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Not So Fast: TWC Board Rejects Charter Overture as 'Non-Starter'

Charter tried to publicly pressure Time Warner Cable into merger talks Mon, but the MSO's board swiftly rejected Charter's most recent offer, calling it "grossly inadequate." It's actually the 3rd proposal TWC has rejected, with Bloomberg reporting that it was for \$132.50—\$83 in cash and \$49.50 in stock (valuing TWC at more than \$61bln). A letter sent Mon from Charter CEO Tom Rutledge to TWC CEO Rob Marcus only described the offer as being in the "low \$130s." The details were from an interview between Rutledge and Bloomberg's Alex Sherman (natch-Sherman's been all over this). "Charter's latest proposal is a non-starter. First and foremost, it substantially undervalues TWC and would represent an EBITDA multiple of approximately 7X, well below past transactions in the cable sector," Marcus said in a statement. "Indeed, our high-quality assets, unique scale, synergy potential, growth opportunities and strong financial position should command a premium valuation compared to precedent transactions, not the discount offered by Charter. Not only is the nominal valuation far too low, but because a significant portion of the purchase price would be in Charter stock, the actual value delivered to TWC shareholders could be substantially lower given the valuation, operational, and significant balance sheet risks embedded in Charter's stock." In his letter, Rutledge wrote that TWC rejected proposals in June and Oct. Charter said that it has made repeated overtures to TWC for more than 6 months, and until Dec, it chose not to engage or find out more. In his letter, Rutledge said that TWC has come back with a verbal offer at "an unrealistic price expectation that ignores a full 39% premium already reflected in Time Warner Cable's stock (as of last Fri)." Marcus elaborated on that back-and-forth Mon night, saying that "December 27 we made it clear to Charter that our Board is open to a transaction with Charter at a price of \$160 per TWC share, consisting of \$100 in cash and \$60 per share of Charter common stock, subject to a symmetrical 20 percent collar to protect our shareholders on the value of Charter shares, which currently trade at a historically high multiple. The \$160 price represents a forward multiple of only approximately 8X. We gave Charter our bottom line, but rather than pursuing this path, Charter has chosen to go public with its third low-ball offer trying to pressure TWC's Board into selling the Company at a grossly inadequate price." Rutledge is trying to get the support of TWC shareholders, writing that the financing is in place and that Charter can be in the position to



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sign a letter of commitment in a matter of days. Charter has scheduled a conference call for Tues (1/14) afternoon. **Goldman Sachs** and **LionTree Advisors** are serving as lead financial advisors to Charter in connection with this transaction. "This transaction is beneficial to Time Warner Cable shareholders who remain invested in the combined company because they realize the value creation from cost reductions, faster organic growth, and leveraged and tax advantaged returns," Rutledge wrote. "We also believe that the new combined company, through potential future swaps and divestitures with other industry participants, can help rationalize the geographic holdings of the industry into more efficient entities capable of providing better services and products into a very competitive marketplace, thus generating higher returns for the combined company and the industry at large." Pay attention to that bit about swaps... That's where many think Comcast may come into play. There's a long road ahead, but plenty of people will be listening to Rutledge & Co Tues.

Today's Forecast: There's a high pressure front hovering over the US, with strong blackout potential possible at midnight. At least for **DirecTV** subs, with it looking increasingly likely they will lose **Weather Channel** in the early morning hours Tues (1/14). It's not the 1st time Weather has faced such a threat, but if it actually happens, it will be the 1st time a distributor has dropped the channel. The last major rumblings came in May '10, when **DISH** announced it would replace Weather Channel with **The Weather Cast**. Weather Cast's signal only stayed on DISH for about 4 days, with DISH and Weather Channel working out a deal before there was any interruption. DISH complained about not only Weather's price, but its move toward movies and other entertainment programming. DirecTV is following the same playbook, launching WeatherNation (formerly Weather Cast) on Dec 16 and kicking up dust about the amount of reality programming on the net. Things looked a little more promising when DirecTV and Weather Channel's Dec 31 deadline passed with no channel drop, but there doesn't seem to have been much progress during the extension. As usual, price is the sticking point. Weather's pres, distribution Jennifer Dangar said the net isn't going to "roll back" rates for DirecTV, saying that the ask is less than the 4-5% DirecTV chief Mike White has said publicly would be acceptable for programming increases. She describes this fight as more serious than channel space, saying that Weather Channel is integrated into the American Red Cross' command center and that FEMA has "10 television screens with the Weather Channel up" so that they know areas that have the potential for lost life and property. On Tues, the net will be at the White House for its Safety Datapalooza. "We're... there first because we know where the weather is going to hit, and other news entities don't focus on that until it has hit. We're there on the ground when it happens, helping Red Cross... we're they're communications entity. And we stay afterwards. That's another differentiator-we make sure the country knows weather is serious. Life and properties aren't things you



— BEST SUPPORTING ACTRESS — SERIES, MINI-SERIES OR TV MOVIE

> JACQUELINE BISSET "Dancing on the Edge"

mess with over pennies." DirecTV said this spat isn't over pennies. "That's actually incorrect, and it's substantially more than that. Regardless, we would prefer to continue carrying Weather Channel, but only at a value that makes sense for DirecTV customers," said a statement. "We have heard from an overwhelming majority of our customers that they want a weather service that's 24/7 and now one that's preempted by reality programming 40 percent of the time." Just like DirecTV's quibbles with the "pennies" statement, Weather takes issue with that 40% figure. "It's a little bit of a distorted fact," Dangar said. "Anytime there is active weather, we cover active weather—period. We also tell weather stories." Everyone loves to talk about the weather... and a fight. Cruise over to WeatherNation's **Facebook** page, and you'll see plenty of people saluting it for its dedication to weather (and dissing Weather Channel's decision to name winter storms). But there also are folks on DirecTV's Facebook page angry about the potential black-out. Assuming a deal eventually gets done with Weather Channel, the bigger question might be whether Weather-Nation gets to stick around...

Deals: Google announced it has entered into a \$3.2bln agreement to buy home automation company **Nest Labs** for \$3.2bln in cash. "They're already delivering amazing products you can buy right now—thermostats that save energy and smoke/CO alarms that can help keep your family safe. We are excited to bring great experiences to more homes in more countries and fulfill their dreams," said Google CEO *Larry Page* in a statement.

Fox Exec Session at TCA: Fox chmn, entertainment Kevin Reilly didn't mince words at TCA on Mon, telling critics that he's abandoning pilot season because it no longer serves a purpose and in some ways puts best nets at a disadvantage to cable. "There's barely an **HBO** show that doesn't reshoot half of their pilot every time, and no one throws their arms up about that," he said. "That's how you make things great. So we want to have that same maneuvering ability. We don't want to be bound by an airdate and then find that we're changing the wheels at 60 miles an hour." He said it's difficult to do that in a pilot-to-series environment because the net must "schedule them and announce them in a compressed and crazy, condensed two week period" that leaves little time for course correction. Reilly also slammed Nielsen's "outdated" measurement, noting that Fox's flat ratings would have been up some 8% "if you roll up all the platforms." He argued for "C4 and beyond," with the idea that commercial ratings should extend to 30 days. In perhaps more evidence that bcst increasingly emulates cable, Reilly announced season 2 of fantasy series "Sleepy Hollow" and later clarified that it will be 13-ep pickup rather than 22. As other execs and creatives have noted throughout the tour, he said 13 eps offer certain storytelling advantages. Meanwhile, Reilly said he feels broadcasters are gaining "traction" in their legal fight against Aereo and reiterated the specter that a court loss would force a major business model change. "We'd have to take some drastic measures including becoming a cable network," he said. "It's something we don't plan on or want to do, but we would be prepared to do. We're not going to sit back and have our business destroyed with something that we think is unconstitutional, frankly."

<u>Globes</u>: El's "Live from the Red Carpet" delivered its biggest preshow telecast in a decade with more than 2.2mln total viewers. It was behind '01's 2.4mln viewers, tying as the net's 2nd-most watched red carpet telecast with '04 and '02's coverage (each also averaged 2.2mln viewers). The high tune-in also trickled down to Eonline, which delivered its best Golden Globes day traffic (23mln total digital page views). ICYMI, AMC's "Breaking Bad" scored the Golden Globe for Best TV Series, Drama, with *Bryan Cranston* taking the best actor in a drama honor. *Robin Wright* scored the best actress in a drama win for her role on Netflix's "House of Cards." Broadcast dominated the comedy/musical category, specifically Fox's "Brooklyn Nine-Nine." HBO's "Behind the Candelabra" won for Best TV Movie (with star *Michael Douglas* taking home the best actor honor). *Elisabeth Moss* won for her role in Sundance's "Top of the Lake." Other cable wins: *Jacqueline Bisset* (Starz's "Dancing on the Edge") and *Jon Voight* (Showtime's "Ray Donovan").

<u>Carriage</u>: AT&T U-Verse launched Ovation HD to its U-Verse subs, following the HD launches by Time Warner Cable and Bright House. This year, all of the net's original programming is available in HD, including the 2nd season of "The Art Of," currently on air, and "The Fashion Fund," which premieres on Jan 22.

Online: Netflix original series "Lilyhammer" returns for a 3rd season this year. The 2nd season of the comedic drama debuted in Dec in the US, Canada, the UK, Ireland, Latin America, Denmark and the Netherlands.

<u>Advertising</u>: Nielsen Catalina Solutions, a jv between Nielsen and Catalina that helps consumer packaged goods advertisers improve ROI by linking what consumers watch with what they buy, upgraded its TV software platform AdVantics On Demand to allow volumetric ratings and integrated persons viewing data. While volumetric rating points enable advertisers to spot heavy buyers based on viewing behavior, the integrated persons viewing data al-

lows advertisers to combine and compare demos and "buyergraphics" for TV media planning and buying.

Digital: It's the 2nd investment by **NBCU News Group** on a non-traditional news platform: The group took a minority stake in video news site **NowThis News**, and the 2 will co-produce original short-form news videos to be distributed across mobile and social platforms. Terms weren't disclosed, but the stake was reported to be close to 10%. Under the deal, the 2 will collaborate to create original, short-form videos for "Today," **MSNBC, NBC News** and **CNBC**. The move came after NBCU's investment in **Re/code**, the tech news site founded by ex-**AllThingsD** founders *Walt Mossberg* and *Kara Swisher*.

Programming: Cooking Channel's "Worst Cooks in America" will be back for a 5th season on Feb 17 with 7 eps.

People: The Hub named Lou Fazio svp, scheduling, acquisitions and planning, reporting to pres/CEO Margaret Loesch. FCC Republican commish Michael O'Rielly announced his 1st official appointment Mon: Courtney Reinhard as sr legal advisor and chief of staff. The former Hill staffer was most recently legal advisor for wireless issues for fellow Republican commish Ajit Pai.

Editor's Note: The rest of the issue is devoted to **TCA**, much of which took place over the weekend.

Starz at TCA: Starz CEO Chris Albrecht continues to set a high bar for the premium net, which hasn't shied away from expensive and epic programming such as Michael Bay's upcoming pirate drama "Black Sails" (Jan 27 premiere) and "Outlander" (summer premiere) a historical epic. "We're trying to distinguish ourselves," he said. "We believe we should be in every home that HBO and Showtime are in. The Starz brand is one that's evolving, and that's part of the fun." He said he wants to air 65-75 hrs of original programming in '15-putting the net on par with other premiums. In addition, he said Starz may produce a sequel to "The White Queen," but only "if the stars align." Albrecht also made clear that his decision to cancel "Magic City" last year was "not close" because the "extremely expensive" series hadn't gained enough momentum. "We're proud of Magic City and glad we had it on the air, and would be glad to be in business with all of those people again," he said. As for Black Sails, Starz is betting big on the pirate genre, filming in Cape Town, South Africa, with customized beaches and massive water tanks to depict sea battles. "I honestly don't know if we could have made it anywhere else," said showrunner Jonathan Steinberg. The historical theme continues with Starz's "Outlander" based on a popular novel involving time travel between the 1940s and Scotland in the 1700s. Yes, it's kind of bizarre, but producer Ronald D. Moore (the person behind SyFy's highly successful "Battlestar Galactica" reboot) showed up with the cast in traditional Scottish dress and said he'll respect the book's devoted following while doing his own thing. "You still have to make the show for yourself and make the best that you can," he said. "It's not a democracy. You can't just like throw it out there and do what the fans want because they all want different things and, hopefully, you're giving them something that they can fall in love with." Also coming back for S2 is "DaVinci's Demons" (Mar 22 premiere), which will see Leonardo and company venturing beyond the walls of Florence in their search for hidden knowledge. S2 will also do a bit of virtual time traveling, at least with the narrative. "The structure of the second season is not really linear," noted showrunner David Goyer.

BBC America at TCA: The 3 Musketeers is about swordplay, right? In fact, as the name implies, this elite fighting unit was created in the early 1600s to be "particularly devoted to the new technology of muskets," said *Adrian Hodges*, lead writer/exec prod of **BBC America**'s "The Musketeers" (late spring premiere). "And that's one of the things we kind of try and correct... you will see them using muskets in this show as well as swords," he said. -- And how do you one up "Orphan Black" (premieres Apr 19), BBC America's 2nd scripted original that exceeded the net's dreams? You go for depth in the series' characters, stories and technology. Co-creator/writer/exec prod *Graeme Manson* said season 2 will also be more complex. "We are going to push technically what we have done in the first season and our actors are really pushing the limits as well," he said. -- Despite being British, *Dominic Cooper* knew little about the real life character of *Ian Fleming*, the creator of James Bond, who he plays in the BBC America mini-series "Fleming: The Man Who Would Be Bond." He read biographies on the author, but his portrayal of Fleming (Jan 29 premiere) was more "how he would have wanted to be perceived." That in turn gave Cooper freedom to experiment with the character, he said. The ambition of executive producer Douglas Rae was to create a series "as good as a Bond film," he said. "Not quite the \$150 million budget, but something that really told the story behind Ian, himself"—particularly his desperate desire to be an action-hero much like the fictional Bond he created.

<u>AMC Networks at TCA</u>: AMC chief Charlie Collier acknowledged that it's impossible to replace a show like "Breaking Bad," which ended its 5-season run on Sept 29, or "Mad Men," which begins the 1st half of its final season on Apr 13. "You don't replace 'Breaking Bad' or 'Mad Men' any more than **CBS** replaced 'M*A*S*H' or 'All in the Family,' or **HBO**

replaced 'The Sopranos," Collier said. "In fact, if you're in my chair, you don't look to replace them, you look to enshrine them." Of course, AMC will premiere Breaking Bad prequel "Better Call Saul" featuring the ethically challenged lawyer Saul Goodman (*Bob Odenkirk*) in Nov. The net's also feeding new series into the assembly line, including the 1980s-themed "Halt and Catch Fire" (June premiere) and "Turn" (Apr 6, premiere), a Revolutionary War thriller focused on America's 1st spy network as the conflict split families and loyalties in 1776. "The birth of modern tradecraft was worked out here using trial and error," said showrunner *Craig Silverstein*. He said the series will challenge the blackand-white way Americans learn about the war in middle school. "The truth is much more complicated," he said. "There's a really seamy underbelly to the war." Joked star *Jamie Bell*: "There was a bit of British versus Americans on the set." -- **Sundance Channel** announced that "The Returned" will, uh... return for S2 in late '14, and that "The Writer's Room" will come back for a 6-ep run in the spring. To prepare for his role in the net's upcoming scripted thriller "The Red Road," actor *Jason Momoa* (known for his role as the Dothraki Khal Drogo in "Game of Thrones") studied with the Ramapoughs tribe just outside of New York City, the tribe on which the series is based. Half Native American himself, Momoa told critics it was "extremely important" for him to play a native. "I wanted to represent the tribe right." Exec producer *Bridget Carpenter* said the setting is at once unfamiliar yet uniquely American, and is an important part of the series. "We had always talked about the world and the environment being another character," she said.

ESPN at TCA: In April and May of this year, **ESPN** will present another offshoot of its "30 for 30" series, a group of 8 "Soccer Stories." They'll be docs and films grounded in stories of international soccer, but as usual, the series will focus on "the culture around sports," said *Libby Geist*, dir of development, **ESPN Films**. *Alex Gibney* and *Brett Ratner* are 2 of the filmmakers participating: the former's details a massacre in a Northern Ireland pub during the 1994 World Cup. Ratner's film is a caper story, about one Italian man who managed to hide the most coveted soccer trophy in the world, the Jules Rimet Trophy, from the Nazis. -- When the 2014 FIFA World Cup kicks off in June, ESPN plans to use at minimum 32 cameras per match, according to svp, event production *Jed Drake*. He also announced 2 new broadcast announcers for the Brazil-based tournament, *Gilberto Silva* and *Ruud van Nistelrooy*, and reported that the number of sponsors for this year's tourney "is massive compared to where we were at this time in 2010." Asked how soccer coverage has evolved in recent years, ESPN soccer studio analyst *Alexi Lalas* said we've reached the point where it's not dumbed down anymore. "We'll slow the bus down a little bit, but you've got to jump on," he said.

NatGeo at TCA: NatGeo gave critics a brain workout of sorts during its session, challenging writers to eat 6 saltine crackers within 1 minute (it's impossible because the crackers absorb all the saliva). It was that sort of trickery that marks shows like "Brain Games" (Mon premiere) hosted by *Jason Silva*, "None of the Above" (Mar premiere) with *Tim Shaw* and "Duck Quacks Don't Echo" (Mon premiere) with *Tom Papa*. What can you learn? "If you yawn in front of a dog, they will yawn back at you," notes Papa. But it's also science presented in ways that non-scientists can understand. "Some people would call it dumbing it down," said Shaw. "I don't think it is at all. I just think it's trying to get our viewers inspired and interested in science again because it's fascinating and there are so many people out there, given the opportunity, ask why and want to know the answers." -- The colorful captains of "Wicked Tuna" entertained critics with their banter, fighting at one point over who has caught the biggest tuna that culminated with *Dave Marciano* telling one of his competitors that "you couldn't catch the clap in a whorehouse with a fistful of fifties." When it all died down, it was clear these guys love what they do. "It's the most exciting fish you can catch," said captain *Paul Herbert.* -- NatGeo also announced it's bringing back *Cesar Milan* for "Cesar 911" (Mar 7 premiere) in which the dog psychology expert will help dogs causing problems in various neighborhoods (as always, by training the people).

Emerging Nets at TCA: In a further fleshing out of fledgling **Pivot**'s lineup, chief *Evan Shapiro* announced *Meghan Mc-Cain* will co-host its nightly live show "TakePartLive" and running series "Veronica Mars" and "Buffy the Vampire Slayer." French-made "Bref" will make its U.S. debut on Pivot, joining original "Terracyle" (about a startup that turns refuse into useable products), "Welcome to Fairfax" (a reality series about "the new Silicon Valley of cool," Shapiro says) and "Free-style Love Supreme," an improvised show done live at Joe's Pub in NYC. Meanwhile, Pivot's upcoming "HitRecord on TV" (Jan 18 premiere) will combine old and new, with an excerpt at TCA including creator *Joseph Gordon-Levitt* and *Tony Danza* doing a traditional song-and-dance number in front a packed audience at LA's Orpheum theatre. Gordon-Levitt and his brother started HitRecord in '05 as a way to post Joseph's "little films" and stories on the Internet. The collaboration bent started 5 years later. "It was pie-in-the-sky to do a TV show," he said. That pie already has been renewed for a second season. -- Hollywood A-List director *Robert Rodriguez*'s **El Rey Network** made its 1st TCA splash on Sun, with Rodriguez explaining it as "an opportunity to build something that hadn't been done before." His stamp's all

BUSINESS & FINANCE

over the Univision-backed network. which features an eclectic mix of grindhouse and Kung Fu movies, as well as original series such as "From Dusk Till Dawn: The Series" based on the director's '96 movie and reality series like "Lucha Libre" about Mexican wrestlers and docu-series "VICE Mexico," which will explore interesting subcultures. "We have to go toward crazy and not the center, because that's how we'll get noticed," said vice chmn Scott Sassa, who admitted that he had been "a non-believer in starting cable networks" since 1998 because of the "wildly penetrated marketplace." But he said the fact that 16% of Hispanics are already Englishspeaking dominant and growing has changed his mind. -- Sean Combs' music culture net Revolt TV returned to TCA after introducing the net during summer tour. But this time, it brought more details on how goes the net's quest to become "the CNN of music" as pres Andy Schuon has described it. "Take that Wolf Blitzer. We've got touch screens, you know," he joked. In addition to launching "Revolt Live" on Jan 27 and its 1st doc on Jan 20, Revolt is also scrambling to shore up cable carriage, looking to get from 20mln subs to 26mln by year-end. "I think we're making great progress," said Schuon. "I think we'll announce significant additional carriage this year." Explained Revolt CEO Keith Clinkscales: "We have to show our medal, and show we're doing well."

Company 01/131-Dav Close Ch BROADCASTERS/DBS/MMDS MSOS COMCAST SPCL: 50.24 (1.23) TIME WARNER CABLE:...... 132.40 (0.96)

PROGRAMMING

FINGULANIMINU				
AMC NETWORKS:	69.18 0.03			
CBS:	60.94(2.05)			
CROWN:				
DISCOVERY:				
GRUPO TELEVISA:				
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MADISON SQUARE GARDEN:56.65 (0.23)				
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TECHNOLOGY

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CableFAX TECH

CES Chaos Reigns Again...

It's always hard to sum up (or even survive) the swirling mania of the Consumer Electronics Show in Las Vegas. And last week was no exception. But it was clear that CE makers, distributors, programmers and vendors have the 4K transition on top of their collective minds. Even Michael Bay freaking out on stage couldn't dull the enthusiasm for all things 4K, including curved screens meant to enhance the experience and increasing optimism over the supposed capacity problems that 4K could create. Said Comcast CTO Tony Werner: "We are keen on 4K... we like bandwidth-intensive applications because we think bandwidth is our friend." In other words, 4K-whether in the linear TV environment or over the top-makes those cable wires even more vital. Programmers that got stung by 3DTV were more skeptical-but even they seemed to accept that 4K has gained significant momentum with fewer hurdles than 3D. TV Everywhere also reared its head, but less so than in past years-perhaps an indication that the TVE implementation ship has sailed. It's no longer about availability; it's about simplicity and the user interface. "We now have to take this thing to a different place and look at things that are more consumer centric," said Jeremy Legg, Turner svp, business development and multi-platform distribution. Wearable tech was also big, with several attendees spotted donning Google Glass headgear as they navigated the sea of people crowding the sessions and exhibit halls. Also omnipresent were executive tours by CTAM and CableLabs as guides led groups of execs to the most important exhibits and beyond. All in all, CES remains a vital as cable tries to figure out "the next big thing"-even if the chaos makes it hard to navigate in real time.

<u>CES Notebooks</u>: As MSOs in North America count on DTAs to upgrade their legacy video subs to digital services, **Rovi** is rolling out its programing guide for standard digital and HD DTAs in the region, enabling viewers to do the same things that customers with advanced digital services can do, such as finding shows, tuning into channels directly from the guide and setting parental controls. The

company is working with DTA suppliers like **Cisco** on the new guides. -- **Sony** announced its long-rumored cloudbased video streaming service that offers both live and VOD options. There weren't a lot of details on the yet-to-benamed **Netflix** -like service, but the offering is expected to be available through PS4 and through apps for non-Sony devices. The company has sold 4.2mln PS4s to-date, with the device available in 53 countries and territories.

Shentel Doings: Riding the OTT trend, regional service providers like Shentel are looking to differentiate by adding OTT capabilities to their gateway products. After launching its new home gateway product dubbed Maestro in Nov, Shentel is seeing more use of OTT apps through the device, said Tom Whitaker, vp in an interview. For \$24.95 a month, which includes the gateway device and up to 4 players for additional viewing locations, it merges cable, Internet, and phone features. In addition, "embedding Internet access in the set-top box makes it easy for customers to use popular applications that bring a new dimension to traditional TV viewership," Whitaker said. Maestro can wirelessly connect WiFi-enabled devices, letting users share content from these devices onto the biggest screen. The company plans to launch new programming options this month with expanded digital formats, Whitaker said. In addition, the company is looking to offer new Internet tiers beyond the current 50 Mbps residential services, he said. Also on the 2014 to-do-list: expanded Internet security and cloud storage, as well as home security service.

Comcast School Trials: Comcast has its eyes on the campus Internet business: It is looking to launch a trial IP video service for Drexel College students in Philadephia, following a similar trial with Emerson College in Boston. According to Comcast's website, the offerings include live streaming TV (including all network and cable channels that are part of the campus TV package) and VOD services, available on laptop and desktop computers. Coming soon: additional subscriptions services that could include premium channels, Streampix and more.

CableFAX webinar

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