

**FCC 394**  
**APPLICATION FOR FRANCHISE AUTHORITY**  
**CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL**  
**OF CABLE TELEVISION FRANCHISE**

FOR FRANCHISE AUTHORITY USE ONLY

**SECTION I. GENERAL INFORMATION**

DATE April 9, 2014	1. Community Unit Identification Number: <b>See Attachment A</b>
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2. Application for:                     Assignment of Franchise                     Transfer of Control

3. Franchising Authority: <b>State of Hawaii - Department of Commerce and Consumer Affairs</b>	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: <b>See Attachment A</b>	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	N/A
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as reasonably practicable after all regulatory approvals.

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.  
N/A

**PART I – TRANSFEROR/ASSIGNOR**

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first) Time Warner Cable Inc.			
Assumed name used for doing business (if any) Time Warner Cable			
Mailing street address or P.O. Box 60 Columbus Circle			
City New York	State NY	ZIP Code 10023	Telephone No. (include area code) (212) 364-8200

2. (a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No.  
1

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

Yes                     No

If No, explain in an Exhibit.

Exhibit No.  
See Exhibit 1

**PART II - TRANSFEREE/ASSIGNEE**

1. (a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first) Comcast Corporation			
Assumed name used for doing business (if any) Comcast			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215-286-1700

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

Name of contact person (list last name first) Klayton F. Fennell (klay_fennell@comcast.com)			
Firm or company name (if any) Comcast Cable Communications, LLC			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215 286-5585 (voice) 215-286-8408 (fax)

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No. N/A
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(d) Indicate the address where the system's records will be maintained.

Street address One Comcast Center (or a regional or area office as appropriate)		
City Philadelphia	State PA	ZIP Code 19103

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. 2
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## SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

Corporation

a. Jurisdiction of incorporation: Pennsylvania	d. Name and address of registered agent in jurisdiction: CT Corporation System 2001 Market Street Philadelphia, PA 19103
b. Date of incorporation: December 7, 2001	
c. For profit or not-for-profit: For profit	

Limited Partnership

a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
b. Date of formation:	

General Partnership

a. Jurisdiction whose laws govern formation:	b. Date of formation:
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Individual

Other. Describe in an Exhibit.

Exhibit No. N/A
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2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully- the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.).
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)	See Exhibit 3	
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

Yes  No

If the answer is No, explain in an Exhibit.

Exhibit No. 4
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4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority?

Yes  No

If the answer if Yes, describe circumstances in an Exhibit.

Exhibit No. 5
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5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

Yes  No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No. N/A
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6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes  No

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

Yes  No

N/A

If No, attach as an Exhibit a full explanation.

Exhibit No. N/A
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### SECTION III. TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.
2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

Yes  No

Exhibit No. 6
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### SECTION IV. TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable system currently or formerly owned or operated.

Exhibit No. 7
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## SECTION V - CERTIFICATIONS

### Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

<p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p>	<p>Signature </p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date April 9, 2014</p>
	<p>Print full name Gary R. Matz</p>
<p>Check appropriate classification:  <input type="checkbox"/> Individual      <input type="checkbox"/> General Partner      <input checked="" type="checkbox"/> Corporate Officer      <input type="checkbox"/> Other. Explain:          (Indicate Title)          Senior Vice President of Government Relations</p>	

### Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

<p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p>	<p>Signature </p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date April 9, 2014</p>
	<p>Print full name Lynn R. Charytan</p>
<p>Check appropriate classification:  <input type="checkbox"/> Individual      <input type="checkbox"/> General Partner      <input checked="" type="checkbox"/> Corporate Officer      <input type="checkbox"/> Other. Explain:          (Indicate Title)          Senior Vice President, Legal Regulatory Affairs and Senior Deputy Counsel</p>	

**Attachment A**

<b>Franchise</b>	<b>Community Unit Identification Number</b>
Oahu (Island of Oahu, comprised of the City and County of Honolulu)	HI0004; HI0001; HI0003; HI0005; HI0006; HI0007; HI0008; HI009; HI0010; HI0012; HI0041; HI0057; HI0058; HI0059; HI0060; HI0061; HI0062; HI0063; HI0064; HI0065; HI0066; HI0067; HI0068; HI0069; HI0070; HI0071; HI0072
Hawaii (West Hawaii-Kona & Kohala Systems)	HI0029; HI0020; HI0023; HI0024; HI0025; HI0026; HI0027; HI0028; HI0030; HI0031; HI0032; HI0056; HI0075; HI0078; HI0083; HI0093
Hawaii (East Hawaii-Hilo System)	HI0022; HI0040; HI0079; HI0096; HI0101; HI0102; HI0103; HI0104; HI0105; HI0106; HI0109; HI0110; HI0111
Island of Kauai	HI0011
County of Maui (East Maui, Lanai Island in Maui Cnty, Molokai Island in Maui Cnty)	HI0074
County of Maui (West Maui - Lahaina)	HI0034; HI0002; HI0033; HI0035; HI0037; HI0073; HI0087; HI0089; HI0100; HI0107

## **Exhibit 1**

Time Warner Cable Inc., Comcast Corporation and Tango Acquisition Sub, Inc., entered into an Agreement and Plan of Merger dated as of February 12, 2014. Briefly stated, pursuant to the Agreement and Plan of Merger, Time Warner Cable Inc. will merge with Tango Acquisition Sub, Inc., a wholly-owned subsidiary of Comcast Corporation, with Time Warner Cable Inc. as the surviving company. Time Warner Cable Inc. will thereby become a wholly-owned subsidiary of Comcast Corporation. A copy of the Agreement and Plan of Merger as filed with the Securities and Exchange Commission (Form 8-K) is available at [www.comcastcorporation.com/together](http://www.comcastcorporation.com/together) under "Official Filings." Certain information, including Exhibits and Schedules to the Agreement and Plan of Merger, have been omitted, as the information is not necessary in order to understand the terms of the Agreement and Plan of Merger or contain confidential trade, business, pricing or marketing information, or other information not otherwise publicly available. In addition, Comcast Corporation filed a Securities and Exchange Commission Form S-4 Registration Statement on March 20, 2014. A copy is available at [www.comcastcorporation.com/together](http://www.comcastcorporation.com/together) under "Official Filings." Hard copies of either document will be provided upon request.

**Exhibit 2**

Comcast Corporation will be the indirect parent company of the legal entity holding the franchises for the cable systems that are the subject of this Form 394. Comcast Corporation and the legal entity holding the franchises for the cable systems that are the subject of this Form 394 have no current plans to change the terms and conditions of service or operations of the systems. The cable systems will be operated pursuant to the terms of the franchise agreements and applicable law after the consummation of the proposed transaction. Comcast Corporation and the legal entity holding the franchises for the cable systems that are the subject of this Form 394 reserve the right to make service and operational changes in accordance with the terms of the franchise agreements and applicable law.

**Exhibit 3**

Comcast Corporation is a publicly traded Pennsylvania corporation. Comcast Corporation holds a 100% interest in Tango Acquisition Sub, Inc. Time Warner Cable Inc., which is currently the ultimate parent company of the entity that holds the franchise that is the subject of this transaction, will merge with Tango Acquisition Sub, Inc., with Time Warner Cable Inc. as the surviving company.

The following persons held a 5% or greater voting interest in Comcast Corporation's Common Stock as of the close of business on March 21, 2014:

<b><u>Title of Voting Class</u></b>	<b><u>Name of Beneficial Owner</u></b>	<b><u>Amount Beneficially Owned</u></b>	<b><u>% of Class</u></b>
Class B Voting Stock	Brian L Roberts One Comcast Center Philadelphia, PA 19103	9,444,375	100%*
Class A Common Stock	Brian L Roberts One Comcast Center Philadelphia, PA 19103	5,454,773	Less than 1%

**Information Required under Section 2 of FCC Form 394 with Respect to 5% Voting Owners**

a) Name and Address	Comcast Corporation One Comcast Center Philadelphia, PA 19103	Brian L. Roberts One Comcast Center Philadelphia, PA 19103
b) Citizenship	N/A	USA
c) Relationship to the Transferee/Assignee	N/A	Chairman
d) Number of Shares	N/A	9,444,375 Class B Common* 5,454,773 Class A Common
e) Number of Votes	N/A	142,387,291
f) Percentage of Votes	N/A	33 1/3%

\* Includes 9,039,663 shares of Class B common stock owned by a limited liability company of which Mr. Brian L. Roberts is the managing member and 404,712 shares of Class B common stock owned by certain family trusts of which Mr. Roberts and/or his descendants are the beneficiaries. The shares of Class B common stock beneficially owned by Mr. Brian L. Roberts represent 33 1/3% of the combined voting power of the two classes of our voting common stock, which percentage is generally non-dilutable pursuant to the terms of Comcast's Articles of Incorporation. Under Comcast's Articles of Incorporation, each share of Class B common stock is convertible, at the shareholder's option, into one share of Class A common stock or Class A special common stock. Vote total is calculated based on Class B shares having 15 votes per share and Class A

shares having 0.1323 votes per share as calculated on March 21, 2014, the record date for the Comcast Corporation Proxy Statement.

The officers and directors of Comcast Corporation are as follows.

<b>Officer Name</b>	<b>Title</b>
Brian L. Roberts	Chairman of the Board of Directors
	President
	Chief Executive Officer
Michael J. Angelakis	Vice Chairman
	Chief Financial Officer
David L. Cohen	Executive Vice President
	Chief Diversity Officer
	Assistant Secretary
Neil Smit	Executive Vice President
Stephen B. Burke	Executive Vice President
Alexander D. Evans	Executive Vice President - Global Corporate Development and Strategy
Amy L. Banse	Senior Vice President
Arthur R. Block	Senior Vice President
	General Counsel
	Secretary
David A. Scott	Senior Vice President
Lawrence J. Salva	Senior Vice President
	Chief Accounting Officer
	Controller
William E. Dordelman	Senior Vice President
	Treasurer
A. Melissa Maxfield	Senior Vice President - Congressional and Federal Government Affairs
Jennifer Khoury Newcomb	Senior Vice President - Corporate and Digital Communications
D'Arcy F. Rudnay	Senior Vice President - Corporate Communications
	Chief Communications Officer
Robert S. Pick	Senior Vice President - Corporate Development

<b>Officer Name</b>	<b>Title</b>
Cynthia K. Hook	Senior Vice President - Internal Audit
	General Auditor
Jason S. Armstrong	Senior Vice President - Investor Relations
Lynn R. Charytan	Senior Vice President - Legal Regulatory Affairs
Kathryn A. Zachem	Senior Vice President - Regulatory and State Legislative Affairs
Kristine A. Dankenbrink	Senior Vice President - Taxation
Gerard J. Lewis, Jr.	Chief Privacy Officer
Gary E. Rostick	Vice President
James P. McCue	Vice President
	Assistant Treasurer
Jennifer Heller	Vice President
	Chief Compliance Officer
Jennifer L. Daley	Vice President
	Assistant Treasurer
Justin B. Smith	Vice President
	Chief Joint Venture Compliance Officer
Marc A. Rockford	Vice President
	Senior Deputy General Counsel
Karen Dougherty Buchholz	Senior Vice President - Administration
Charisse R. Lillie	Vice President - Community Investment
Gregg M. Goldstein	Vice President - Corporate Development
Joseph P. McGinley	Vice President - Corporate Development
Mark Noble	Vice President - Corporate Development
Keith T. Cheatham	Vice President - Corporate Real Estate and Insurance
Bret Perkins	Vice President - External and Government Affairs
Kevin P. O'Connor	Vice President - Federal Tax
Joseph F. DiTrolino	Vice President - Financial Operations
Leonard J. Gatti	Vice President - Financial Reporting
Rebecca Arbogast	Senior Vice President - Global Public Policy
Maria Arias	Vice President - Diversity and Inclusion
Sena Fitzmaurice	Vice President - Government Communications

<b>Officer Name</b>	<b>Title</b>
Beth Arnholt	Vice President - Integrated Talent Management
Rudy Brioché	Vice President and Counsel, Global Public Policy
Lindsey Dickinson	Vice President - Legislative Affairs
Sam Lancaster	Vice President - Legislative Affairs
David Don	Vice President - Regulatory Policy
Jordan Goldstein	Vice President - Regulatory Affairs
James J. Finnegan	Vice President - Strategic Intellectual Property
Thomas J. Donnelly	Vice President - Taxation
<b>Directors</b>	
Presiding Director Kenneth J. Bacon	
Brian L. Roberts	
Dr. Judith Rodin	
Eduardo G. Mestre	
Edward D. Breen	
Gerald L. Hassell	
J. Michael Cook	
Jeffrey A. Honickman	
Johnathan Rodgers	
Joseph J. Collins	
Ralph J. Roberts	
Sheldon M. Bonovitz	

**Exhibit 4**

Comcast Corporation is a Pennsylvania corporation and, as of the effective time of the closing, will be the indirect parent company of the legal entity holding the franchises (the "Franchisee"). To the extent required by applicable law, the Franchisee is and, after the closing of this transaction will continue to be, duly qualified to transact business in the State or Commonwealth in which the systems are operated.

### **Exhibit 5**

Comcast Corporation is the indirect parent company of numerous legal entities holding cable franchises. Comcast and its subsidiaries have been involved in thousands of proceedings with franchise authorities. In a very small number of instances, Comcast or certain of its indirect subsidiaries have had an interest in or connection with an applicant that has been dismissed or denied by a franchising authority. The only final denial issued within the past ten years is listed below.

*Henry County, Virginia.* In June 2005, two FCC Forms 394 were filed with the franchise authority, with the first requesting the assignment of the franchise from Adelphia Communications Corporation to Time Warner Cable and the second requesting a transfer of control of the franchise from Time Warner Cable to a wholly-owned subsidiary of Comcast. The franchise authority denied consent to the transfer applications in order to exercise an alleged right of first refusal to purchase the cable system. The transaction closed subject to an Agreed Order issued by the United States District Court for the Western District of Virginia. A wholly-owned subsidiary of Comcast has provided cable service to the community and has remitted cable service franchise fees since August 1, 2006.

**Exhibit 6**

A copy of the Comcast Corporation Annual Report on Form 10-K for the year ending December 31, 2013, as well as other filings made with the Securities and Exchange Commission, is available at [www.cmcsa.com](http://www.cmcsa.com) under "Financials." A hard copy will be provided upon request.

### **Exhibit 7**

Comcast Corporation is a global media and technology company with two primary businesses, Comcast Cable and NBCUniversal. Comcast Cable is the nation's largest multichannel video, high-speed Internet and phone provider to residential customers under the XFINITY brand and also provides these services to businesses. NBCUniversal operates 30 news, entertainment and sports cable networks, the NBC and Telemundo broadcast networks, television production operations, television station groups, Universal Pictures and Universal Parks and Resorts. For additional information about Comcast Corporation, please see the following pages of this Form 394, pages 1 through 11 of the Comcast Corporation Annual Report on Form 10-K for the year ending December 31, 2013, and [www.comcastcorporation.com](http://www.comcastcorporation.com).

## Exhibit 7 - Continued

# Comcast Overview

**Overview** Comcast Corporation is a global media and technology company with two primary businesses: Comcast Cable and NBCUniversal. Comcast is also a limited partner with venture capital firm Comcast Ventures and is the majority owner of the sports and entertainment company Comcast-Spectacor.

**Comcast Cable** Comcast Cable is the nation's largest video, high-speed Internet and phone provider to residential customers under the Xfinity brand as well as to businesses.

- Nation's Largest Video Provider: 21.7 million customers
- Nation's Largest Residential High-Speed Internet Provider: 20.7 million customers
- Nation's Fourth Largest Phone Company: 10.7 Million customers
- Combined Customer Relationships: 53.1 million
- Homes and Businesses Passed: 53.8 million
- Operations: 39 states and Washington, D.C.

*(As of 12/31/13)*

**NBCUniversal** NBCUniversal is one of the world's leading media and entertainment companies in the development, production, and marketing of entertainment, news, and information to a global audience. NBCUniversal owns and operates a valuable portfolio of news, entertainment and sports television networks, a premier motion picture company, significant television production operations, a leading television stations group, world-renowned theme parks, and a suite of leading Internet-based businesses. NBCUniversal is owned by Comcast Corporation.

- **Broadcast Networks:** NBC and Telemundo. 10 NBC owned and operated local stations and 15 Telemundo owned local stations.
- **Cable Networks and Digital Media Properties:** USA Network, Syfy, E!, CNBC, MSNBC, Bravo, Golf Channel, Oxygen, NBC Sports Network, Esquire Network, Chiller, CNBC World, Cloo, CNBC World, Mun2, Sprout, Universal HD, and 10 regional sports networks and three regional news networks. Digital media properties include Fandango and iVillage.
- **Filmed Entertainment:** Universal Pictures. Production under both the Universal Pictures and Focus Features names.
- **Theme Parks:** Universal Orlando, which includes Universal Studios Florida, Universal's Islands of Adventure and CityWalk; Universal Studios Hollywood.

**Founded** 1963

**Chairman and CEO** Brian L. Roberts

**Headquarters** Philadelphia, PA

**Employees** Approximately 136,000 full-time and part-time

**Ticker Symbol** NASDAQ – CMCSA, CMCSK

**Corporate Website** <http://comcastcorporation.com>

**Corporate Blog** <http://corporate.comcast.com/comcast-voices>

**XFINITY Products** <http://www.xfinity.com>

**NBCUniversal** <http://www.nbcuniversal.com>



# XFINITY TV

**Overview** Xfinity TV brings customers more of the content they love, wherever they are, on any device. The X1 platform is an Entertainment Operating System that gives customers an interactive TV experience, providing instant access to all of their entertainment. Leveraging Internet Protocol (IP) technology and Comcast's cloud-enabled servers and network, the X1 platform enables customers to get integrated search, personalized recommendations and apps on TV. As part of cloud technology innovation, Comcast is currently rolling out the X1 DVR with cloud technology and live in-home streaming.

- Key Offerings**
- View 300+ TV channels from major broadcast, cable and premium networks on TV, plus more than 100 HD channels.
  - Access more than 50,000 of the best and latest TV shows and movies across Xfinity On Demand
  - Stream 50+ live TV channels and thousands of TV shows and movies from Xfinity On Demand at Xfinity.com/TV and the Xfinity TV Go app.
  - Download popular TV shows and movies from Xfinity On Demand to the Xfinity TV Go app.
  - Watch practically your entire channel line-up of live TV in any room in the house on any device with live in-home streaming.
  - Access DVR recordings anywhere in your home through Xfinity.com/TV or the new Xfinity TV app on mobile devices, and download them to your device to watch anytime, anywhere.
  - Enjoy a huge selection of current season TV content, the best new release movies from all the major studios, and one of the broadest selections of independent films across platforms on Xfinity On Demand.
  - Access to a deep library of movies and TV shows across screens from Xfinity Streampix.
  - Schedule the DVR remotely, search live TV and On Demand listings, change the channel on the TV and select favorites online at Xfinity.com/TV and with the Xfinity TV Remote app.
  - Use motion and gesture controls to seamlessly find what to watch on live TV and Xfinity On Demand while viewing TV with the X1 Remote Control app.
  - Catch popular Spanish-language TV shows, movies, and kids' and music programming online at Xfinity.com/latinotv.
  - Watch Xfinity On Demand on the Xbox 360, and quickly find TV shows and movies with voice-activated commands or the wave of a hand via Kinect.
  - Access the Xfinity TV app on 2012 Samsung Smart TVs (planned for 2013 SmartTV models in 2014)

For more information about Xfinity TV, visit [www.xfinity.com/TV](http://www.xfinity.com/TV).



# XFINITY Internet

**Overview** Comcast is the nation's largest Internet provider and delivers the fastest Internet speeds, along with reliable service. As the owner and operator of one of the most-advanced fiber-based networks in the country, our scale enables us to deliver more speed to more homes than any other service provider in the U.S. We've also invested in an advanced broadband technology platform, called DOCSIS 3.0. In the past 13 years, we have increased broadband speeds 12 times and we now offer a variety of speed tiers to best fit every customer's needs — from 3 Mbps to the ultra-fast 505 Mbps. Today we deliver up to 10 Gbps speeds to business customers.

**Key Offerings** Our service is more than just speed. For no additional cost, Internet customers also receive:

- **In-Home Wi-Fi:** Experience the fastest in-home Wi-Fi with our latest XFINITY Wireless Gateway, which can connect dozens of wireless devices.
- **Security:** Connect safely to the Internet with the most comprehensive online security offering in the industry, the Constant Guard Protection Suite (a \$360 value), which includes the top rated Norton Security Suite.
- **XFINITY WiFi:** Stay connected on the go through hundreds of thousands of Wi-Fi hotspots today and even more in the future.
- **XFINITY Connect:** Communicate with family and friends either online or via the XFINITY Connect App, which enables users to send and receive email, access voicemail or manage contacts and digital calendars.

Comcast is also committed to closing the digital divide. We are spearheading an ambitious and comprehensive broadband adoption program called Internet Essentials. Through February 2014, this \$9.95/month service has connected more than 1.2 Million low-income Americans or 300,000 families to broadband Internet at home. For more information, visit [InternetEssentials.com](http://InternetEssentials.com) (for English) or [InternetBasico.com](http://InternetBasico.com) (for Spanish).

For more information about XFINITY Internet, visit <http://www.comcast.com/xfinity>.

\*As of Q4 2013



# XFINITY Voice

**Overview** XFINITY Voice gives you reliable home phone service with more ways to connect and save. It's an innovative service that delivers unlimited nationwide calling with the best call clarity plus, enhanced features that can help lower your wireless bill. Find your everywhere voice and stay more connected with XFINITY Voice.

**Key Offerings**

**Unlimited Nationwide Calling and Texting:** With XFINITY Voice you not only get the best call clarity but also Unlimited nationwide calling and texting on Wi-Fi enabled devices at home and on the go. Simply use the free XFINITY Connect app to call and text as much as you like via Wi-Fi without a wireless plan.

**Readable Voicemail:** See what you can't hear and have your voicemails converted to email messages that you can check from anywhere, on any device.

**Assign a Number:** With the free XFINITY Connect app, your iPod Touch and tablet can call and text like a smartphone, without a wireless plan. Assign a personal phone number to up to five Wi-Fi enabled devices and turn your devices into a phone.

**Advanced Call Forwarding:** Whether you're in the car or at work you can still answer your home phone. Connect up to four Wi-Fi enabled devices to your home phone and your calls will always find you.

**Universal Caller ID:** See who's calling your home phone on your TV, computer, home phone and smartphone.

For more information about XFINITY Voice, visit <http://www.comcast.com/xfinity>.

\*As of Q4 2013



# Comcast Business

**Overview** Backed by industry-leading, 24/7 tech-class support, Comcast Business provides advanced communication solutions to help companies meet their business objectives. Comcast Business leverages Comcast's powerful, next generation network, our technical and operational expertise and our local resources to offer a wide range of products and services, an enhanced fiber-based network and experienced customer service, all to help a business's bottom line.

## Key Offerings

### Data Solutions

**Comcast Business Internet** offers businesses a feature-rich, reliable and secure Internet solution. Comcast offers its business customers four tiers of Internet service with download speeds starting at 16 Mbps downstream and 3 Mbps upstream and going up to 150 Mbps downstream and 20 Mbps upstream via next-generation DOCSIS 3.0. Customers also get additional features such as Cloud Services by Microsoft, advanced security with Norton Business Suite and Website Hosting services at no extra charge.

**Comcast Business Ethernet** delivers secure, scalable, high-performance point-to-point and multipoint connectivity over a fully owned, national fiber-based network. Optimized for mid-sized business with multiple locations in a metropolitan area or region, Comcast Business Ethernet provides an entirely new level of reliable, scalable and secure Internet connectivity that is significantly faster than legacy technologies.

### Voice Solutions

**Comcast Business Voice** is a reliable voice alternative with integrated and advanced features for businesses that has been rated best in call clarity\*. Customers get unlimited local and long-distance calling, and advanced call management and voicemail options including hunt group, call holding, call transfer, three-way calling, call forwarding, business directory listings, the ability to receive email or text notifications of voicemail, the ability to listen and manage voicemail online, and more.

**Comcast Business VoiceEdge** is a cloud-based voice and unified communications (UC) solution that delivers a common user experience, high-definition (HD) quality voice service and a full suite of productivity-enhancing features that are fully-managed and delivered over Comcast's advanced network. The service comes in complete, affordable packages that include Polycom HD phones, unlimited nationwide calling, professional installation, training options, and a mobile app for Android and iOS.

**Comcast Business Trunks** provide connectivity between a customer's Private Branch Exchange (PBX) and Comcast's advanced network. The scalable service allows customers to purchase based on the concurrent calls the business needs.

### Video Solutions

**Comcast Business TV** provides reliable and cost-effective video solutions to satisfy a variety of customers' business needs at office locations such as conference rooms and waiting areas. Packages run from basic TV to upgrades including the Sports Pack, Canales Selecto (Hispanic networks) and Music Choices.

### Upware

Upware is a suite of business-grade cloud solutions that can be purchased and managed through one integrated web portal. The Upware marketplace ([business.comcast.com/Upware](http://business.comcast.com/Upware)) contains business applications from industry-leading companies in key categories, including Data Backup, Data Security, Collaboration, and eSignature. Major Upware partners include DocuSign, Norton, Carbonite, Box, Microsoft and Cisco.

For more information about **Comcast Business**, visit [www.business.comcast.com](http://www.business.comcast.com).



*\*Call clarity claim based upon January 2012 call clarity analysis by Tektronix*

Updated Q4 2013

# XFINITY Home

**Overview** XFINITY Home is a broadband and cloud-based platform that provides next-generation home security, control and energy management features. This platform allows customers to stay connected to their home and family through the use of an interactive Web portal, mobile devices and the free XFINITY Home app. In addition to 24/7 professional monitoring, XFINITY Home offers an expanding suite of home control and remote energy management services that include lighting controls, digital thermostats, live video monitoring, custom text and email alerts, remote arming and disarming capabilities, water and carbon monoxide sensors.

**Key Offerings** XFINITY Home Features

- Access security and home automation features and settings from virtually anywhere – through a portable touch screen console in the home, on a computer or tablet, and on a smartphone through the XFINITY Home app.
- Control and set timing with smart energy management features, including programming lights to turn on and off at designated times, and schedule or remotely adjust heating and air conditioning settings.
- See what's going on around the home while away with real-time video monitoring on Internet-connected devices.
- Receive real-time text and email alerts when doors and windows open or close.
- Check the weather, voicemail, news and sports, play games and more with the in-home touch screen console.
- Enjoy peace-of-mind with added layers of protection, including wireless and battery backup, in addition to the third-party central station that monitors customers' homes 24 hours a day.
- Arm, monitor and control the home with the following available equipment: Window/Door Sensors, Motion Sensors, Glass Break Sensors, Indoor/Outdoor Cameras, Smoke Detectors, Wireless Keypads, Keychain Remotes, Thermostats, Lighting and Appliance Modules, Water/Flood Sensors and Carbon Monoxide Sensors.

For more information about XFINITY Home visit [www.xfinity.com/home](http://www.xfinity.com/home).

\*As of Q4 2013



## Exhibit 7 - Continued

### Public Interest Considerations

As set forth below, this transaction will generate substantial public interest benefits for Time Warner Cable's customers in Hawaii.

1. **The Transaction Will Accelerate Deployment of Advanced Video Technologies and the Development of New and Innovative Video Products and Services.**

*Accelerated Transition to All-Digital.* Improving cable services for customers – adding channels, improving picture quality (i.e., HD), adding advanced features – depends on securing additional bandwidth. To free up the bandwidth needed for more channels and quality, Time Warner Cable made an early commitment to adopting switched digital video (“SDV”) technology to manage content and video quality. But in order to offer more advanced video and super high-speed Internet service going forward, Time Warner Cable is now focused on migrating to all-digital systems. Time Warner Cable's all-digital migration currently is complete in about 17 percent of its footprint, and Time Warner Cable expects to have completed only 75 percent of its footprint by the end of 2016. Currently, there are no Time Warner Cable systems in Hawaii that have transitioned to all-digital service.

Comcast took a different approach to freeing up bandwidth, reclaiming the bandwidth devoted to analog delivery of programming through an arduous, resource-intensive, community-by-community, five-year effort to convert to all-digital. Comcast completed its transition to an all-digital platform in 2012, ahead of schedule. The transaction will allow Time Warner Cable's transition to all-digital to be accelerated, and Comcast's substantial experience working through the various complexities of an all-digital transition in a disciplined and sustained manner, will enable the transition in the Time Warner Cable systems to take place more efficiently and with less customer disruption. As a result of these upgrades, customers in Time Warner Cable systems will enjoy more innovative video products on an accelerated basis.

*Enhanced Network Reliability and Customer Service Innovations.* The benefits of a more robust and reliable all-digital network also extend to network reliability and performance. Comcast has invested billions of dollars to transform the end-to-end customer experience through an advanced broadband network and state-of-the-art care and tech diagnostic tools for technicians and customer account executives. In addition, Comcast's all-digital network improves overall video quality and consumer satisfaction: Comcast is able to ingest digital signals from programmers and move the signals through the network to set-top boxes without conversion to and from analog and the accompanying loss of fidelity.

Beyond this, digitalization facilitates customer service innovations, efficiencies, and lower costs, by allowing Comcast to remotely activate and deactivate services. This has enabled Comcast's development of next-generation customer self-service products, including service self-install kits and online self-service, which save both customers and the company significant time and money and improve customer satisfaction. Although Time Warner Cable has been able to invest in some self-installation options for existing customers, Time Warner Cable does not yet offer a self-install option for all new customers.

Comcast's recent advances in customer service and satisfaction have served to focus and intensify its goal to be a leader for an industry historically plagued by dissatisfaction. Comcast will apply this mindset to the Time Warner Cable systems in Hawaii. The combined company will be able to invest even more in improved service systems, and will bring a dedicated effort to improving performance in the Time Warner Cable markets.

## **2. Time Warner Cable Customers Will Enjoy More Programming Choices.**

Comcast has more extensive programming rights and a broader VOD and online catalog than Time Warner Cable. The transaction, in time, will provide customers in the Time Warner

Cable markets with access to more programming choices, particularly in terms of VOD and TV Everywhere options, and better position the combined company to retain and win back consumers in the face of increasingly widespread and rigorous competition for customers' time and attention.

***VOD Leader.*** Comcast's XFINITY On Demand today includes approximately 50,000 programming choices (compared to Time Warner Cable's 15,000-20,000), with the most current TV shows and movies, and over 80 percent of those choices are free of charge. Comcast will extend its broad VOD programming rights to the Time Warner Cable Hawaii systems as soon as its contracts permit, and as soon as the planned network upgrades to Time Warner Cable systems permit the delivery of this much larger content library.

To expand customers' options for viewing this extensive library of VOD content, Comcast continues to work with third-party device manufacturers, such as Samsung, TiVo, and Microsoft, to enable access to XFINITY On Demand content on a variety of devices.

Comcast also recently launched (in November 2013) the XFINITY TV Store, giving customers the ability to purchase movies and TV shows for downloading and streaming – oftentimes weeks before they are available to rent or purchase on Blu-Ray and DVD – and store them in the cloud. Time Warner Cable does not currently offer such an electronic sell-through service, so the transaction will bring this cutting-edge service as a new benefit to customers in Hawaii.

***TV Everywhere Leader.*** Comcast offers an industry-leading TV Everywhere experience to its customers. Comcast customers have access to 300,000-plus streaming choices, including over 50 live TV channels, on XFINITYTV.com. These live channels and over 25,000 on-demand choices are also available on the XFINITY TV Go app, which also allows customers to

download certain shows and movies to watch offline later. Time Warner Cable's TV Everywhere offering is more limited, as it provides less content and less flexibility for accessing this content outside the home, with up to only 29 live TV channels and 6,500 hours of video content. Thus, the transaction will enable Comcast to bring its industry-leading TV Everywhere experience to Time Warner Cable customers, providing them with more of the shows they want to watch, wherever and whenever they want to watch them.

### **3. The Benefits of the X1 Platform.**

The most striking example of Comcast's efforts to provide its customers with cutting-edge services is Comcast's new next generation entertainment operating system, the X1 platform, which is now available across Comcast's entire footprint. Comcast's launch of its X1 platform and successor X2 user interface is a key example of the video technology that Comcast has deployed to its customers and would extend in this transaction. Comcast's scale, commitment to innovation, research and development, and huge infrastructure investment led to the development and deployment of the Comcast X1 platform. The X1 platform gives customers unmatched interactive TV functionality featuring a state-of-the-art user interface and other product features that revolutionize customers' viewing experiences:

- Integrated search (across TV, XFINITY On Demand, and DVR) with instant play;
- Access to the Internet and apps like Facebook and Pandora, as well as integrated TV apps like weather and traffic;
- Cross-product integration, including access to voicemail from the TV;
- Enhanced personalization and recommendations based on the viewer's preferences;

- A “Last 9” feature that enables customers to easily access the last nine channels, VOD programs, and apps that were viewed or used;
- The X1 remote app, which offers a new remote control experience by letting customers use their iPhones and iPads to control their TVs with a simple gesture, or use voice commands to easily navigate the programming guide; and
- The X1’s network-based user interface, which enables Comcast to implement upgrades without swapping out customer equipment, thereby leading to faster innovation cycles.

Comcast also has launched its new X1 DVR with cloud technology enabling customers in certain markets to watch their DVR recordings on any X1-connected TV and on computers and mobile devices in the home, as well as download recorded content to mobile devices to take on-the-go. At the same time, Comcast has deployed its live in-home IP cable streaming feature, which allows customers on the X1 platform to stream practically their entire cable channel lineup, including must-carry stations and PEG channels, to computers and mobile devices in the home.

Without this transaction, Time Warner Cable customers would likely not experience the benefits of this revolutionary video experience at all, or at least not as rapidly or pervasively.

**4. The Transaction Will Generate Other Significant Public Benefits.**

As further described in the Parties’ Public Interest Statement filed with the FCC on April 8, 2014, the transaction also will accelerate broadband deployment, intensify broadband competition, promote innovation, and expand broadband adoption.<sup>1</sup> Indeed, the transaction will

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<sup>1</sup> The Public Interest Statement can be found at <http://corporate.comcast.com/images/Comcast-Public-Interest-Statement-April-8.pdf>.

provide the scale to unlock new investment and innovation, resulting in faster broadband speeds to customers across the combined company's footprint.

Moreover, as explained above, Comcast has tremendous operational and managerial experience as a cable operator and communications services provider. Customer service is a vital part of Comcast's culture, business plan and strategy. Indeed, by combining Comcast and Time Warner Cable, their technological developments and know-how, along with Comcast's solid balance sheet, history of investment, and track record of high quality services and innovation, the Time Warner Cable systems in Hawaii will be well positioned to continue improving the customer experience today – while investing in meeting tomorrow's challenges and needs.