (showing Comcast has failed to demonstrate that the transaction will not harm the market for access to wholesale inputs).

² Comcast Application, Exhibit 4 at ¶32; Comcast and TWC Opposition to Petitions to Deny and Comments at 1, 68-74.

Ms. Marlene Dortch
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Should you have any questions regarding this matter, kindly contact the undersigned.

Respectfully submitted,
/s/
Mary C. Albert

cc: Jonathan Sallet
Hillary Burchuk
Bill Dever
Hillary DeNigro
Sarah Whitesell
Mary Beth Murphy
Alison Neplok
Jeffrey Neumann
Elizabeth McIntyre
Jerusha Burnett
Adam Copeland
William Freedman
Michelle Schaefer
Bakari Middleton
Eric Ralph
Ben Childers
Will Reed
Jamila Bess Johnson
Elizabeth Cuttner
Amanda Burkett
Jamie Douglas
Adam Lazaros
Keith Ingram
Julie Saulnier
Ty Bream
Paul Lafontaine
David Waterman
Susan Lee
Marcia Glauberman
Scott Jordan
William Rogerson
Kathy Berthot
Sean Mirzadegan
Robert Cannon

2015-3-12 Ex parte attendees

Name	Bureau
Jon Sallet	OGC
Hillary Burchuk	OGC
William Dever	WCB
Sarah Whitesell	MB
Mary Beth Murphy	MB/PD
Alison Neplokh	MB
Jeffrey Neumann	MB
Elizabeth McIntyre	WCB
Jerusha Burnett	CGB
Adam Copeland	MB
William Freedman	OGC
Hillary DeNigro	MB
Michelle Schaefer	WCB
Bakari Middleton	WCB
Eric Ralph	WCB
Ben Childers	WCB
Will Reed	EB
Jamila Bess Johnson	MB
Elizabeth Cuttner	OGC/MB/WCB
Amanda Burkett	OGC/WCB
Jamie Douglas	OCB/WCB
Adam Lazaros	OGC/MB

Name	Bureau
Keith Ingram	OGC/MB
Julie Saulnier	MB
Ty Bream	MB
Paul Lafontaine	OSP
David Waterman	OSD
Susan Lee	WCB
Marcia Glauberman	MB
Scott Jordan	OSP
William Rogerson	OGC
Kathy Berthot	MB
Sean Mirzadegan	MB
Robert Cannon	OSP

Memorandum

To: COMPTEL
From: CLS Strategies
Date: March 13, 2015
Re: "DON'T COMCAST THE INTERNET" CAMPAIGN: WEB ANALYTICS REPORT

"DON'T COMCAST THE INTERNET" CAMPAIGN: WEB ANALYTICS REPORT

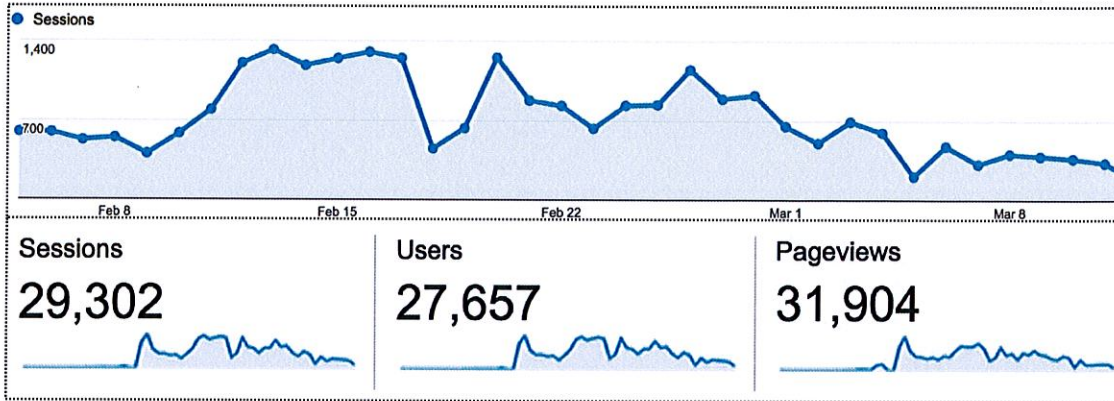
*Website, Search Marketing, Facebook Analytics, Display Advertising
(Statistics Current as of March 12, 2015 Unless Otherwise Noted)*

EXECUTIVE SUMMARY & TOPLINE ANALYTICS

- Traffic remains solid but has leveled off modestly over the last week. The website logged an additional 8,887 visits in the two-week period encompassing February 27 through March 12, out of a total of 29,302 visits since our campaign launched on February 2. While the trend in overall audience numbers remained quite positive over the last two weeks, the rate of website visitors and growth in social media following has begun to lessen since we reduced the spending of our social media and search engine marketing campaigns this week.
- Over the last month of the campaign, we have targeted the immediate vicinity of the FCC building with display ads. The performance of this "geo-fencing" tactic has improved markedly over the last two weeks **with a total click-through rate of 0.39%, with 275 total clicks and 69,654 total impressions**. This is a significantly higher CTR and overall click quantity than we usually see in geo-fencing efforts, and offers strong evidence that many FCC employees have seen our messaging.
- 1,264 users have visited our CapWiz advocacy page thus far, and the tool has generated 491 messages to Congress. This is an impressive conversion percentage; going forward, we may wish to build on this success by promoting the CapWiz function more aggressively through advertising and through our campaign's social media channels.
- The click-through rate (CTR) on search engine marketing (SEM) advertisements increased slightly this period, indicating that our messaging remains compelling and relevant to each targeted audience group. Similarly, our display ads continue to perform well across all audience groups, especially the "online gamer" and sports fans audience segments.

WEBSITE TRAFFIC

All traffic since beginning of campaign.

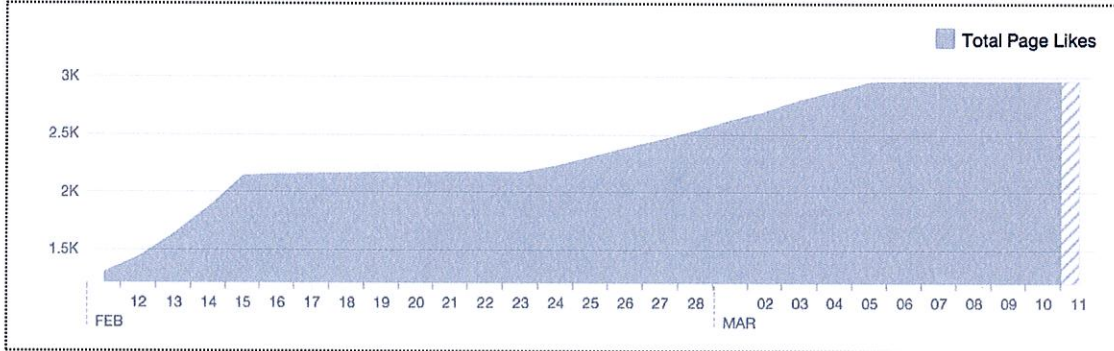


ADVOCACY

	Messages to Congress	Newsletter Sign-Ups
Last two weeks	91	47
Whole campaign	491	238

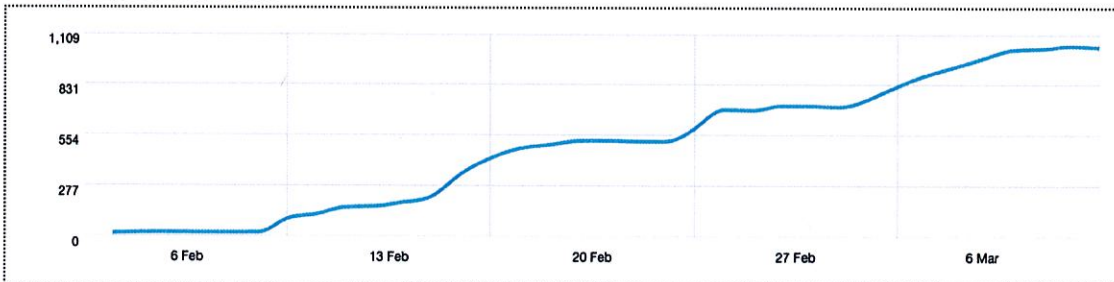
SOCIAL MEDIA

Facebook: 2,961 Fans



The growth of our Twitter "followers" since February 2.

Twitter: 1,036 Followers



The growth of our Facebook "Likes" since February 2.

DETAILED ANALYSIS

WEBSITE ANALYTICS

The website traffic has grown to just under 30,000 total visits, showing a slightly slower growth rate in the past two weeks than in the previous two-week period. Nevertheless, we have sustained consistent audience growth following the conclusion of the initial surge after the campaign's launch. The percentage of new visitors remains above 90%, suggesting that ad outreach is continuing to reach untapped audiences, specifically our display and promoted search efforts.

Time Period	Website visits	New Visitors	Returning Visitors	Average Time On Site
Last two weeks	8,887	93.7%	6.3%	1 min, 33 seconds
Whole campaign	29,302	94.3%	5.7%	1 min, 34 seconds

Traffic Acquisition

Visitors come to our website in one of four primary ways:

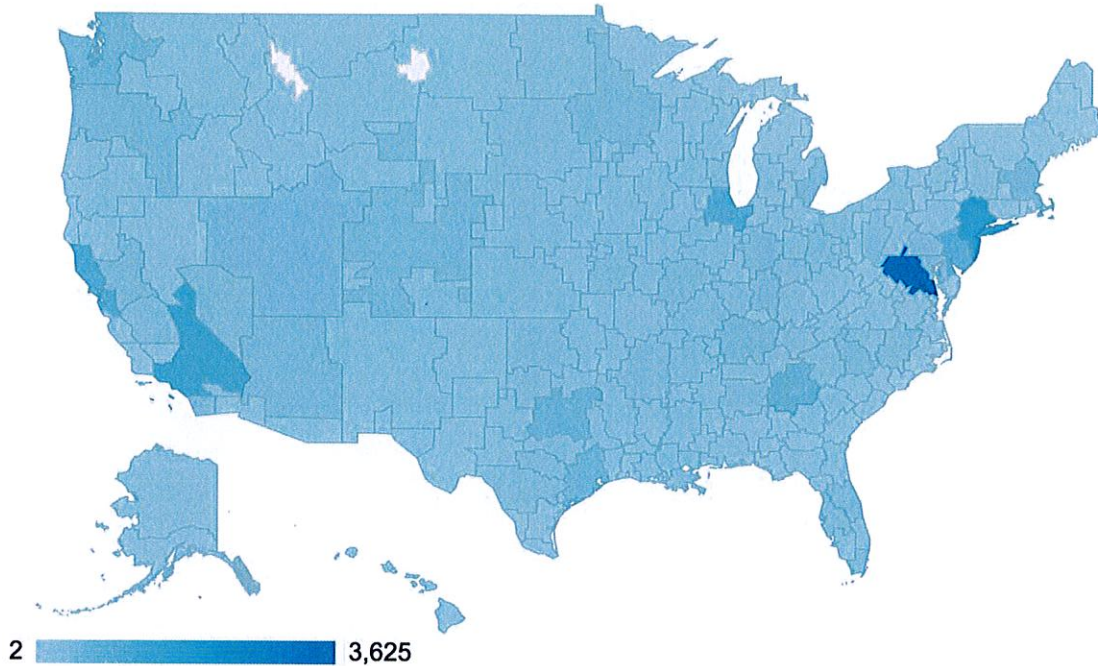
- **Referrals:** "Referral" traffic occurs when users click on one of our display advertisements, one of our SEM advertisements, or on a link on an external website.
- **Direct:** "Direct" traffic refers to users who go directly to the website's URL
- **Social:** "Social" traffic is all website traffic that comes via a social network (Facebook, Twitter), and is not included in the "referral" traffic category.
- **Organic Search:** Finally, "organic search" is used to describe the number of visitors who accessed the website through Google, Yahoo, or another search engine.

WEBSITE TRAFFIC SOURCES		
TRAFFIC SOURCE	VISITS	FIRST-TIME VISITOR PERCENTAGE
Referral (Ads or other website)	22,189	95.62%
Direct (Directly went to URL)	3,168	93.18%
Social (Link from a social network)	3,068	85.27%
Organic Search (Google Search)	878	88.95%

Geographical Analysis

Top 10 Metro Areas

1. Washington, D.C.
2. New York City
3. Los Angeles
4. Philadelphia
5. San Francisco
6. Chicago
7. Atlanta
8. Boston
9. Dallas
10. Houston



(Note: the map legend refers to number of website visits.)

SEARCH ENGINE MARKETING (SEM)

With our search ads, the demographic that continued to perform the best was our “Sports” audience, although the click-through rate (CTR) for all of our audience groups improved in the last two weeks. The best performing advertisements and keywords were consistent.

	Total Clicks	Impressions (views)	Click-Thru-Rate
Whole campaign	5,470	631,097	.87%
Last two weeks	1,814	173,778	.88%

Top Performing Search Advertisements

Bad for Sports Fans
Merger would give Comcast power to block more of your favorite teams
www.dontcomcasttheinternet.com

Excited for next season?
Comcast merger threatens to limit access to sports telecasts in fall
www.dontcomcasttheinternet.com

Deny the Comcast Merger
Why a merger of the most unpopular US companies is bad for consumers
www.dontcomcasttheinternet.com

ADVOCACY DATA

The number of messages sent to members of Congress has grown to 491, with 91 coming in the past two weeks. The total amount of visits to the advocacy tool page is 1,264. A noticeable development is that we have seen an increase in advocacy from Ohio, as both Ohio Senators have now moved into the "Most Contacted" list. Email signups for the newsletter grew at a rate consistent with the website traffic, and now total 182.

	Messages to Congress	Newsletter Sign-Ups
Last two weeks	91	47
Whole campaign	491	238

Ten Most Contacted Lawmakers:

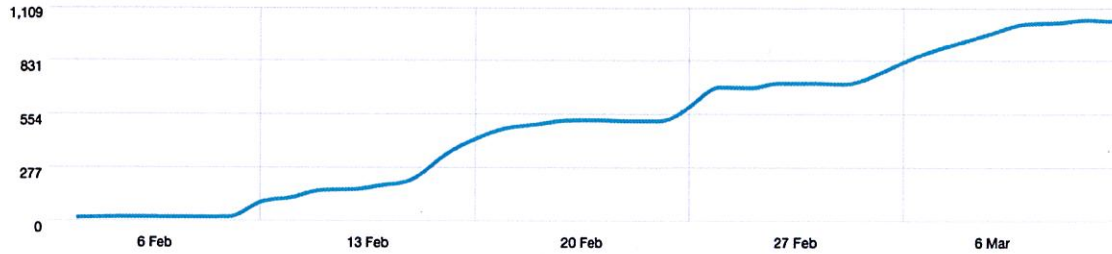
Sen. Patty Murray (DEM-WA)
Sen. Maria Cantwell (DEM-WA)
Sen. Barbara Boxer (DEM-CA)
Sen. Dianne Feinstein (DEM-CA)
Sen. Tim Kaine (DEM-VA)

Sen. Sherrod Brown (DEM-OH)
Sen. Kirsten Gillibrand (DEM-NY)
Sen. Charles Schumer (DEM-NY)
Sen. Mark Warner (DEM-VA)
Sen. Rob Portman (REP-OH)

SOCIAL ANALYTICS

The campaign's social media channels continued to gain support through the past two weeks, engaging followers and accumulating a reach of 550,921. On Twitter, our content averaged 50,100 views each day, while our Facebook posts accumulated 136,620 views. Our Facebook content reached a total of 127,995 users that were in our audience demographic or within the networks of our target users. The followers increased across both channels, at a rate that is commensurate with our website traffic growth and advocacy growth.

Twitter: By the Numbers

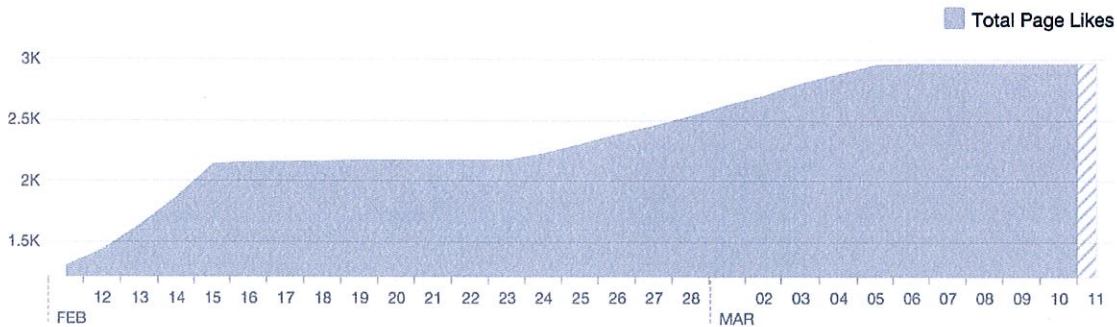


The growth of our Twitter "followers" since February 2.

	Followers	Total Reach	Interaction
Last two weeks	320	550,921	4,665
Whole campaign	1,034	1,451,823	11,223

"Interaction" refers to viewers who clicked-on, re-tweeted or favorited one of our tweets.

Facebook: By the Numbers



The growth of our Facebook "Likes" since February 2

	Page Likes	Total Reach	Interaction
Last two weeks	625	100,150	2,132
Whole campaign	2,961	346,150	6,740

DISPLAY ADVERTISING

To date, the campaign has delivered over 22.4 million views and 17,531 clicks to the site, an increase in traffic of over 5,100 clicks in the past two weeks. The Online Gamer segment continues to resonate the strongest with the messaging, delivering the highest click-through rate of 0.09%. Over the past two weeks we also saw improvements in performance across the DC audience and TWC subscribers with slight lifts in CTR. The performance of this “geo-fencing” tactic has improved markedly over the last two weeks with a total click-through rate of 0.39%, with 275 total clicks and 69,654 total impressions. This is a significantly higher CTR and overall click quantity than we usually see in geo-fencing efforts, and offers strong evidence that many FCC employees have seen our messaging.

Audience Performance	CTR (2/12 - 2/24)	CTR (2/25 - 3/11)
Streamer Audience	0.06%	0.04%
Sport Fans	0.08%	0.08%
DC Audience	0.07%	0.07%
TWC Subscribers	0.05%	0.06%
Online Gamers	0.11%	0.9%
Total	0.08%	0.07%

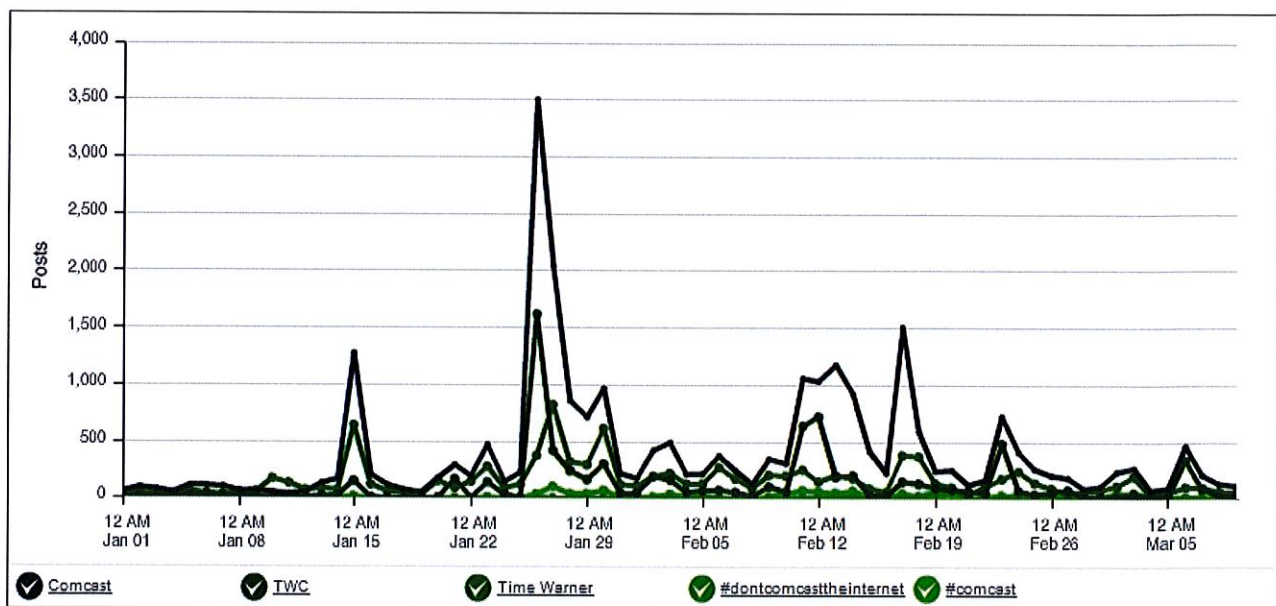
Creative Concept	2/12 - 2/24		2/25 - 3/11	
	In-View Time (Time Shown)	Interaction % (Hovered over OR clicked)	In-View Time (Time Shown)	Interaction % (Hovered over OR clicked)
Buffering	26.58	2.04%	29.83 Secs	1.83%
Trouble Watching Your Team	24.65	3.72%	26.44 Secs	2.11%
Maintain Control	30.2	2.21%	31.47	2.13%
Don't Let Comcast	30.29	2.24%	31.21	1.67%
Industry Standard	21.7	4.80%	21.7	4.80%

Social Media Analysis of Conversation around the Comcast-Time Warner Cable Merger March 10, 2015

The dynamic nature of social media makes it difficult to conduct a scientific analysis of the data. However, based on the data we have monitored since the beginning of the year, it's clear that the online conversation around the merger is substantial and has surged at several distinct points over the last 12 weeks. These surges usually coincided with news pertaining to the merger, such as the launch of our campaign on February 2, or with related policy developments like the FCC's net neutrality vote on February 26.

While it's not unusual for social media cycles to piggyback on mainstream news coverage, we found it noteworthy that in this case, the conversation during these surges tended to focus on specific concerns about the merger or on related policy issues (such as net neutrality). Comcast's record of poor customer service is certainly present, but it does not drive the discussion. Instead, we've seen thousands of social media users respond to the many substantive public interest and economic arguments against the merger, chiming in to express concerns about the merger's implications for small programmers and content providers, its consequences for the open Internet, and Comcast's past conduct toward rivals and customers, among other topics.

The following chart depicts social media posts (tweets and Facebook posts) pertaining to the Comcast-TWC merger. We arrived at these statistics using a social media search that incorporated various keywords that pertained to the transaction. The lines in the graph below represent traffic around specific keywords related to the merger.



January 1-March 9: 56,919 posts

Social media conversation about the merger tends to surge around high-profile news events, such as our campaign launch and the FCC's net neutrality vote. While the social media dialogue continues to vary along with mainstream news coverage, the average number of posts per day has increased markedly since late January, as the chart above illustrates. Highlights from this data include:

- **Jan. 1-25: 8,945 posts (avg. 358 posts per day)**
 - Social media conversation through January 25 was steady and included two small surges:
 - Jan. 15: This first small surge in social media posts, on January 15, coincided with reports from [Consumerist](#) that Sling TV may factor into the FCC's decision on the Comcast-TWC merger, and reports from [Ars Technica](#) and [BGR](#) that telecom analyst Bruce Kushnick had petitioned the FCC to investigate Comcast's anticompetitive and poor customer service practices.
 - Jan. 23: The second small surge coincided with reports from the [Wall Street Journal](#) about Comcast's lobbying efforts in Washington regarding the merger and net neutrality, and reports from [BGR](#) that Michigan consumers may stand to benefit from the Comcast-TWC merger because Comcast has promised to leave the state if the deal is approved.
- **Jan. 26: highest surge, with 7,183 posts**
 - This dramatic surge in social media conversation coincided with the revelation by [The Verge](#) that Comcast had been ghostwriting letters of support of the merger to the FCC from politicians around the country.
- **Jan. 27-Feb.1: 10,064 posts (avg. 1,677 posts per day)**
 - Coverage of the ghostwritten letters continued to drive conversation about the merger on Twitter for several days. This sustained increase in social media conversation also coincided with several other news stories, including:
 - Jan. 27: A report from [Ars Technica](#) that Comcast was providing free basic cable to Minneapolis government buildings for seven years in exchange for blessing its proposed merger with TWC.
 - Jan. 28: Reports from [CBS News](#) that Comcast had changed one customer's name to a profanity.
 - Jan. 29: Reports from [Multichannel News](#) that Comcast and TWC agreed to extend the date of their merger agreement by six months to Aug. 12, 2015; and
 - Jan. 30: Coverage by [TIME](#) about the FCC's announcement of a proposed new standard for high-speed broadband.
- **Feb. 2: 1,043 posts**
 - This surge coincided with the launch of the Don't Comcast the Internet Campaign. Coverage of the launch of the Don't Comcast the Internet campaign from [GigaOm](#) was tweeted most widely, but articles from [The Hill](#) and [FierceCable](#) were also included in many of these social conversations.
- **Feb. 3-March 9: 29,686 posts (avg. 848 posts per day)**
 - This period saw consistent social media interest and included several smaller surges around the following news events:
 - Feb. 11: Coverage by [Ars Technica](#) and others of Rep. Cárdenas' fierce opposition to the merger.
 - Feb. 12: Coverage from [BGR](#) about the impact of Comcast's poor customer service record on the possibility of the merger.
 - Feb. 17: [Reuters](#)' analysis of Comcast's dispute with Spanish-language Estrella TV.
 - Feb. 23: A [BGR](#) story suggesting that the Comcast-TWC merger is "in doubt."

- [Feb. 27](#): Coverage from the [Philadelphia Inquirer](#) and others on the impact of the FCC's net neutrality decision on the merger's prospects for approval.
- [March 6](#): A report from [Ars Technica](#) on Comcast's vigorous objections to the conditions proposed by a California Administrative Law Judge in a recommendation to the state PUC

Analysis – Observations from Last 30 Days (February 7 through March 9)

In addition to the volume surges outlined above, a closer look at the social media conversation from the past month also includes a few salient themes, which include:

Impact of the Comcast-TWC merger on competition, particularly smaller programmers

- One of the widely-tweeted stories during this time period was California Representative Tony Cárdenas' letter outlining his concerns with the potential merger, particularly in relation to its contract dispute with the small Spanish-language programmer Estrella TV. There were over 300 tweets mentioning his letter during this time frame, and Cárdenas's [own tweets](#) were retweeted over a dozen times total, evincing a concern among users with a number of merger consequence, including a stronger negotiating position for Comcast in contract disputes and the power to dictate what content would and would not reach viewers.

Implications of Net Neutrality Decision for Comcast-TWC Merger

- After the result of the FCC's net neutrality vote was announced, many on Twitter focused on the impact this decision could have on the Comcast-TWC merger. For example, there were over 100 tweets about [this article](#) from *The Street*, which argued that "Net Neutrality Rules Give Cover to \$45 Billion Comcast-TWC Merger." The Don't Comcast the Internet campaign's [statement](#) on the FCC order, meanwhile, also received more than 50 retweets. More broadly, many users expressed continuing opposition to the merger on twitter and in a thread on the popular discussion site [Reddit](#).

Comcast's Conduct and Accountability

- When the reputation of NBC News anchor Brian Williams came under fire in early February, several commentators made the connection between Comcast's takeover of NBC Universal in 2011 and the management of the Williams crisis. Citing articles from the [Washington Post](#) and [CNN](#), Frank Rich, Executive Producer of HBO's *VEEP*, and Brian Stelter, *CNN*'s senior media correspondent, used social media to connect Comcast's [mismanagement](#) of the crisis and its future [conduct](#) and [accountability](#) post-merger. These tweets resonated with users; the three tweets referenced here alone received a total of 59 retweets and 56 favorites.

Impact of the Don't Comcast the Internet Campaign and Message:

Tweets from the Don't Comcast the Internet campaign handle, @TogetherIsWorse, have received 1.4 million impressions since the launch of the campaign on February 2. In total, the campaign has received 982 total retweets, an average of 30 retweets per day, and 3,600 clicks to links in our posts, an average of 109 link clicks per day. Consistent with the findings outlined above, the tweets that resonated most with users reflect their anxieties about the merger's potential consequences, including concerns about streaming, competition, and Comcast's demonstrated record of harmful or anticompetitive acts. The campaign's four best-performing promoted tweets are copied below.

Together Is Worse
@TogetherIsWorse

Comcast violated the spirit of the FCC's Open Internet Order by imposing discriminatory data caps on Internet content bit.ly/1CauAXD

5:06 PM - 20 Feb 2015

132 RETWEETS 66 FAVORITES

Together Is Worse
@TogetherIsWorse

#ComcastTWC will control which streaming devices & what content can be delivered to 30 million customers bit.ly/1EAZKND

5:31 PM - 11 Feb 2015

140 RETWEETS 70 FAVORITES

Together Is Worse
@TogetherIsWorse

Subscribers sue #Comcast for turning their home WiFi routers into public hotspots. Read more: bit.ly/1uAZuFE #DontComcastTheInternet

10:09 AM - 18 Feb 2015



VCINITV.com
Comcast sued for turning home Wi-Fi routers into public hotspots

By Benny Evangelista @ChronicleBenny
Two East Bay residents are suing Comcast for plugging their home's wireless router into what they call a power-wasting, Internet-clogging, privacy threatening network of public Wi-Fi hotspots. The...

SFGate @SFGate

62 RETWEETS 31 FAVORITES

"While competition has driven broadband deployment, it has not yet done so in a way that necessarily provides **competitive choices for most Americans.**"

- FCC Chairman Tom Wheeler

DON'T COMCAST THE INTERNET
DontComcastTheInternet.com

Together Is Worse
@TogetherIsWorse

What impact will the #ComcastTWC merger have on broadband competition? Learn more: bit.ly/1EAZKND

9:56 AM - 19 Feb 2015

37 RETWEETS 17 FAVORITES

1. <https://twitter.com/TogetherIsWorse/status/568894394436177921>
2. <https://twitter.com/TogetherIsWorse/status/565639227463827456>
3. <https://twitter.com/TogetherIsWorse/status/568064652636069888>
4. <https://twitter.com/TogetherIsWorse/status/568423815895650304>