

April 11, 2014

Via Hand Delivery

Ms. Keali'i S. Lopez, Director
State of Hawaii
Department of Commerce and Consumer Affairs
333 Merchant Street
Honolulu, Hawaii 96813

Re: Time Warner Cable/Comcast Corporation Transaction

Dear Ms. Lopez:

As you are aware, Time Warner Cable Inc. ("TWC"), the parent company (indirectly) of Oceanic Time Warner Cable LLC ("OTWC"), has entered into an agreement to become a wholly-owned subsidiary of Comcast Corporation ("Comcast"). Upon conclusion of the transaction, OTWC, the franchisee of various cable franchises throughout the State of Hawaii, will remain in place but will ultimately be owned by Comcast. On behalf of Comcast, we hereby submit an application, and related materials described herein seeking your consent to the transaction.¹

Attached are merger structure charts listed below to assist you in understanding how the transaction will be completed. In short, TWC will merge with Tango Acquisition Sub, Inc., a wholly-owned subsidiary of Comcast, with TWC as the surviving company. OTWC will thereby become a wholly-owned, indirect subsidiary of Comcast. The transaction is explained in greater detail in the enclosed documents.

In seeking your consent to the transaction, we are providing herewith the enclosed Federal Communications Commission Form 394 - Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise, dated April 9, 2014 (the "FCC 394"), which has been certified by TWC and Comcast, and other information to help facilitate the process. The FCC 394 is designed to provide you with the relevant information needed to assess the financial, legal, and technical qualifications of Comcast to be the ultimate parent of OTWC. As you are aware, Federal statutes and rules provide for a 120-day period for a franchising authority to act on a request for approval of a transfer of control of a franchisee.

In addition, to assist you in your review, we have prepared the attached Comcast Summary of Joint Application for Approval of Indirect Transfer of Control of Cable

¹ Also enclosed is a \$6,000.00 filing fee (\$1,000.00 filing fee for each of the six (6) franchises), from Comcast, by check made payable to State of Hawaii, Department of Commerce and Consumer Affairs, dated April 7, 2014.

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Television Franchisee Due to the Acquisition of Time Warner Cable Inc. by Comcast Corporation (the "Application Summary").

In order to assist you with your review we are enclosing five (5) copies of each of the following materials:

1. FCC 394 (with Attachments and Exhibits described therein).
2. TWC 394 Structure Before Merger Chart.
3. TWC 394 Structure at Time of Merger Chart.
4. TWC 394 Structure After Merger Chart.
5. Comcast Corporation Form 8-K filed February 13, 2014 (containing Agreement and Plan of Merger dated as of February 12, 2014 by and among TWC, Comcast, and Tango Acquisition Sub, Inc.), which is described in Exhibit 1 of the FCC 394.
6. The Application Summary.

In addition, we are providing the following materials in electronic file format in the enclosed CDs for your use (3 copies of the CD are enclosed):²

- A. Each of the documents described in items 1 through 6 listed above.
- B. Application and Public Interest Statement, Description of Transaction, Public Interest Showing, and Related Demonstrations, filed with the FCC, in MB Docket No. 14-57, on April 8, 2014, by Comcast and TWC, which is described in footnote 1 of the Application Summary.
- C. Comcast Corporation Form S-4, dated March 20, 2014, which is described in Exhibit 1 of the FCC 394.
- D. Comcast Corporation Form 10-K, filed February 18, 2014, which is described in Exhibit 6 of the FCC 394.

² The undersigned hereby certifies that the electronic copies of the documents in the enclosed CDs are complete copies of the documents listed above in items 1 through 6, and complete copies of the documents downloaded from the websites described.

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Comcast is excited about the opportunity to serve the State of Hawaii. We invite you to visit www.comcastcorporation.com/together for additional information about the transaction and Comcast. If you have any questions about the FCC 394 or any of the enclosed documents, please contact the undersigned.

Very truly yours,



Carlito P. Caliboso
for
YAMAMOTO CALIBOSO
A Limited Liability Law Company

Enclosures