



NEIL ABERCROMBIE
GOVERNOR

SHAN S. TSUTSUI
LT. GOVERNOR

STATE OF HAWAII
OFFICE OF THE DIRECTOR
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
335 MERCHANT STREET, ROOM 310
P.O. Box 541
HONOLULU, HAWAII 96809
Phone Number: 586-2850
Fax Number: 586-2856
www.hawaii.gov/dcca

KEALI'I S. LOPEZ
DIRECTOR

JO ANN M. UCHIDA TAKEUCHI
DEPUTY DIRECTOR

VIA EMAIL & U.S. MAIL

February 13, 2014

Brian A. Kang, Esq.
Watanabe Ing LLP
First Hawaiian Center
999 Bishop Street, 23rd Floor
Honolulu, HI 96813

Re: Amended Application for Renewal of East Hawaii and West Hawaii Cable Franchises by Time Warner Entertainment Company, L.P. through its Hawaii Division, Oceanic Time Warner Cable

Dear Mr. Kang:

On July 20, 2011, Time Warner Entertainment Company, L.P., through its Hawaii Division, Oceanic Time Warner Cable ("**TWE**") submitted a written Application to the Department of Commerce and Consumer Affairs ("**DCCA**") which incorporated Renewals of its East Hawaii and West Hawaii cable franchises ("**Application**"). By letter dated August 4, 2011, DCCA accepted TWE's Application for filing.

DCCA and TWE conducted discussions on components of a renewed franchise, and subsequently agreed on October 13, 2011 to extend the time for DCCA to make a decision on the Application to December 31, 2011. On December 14, 2011, DCCA and TWE agreed to further extend the time for DCCA to make a decision on the Application from December 31, 2011 to March 1, 2012. DCCA and TWE subsequently met to discuss proposed terms of the Big Island franchise, and mutually agreed on February 24, 2012 to a further extension to April 16, 2012. DCCA and TWE thereafter agreed to extensions to May 31, 2012, September 5, 2012, October 23, 2012, December 7, 2012, February 8, 2013, March 11, 2013, May 31, 2013, November 19, 2013 and February 19, 2014.

Pursuant to Decision and Order No. 355, on September 21, 2012, DCCA granted TWE's request to assign or transfer all of its Hawaii cable franchises to Oceanic Time Warner Cable LLC ("**OTWC**"), subject to the completion of Time Warner Cable's

("TWC") internal reorganization. On October 15, 2012, OTWC informed DCCA that TWC's internal restructuring closed effective September 30, 2012 and that all cable assets in Hawaii, which included the East and West Hawaii franchises, were transferred to OTWC.

On February 8, 2013, OTWC submitted to DCCA its First Amended Application of Cable Television Franchise for the East Hawaii and West Hawaii cable franchise systems franchises ("**Amended Application**"). Based upon the agreement of the parties and in view of the recent filing of OTWC's Amended Application and the continuing discussions between DCCA and OTWC on franchise provisions, DCCA extends the terms for OTWC's East Hawaii franchise and West Hawaii franchise from February 19, 2014 to June 19, 2014. DCCA also extends the time for it to make a decision on the East Hawaii and West Hawaii franchise renewals from February 19, 2014 to June 19, 2014.

Please sign and return the original letter back to DCCA. Thank you for your continuing cooperation in this matter.

Very truly yours,


KEALI'I S. LOPEZ
Director

Approved and agreed:



Brian A. Kang, Esq.
Attorney for Oceanic Time Warner Cable LLC

Date: 2/18/14

c: Department of the Attorney General