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August 12, 2025

VIA ELECTRONIC FILING

Ms. Sallie Tanner
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, Georgia 30334-9052

Re: Application for Financing Approval and Notice of Transfer of Control

Dear Ms. Tanner:

Pursuant to Section 46-2-28 of the Georgia Code and Chapter 515-4-1 of the Commission's rules, Charter Communications, Inc. and Cox Enterprises, Inc. submit the enclosed Application for Financing Approval and Notice of Transfer of Control. As part of this filing package, the following documents are being submitted:

1. Application for Financing Approval and Notice of Transfer of Control
2. Exhibit A: Pre- and Post-Closing Ownership Structure
3. Exhibit B: Disclosures Pursuant to Chapter 515-4-1 of the Commission's Rules
4. Verifications

Please do not hesitate to contact us with any questions that you may have.

Sincerely,

FRIEND, HUDAK & HARRIS, LLP

A handwritten signature in blue ink, appearing to read 'Charles A. Hudak'.

Charles A. Hudak

CAH/nh
Enclosure

cc: Curt Stamp, Cox Communications, Inc.
Adam Falk, Charter Communications, Inc.
Daniel Gonzalez, Charter Communications, Inc.
Michael Chowanec, Charter Communications, Inc.

**BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION**

Application of

Cox Georgia Telcom, LLC; FRC, LLC; LMK Communications LLC; PalmettoNet, Inc.; South Carolina Net, Inc.; South Carolina Telecommunications Group Holdings, LLC; and Unite Private Networks, LLC

for Approval to Participate in Certain Financing Arrangements

and Notice of Transfer of Control

Docket No. _____

**APPLICATION FOR FINANCING APPROVAL
AND NOTICE OF TRANSFER OF CONTROL**

COMES NOW Cox Georgia Telcom, LLC; FRC, LLC; LMK Communications LLC; PalmettoNet, Inc.; South Carolina Net, Inc.; South Carolina Telecommunications Group Holdings, LLC; and Unite Private Networks, LLC (collectively, the “Cox Licensees” or “Applicants”), through their undersigned counsel, and hereby request approval pursuant to O.C.G.A. § 46-2-28 and the rules and regulations of the Georgia Public Service Commission (the “Commission”), including Chapter 515-4-1, for the Cox Licensees to enter into certain financing arrangements. The financing arrangements will follow a proposed transaction (“Transaction”) that will result in the transfer of control and ownership of the Cox Licensees to Charter Communications, Inc. (“Charter”), and may consist of the Cox Licensees joining other Charter subsidiaries as guarantors for Charter’s secured indebtedness.

Charter and the Cox Licensees also respectfully provide notice of the Transaction itself, which will change the ultimate ownership of the Cox Licensees, but will not result in the transfer

of any Georgia authorizations, assets, or customers.¹ Information regarding the Transaction and resulting financing arrangements is set forth below.

I. BACKGROUND

On May 16, 2025, Charter, Charter’s subsidiary Charter Communications Holdings, LLC (“Charter Holdings”), and Cox Enterprises, Inc. (“CEI”), the ultimate parent of the Cox Licensees, entered into an agreement (the “Transaction Agreement”) that will result in a combination of Charter and CEI’s subsidiary Cox Communications, Inc. (“Cox”) under common ownership. Under the Transaction Agreement, Cox and its subsidiaries will become subsidiaries of Charter, and CEI, which owns Cox today, will receive a combination of cash and equity in Charter Holdings exchangeable for Charter stock.² In addition, as subsidiaries of Charter, the Cox Licensees may become guarantors and pledge their assets as collateral under Charter’s financing arrangements with its lenders, providing the combined company with an expanded basis to secure financing for its operations on advantageous terms, as described in more detail below. Organizational charts setting forth the corporate structure of Charter and Cox before and after the Transaction are attached as **Exhibit A**.

¹ The Cox Licensees are not themselves direct participants in the Transaction, which is taking place at a holding company level between Charter, Charter Holdings, and CEI. The Cox Licensees are each maintaining their existing assets, authorizations, and operations. Because no authorizations, assets, or customers are being transferred in connection with the Transaction, the Applicants understand that the Commission’s approval is not required for the Transaction. Thus, the Applicants are providing notice of the Transaction to the Commission to ensure the continuing accuracy of the Commission’s records.

² The agreement is publicly available through Charter’s filing with the Securities and Exchange Commission. *See* Charter Communications, Inc., Current Report (Form 8-K), Exhibit 2-1 (May 19, 2025), https://www.sec.gov/Archives/edgar/data/1091667/000114036125019688/ef20049261_ex2-1.htm.

II. DESCRIPTION OF THE APPLICANTS AND OTHER PARTIES TO THE TRANSACTION

A. Cox and the Cox Licensees

Cox, a Delaware corporation headquartered here in Georgia at 6205-B Peachtree Dunwoody Road, Atlanta, Georgia 30328, is a leading communications company that, through its subsidiaries, operates fiber-optic and hybrid fiber/coaxial cable networks in 35 states, including Georgia, to provide broadband, video, voice, and wireless services, as well as managed services, cloud-based offerings, and other business-oriented communications solutions, to approximately 6.3 million residential, small and mid-market business, and enterprise customers.³ Cox is a wholly owned subsidiary of CEI, a privately held, family-owned Delaware corporation.

Under its Cox Internet brand, Cox subsidiaries provide mass-market broadband service to residential and small/medium-sized business customers, and video service under the Contour brand across 18 states, including in Georgia, with packages that include local broadcast and cable channels, as well as access to streaming services platforms such as Netflix, Prime Video, and Peacock.⁴ Cox subsidiaries also offer voice service to residential and business customers across its footprint. In 2023, Cox launched Cox Mobile, offering mobile voice and data services to Cox Internet customers.⁵

In addition to these mass-market offerings, Cox also provides a full suite of enterprise connectivity and managed services under its Cox Business brand and through its wholly owned

³ Cox, Residential, *Welcome to Cox*, <https://www.cox.com/residential/home.html> (last visited July 30, 2025).

⁴ Cox, Residential, TV & Home, TV & Streaming, *Shop All TV Plans*, <https://www.cox.com/residential/tv.html> (last visited July 30, 2025); Cox, Residential, TV & Home, Learn, *Learning to Use Cox TV Services*, <https://www.cox.com/residential/tv/learn.html> (last visited Aug. 1, 2025).

⁵ News Release, Cox, *Cox Announces Successful Completion of Mobile Launch in Markets Nationwide* (Jan. 5, 2023), <https://newsroom.cox.com/2023-01-05-Cox-Announces-Successful-Completion-of-Mobile-Launch-in-Markets-Nationwide>.

Segra unit, a commercial fiber infrastructure solutions provider that Cox acquired in 2021. Cox Business encompasses a broad commercial solutions portfolio, including fiber-based network solutions, wholesale services, and managed services. Further, Segra's advanced fiber infrastructure network today spans 44,000 route miles across 24 states, connecting more than 9,000 on-net locations and six data centers. Cox also provides managed information technology and cloud services to enterprise customers through its wholly owned RapidScale unit.

The following Cox Licensees are authorized by the Commission:

- **Cox Georgia Telcom, LLC** is authorized as a competitive local exchange carrier ("CLEC") and interexchange carrier pursuant to authority granted by the Commission in Docket Nos. 9039 and 20009 and Certificate Nos. L-087 and X-1068.
- **Unite Private Networks, LLC** is authorized as an interexchange carrier pursuant to authority granted by the Commission in Docket No. 27232 and Certificate No. X-1089.
- **FRC, LLC** is authorized as an interexchange carrier pursuant to authority granted by the Commission in Docket No. 22982 and Certificate No. X-1079.
- **LMK Communications, LLC** is authorized as a CLEC and interexchange resale carrier pursuant to authority granted by the Commission in Docket Nos. 30049 and 30772 and Certificate Nos. L-0473 and R-1073.
- **PalmettoNet, Inc.** is authorized as an interexchange carrier pursuant to authority granted by the Commission in Docket No. 9919 and Certificate No. X-984.

- **South Carolina Net, Inc.** is authorized as a competitive local exchange carrier and an interexchange resale carrier pursuant to authority granted by the Commission in Docket Nos. 25702 and 9892 and Certificate Nos. L-0431 and R-0600.
- **South Carolina Telecommunications Group Holdings, LLC** is authorized as a competitive local exchange carrier pursuant to authority granted by the Commission in Docket No. 40819 and Certificate No. L-0570.⁶

B. Charter

Charter is a publicly traded corporation organized under the laws of Delaware and headquartered at 400 Washington Blvd., Stamford, Connecticut 06902. Through operating subsidiaries, Charter is a leading broadband connectivity company and cable operator, serving 31.2 million customers in 41 states through the Spectrum brand. Over an advanced communications network, Charter's operating subsidiaries offer a full range of state-of-the-art residential and business services,⁷ including internet service (Spectrum Internet[®]), video service (Spectrum TV[®]), mobile wireless service (Spectrum Mobile[®]), Voice over Internet Protocol ("VoIP") service (Spectrum Voice[®]), and managed cloud services, security, enterprise Internet, networking products, and voice services for enterprise customers (Spectrum Business[®]).⁸ One hundred

⁶ Cox's subsidiary Spirit Tower Company, LLC, which was authorized as a competitive local exchange carrier pursuant to authority granted by the Commission in Docket No. 17567 and Certificate No. L-0343, no longer exists, and Cox hereby informs the Commission that the certificate may be cancelled, so the Commission can maintain the accuracy of its records.

⁷ Charter is providing information regarding its full line of service offerings for informational purposes, and its provision of such information is not intended to waive applicable limits on the Commission's jurisdiction. *See n.23 infra.*

⁸ Through Spectrum Business, Charter also offers enterprise services in additional states outside its 41-state residential footprint.

percent of Charter’s approximately 95,000 employees are based in the United States, and all enjoy the benefits of Charter’s substantial investments in its employee workforce.⁹

Charter is continuously investing in and improving its communications network, which is designed, owned, and operated in the United States. From 2020 to 2024, Charter invested nearly \$47 billion in its infrastructure and technology, contributing significantly to the U.S. economy. Today, Charter’s Spectrum Internet delivers both a reliable and fast Internet experience across its footprint.¹⁰ Charter’s Spectrum Advanced WiFi offers the ability to optimize a home network, including enhanced security and privacy protections. Charter has also launched an effort to evolve its fiber broadband network, supporting both 100 percent fiber and fiber-powered broadband that, when complete, will offer multi-gigabit download speeds and gigabit upload speeds and allow Charter the option to extend fiber services to the home in a fiber-on-demand manner in the vast majority of its footprint.¹¹

In Georgia, Charter currently serves approximately 462,000 customers across 188 communities.¹² In 2024 alone, Charter extended its network to reach an additional 31,000 Georgia

⁹ Charter Communications, Public Policy, *National Fact Sheet (Our National Impact)*, <https://policy.charter.com/charter-national-fact-sheet.pdf> (last visited Aug. 10, 2025); *see also infra* Section VI.D.

¹⁰ Spectrum Internet earned the highest national scores for both metrics from Opensignal two years in a row (August 2024, May 2025) and exceeded 100 percent of advertised download and upload speeds for all tiers measured—even during peak weeknight usage between 7 p.m. and 11 p.m.—according to the FCC’s most recent “Measuring Broadband America Fixed Broadband Report” issued in August 2024. FCC, Office of Engineering and Technology, *Thirteenth Measuring Broadband America Fixed Broadband Report* at 15 (Aug. 9, 2024), <https://data.fcc.gov/download/-measuring-broadband-america/2023/2023-Fixed-Measuring-Broadband-America-Report.pdf>; Rupert Bapty, *USA, Fixed Broadband Experience, May 2025*, OpenSignal (May 20, 2025), <https://www.opensignal.com/2025/05/20/usa-fixed-broadband-experience-may-2025/dt#:~:text=National%20broadband%20experience,of%20AT%26T%20for%20Reliability%20Experience>.

¹¹ *See* Charter Communications, Inc., Annual Report (2024 Form 10-K) at 1 (Jan. 31, 2025), <https://ir.charter.com/node/34786/html>.

¹² This customer count includes all of Charter’s services offered in the state, including services not regulated by the Commission such as video, internet, VoIP, as well as mobile services.

homes and small businesses, including 13,000 new locations reached through its rural construction initiative. Last year, Charter dedicated \$257 million in capital investment to the state. Charter’s largest employment centers are housed in Duluth, McDonough, and Athens.¹³ Charter also operates several subsidiaries that hold authorizations from the Commission:

- **Charter Fiberlink – Georgia, LLC (“Fiberlink Georgia”)** is authorized by the Commission as an eligible telecommunications carrier to receive high-cost support in Rural Digital Opportunity Fund (“RDOF”) census blocks in Georgia (Docket No. 43708 and Certificate No. 7829), a competitive local exchange carrier (Docket No. 17772 and Certificate No. L-0367), and an interexchange carrier (Docket No. 17684 and Certificate No. X-1062).
- **Bright House Networks Information Services (Alabama), LLC (“BHN Alabama”)** is authorized as a competitive local exchange carrier pursuant to authority granted by the Commission in Docket No. 26279 and Certificate No. L-0441.
- **DukeNet Communications, LLC (“DukeNet”)** is authorized by the Commission as a competitive local exchange carrier (Docket No. 15182 and Certificate No. L-0294) and an interexchange carrier (Docket No. 15181 and Certificate No. X-1050).

Fiberlink Georgia and BHN Alabama are not presently expected to be participants to the financing arrangements described in this Application, and neither Fiberlink Georgia, BHN Alabama, or DukeNet will undergo a change of ownership or control in connection with the Transaction for which this submission provides notice. DukeNet may participate in certain related

¹³ Charter Communications, Inc., *Georgia Fact Sheet*, <https://policy.charter.com/charter-georgia-fact-sheet.pdf> (last visited Aug. 10, 2025).

financing arrangements, described in this Application, but the Commission's approval is not required for it to do so, as explained below. Therefore, Charter's Commission-authorized Georgia subsidiaries are not parties to this Application.¹⁴

III. DESIGNATED CONTACTS

All notices and communications with respect to this Application should be directed to:

For Cox, CEI, and the Cox Licensees:

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¹⁴ Charter also operates several subsidiaries that are not required to obtain authorization from the Commission, including Spectrum Mobile, LLC (mobile/wireless service), Spectrum Advanced Services, LLC (interconnected VoIP service), Charter IP Enabled Services, LLC (interconnected VoIP service), and BHN IP Enabled Services, LLC (interconnected VoIP service). These subsidiaries are not regulated by the Commission and accordingly also are not parties to this Application. See O.C.G.A. § 46-5-222 (generally divesting the Commission of jurisdiction to regulate broadband, VoIP, and wireless services).

For Charter:

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IV. DESCRIPTION OF THE FINANCING ARRANGEMENTS

Upon becoming subsidiaries of Charter, the Cox Licensees may become guarantors under Charter's secured debt and pledge their assets as collateral under Charter's financing arrangements with its lenders, including (1) the Charter Credit Facilities, (2) Existing TWC Secured Notes, (3)

Existing CCO Secured Notes (each as defined below), (4) certain Cox notes that will be assumed by subsidiaries of Charter in connection with the Transaction, and (5) new notes expected to be issued to help fund the Transaction.

Charter Communications Operating, LLC (“Charter Operating”), a subsidiary of Charter, is the borrower under a credit agreement (“Charter Credit Agreement”) with Bank of America, N.A., as administrative and collateral agent, which provides for secured revolving and term loan facilities (the “Charter Credit Facilities”).¹⁵ The Charter Credit Facilities and certain notes issued by Time Warner Cable, LLC and Time Warner Cable Enterprises, LLC (the “Existing TWC Secured Notes”) are subject to a collateral agreement (“BofA Collateral Agreement”)¹⁶ pursuant to which such secured debt is secured by substantially all of the assets of Charter Operating and its subsidiaries, including Charter’s cable video subsidiaries.

Most of Charter’s regulated telecommunications carrier subsidiaries, however, including Fiberlink Georgia, LLC and BHN Alabama, are not parties to the BofA Collateral Agreement, and their assets are not pledged to secure Charter’s existing secured debt. Charter presently expects that those Commission-authorized subsidiaries will not guarantee or pledge their assets to secure debt as part of the Transaction. DukeNet is a guarantor under the BofA Collateral Agreement, and accordingly may grant a security interest in its assets to secure additional indebtedness as described

¹⁵ Amendment No. 6 to the Amended and Restated Credit Agreement Between Charter Communications Operating, LLC and CCO Holdings LLC (Dec. 3, 2024), https://www.sec.gov/Archives/edgar/data/1091667/000110465924126817/tm2430518d1_ex10-1.htm.

¹⁶ Amendment No. 2 to the Amended and Restated Credit Agreement Between Charter Communications Operating, LLC and CCO Holdings LLC (May 26, 2022), https://www.sec.gov/Archives/edgar/data/1091667/000110465922067640/tm2217554d1_ex10-1.htm.

below, but it is not required to obtain Commission approval to participate in such financing and collateral arrangements.¹⁷

Under the terms of the Charter Credit Agreement, new subsidiaries created or acquired by Charter Operating generally must join the BofA Collateral Agreement and pledge their assets to secure Charter's existing secured debt, subject to certain customary exceptions. Accordingly, except to the extent that one or more of these exceptions applies, each Cox subsidiary (including the Cox Licensees) that becomes a Charter Operating subsidiary by virtue of the Transaction will be required to join the BofA Collateral Agreement and pledge its assets thereunder. Charter Operating may be contractually required to pledge the assets of the subsidiaries that own and operate Cox's telecommunications business and its Segra business (including the Cox Licensees) under the BofA Collateral Agreement, but has not yet made a final determination regarding such requirement or such commercial desirability. Therefore, Charter requests approval for the Cox Licensees to grant a security interest in their assets pursuant to the BofA Collateral Agreement and the other similar collateral agreements described below.

Charter Operating and its subsidiaries also pledge substantially all of their assets to the holders from time to time of various secured notes (the "Existing CCO Secured Notes") issued by Charter Operating pursuant to a base indenture and various supplemental indentures among Charter Operating, the other Charter affiliates party thereto, and The Bank of New York Mellon

¹⁷ DukeNet's potential participation in such financing arrangements is exempt from Commission approval pursuant to O.C.G.A. § 46-2-28(g). DukeNet is the subsidiary of a company headquartered in another state (Charter is a Delaware corporation headquartered in Connecticut), and Charter presently expects that any incremental secured financing in connection with the Transaction would involve its participating subsidiaries providing a security interest in their assets to a national financial institution to guarantee debt on behalf of their parent company or companies. In the event Charter's plans with respect to the financing of the Transaction were to change in a manner requiring further notice to or approval from the Commission with respect to Charter's existing subsidiaries, Charter will provide appropriate further information at such time.

Trust Company, N.A., as trustee thereunder. The CCO Secured Notes are subject to a Collateral Agreement (the “BONY Mellon Collateral Agreement”)¹⁸ with terms substantially similar to those of the BofA Collateral Agreement. Charter Operating may be contractually required to pledge the assets of the subsidiaries that become guarantors under the BofA Collateral Agreement, including the Cox Licensees, under the BONY Mellon Collateral Agreement and guarantee the Existing CCO Secured Notes on a secured basis.

Charter also plans to issue additional indebtedness to finance the cash component of the Transaction, which may be in the form of secured debt. The details of any such financing have not yet been determined; however, Charter presently anticipates that the terms governing any collateral and guarantees for such additional financing will likely be substantially similar to those under its existing secured debt described above, and that any subsidiaries newly acquired from Cox that become guarantors of Charter’s existing secured debt may be required to join as guarantors and pledge their assets in support of any such secured debt on substantially the same terms.¹⁹

Charter will also acquire \$12 billion in outstanding unsecured Cox debt (the “Cox Notes”) in connection with the Transaction. While the details have not yet been finalized, Charter presently anticipates that the Cox Notes will likely receive collateral and guarantees substantially similar to those under Charter’s existing secured debt described above upon completion of the Transaction, and that any subsidiaries newly acquired from Cox that become guarantors of Charter’s existing secured debt and pledge their assets to secure such debt will likely provide secured guarantees of

¹⁸ Collateral Agreement made by Charter Communications Operating, LLC and Charter Communications Operating Capital Corp. (May 18, 2016), <https://www.sec.gov/Archives/edgar/data/1091667/000119312516600775/d198771dex106.htm>.

¹⁹ Charter will provide an update to the Commission to the extent such additional indebtedness differs materially from the description herein.

the Cox Notes on substantially the same terms as their secured guarantees in support of such existing secured debt.

Applicants hereby respectfully request approval from the Commission pursuant to O.C.G.A. § 46-2-28 and any other Georgia state laws or regulations deemed applicable to act as guarantors and for their equity and other assets to be pledged as described herein. As expected, Applicants confirm that their guarantees and the pledge of their equity and other assets will not be effective until all required regulatory approvals are obtained.

V. STATEMENT REGARDING EFFECT ON APPLICANTS' OPERATIONS

Pursuant to O.C.G.A. § 46-2-28(b), the Commission may approve the issuance of evidence of debt for, among other purposes, “the discharge or lawful refunding of [a company’s] obligations; or other lawful corporate purposes falling within the spirit of this Code section.” In this case, the proposed financing arrangements serve the lawful and appropriate purpose of supporting and enhancing the creditworthiness of the combined company following the Transaction, and enabling it to access credit on more favorable terms.²⁰ The disclosures required by the Commission’s rules pursuant to Chapter 515-4-1 relating to issuances of “evidences of debt” associated with the financing transactions are provided in **Exhibit B**.

The proposed financing transactions will also yield positive outcomes for the Applicants’ operations and the customers they serve. Upon the completion of the financing transactions, the

²⁰ The proposed financing arrangements are arguably exempt from review pursuant to O.C.G.A. § 46-2-28(g) with respect to the Cox Licensees for the same reason as they are exempt with respect to DukeNet. *See n.17 supra*. The Cox Licensees will be subsidiaries of Charter (a Delaware corporation headquartered in Connecticut) following the Transaction; the financing arrangements will be between parent entities of the Cox Licensees and national financial institutions; and the purpose of the financing arrangements is to provide security for such parent companies’ secured indebtedness. However, the Cox Licensees are requesting approval out of an abundance of caution because they are subsidiaries of Cox, which is headquartered in Georgia, and will remain subsidiaries of Cox even after Cox itself becomes a Charter subsidiary. In addition, the combined company will continue to maintain a significant presence in Cox’s Atlanta office, even though Cox will not be headquartered in Georgia after the Transaction.

Applicants will continue to provide high-quality local exchange and interexchange telephone services under their current names and pursuant to their existing authorizations and tariffs. The financing will not result in any changes to the rates, terms or conditions of existing services, nor will it affect management or personnel, assets or properties, or other operational aspects of the Applicants.

In addition, the management of the combined company will remain highly qualified and capable. In recent years Charter's management has won awards for its customer service, innovative products, and workplace dynamics.²¹ As noted in Section VI below, the team that delivered these favorable results increased broadband speeds, introduced new products like Spectrum Mobile, and focused on service through the launch of its Customer Commitment.²² The addition of CEI as an investor and its contributions to Charter's Board will serve to strengthen the combined company's ability to provide high-quality services to Georgia's residents and businesses and ensure a smooth transition from Cox to Spectrum. The combined company's day-to-day operations in Georgia will be led by a highly qualified team from legacy Charter and Cox with a proven track record of delivering high-quality services to the company's Georgia customers.

Accordingly, the Applicants will continue to possess the managerial, technical, and financial qualifications to provide the same high-quality services currently delivered to customers in Georgia.

²¹ See, Charter Communications, *Awards & Recognitions*, <https://corporate.charter.com/awards-recognition> (last visited July 27, 2025).

²² Press Release, Charter Communications, *Spectrum Announces Unprecedented Customer Commitment, Free Internet Speed Lifts, New Bundled Pricing and Unveils New Brand Platform 'Life Unlimited'* (Sept. 16, 2024), <https://corporate.charter.com/newsroom/spectrum-announces-unprecedented-customer-commitment>.

VI. PUBLIC INTEREST STATEMENT

As noted above, the Commission's review under O.C.G.A. § 46-2-28 requires it to confirm that the proposed financing arrangements are for lawful purposes. Although the Commission is not required to make an affirmative finding that the arrangements are in the public interest, both the Transaction and the proposed financing arrangements, which will facilitate the Transaction, will serve the public interest.

Unifying the resources and experience of both Charter and Cox will strengthen the combined company's position as an investor and innovator in broadband, mobile, video, voice, and enterprise services, delivering better options across the range of products offered to Georgia residential and business customers, which are today provided by Charter and Cox, individually. Just as important, its enhanced scale and capabilities will place competitive pressure on other providers—helping to improve customer service and the overall availability, quality, and pricing of broadband, mobile, video, voice, and enterprise products and services throughout the expanded footprint.²³

A. The Transaction Will Expand Enterprise Competition

By unifying Charter's and Cox's respective regional footprints, the Transaction will directly strengthen the combined company's presence in the commercial enterprise marketplace, making it a stronger competitor. For large enterprise customers, the Transaction will generate efficiencies by creating a consolidated provider, including, among other benefits, improving the

²³ A comprehensive overview of the public interest benefits of the Transaction on a national level, which are summarized briefly here, is set forth in the FCC Domestic Section 214 Application filed in connection with the Transaction, which is available here: <https://www.fcc.gov/ecfs/search/search-filings/filing/10715141122783>. The presentation of public interest benefits herein is for informational purposes and is not intended to waive any limitations on the Commission's jurisdiction over the Transaction or the scope of the relief requested. *See* n.14, *supra* (noting limits on Commission's jurisdiction).

combined company's ability to offer services to multi-location customers with locations in both companies' existing service areas.

B. The Transaction Will Expand Consumer Choice

The Transaction will enable the combined company to offer residential consumers more value and improved products and services across its full range of voice, video, mobile, and broadband offerings. Charter's greater scale allows it to realize cost savings that it can pass along to consumers. The combined company will make Charter's consumer-friendly and affordable plans for video, broadband, voice, and mobile offerings available to residential customers in Cox areas, which generally offer more value and more competitive pricing than comparable offerings from Cox today. These include—among others—all-in pricing for voice and mobile services with no added taxes and fees, more affordable pricing for comparable internet download speeds and mobile plans, and improved choices for video services, including both skinnier, lower-priced video packages as well as more comprehensive packages generally, including access to a wide array of streaming services, among many others. Subscribers in Cox areas will have the option to subscribe to Charter's packages or to maintain their existing plans.

C. The Transaction Will Enable the Combined Company to Expand Charter's Customer Service Practices to More Customers

Customers will benefit from the Transaction through the expansion of Charter's industry-leading customer service practices into Cox areas. Charter was recently recognized by *Newsweek* as one of the most trustworthy companies in America, the only cable operator to receive such a distinction.²⁴ The combined company will offer consumer-friendly policies such as Charter's

²⁴ See Nancy Cooper, *Most Trustworthy Companies in America*, *Newsweek* (2023), <https://rankings.newsweek.com/most-trustworthy-companies-america-2023>.

voluntary, industry-leading Customer Commitment²⁵ of reliable service, prompt repairs, transparent pricing, and customer credits for qualifying outages that last longer than two hours.²⁶

D. The Transaction Will Benefit the Combined Company’s Employees

Employees across the combined enterprise will benefit from Charter’s industry-leading jobs practices, which include a 100 percent U.S.-based sales and service employee workforce, a minimum starting hourly wage of \$20, well above any state or federal levels,²⁷ a variety of education and self-progression career advancement programs, extensive benefits packages, including an employee stock purchase program, and additional benefits for military veterans and their families. These benefits reflect Charter’s commitment to long-term investments that support its employee workforce, and they will yield benefits for Cox’s Georgia employees.²⁸

E. The Transaction Will Benefit Public Safety and Resiliency

The Transaction will maintain or improve public safety and resiliency by uniting Charter’s and Cox’s personnel and infrastructure, providing the combined company with access to a larger pool of personnel and equipment, reducing dependence on external contractors, and expanding Cox’s enterprise-grade cloud backup and disaster recovery service solutions to businesses in the Charter footprint. These changes could lead to faster service restoration for impacted communities within Cox’s Georgia territory as well as continuity and security of essential operations during and after emergencies.

²⁵ See n.22 *supra*.

²⁶ Charter Communications, *2025 FCC Annual Customer Notification (2025)*, <https://www.spectrum.com/policies/annual-notice> (describing qualifying outages).

²⁷ See, e.g., Charter Communications, Public Policy, *Investing in Our Workforce* (Apr. 1, 2025), <https://policy.charter.com/our-workforce>.

²⁸ *Id.*

F. The Transaction Will Not Pose Risks to Competition

The combination of Charter and Cox will not result in any risk of harm to competition. The companies' respective service territories for mass-market residential and small business services (including mobile services) are almost entirely non-overlapping throughout their respective footprints, including in Georgia. Based upon Charter's analysis of data available through the FCC's national broadband map, there is no overlap within the two companies' respective Georgia residential footprints. In addition, based upon Charter's analysis, the companies' fiber networks serving enterprise customers overlap only minimally in Georgia, in fewer than one percent of the census blocks in their combined fiber footprint. And, in any event, both companies face intense competition from an array of network operators in their respective service areas, including incumbent local exchange carriers and other competitors. Such alternatives will ensure that the Transaction will not create any upward pressure on prices for enterprise customers even in the very few locations in which Charter and Cox services are both available.

VII. WAIVER OF HEARING

Based on the facts and circumstances outlined in this submission, the Applicants respectfully request that the Commission waive any hearing requirement associated with the subject matter of this Application.

VIII. PRAYER FOR RELIEF

Applicants hereby respectfully request that the Commission issue an order:

- (i) Approving this Application in all respects, including, without limitation, Applicants' request for the authority to participate in the financing transactions described herein;

- (ii) Approving the execution, delivery, and performance of all documents, instruments, or agreements necessary to effectuate the financing transactions described or contemplated as described herein;
- (iii) Waiving the hearing for this Application; and
- (iv) Granting any other additional relief that the Commission may deem just and proper.

Respectfully submitted,

/s/Charles A. Hudak

Charles A. Hudak
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1700
Atlanta, GA 30346
Tel: (770) 399-9500
Email: chudak@fh2.com

For Charter, CEI, Cox, and the Applicants

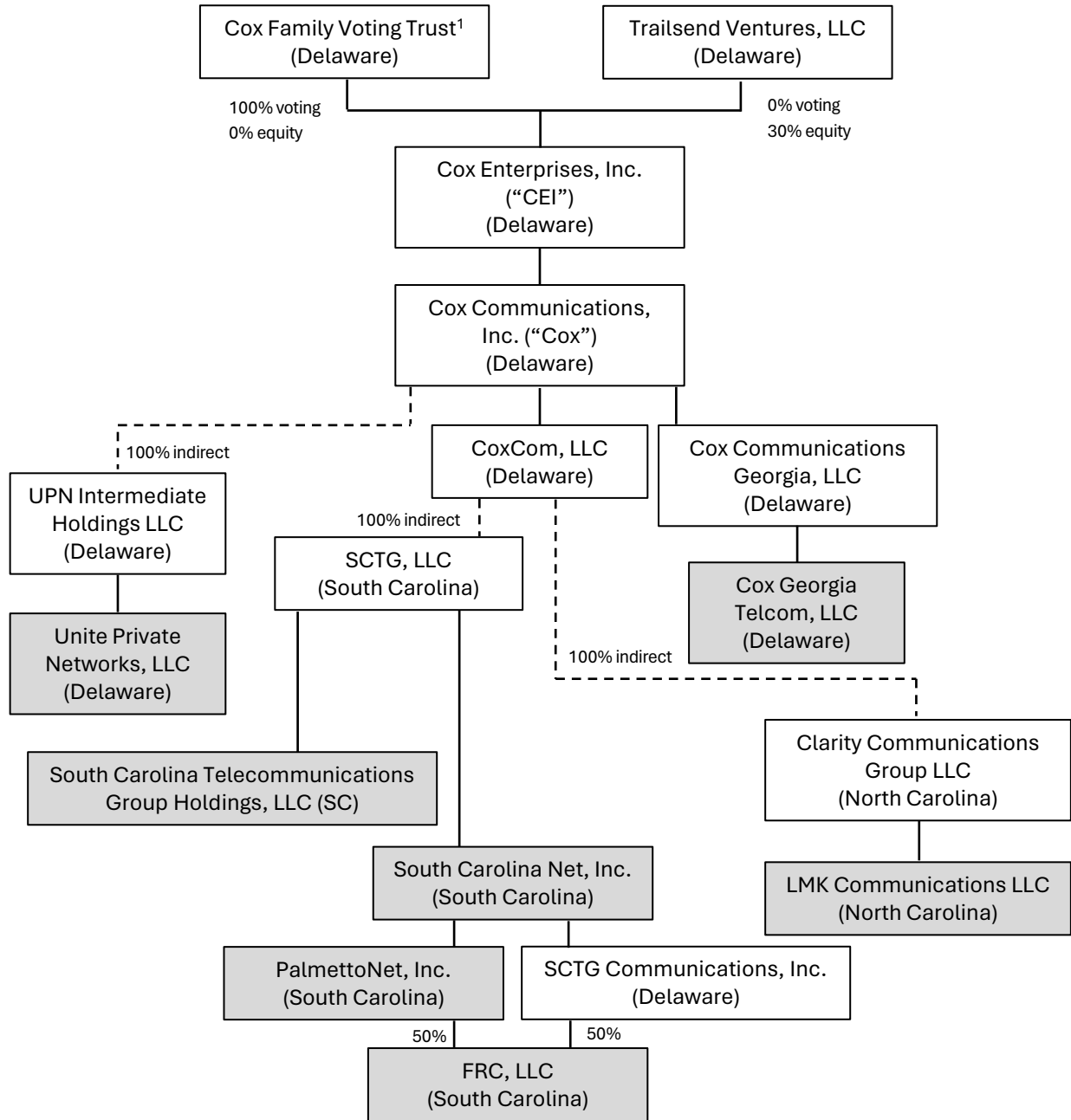
EXHIBIT LIST

<u>Exhibit</u>	<u>Title</u>
A	Pre- and Post-Closing Ownership Structure
B	Disclosures Pursuant to Chapter 515-4-1 of the Commission's Rules

Exhibit A

Pre- and Post-Closing Ownership Structure

Cox Pre-Transaction Ownership

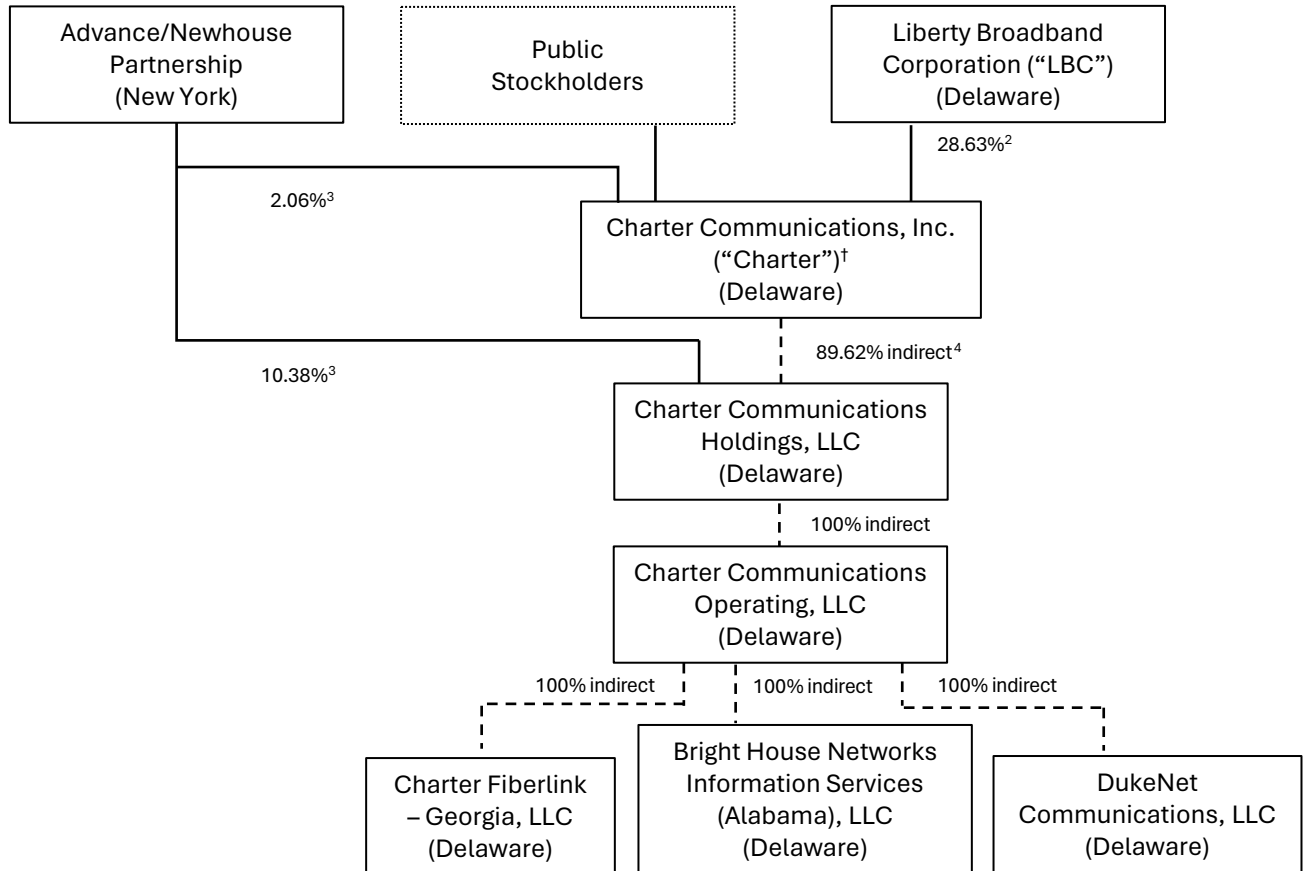


Notes

¹ The Cox Family Voting Trust, which controls 100% of the voting stock of CEI, is controlled by three trustees: Sanford H. Schwartz, James C. Kennedy, and Alex C. Taylor, each of whom is a U.S. citizen.

* All ownership figures, in this and subsequent charts, are 100% except where otherwise noted.

Charter Pre-Transaction Ownership



Notes

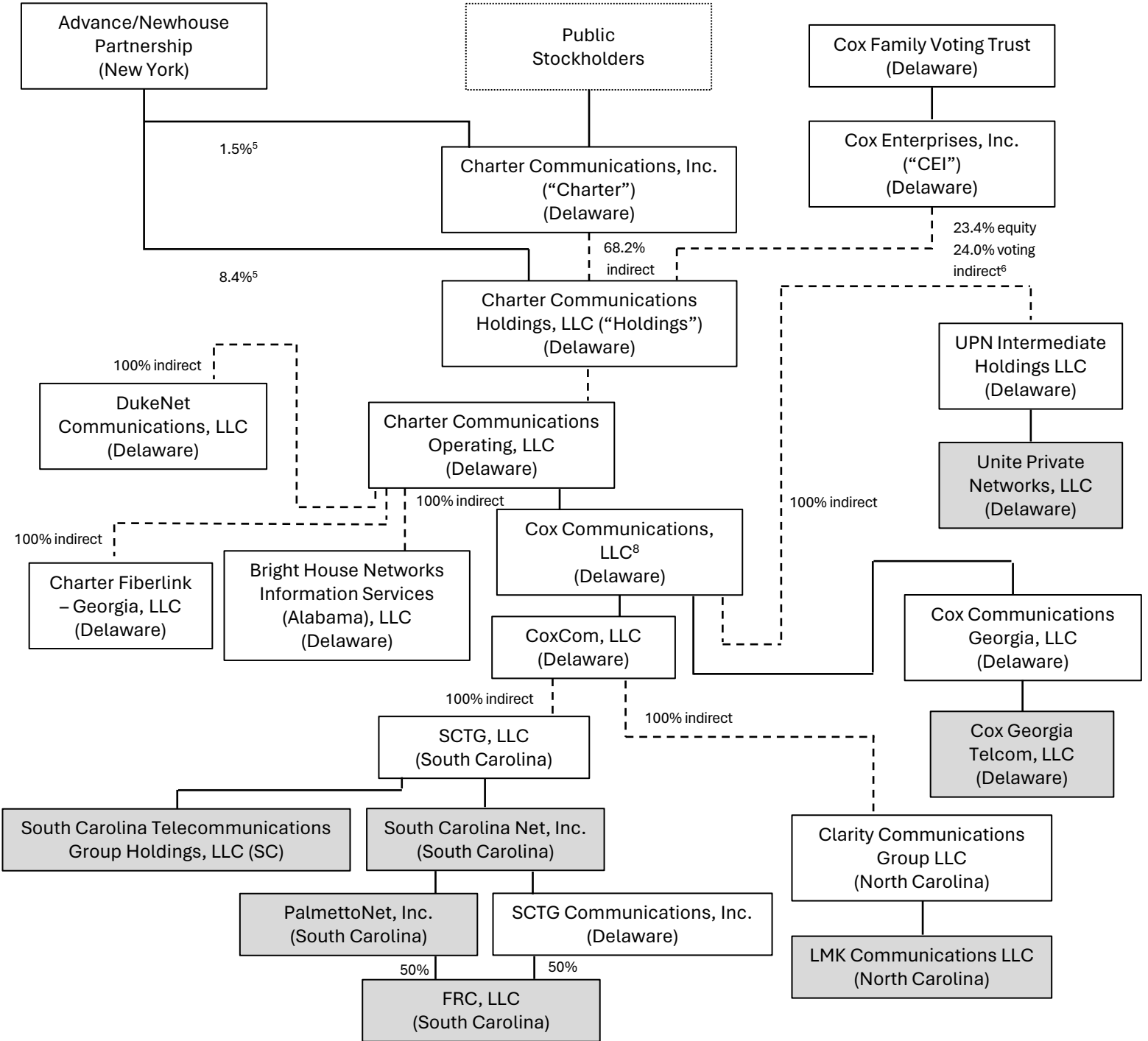
² As of June 27, 2025, LBC holds approximately 28.63% of the outstanding shares of Charter’s Class A common stock. Pursuant to agreement, LBC must vote and exercise rights to consent with respect to voting securities held in excess of 25.01% in the same proportion as all other votes cast by stockholders other than Advance/Newhouse Partnership and LBC on all matters other than certain excluded matters, giving it an effective voting power of 25.01%. In addition, as of January 31, 2025, John C. Malone beneficially owns shares representing the power to direct approximately 49% of the aggregate voting power in LBC. All LBC estimates are based on LBC’s proxy statement disclosures.

³ Advance/Newhouse Partnership, as of June 27, 2025, holds a minority interest in Charter Communications Holdings, LLC convertible to approximately 10.38% in Charter, as well as a direct common stock interest in Charter of approximately 2.06%, which is, in the aggregate, equivalent on an as-exchanged basis to a 12.44% interest in Charter. A/NPC Holdings LLC, a Delaware LLC, holds a 99% direct interest in Advance/Newhouse Partnership. Newhouse Cable Holdings LLC, a New York limited liability company, holds a 61.24% direct interest in A/NPC Holdings LLC. Newhouse Broadcasting Corporation, a New York corporation, holds a 100% direct interest in Newhouse Cable Holdings LLC.

⁴ As of June 27, 2025.

† Additional Charter entities operate in this state which are not subject to this transfer of control application.

Post-Transaction Ownership



Notes

⁵ Advance/Newhouse Partnership (“A/N Partnership”) owns approximately 3.1 million shares of Charter Class A common stock and one share of Charter Class B common stock, which is equivalent, economically, to the outstanding Charter Class A common stock but has a number of votes per share that reflect the voting power of the Holdings common units held by A/N Partnership on an as-exchanged basis. Including both these shares of Charter Class A common stock and A/N Partnership’s 8.4% interest in Holdings, and based on Charter’s diluted shares outstanding as of March 31, 2025, A/N Partnership will own an approximate 9.9% equity interest in Charter, on an as-exchanged and as-converted basis.

⁶ Based on Charter’s diluted shares outstanding as of March 31, 2025, CEI will indirectly hold common and convertible preferred units in Holdings representing an approximately 23.4% equity interest and 24.0% voting interest in Charter. Charter also will issue to CEI one share of a new Class C common stock of Charter that will have a number of Charter stockholder votes equal to the voting power of the Holdings common and convertible preferred units on an as-converted, as-exchanged basis.

⁷ Formerly Cox Communications, Inc.

EXHIBIT B

Disclosures Pursuant to Chapter 515-4-1 of the Commission's Rules

Exhibit B

DISCLOSURES PURSUANT TO CHAPTER 515-4-1 OF THE COMMISSION'S RULES

The disclosures required by the Commission's rules relating to issuances of "evidences of debt" associated with the financing transactions described herein are as follows:

Rule 515-4-1-.01 (Applications Must Be Sworn To): A verification on behalf of the Cox Licensees is attached to this Application. Although Charter is not itself an Applicant, a verification for Charter is also attached given Charter's familiarity with and contemplated participation in the proposed financing arrangements.

Rule 515-4-1-.02 (What Applications of Utilities Must Show): Section II.A of this Application provides a description of the Cox Licensees' Georgia assets and operations.

Rule 515-4-1-.03 (Financial Statements): The Cox Licensees' financial statements will be consolidated with their parent company upon closing of the Transaction. *Pro forma* financial projections for the combined company giving effect to the Transaction can be found in Charter's July 2, 2025 Definitive Proxy Statement relating to the Transaction.¹

Rule 515-4-1-.04 (Tabulated Statement of Desired Issues): A statement of the existing secured indebtedness secured by the group of Charter entities whose assets secure Charter's existing secured debt, which the Cox Licensees may join following the Transaction, is set forth in Charter's most recent SEC Form 10-K, available at <https://ir.charter.com/static-files/589d3342-9b3a-44c7-bf2d-a79b515bd51d>, at 47. In addition, as set forth in Section IV of this Application, Charter plans to issue additional indebtedness, which may be secured, in connection with the Transaction.

¹ See *Charter Communications, Inc.*, Definitive Proxy Statement at 23-32 (July 2, 2025), https://www.sec.gov/Archives/edgar/data/1091667/000114036125024665/ny20049200x2_defm14a.htm#tUPF.

Rule 515-4-1-.05 (Use of Proceeds from Desired Issues): The purpose of the financing arrangements is to provide credit support for existing secured indebtedness held by Charter, and new indebtedness issued to help fund the Transaction, as described in Section IV of this Application.

Rule 515-4-1-.06 (Property to be Acquired): The purpose of the financing transactions described herein is not to acquire property, except to the limited extent that the financing transactions may provide credit support for indebtedness issued to help fund the Transaction as described in Section IV of the Application.

Rule 515-4-1-.07 (Copies of All Contracts to be Filed): Links to copies of the collateral agreements governing Charter's secured indebtedness are set forth in Section IV of the Application.

Rule 515-4-1-.08 (Capitalizing Franchises): The Application does not relate to capitalizing any franchise or right to own any franchise.

Rule 515-4-1-.09 (Consolidation or Merger): The Application is not for the issuance of stock by a newly formed corporation.

Rule 515-4-1-.10 (Reference Where Chartered by General Law): Cox Georgia Telcom, LLC and Unite Private Networks, LLC are both limited liability companies organized under the laws of Delaware. LMK Communications LLC is a limited liability company organized under the laws of North Carolina. PalmettoNet, Inc. and South Carolina Net, Inc. are both corporations organized under the laws of South Carolina. FRC, LLC and South Carolina Telecommunications Group Holdings, LLC are both limited liability companies organized under the laws of South Carolina.

Rule 515-4-1-.11 (Law Must Be Complied With): The Cox Licensees, if they ultimately participate in the financing arrangements described herein, will comply with all applicable Georgia laws with respect to those arrangements.

Rule 515-4-1-.12 (Applicants to Make Further Reports): The Cox Licensees will comply with all conditions imposed by the Commission, including the filing of any reports the Commission may require.

Rule 515-4-1-.13 (Hearings Before Commission; Production of Witnesses): The financing arrangements described herein are usual and customary. The Commission has routinely waived the hearing requirement in connection with similar applications. Therefore, the Cox Licensees request that the Commission waive any hearing on this Application.

Rule 515-4-1-.14 (All Proceeds Must be Used for Purposes Approved): The Application is not for the issuance of stock or bonds by the Applicants. The Cox Licensees will comply with all applicable Georgia laws, including any applicable conditions imposed by the Commission, with respect to the financing arrangements described herein.

Rule 515-4-1-.15 (Negotiation or Competitive Bidding for Security Issues): The Commission has not previously applied its competitive bidding requirements to financing arrangements involving competitive carriers. To the extent the Commission determines that such requirements apply, the Cox Licensees respectfully request a waiver of them, as the financing arrangements are being made on a national basis with respect to Cox's and Charter's nationwide operations, and a requirement to conduct a state-specific bidding process would impede the prompt and efficient completion of the arrangements. In addition, the financing arrangements are being entered into by sophisticated parties with an economic incentive to secure terms financially advantageous to the combined company.

VERIFICATION

STATE OF GEORGIA
COUNTY OF FULTON

I am Jennifer Hightower, and I am Executive Vice President, Chief Legal Officer, and Corporate Secretary of Cox Enterprises, Inc. (“CEI”), ultimate parent of Cox Communications, Inc. (“Cox”) and the Cox subsidiaries. I am authorized to make this verification on behalf of Cox’s subsidiaries Cox Georgia Telcom, LLC; FRC, LLC; LMK Communications LLC; PalmettoNet, Inc.; South Carolina Net, Inc.; South Carolina Telecommunications Group Holdings, LLC; and Unite Private Networks, LLC.

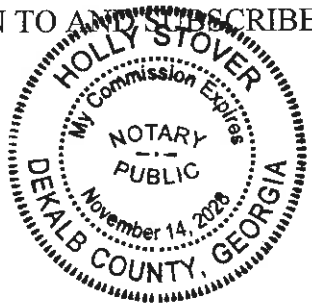
I declare that the foregoing Application for Financing Approval and Notice of Transfer of Control is true and correct with respect to CEI, Cox, and their subsidiaries to the best of my knowledge, information, and belief.

Executed on this 11 day of August, 2025, at Atlanta, GA.

Jennifer Hightower

Jennifer Hightower
Executive Vice President, Chief Legal Officer,
and Corporate Secretary
Cox Enterprises, Inc.

SWORN TO AND SUBSCRIBED before me on the 11 day of August, 2025.



Holly Stover
Notary Public *Holly Stover*

My commission expires: November 14, 2028

VERIFICATION

DISTRICT OF COLUMBIA

I am Adam Falk, and I am Senior Vice President, State Government Affairs of Charter Communications, Inc. I am authorized to make this verification on behalf of Charter and its affiliates and subsidiaries.

I declare that the foregoing Application for Financing Approval and Notice of Transfer of Control is true and correct with respect to Charter and its affiliates and subsidiaries to the best of my knowledge, information, and belief.

Executed on this 11th day of August, 2025, Washington, DC.



Adam Falk
SVP, State Government Affairs
Charter Communications, Inc.

SWORN TO AND SUBSCRIBED before me on the 11th day of August, 2025.


Notary Public

My commission expires: _____

Terri Lee Weldon
Notary Public, District of Columbia
My Commission Expires October 31, 2026

