

**STATE OF HAWAII APPLICATION FOR TRANSFER  
OF CABLE TELEVISION FRANCHISE**

**Oceanic Time Warner Cable LLC Systems Franchise Systems**

**I. INTRODUCTION**

In accordance with the State of Hawaii's ("State") Hawaii Administrative Rules ("HAR") (esp. HAR §§ 16-133-3 and 16-133-9), no cable franchise, including the rights, privileges, and obligations thereof, may be assigned, sold, leased, encumbered, or otherwise transferred, voluntarily or involuntarily, directly or indirectly, including by transfer of control of any cable system, whether by change in ownership or otherwise, without the approval of the Director of the Department of Commerce and Consumer Affairs ("DCCA"). One seeking to obtain a cable franchise through a transfer (the "Applicant") shall apply to the Director, in the form of a written application that has been co-signed by the transferor (the "Transferor"). No cable franchise shall be transferred except upon the Director's approval of the written application. This Application represents that form in connection with the submission to the DCCA of the Federal Communications Commission ("FCC") Form 394, Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise, for each of the cable television franchises to be transferred. The submission of the completed Application for each cable television franchise to be transferred and its acceptance by the DCCA are necessary State conditions for the transfer of cable franchises in Hawaii. The application process outlined in the HAR does not relieve the Transferor of its obligations, or prejudice any of the DCCA's rights, under the provisions of the federal Cable Communications Act of 1984 as amended, particularly by the transfer provisions of Section 617 of the federal Cable Television Consumer Protection and Competition Act of 1992, as revised, nor under other applicable laws and regulations. Acceptance of the Application by the DCCA does not confer on the Applicant any franchise rights, nor constitute agreement in whole or in part regarding any franchise provision. The DCCA's acceptance is intended only as an acknowledgement of the substantial completeness of the Application and the information it contains, along with acknowledgement that Applicant has fulfilled a necessary the State condition for transferring the cable franchise(s), as requested. Upon acceptance of the Application, it is the DCCA's intention to draft proposed Franchise Document(s) incorporating provisions reflecting community needs and interests, and comments from the public hearing(s) on the transfer application, to serve as the basis of negotiations aimed at establishing mutually agreeable Franchise Document(s).

**Application for Transfer of Cable Franchise**

Applicant's Name: Comcast Corporation

Transferor's Name: Time Warner Cable Inc.

Cable Franchise Systems(s): Oceanic Time Warner Cable LLC Systems

**II. GENERAL INFORMATION**

- A. State the name, mailing and email addresses, and telephone number(s) of Applicant.

**Response:**

Comcast Corporation ("Comcast" or "Applicant")

One Comcast Center

Philadelphia, PA 19103

(215) 286-1700

Contact Person: Klay F. Fennell

Email: [klay\\_fennell@comcast.com](mailto:klay_fennell@comcast.com)

- B. State the name, mailing and email addresses, and telephone number(s) of the Transferor.

**Response:**

Time Warner Cable Inc. ("TWC" or "Transferor")

60 Columbus Circle

New York, NY 10023

(212) 364-8200

Contact Person: John Fogarty

Email: [john.fogarty@twcable.com](mailto:john.fogarty@twcable.com)

- C. Provide a summary of the Application for Transfer.

**Response:** Please refer to the "Comcast Summary of Joint Application for Approval of Indirect Transfer of Control of Cable Television Franchisee Due to the Acquisition of Time Warner Cable Inc. by Comcast Corporation" (the "Summary of Joint Application"), submitted to the DCCA on April 11, 2014. This transaction ("Transaction") is described in the Summary of Joint Application, at page 4, with references in footnotes 18 and 19 therein.

See also, the Federal Communications Commission ("FCC") Form 394 ("Form 394") dated April 9, 2014, signed by Comcast and TWC, which Comcast delivered to the DCCA under cover letter dated April 11, 2014, along with the Summary of Joint Application and other supporting documentation listed therein (collectively, the "Joint Application").

- D. State Applicant's position on whether it will continue and comply with the existing services to customers and the franchise obligations and requirements of the current franchise holder under the Hawaii cable franchise(s).

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**Response:** As explained in Exhibit 2 to the Form 394, Comcast and the legal entity holding the franchises for the cable systems that are the subject of the Form 394 (*i.e.*, Oceanic Time Warner Cable LLC ("OTWC")) have no current plans to change the terms and conditions of service or operations of the systems.

Comcast has certified in the Form 394, Section V, Part II, that it 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.

- E. State whether Applicant is requesting, or will request any changes to the current cable franchise(s) orders; and describe the requested changes, if any.

**Response:** Comcast has no current plans to request any changes to the current cable franchise orders that are the subject of the Joint Application.

- F. State whether Applicant affirms all statements made by Transferor in any pending cable franchise renewal proceedings before DCCA.

**Response:** As explained in the Form 394 and Summary of Joint Application, under the terms of the Transaction, Comcast will become the ultimate parent company of the franchisee OTWC. The Transaction will not involve a transfer or assignment of the franchises. The renewals are a completely separate process from the transfer of control of the franchisee with different issues to be considered. Specifically, the federal Cable Act has established entirely different standards and procedures for franchise renewals (Section 626) as opposed to franchise transfers (Section 617). It is neither required nor anticipated that the transfer will impact any ongoing franchise renewal negotiations with the DCCA. At this time, TWC and OTWC continue to operate independently, and Comcast is generally limited by antitrust laws from involvement in renewal negotiations related to TWC franchises. Accordingly, there should be no impact on the ongoing renewal negotiations as a result of the Transaction. If the franchises are not renewed at the time of the Transaction, Comcast fully intends to continue to work with the DCCA towards renewal of the franchises. If the franchises are renewed prior to the closing of the Transaction, as stated above in the response to Section II.D., Comcast has certified in the Form 394, Section V, Part II, that it 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 of the systems, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

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G. Summarize changes, if any, that Applicant will undertake or is proposing to the Hawaii cable system(s) for which this Application refers to over the next ten (10) years and, in particular, specifically discuss the follow areas:

1. Consumer demand and needs for services, technological advancements; and diversity of programming;
2. Public, education, or government ("PEG") Access support, physical plant and equipment, subscriber services, government services, institutional networks ("INET"), broadband services, and reporting requirements, for the cable franchise(s);
3. Upgrades to the network infrastructure to support residential or commercial voice, video, and data services;
4. System operations, including but not limited to, billing practices, personnel, technical oversight, call center locations, physical location of books and records located in the State of Hawaii, and consolidations;
5. Increases/decreases to rates for subscribers services; and
6. Anticipated relocation and/or the vacating of existing facilities.

**Response:** At this time, it is not possible to provide specific details on possible subscriber service changes in the future over the next ten (10) years. Moreover, antitrust law limits Comcast and TWC as to certain pre-merger coordination of operational changes to the cable systems. Accordingly, it is premature to develop specific plans regarding the matters itemized above until after the close of the Transaction.

Nevertheless, as described in more detail in Exhibit 7 to the Form 394 ("Public Interest Considerations"), together, Comcast and TWC will bring consumers the next-generation of broadband Internet, video, voice, and related technologies. The scale created by this Transaction will accelerate investments in R&D, innovation, and infrastructure. And by combining the companies' technological developments and know-how, their geographic reach, and Comcast's strong balance sheet and investment culture, the post-transaction company will improve the experience for customers today and forge ahead to meet future challenges and needs.

For consumers in Hawaii, this means Comcast will bring Time Warner Cable residential customers faster Internet speeds – more programming choices – more robust Wi-Fi – and our best-in-class X1 entertainment operating system. We will also expand our acclaimed Internet Essentials program, which has already connected over 1.2 million low-income Americans to the Internet, more than any other program of its kind. And we will extend many other public interest benefits

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from the NBCUniversal transaction to the Time Warner Cable footprint – including our commitments to diversity and to an Open Internet.

H. Authorization

State the names, titles, mailing and email addresses, telephone numbers, and responsibilities of all persons who are authorized to represent or act on behalf of Applicant on matters pertaining to the Application. For each person so authorized, Applicant shall state the limits, if any, of the authority of the individual to make representatives or act on behalf of Applicant with respect to matters pertaining to the Application. The requirement to make such disclosure shall continue until the State has accepted or rejected Applicant's Application or until Applicant withdraws its request for approval of the Transfer (i.e., the Application).

**Response:**

Comcast:

The following persons are authorized to act on behalf of Comcast:

Christopher McDonald  
Division Vice President, Government Affairs, West Division  
183 Inverness Drive West  
Englewood, CO 80112  
[christopher\\_mcdonald@cable.comcast.com](mailto:christopher_mcdonald@cable.comcast.com)  
(720) 267-6020

Steven Holmes  
Vice President, Government Affairs, West Division  
15815 25th Avenue West  
Lynwood, WA 98087  
[steven\\_holmes@cable.comcast.com](mailto:steven_holmes@cable.comcast.com)  
(425) 741-5765

John Gutierrez  
Director, Government and Regulatory Affairs, West Division  
3055 Comcast Place  
Livermore, CA 94551  
[john\\_gutierrez@cable.comcast.com](mailto:john_gutierrez@cable.comcast.com)  
(925) 424-0164

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Klayton F. Fennell  
Vice President, Government Affairs  
One Comcast Center  
Philadelphia, PA 19103  
[klayton\\_fennell@comcast.com](mailto:klayton_fennell@comcast.com)  
(215) 286-7899

Jeffrey Jacobs  
Deputy General Counsel, Law Department  
One Comcast Center  
Philadelphia, PA 19103  
[jeffrey\\_jacobs@comcast.com](mailto:jeffrey_jacobs@comcast.com)  
(215) 286-8989

Ronald Orlando  
Executive Director, Government Affairs  
One Comcast Center  
Philadelphia, PA 19103  
[Ron\\_orlando@comcast.com](mailto:Ron_orlando@comcast.com)  
(215) 286-4517

Johnnie Giles  
Executive Director, External Affairs  
One Comcast Center  
Philadelphia, PA 19103  
[johnnie\\_giles@comcast.com](mailto:johnnie_giles@comcast.com)  
(215) 286-8740

The extent of authority for each individual is dependent on the nature of the inquiry.

Comcast has authorized the following legal counsel to represent Comcast in this matter:

Yamamoto Caliboso, A Limited Liability Law Company  
1099 Alakea Street, Suite 2100  
Honolulu, HI 96813  
(808) 540-4500

TWC:

The following persons are authorized to act on behalf of TWC:

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Bob Barlow  
Gregg Fujimoto  
Kiman Wong  
200 Akamainui Street  
Mililani, HI 96789  
[bob.barlow@twcable.com](mailto:bob.barlow@twcable.com)  
[gregg.fujimoto@twcable.com](mailto:gregg.fujimoto@twcable.com)  
[kiman.wong@twcable.com](mailto:kiman.wong@twcable.com)  
808-625-8311

John Fogarty  
60 Columbus Circle  
New York, NY 10023  
[john.fogarty@twcable.com](mailto:john.fogarty@twcable.com)  
(212) 364-8200

Deane Leavenworth  
9260 Topanga Canyon Boulevard  
Chatsworth, CA 91311  
[deane.leavenworth@twcable.com](mailto:deane.leavenworth@twcable.com)  
(818) 998-2288

TWC has authorized the following legal counsel to represent TWC in this matter:

Watanabe Ing LLP  
999 Bishop Street, 23<sup>rd</sup> Floor  
Honolulu, HI 96813  
(808) 544-8300

I. History and Experience

1. Describe the Hawaii cable system(s) to be transferred (“**Hawaii system**”).

**Response:** The Hawaii cable systems franchised to OTWC are located on or in Oahu, Maui (excluding Lahaina), Lahaina (on Maui), East Hawaii, West Hawaii, and Kauai. See also Summary of Joint Application at pp. 2-3.

**Maui (excluding Lahaina) and Lahaina:**

OTWC's cable system employs a hybrid fiber coaxial (“**HFC**”) network. Oceanic transmits signals on the system via laser-fed fiber optic cable from origination points known as “headends” and “hubs” to a group of distribution “nodes,” and uses coaxial cable to deliver these signals from the individual nodes to the homes they serve. The primary headend for Maui County is in Kihei, with hubs located in Wailuku, Pukalani and Lahaina. Microwave systems in Lahaina enable services to the islands of Lanai and Molokai, and the community of Hana.

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Oceanic's parent company, TWC, pioneered this architecture and received an Emmy award in 1994 for its HFC development efforts. HFC architecture allows the delivery of two-way video and broadband transmissions, which is essential to providing advanced video services like video on demand ("VOD"), as well as broadband Internet service and digital phone service.

**East Hawaii and West Hawaii:**

OTWC's cable system employs a HFC network. Applicant transmits signals on the system via laser-fed fiber optic cable from origination points known as "headends" and "hubs" to a group of distribution "nodes," and uses coaxial cable to deliver these signals from the individual nodes to the homes they serve. There are two Headends located at Hilo and Kona with hubs at Mauna Lani, Waimea, Honokaa, Kapehu, Pahoa, Volcano, Maku'u, Naalehu, Hawi, and South Kona.

Applicant's parent company, TWC, pioneered this architecture and received an Emmy award in 1994 for its HFC development efforts. HFC architecture allows the delivery of two-way video and broadband transmissions, which is essential to providing advanced video services like [VOD], as well as Road Runner High Speed Online and Digital Phone.

**Oahu:**

OTWC's cable system employs a HFC network. Applicant transmits signals on the system via laser-fed fiber optic cable from origination points known as "headends" and "hubs" to a group of distribution "nodes," and uses coaxial cable to deliver these signals from the individual nodes to the homes they serve. TWC pioneered this architecture and received an Emmy award in 1994 for its HFC development efforts. HFC architecture allows the delivery of two-way video and broadband transmissions, which is essential to providing advanced video services like VOD, Road Runner High Speed Online and Digital Phone.

**Kauai:**

OTWC's cable system employs a HFC network. Applicant transmits signals on the system via laser-fed fiber optic cable from origination points known as "headends" and "hubs" to a group of distribution "nodes," and uses coaxial cable to deliver these signals from the individual nodes to the homes they serve. TWC pioneered this architecture and received an Emmy award in 1994 for its HFC development efforts. HFC architecture allows the delivery of two-way video and broadband transmissions, which is essential to providing advanced video services like VOD, Road Runner High Speed Online and Digital Phone.

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2. Provide a narrative account of Applicant's history and experience in the cable industry and, in particular, its operation of the Hawaii system, if any.

**Response:** Exhibit 7 to the Form 394 provides information concerning Comcast's extensive history and experience in the cable industry. Comcast has not previously operated cable systems in Hawaii, but looks forward to the opportunity to serve the State of Hawaii.



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**AFFIDAVIT OF TRANSFEROR**

STATE OF HAWAII )  
 ) SS.  
CITY AND COUNTY OF HONOLULU )

This Application is submitted by the undersigned that has been duly authorized to make the representations herein on behalf of the Transferor.

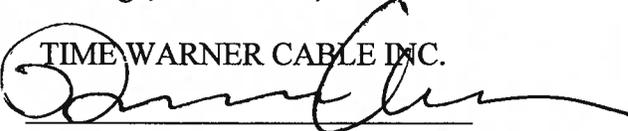
Transferor understands that representations in this application may be made part of or be relied upon in developing the Franchise Documents.

Transferor recognizes that all representations made in this Application are binding upon it and that inaccuracy of or failure to adhere to any such representations may result in revocation of any franchise that may be transferred to Applicant as a consequence of this application.

The Transferor certifies and guarantees that the responses are within the financial capability of the proposed system, and to deliver a cable communications system which is consistent with the responses contained within this application.

The signatory hereto declares that the entire contents of this application are true and correct to the best of his/her knowledge, information, and belief.

Firm Name: TIME WARNER CABLE INC.

Affiant's Signature: 

Affiant's Name: Brian A. Kang

Official Position: Attorney for Time Warner Cable Inc.

Subscribed and sworn to before me

this 23<sup>rd</sup> day of May, 2014

 Cindy C. Uehara

Notary Public, State of Hawaii

My commission expires: 03/08/2015

Doc. Date: MAY 23 2014 # Pages: 47

Cindy C. Uehara First Circuit

Doc. Description Affiant of Transferor

 MAY 23 2014

Notary Signature Date

NOTARY CERTIFICATION

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**IV. QUALIFICATIONS**

As part of the franchise transfer process, the DCCA wishes to obtain information regarding the financial, legal, technical, and character qualifications of the Applicant.

A. Legal and Ownership Qualifications

1. Ownership and Control Information

Provide the following information for all principals, officers, and directors of Applicant,<sup>1</sup> and for beneficial owners of one percent (1%) or more of the outstanding stock or other ownership interest in Applicant. Beneficial owners include, but are not limited to individuals, corporations, partnerships, joint ventures, and unincorporated associations. Beneficial owners also include all prospective owners, including those to whom offers to become owners have been made and the offer has not been rejected. To the extent that the information below is fully contained in the Securities and Exchange Commission ("SEC") Form 10-K filings, those filings may be submitted in lieu of the information below.

Name (if individual) \_\_\_\_\_

(if organized) \_\_\_\_\_

Complete Mailing Address \_\_\_\_\_

Nature of Interest: Partner  Officer  Stockholder/Owner   
Director

Profession or occupation \_\_\_\_\_

Name of employer \_\_\_\_\_

Address of employer \_\_\_\_\_

Number of shares of each class of stock or ownership interest in Applicant (including stock options, stock subscriptions, and partnership options):

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<sup>1</sup> If Applicant is a subsidiary of another controlling entity, provide the requested information for all controlling entities.

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**Response:** See FCC Form 394, Exhibit 3, which provides the requested information concerning the officers and directors of Comcast. The address of all the officers and directors is One Comcast Center, Philadelphia, PA 19103. The telephone number is (215) 364-8200.

The chart below identifies all shareholders with 1% or more of the outstanding equity ownership of Comcast as of March 31, 2014, except that an asterisk indicates number of shares owned as of December 31, 2013. See also FCC Form 394, Exhibit 3, regarding voting interest of Brian L. Roberts.

<b><u>Owner Name</u></b>	<b><u>Number of Shares</u></b>
Vanguard Group Inc. 100 Vanguard Blvd. Malvern, PA 19355	118,188,282
State Street Corp. State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	96,2566,398
Capital World Investors 333 South Hope Street Los Angeles, CA 90071	89,505,808*
FMR LLC 245 Summer Street Boston, MA 02210	82,576,452*
Barclays Global Investors UK Holdings Ltd 1 Churchill Place London, UK E14 5HP	67,473,521
Dodge & Cox c/o Boston Financial Data Services 30 Dan Road Canton, MA 02021-2809	55,363,004

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<b><u>Owner Name</u></b>	<b><u>Number of Shares</u></b>
Capital Research Global Investors 333 South Hope Street Los Angeles, CA 90071	47,712,600*
Invesco Ltd. 1555 Peachtree Street NE Suite 1800 Atlanta, GA 30309	45,593,777*
JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017-2070	44,501,095*
Wellington Management Co. LLP 280 Congress Street Boston, MA 02210	44,323,653*
Bank of New York Mellon Corp. One Wall Street New York, NY 10286	37,348,821
Northern Trust Corp. 50 S La Salle St Chicago, IL, 60603	32,736,746
Norges Bank Bankplassen 2 P.O. Box 1179 Sentrum NO-0107 Oslo, Norway	28,645,742*
Landsdowne Partners Limited Partnership 15 Davies Street London, UK W1K 3AG	26,795,326*

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<b><u>Owner Name</u></b>	<b><u>Number of Shares</u></b>
TIAA CREFF Investment Management LLC 730 Third Avenue New York, NY 10017	24,375,992
Brown Brothers Harriman & Co. 140 Broadway New York, NY 10005-1101	25,470,003*
Blackrock Fund Advisors 400 Howard Street San Francisco, CA 94105	24,227,659
Alliance Bernstein L.P. 1345 Avenue of the Americas New York, NY 10105	23,549,704

Method of payment for interest (cash, notes, services, etc.):<sup>2</sup>

**Response:** As explained in the FCC Form 394, Exhibit 1, and the Summary of Joint Application at page 4, contemporaneously with the merger, each TWC share will be converted to the right to receive 2.875 shares of Comcast.

If shares are used for security to obtain funds to pay for them, disclose full details of the transaction:

**Response:** Does not apply.

Percentage of ownership of partnership, voting stock or equity interest.

**Response:** In the aggregate, TWC shareholders will own approximately 23 percent of Comcast's equity which represents an aggregate voting interest of approximately 16 percent, to the best of Applicant's knowledge.

2. **Corporate or Business Information Documents**

Provide Articles of Incorporation, limited liability company agreements, partnership and limited partnership agreements, as well as management agreements for Applicant and its parent organization, if not already provided in the FCC Form 394 or SEC Form 10-K.

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<sup>2</sup> If no, fully disclose terms thereof, including interest rate, repayment schedule and dedication or circling of future income stream, if any. If services, disclose the method of valuation.

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**Response:** The Amended and Restated Articles of Incorporation of Comcast Corporation filed on August 5, 2009, are attached as Exhibit A. There are no applicable management agreements.

3. General Ownership Information -- To be completed by each organization, company, or corporation that filled out Section IV.A above.

List all principals, officers, corporate directors, members, and beneficial owners of one percent (1%) or more of Applicant's stock or ownership interest.

(For each name below that is the name of an organization or corporation, complete a new Section IV.A for the entity until all ownership interests are identified at the level of individual owners of one percent or more).

Name of Organization: \_\_\_\_\_

Address: \_\_\_\_\_

<u>Name</u>	<u>Address</u>	<u>Capacity</u>	<u>Ownership (Percent)</u>
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**Response:** Please see response to Section IV.A.1.

4. Additional Information

- a. Is Applicant directly or indirectly controlled by another corporation or legal entity?

If "yes," please explain. Applicant is requested to provide the full name of the franchise holder and all parent and other related entities that would be responsible for any part of the ownership or operation of the Hawaii system, along with a description and diagram of the relationship of these entities, and of the specific legal authorization of each entity for doing business. If there are any anticipated changes in this structure after the transfer of the cable franchise(s), please explain. In addition, please provide the names and contact information for persons with authority to represent each entity for purposes of the franchise transfer process. Explain Applicant's relationship to the current franchise holder, if necessary or applicable.

**Response:** Comcast is not controlled by any other corporation or legal entity. Comcast will be the indirect, 100 percent controlling parent entity of the franchise holder OTWC. As indicated in response to Section IV.A(4)(b) below, the existing chain of ownership from OTWC up to Comcast will remain intact following the

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closing and no plans have currently been made to change that structure. Until the Transaction is completed, each of the entities identified on the chart provided in response to Section IV.A(4)(b) below are represented by the Transferee contact provided in Section II.B. Comcast has no existing relationship to the current franchise holder OTWC.

- b. Provide a current organizational chart including any parent organizations and affiliates controlled by Applicant, showing the relationship between the Applicant, new franchise holder/transferee and all principals and ultimate beneficial owners of Applicant including all controlling/ownership entities in the change of command. The organizational chart should show all vertical and horizontal affiliates by degree or extent of control/ownership interest.

**Response:** The following identifies the current franchisee (OTWC) and then each successive current legal entity owning an interest in OTWC and the ownership percentage of each.

Oceanic Time Warner Cable LLC, is a Delaware limited liability company that is authorized to do business in the State of Hawaii. The ownership of Oceanic Time Warner Cable LLC is as follows:

Time Warner Cable Enterprises LLC owns 100% of Oceanic Time Warner Cable LLC.

Time Warner Cable Inc. owns 100% of Time Warner Cable Enterprises LLC.

Time Warner Cable Inc. is a publicly traded company.

All of the above entities are Delaware entities and their principal office and mailing address is 60 Columbus Circle, New York, NY 10023.

An organizational chart reflecting the foregoing current ownership structure is listed on the following page.

As explained in the Summary of Joint Application at page 4 and the Form 394, Exhibit 1, pursuant to the Agreement and Plan of Merger, at closing, TWC will merge with a wholly-owned subsidiary of Comcast. OTWC will thereby become a wholly-owned subsidiary of Comcast. The chart attached to the Summary of Joint Application illustrates the post-closing ownership relationship between Comcast and TWC. OTWC will remain an indirect subsidiary of TWC.

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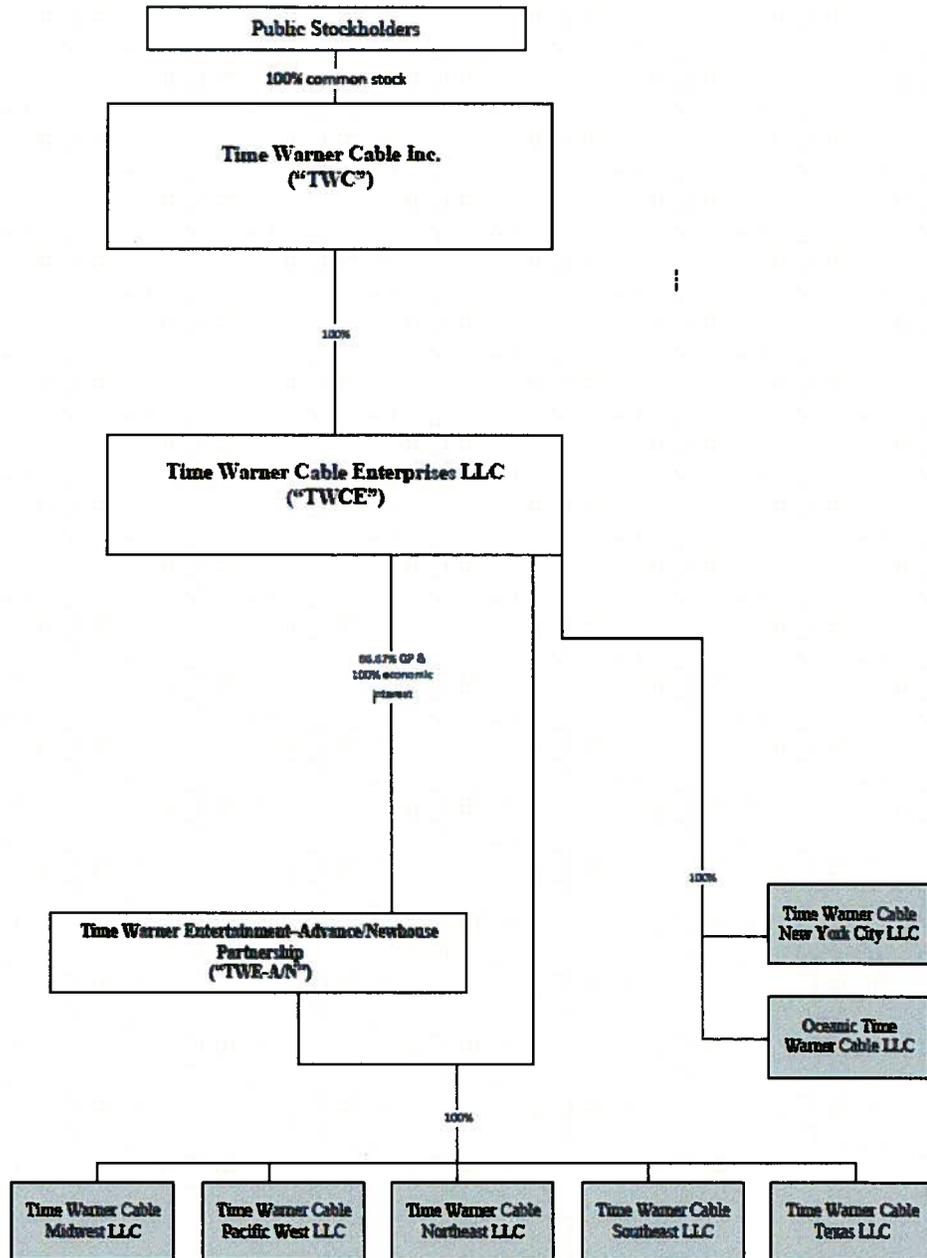
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**Corporate Structure**

**Oceanic Time Warner Cable LLC**



*Note: Shaded entities represent the cable operating entities.*

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- c. Detail agreements or procedures, if any, relating to the extent to which policy and operational control over the Hawaii system remain vested with local management of current cable franchise holder. Also provide complete description of all entities and organizations which may comprise or be part of or related to controlling business entity.

**Response:** As previously stated, the franchisee OTWC will remain in place following the Transaction and will remain subject to the franchise requirements. Moreover, pursuant to antitrust laws, Comcast and TWC are generally prohibited from certain pre-merger coordination of operational changes to the cable systems. Nothing in the deal documents requires Comcast to make staffing changes. Comcast will evaluate the staffing of the cable systems following the close of the Transaction and make decisions as appropriate. In general, Comcast's practice is to have a decentralized management system with locally accountable decision makers who are supported by the resources and expertise at the division and corporate headquarters.

5. Obligations of the Applicant

- a. Is any owner of any equity interest obligated or expected to be obligated to repay, guarantee, or otherwise be responsible for any outstanding debt of Applicant? If recourse exists with respect to the assets of some but not all equity owners, disclose details of different treatment.

**Response:** Following the completion of the Transaction, Comcast will indirectly own 100 percent of the equity in OTWC. There are no obligations as described above with respect to any outstanding debt of Comcast.

- b. Is Applicant obligated or expected to be obligated to repay, guarantee, or otherwise be responsible for any outstanding debt of any equity interest in Applicant, parent organization or any affiliated entity? If recourse exists with respect to the assets of some but not all equity owners, disclose details of different treatment.

**Response:** Applicant will acquire indirect control of the franchisee OTWC. OTWC currently does not have outstanding debt and does not anticipate having outstanding debt as a result of the Transaction.

6. Ownership Disclosure

- a. Applicant, including all shareholders and parties with any financial interest in Applicant, must fully disclose all agreements and understandings with any person, firm, group, association, or

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corporation with respect to the ownership and control of the franchise, including but not limited to agreements regarding the management or day-to-day business of any material portion of cable operations. This includes agreements between local investors and national companies. Failure to reveal such agreements will be considered withholding of pertinent information and will be considered cause to withhold or revoke award of the franchise.

**Response:** There are no such agreements or understandings.

- b. Please append copies of any written agreements made regarding the ownership or control of the Hawaii system. Use the space provided to outline any oral agreements or understandings regarding the ownership or control of the Hawaii system. Indicate the existence and description (including price and time-of-exercise provisions) of stock options, buy-out agreements, buy-back, or exchange of stock (or other interests) or options that could affect the ownership structure of Applicant. Treat specifically the possible effects on the interests of minority owners and local investors. (A "local investor" shall mean any individual who resides within the State of Hawaii or any corporation, partnership, or business association owned or controlled by any individual(s) who reside in such area.)

**Response:** The only agreement relating to the ownership or control of OTWC's Hawaii systems is the Agreement and Plan of Merger dated as of February 12, 2014. This Agreement is contained in Comcast's Form 8-K filed on February 13, 2014, a copy of which was included in the Joint Application filed on April 11, 2014. A copy of the Agreement as filed with the Securities and Exchange Commission (Form 8-K) is also available at [www.comcastcorporation.com/together](http://www.comcastcorporation.com/together) under "Official Filings."

- c. Provide all agreements, documents, or other materials covering relationships, interest rights and responsibilities for ownership entities other than a corporation, including but not limited prospectuses, offering statements, solicitations, and repayment agreements.

**Response:** Applicant will acquire indirect control of OTWC, the franchisee. OTWC has no such interests at this time.

- d. Please provide the most recent SEC Form 10-K, if any, for all related or controlling entities of Applicant.

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**Response:** A copy of Comcast's SEC Form 10-K filed February 18, 2014 was included on a CD submitted with the Joint Application filed on April 11, 2014.

7. Future Ownership Issues

Provide a complete description of any pending or planned changes in the ownership structure of Applicant including such changes pending or planned for any ownership interests in Applicant or any of Applicant's parent organization and/or companies.

**Response:** Comcast has no pending or planned changes in its ownership structure responsive to this request.

B. Character Qualifications

Please provide the following information about Applicant and any controlling entities (hereinafter collectively referred to in this section as "**Applicant**"). Please identify all controlling entities for which the information is provided.

**Response:** Applicant is not a subsidiary of any controlling entity.

For the ten- (10) year period immediately preceding the filing of the Application, please provide the following information as to Applicant:

1. Has any court entered any judgment, decree, or order which determined that Applicant engaged in any activity that involved:
  - a. unfair or deceptive trade practices, perjury, fraud, dishonesty, organized crime, or racketeering; or

**Response:** No court has entered any judgment, decree, or order which determined that Applicant engaged in any such activity.

- b. violation of applicable federal, state, or local cable communications laws or rules; or

**Response:** Comcast is the nation's largest cable operator, with cable subsidiaries serving more than 21 million subscribers in thousands of communities across the country. In the normal course of its business, Comcast subsidiaries have occasionally received notices of alleged non-compliance with their respective franchises. Generally, these matters are resolved to the satisfaction of all parties. There are no such matters that would be considered relevant or material to the proposed Transaction or that will affect the franchise performance of OTWC or the ability or capacity of Comcast to become the ultimate parent of franchisee OTWC.

- c. violation of cable franchise provisions; or

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**Response:** See Response to IV.B(1)(b) above.

- d. violation of the rules, regulations, codes of conduct, or ethics of a self-regulatory trade or professional organization?

**Response:** See Response to IV.B(1)(b) above.

- e. If so, please describe each such judgment, order, or decree and provide a copy thereof.

2. Has any administrative entity made any finding or entered any order or decree which determined that Applicant engaged in any activity that involved:

- a. unfair or deceptive trade practices, perjury, fraud, dishonesty, organized crime, or racketeering; or communications laws or rules; or

**Response:** Comcast has not been the subject of an administrative finding or order that determined it had engaged in an unfair or deceptive trade practices, perjury, fraud, dishonesty, organized crime, or racketeering.

- c. violation of cable franchise provisions; or

**Response:** See Response to IV.B(1)(b) above.

- d. violation of the rules, regulations, codes of conduct, or ethics of a self-regulatory trade or professional organization?

**Response:** See Response to IV.B(1)(b) above.

- e. If so, please describe each such finding, order or decree and provide a copy thereof.

3. Has Applicant or any of its officers, directors, or management employees been convicted of any felony criminal offense, which involved perjury, misrepresentation, fraud, theft, or bribery? If so, please provide full information concerning each such condition.

**Response:** Comcast and any of its officers or directors have not been convicted of any felony criminal offense, which involved perjury, misrepresentation, fraud, theft, or bribery.

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4. Has any cable television franchise held by Applicant been suspended or revoked? If so, please state the relevant circumstances for each such suspension or revocation.

**Response:** No.

5. Has any application submitted by Applicant for a new cable television franchise been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal and status of application.

**Response:** No.

6. Has any application for a transfer of a cable television franchise to Applicant been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal and status of application.

**Response:** Please see Exhibit 5 to Comcast Form 394.

7. Has any application submitted by Applicant for a transfer of a cable franchise been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal and status of application.

**Response:** Please see Exhibit 5 to Comcast Form 394.

C. Other Cable Franchises

1. Identify the names and locations of all current cable franchises held by Applicant, along with the number of subscribers and gross revenues, for each cable franchise.

**Response:** Comcast is the nation's largest cable operator, with cable subsidiaries serving more than 21 million subscribers in thousands of communities across the country.<sup>3</sup>

2. Identify other cable systems sold by Applicant during the past five (5) years, or any other pending transfer cable franchise applications, as applicable.

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<sup>3</sup> Comcast and TWC respectfully submit that the information requested by this item is not within the scope of review related to the Joint Application in that such information is not reasonably necessary to evaluate the legal, financial, and technical qualifications of Comcast to become the new controlling parent of the franchisee. Moreover, Comcast and TWC respectfully submit that the requested information is overbroad and burdensome and unrelated to the Transaction.

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**Response:** For informational purposes only,<sup>4</sup> Comcast provides the following list of cable systems that certain of its indirect subsidiaries have sold during the past 5 years:

- November 2010: Sale of four cable franchises in Virginia to Harron Communications (Mathews, Northumberland, Westmoreland and Montross, Virginia).
- August 2011: Sale of one cable system in Utah to Central Telcom Services, LLC (Nephi, Utah).
- January 2012: Sale of 40 franchise areas in Indiana, Illinois and Ohio to NewWave Communications. See list attached as Exhibit B.

The following sale by an indirect subsidiary of Comcast is pending:

- Sale of three cable franchises in New Mexico to TDS Baja Broadband (Lovington, Socorro and Lea County, New Mexico).

There are no other pending transfer applications, however, Comcast anticipates that it will shortly file transfer applications related to its divestiture of subscribers to Charter Communications and to a new cable company that will be spun off from Comcast. For additional information regarding the divestiture, please see <http://corporate.comcast.com/news-information/news-feed/comcast-and-charter-reach-agreement-on-divestitures>. None of these transfers will have any impact on OTWC or its Hawaii systems.

**D. Financial Qualifications**

**1. Applicant's Financial Statements (HAR § 16-131-44(4))**

Provide the latest audited financial statements of the Applicant that have been audited by an independent Certified Public Accountant. Such audited financial statements are to be full disclosure financial statements prepared in accordance with Generally Accepted Accounting Principles and contain at a minimum, Balance Sheets, a Statement of Income, a Statement of Changes in Equity, a Statement of Cash Flows, and a full set of related footnotes.

**Response:** Please see Exhibit 6 to Comcast Form 394.

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<sup>4</sup> Comcast and TWC respectfully submit that the information requested by this item is not within the DCCA's scope of review related to the Joint Application in that such information is not reasonably necessary to evaluate the legal, financial, and technical qualifications of Comcast to become the new controlling parent of the franchisee. Moreover, to the extent a response requires any pre-merger coordination between Comcast and TWC, antitrust law limits certain pre-merger coordination of operational changes to the cable systems.

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2. Source of Financing

Describe in detail financing plans for any new construction, expansion and the continuing operation of the Applicant's Hawaii system.

Document the debt or financing that is to be provided by any funding organization. If the funding is to be provided through any parent, then the ability to obtain financing and sources of the parent must be documented.

**Response:** Comcast has no present plans with respect to new construction or expansion. The substantial financial information provided with the Form 394 demonstrates that Comcast has access to sufficient funding for continuing operations of the Hawaii systems.

3. Terms of Financing

Provide details of the terms of any financing arrangements with Applicant's parent company or any other affiliated entities, if any.

**Response:** As explained in the FCC Form 394, Exhibit 1, and the Summary of Joint Application at page 4, contemporaneously with the merger, each TWC share will be converted to the right to receive 2.875 shares of Comcast.

4. Operator Liability

a. Will any other entity besides the Applicant be legally liable for the obligation and performance of the Hawaii system?

**Response:** The current franchisee OTWC will continue to be legally liable for the obligations and performance of the Hawaii systems.

b. If the Applicant proposes that persons or entities other than the Applicant shall be legally liable for the obligations and performances of the Hawaii system, provide complete financial data for said persons or entities or indicate where such data is located in the Application, and state clearly the degree to which they will incur such liability.

**Response:** As stated above, the current franchisee OTWC will continue to be legally liable for the obligations and performance of the Hawaii systems.

5. Documentation of Financial Viability

Provide an annual report and SEC Form 10-K for the Applicant's parent company.

**Response:** Please see Exhibit 6 to Comcast's Form 394.

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**E. Technical Qualifications and Plans**

In separate studies done by DCCA and its consultants during the recent renewal proceedings for Oceanic Time Warner Cable LLC's ("OTWC") Oahu, East and West Hawaii, and Maui County and Lahaina cable franchises, the technical operations of the existing cable systems were reviewed. In addition, pursuant to HAR § 16-131-43 through § 16-131-50, OTWC has submitted periodic reports, and DCCA has regularly monitored OTWC's revenues and system technical performance information throughout the term of the current franchise(s). The following specific additional information is requested, regarding current and planned system design and operations:

1. Residential system -- Provide details on the following for cable television service to residential subscribers:
  - a. Describe, technology, architecture, capacity, design, and performance;
  - b. Service area;
  - c. Undergrounding policy;
  - d. Construction plans and construction complaint resolution;
  - e. Interconnection; and
  - f. System monitoring and maintenance.

**Response:**

For informational purposes, please see the following:<sup>5</sup>

- a. Describe, technology, architecture, capacity, design, and performance;

The capacity and design of OTWC's systems remain virtually intact, as the original HFC technology continues to support the demand for more channels and greater high-speed data bandwidth. The HFC technology also supports current and future advanced services through the continued leveraging of moving fiber further into neighborhoods, while decreasing the size of the service areas to less than the original 500 home design in the original HFC plan. As the fiber reach is increased, the overall system reliability also continues to increase (as reflected by smaller and shorter term outages), as fewer active devices (amplifiers) are needed to reach the residential customers.

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<sup>5</sup> See note 4.

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**b. Service area;**

OTWC anticipates that the residential areas served by individual system nodes will continue to get smaller as fiber moves closer to the home, thus producing increased bandwidth, reliability and performance.

**c. Undergrounding policy;**

OTWC's underground policy for the systems will remain unchanged. The system will continue to follow the generally accepted practice of undergrounding for new residential subdivisions, while also participating in new undergrounding efforts as prescribed by the State of Hawaii, counties, and various utilities and special projects' needs.

**d. Construction plans and construction complaint resolution;**

Construction standards will continue to comply with all existing applicable laws and standards as set forth for such work according to the national electrical codes and the State of Hawaii.

**e. Interconnection; and**

OTWC will make all of the necessary interconnections as required by the franchises.

**f. System monitoring and maintenance.**

Maintenance of the systems will continue to comply with all FCC rules and regulations for leakage and system performance. In addition, as a part of the ongoing visual plant inspection, the entire plant is visually inspected every 6 months for unusual elemental wear and tear, and is replaced or upgraded as necessary. System monitoring has been upgraded and expanded, and all devices in the home (digital converters and modems) are continuously monitored from the main office to check for outages and system degradation, including non-performing devices, through a Network Status Monitor that is manned 24 X 7 X 365. Customer service representatives also have the ability to access in-home information while the customer is on the line to determine any remedies that can be observed and transmitted while the call is taking place.

**2. Subscriber and Service Projections**

**Basis of Subscriber Penetration -- Explain how Applicant will obtain and define subscriber and penetration figures.**

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**Response:** Subscriber numbers and addresses are maintained generally by Comcast in its records for billing, installation, maintenance and other related business and operational purposes for monitoring subscriber levels. Penetration estimates in relation to the general population can be made based upon publicly available demographic information such as that provided by the United States Census Bureau, real property tax records or comparable sources.<sup>6</sup>

3. Projected Growth of Other Services

Describe in detail the development and projected growth of any service other than basic and pay cable. Be specific on the sources and growth of each component of revenues from all "other" services.

**Response:** For informational purposes, please see response to Part II.G above.<sup>7</sup>

4. Equitable Extension of Service policy -- provide the following information concerning policies related to the extension of cable television service to residential subscribers:

- a. Describe your proposed policy about cable service being available to all subscribers in the franchise area.
- b. Comment on Applicant's policy requiring cable service to be coextensive with telephone and electric service, and other providers of telecommunication services.
- c. Describe plans to provide cable service to those portions of the franchise area which are presently without service including proposed home density thresholds.

**Response:** The Transaction does not affect the franchisee's obligations under the franchises with respect to line extensions. The franchisee will be bound by all line extension obligations contained therein.<sup>8</sup>

5. Analog and digital channel capacity plans

Discuss both short-term and long-term, including specific information regarding the degree of flexibility for adapting the existing and anticipated future system to changing capacity requirements.

**Response:** For informational purposes only, the Public Interest Statement included in Exhibit 7 to Form 394 discusses Comcast's approach regarding the

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<sup>6</sup> See note 4.

<sup>7</sup> See note 4.

<sup>8</sup> See note 4.

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transition to digital and notes that "the Transaction will allow Time Warner Cable's transition to all-digital to be accelerated..."<sup>9</sup>

6. Description of Video Services

For each video service, provide a short narrative description. Identify each service by cable channel number and identification of call letters, service name or network or general description, and tier of service. If Applicant proposes to have shared channels, describe the daily time division and the proposed duration of each sharing.

**Response:** Comcast does not have any plans to change the existing video services provided by TWC, including their channel or tier placement. However, Comcast reserves the right to consider and make such changes as company and customer needs dictate.<sup>10</sup>

7. Emergency Alert System

- a. Describe your existing and/or proposed Emergency Alert System including the make and model numbers of equipment.
- b. Indicate whether the system will override all audio and video channels or only audio channels;
- c. Describe the methods used to override or retune set top equipment and how it may differ for analog and digital programming; and
- d. Indicate how the system will be activated and from where.

**Response:** As previously explained, the Transaction does not affect the franchisee's obligations under the franchises.<sup>11</sup>

8. Institutional network – Provide details on the following for the INET:

- a. Capacity, design, technology, performance, and architecture;
- b. Interconnection;
- c. Technical support;
- d. Construction plans;
- e. Staffing; and

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<sup>9</sup> See note 4.

<sup>10</sup> See note 4.

<sup>11</sup> See note 4.

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- f. System monitoring and maintenance
- g. Future technology and expansion of INET over the next ten (10) years.
- h. Describe existing commitments to the number of physical service drops, the number currently deployed, and the number of drops remaining but committed by the Transferor.

**Response:** The change of control of the franchisee will not affect the obligations of the franchisee under the franchise agreements. After the Transaction, the franchisee will remain obligated to continue I-Net support pursuant to the franchise agreements in the same manner and to the same extent as before the Transaction.<sup>12</sup>

9. Local Origination Programming

Provide details on Applicant's plans for future local origination programming.

**Response:** The Transaction does not affect the franchisee's obligations under the franchises.<sup>13</sup>

10. Public, Educational, and Government Access

- a. For the PEG Access Transmission and Distribution Network, provide information on the following:
  - i. Capacity, design, technology, performance, and architecture;
  - ii. Interconnection and technical support;
  - iii. Construction plans; and
  - iv. System monitoring and maintenance.
- b. Provide Applicant's plan for funding:
  - i. Access operating fees; and
  - ii. Capital Fund payments for access facilities, equipment and channels.

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<sup>12</sup> See note 4.

<sup>13</sup> See note 4.

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- c. State Applicant's proposed plans for PEG access including, but not limited, to number of PEG access channels, High Definition PEG channel content, live programming capabilities and statewide VOD programming.

**Response:** The change of control of the franchisee will not affect the obligations of the franchisee under the franchise agreements. After the Transaction, the franchisee will remain obligated to continue PEG access programming support pursuant to the franchise agreements in the same manner and to the same extent as before the Transaction.<sup>14</sup>

11. Customer service operations

Please provide details concerning specific standards and practices with respect to location of offices, staffing, installation, repair, telephone response, billing, handling of complaints, and service cancellation and changes.

**Response:** The change of control of the franchisee will not affect the obligations of the franchisee under the franchise agreements. After the Transaction, the franchisee will remain obligated to continue to comply with customer service requirements pursuant to the franchise agreements in the same manner and to the same extent as before the Transaction.<sup>15</sup>

12. Technology Change and Hawaii Cable System Infrastructure

Describe with particularity how: (1) the technical provision of cable service is likely to change over the period of the franchise; (2) the demand for services in the franchise area is likely to change over that same period (for example, the capability of accommodating the growth of High Definition Television, two-way services to the home, high-speed broadband, Internet service, data transmission, etc.); and (3) Applicant can assist in affirmative development of the cable system infrastructure in Hawaii during the remaining term of the franchise(s).

**Response:** Please see Exhibit 7 to Form 394 and the Public Interest Statement included therein.

13. Innovations

Please describe any cable-related innovations in other cable franchises during the last ten years which Applicant has undertaken. These innovations may include technological or consumer service upgrades.

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<sup>14</sup> See note 4.

<sup>15</sup> See note 4.

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**Response:** Please see Exhibit 7 to Form 394 and the Public Interest Statement included therein.

14. System Upgrades

Please describe future changes in the cable system or its operation which are planned or proposed by the Applicant in the near and long term.

**Response:** As discussed, the merger is a parent-level transaction that will not affect the obligations of the franchisee under any current or renewed franchises. After the merger, the franchisee will remain obligated to fulfill any upgrade commitments in the same manner and to the same extent as before the merger, regardless of whether such commitments are imposed under the current franchises or under any renewed franchises.<sup>16</sup>

- F. Provide any other information necessary to provide a complete and accurate understanding of the proposed transfer.

**Response:** In summary, TWC, the indirect parent company of OTWC, has entered into an agreement to become a wholly-owned subsidiary of Comcast. Upon conclusion of the Transaction, OTWC, the franchisee of various cable franchises throughout the State of Hawaii, will remain in place as franchisee, but OTWC will ultimately be owned by Comcast instead of TWC.

The Transaction will generate substantial public interest benefits for customers in Hawaii.<sup>17</sup> However, as the Transaction consists of a parent-level acquisition, the Transaction in and of itself will not otherwise immediately change the provision of services by OTWC or OTWC's obligations under the various franchises.

On April 11, 2014, Comcast and TWC requested DCCA's approval by submitting Form 394 along with other supporting documentation (the Joint Application). Form 394 provides the DCCA with the relevant information needed to assess the financial, legal, and technical qualifications of Comcast to be the indirect and ultimate parent of OTWC. By submitting this DCCA Transfer Application to the DCCA, Comcast and TWC supplement their request for the DCCA's approval of the Transaction.

Comcast and TWC respectfully submit that the Transaction is in the public interest, and that Comcast is legally, financially, and technically qualified to provide the services required for each of the franchises. Therefore, Comcast and

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<sup>16</sup> See note 4.

<sup>17</sup> Comcast and TWC discuss herein various products and services that may be provided by OTWC, such as broadband Internet, voice, and related technologies, which are not services that are regulated by the DCCA under applicable law, and are discussed solely for informational purposes to illustrate the additional services, technology, and innovation that the Transaction will allow Comcast to bring to Hawaii.

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TWC respectfully request that the DCCA approve the indirect transfer of control of OTWC as described above.

**CORPORATION SERVICE COMPANY**

www.cscglobal.com

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West Trenton, NJ 08628-1020  
800-631-2155  
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**Matter#** Not Provided  
**Project Id :**

**Order#** 088020-5  
**Order Date** 08/05/2009

**Entity Name:** COMCAST CORPORATION  
**Jurisdiction:** PA - Commonwealth of Pennsylvania  
**Request for:** Amendment/Correction/Restated/Designation Filing  
**File#:** 3039985  
**File Date:** 08/05/2009  
**Result:** Filed

Ordered by SHARON DOUGHERTY at COMCAST CORPORATION

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at [www.cscglobal.com](http://www.cscglobal.com).

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Melissa Kostrzewski  
[mkostrze@cscinfo.com](mailto:mkostrze@cscinfo.com)

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

**EXHIBIT A**

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation  
(15 Pa.C.S.)

- Business Corporation (§ 1915)  
 Nonprofit Corporation (§ 5915)

Corporation Service Company  
088020-5 *AS*

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Commonwealth of Pennsylvania  
ARTICLES OF AMENDMENT-BUSINESS 15 Page(s)



T0921811002

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,  
desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
Comcast Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its  
commercial registered office provider and the county of venue is (the Department is hereby authorized to  
correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o CT Corporation System				Philadelphia

3. The statute by or under which it was incorporated: PA Business Corporation Law of 1988, as amended

4. The date of its incorporation: 12/7/2001

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

2009 AUG -5 PM 4: 21

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows
- \_\_\_\_\_
- \_\_\_\_\_

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

5<sup>th</sup> day of August,

2009

Comcast Corporation

\_\_\_\_\_  
Name of Corporation



\_\_\_\_\_  
Signature

Arthur R. Block, Senior Vice President

\_\_\_\_\_  
Title

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**COMCAST CORPORATION**

The Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated in their entirety so as to read as follows:

**FIRST:** The name of the Corporation is Comcast Corporation (the "Corporation").

**SECOND:** The name of the commercial registered office provider and the county of venue of the Corporation's current registered office in this Commonwealth are:

CT Corporation System  
Philadelphia County, Pennsylvania

**THIRD:** The Corporation is incorporated under the provisions of the Business Corporation Law of 1988. The purpose or purposes for which the Corporation is organized are:

To have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Business Corporation Law.

**FOURTH:** The term of its existence is perpetual.

**FIFTH: A.** The aggregate number of shares which the Corporation shall have authority to issue is SEVEN BILLION, FIVE HUNDRED MILLION (7,500,000,000) shares of Class A Common Stock, par value \$0.01 per share, SEVEN BILLION, FIVE HUNDRED MILLION (7,500,000,000) shares of Class A Special Common Stock, par value \$0.01 per share, SEVENTY-FIVE MILLION (75,000,000) shares of Class B Common Stock, par value \$0.01 per share, and TWENTY MILLION (20,000,000) shares of Preferred Stock, which the Board of Directors may issue, in one or more series, without par value, with full, limited, multiple, fractional, or no voting rights, and with such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights as shall be fixed by the Board of Directors.

**B.** The descriptions, preferences, qualifications, limitations, restrictions and the voting, special, or relative rights in respect of the shares of each class of Common Stock are as follows:

1. (a) Subject to paragraph (B)(1)(c) of this Article FIFTH, each share of Class A Common Stock shall entitle the holder thereof to the number of votes equal to a quotient the numerator of which is the excess of (i) the Total Number of Votes (as defined below) over (ii) the sum of (A) the Total Number of B Votes (as defined below) and (B) the Total Number of Other Votes (as defined below) and the denominator of which is the number of outstanding shares of Class A Common Stock (provided that if at any time there are no outstanding shares of Class B Common Stock, each share of Class A Common Stock shall entitle the holder thereof to one (1) vote) and each share of Class B Common Stock shall entitle the holder thereof to fifteen (15) votes. Holders of shares of Class A Special Common Stock shall not be entitled to vote for the election of Directors (as defined below in Article SIXTH) or any other matter except as may be required by applicable law, in which case each share of

Class A Special Common Stock shall entitle the holder thereof to the same number of votes to which each holder of Class A Common Stock is entitled for each of such holder's shares of Class A Common Stock. "Total Number of Votes" on any record date is equal to a quotient the numerator of which is the Total Number of B Votes on such record date and the denominator of which is the B Voting Percentage (as defined below) on such record date. "Total Number of B Votes" on any record date is equal to the product of (i) 15 and (ii) the number of outstanding shares of Class B Common Stock on such record date. "Total Number of Other Votes" on any record date means the aggregate number of votes to which holders of all classes of capital stock of the Corporation other than holders of Class A Common Stock and Class B Common Stock are entitled to cast on such record date in an election of Directors. "B Voting Percentage" on any record date means the portion (expressed as a percentage) of the total number of votes entitled to be cast in an election of Directors by the holders of capital stock of the Corporation to which all holders of Class B Common Stock are entitled to cast on such record date in an election of Directors, as specified and determined pursuant to paragraph (B)(1)(c) of this Article FIFTH.

(b) Except as provided in Article SEVENTH or required by applicable law, only the holders of Class A Common Stock, the holders of Class B Common Stock and the holders of any other class or series of Common Stock, Preferred Stock or other class of capital stock of the Corporation (if any) with voting rights shall be entitled to vote and shall vote as a single class on all matters with respect to which a vote of the shareholders of the Corporation is required or permitted under applicable law, these Amended and Restated Articles of Incorporation, or the Bylaws of the Corporation. Whenever applicable law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation provide for a vote of the shareholders of the Corporation on any matter, approval of such matter shall require the affirmative vote of a majority of the votes cast by the holders entitled to vote thereon unless otherwise expressly provided under applicable law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

(c) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, including paragraph (B)(1)(a) of this Article FIFTH, but subject to Article SEVENTH, with respect to any matter on which the holders of Class B Common Stock and the holders of one or more classes or series of Common Stock, Preferred Stock or any other class of capital stock of the Corporation (if any) vote as a single class, each share of Class B Common Stock shall entitle the holder thereof to the number of votes necessary so that, if all holders of Class B Common Stock and all holders of each such other class or series of Common Stock, Preferred Stock and other class of capital stock of the Corporation (if any) were to cast all votes they are entitled to cast on such matter, the holders of the Class B Common Stock in the aggregate would cast thirty-three and one-third (33 1/3) percent of the total votes cast by all such holders, subject to reduction as set forth in the following sentence. If at any time after November 18, 2002 for any reason whatsoever the number of shares of Class B Common Stock outstanding at such time is reduced below the number of shares of Class B Common Stock outstanding on November 18, 2002 (appropriately adjusted for any stock dividend paid in Class B Common Stock, stock splits or reverse stock splits of the Class B Common Stock or combinations, consolidations or reclassifications of the Class B Common Stock), the percentage specified in the preceding sentence shall be reduced to a percentage equal to the product of (i) thirty-three and one-third (33 1/3) and (ii) the fraction obtained by dividing the number of shares of Class B Common Stock outstanding at such time by the number of shares of Class B Common Stock outstanding on November 18, 2002 (appropriately adjusted for any stock dividend paid in Class B Common Stock, stock splits or reverse stock splits of the Class B Common Stock or combinations, consolidations or reclassifications of the Class B Common Stock). No reduction in the percentage of the voting power of the Class B Common Stock pursuant to the preceding sentence shall be reversed by any issuance of Class B Common Stock that occurs after such reduction.

2. The holders of Class A Common Stock, the holders of Class A Special Common Stock and the holders of Class B Common Stock shall be entitled to receive, from time to time, when and as declared, in the discretion of the Board of Directors, such cash dividends as the Board of Directors may from time to time determine, out of such funds as are legally available therefor, in proportion to the number of shares held by them, respectively, without regard to class.

3. The holders of Class A Common Stock, the holders of Class A Special Common Stock, and the holders of Class B Common Stock shall be entitled to receive, from time to time, when and as declared by the Board of Directors, such dividends of stock of the Corporation or other property as the Board of Directors may determine, out of such funds as are legally available therefor. Stock dividends on, or stock splits of, any class of Common Stock shall not be paid or issued unless paid or issued on all classes of Common Stock, in which case they shall be paid or issued only in shares of that class; provided, however, that stock dividends on, or stock splits of, Class B Common Stock may be paid or issued in shares of Class A Special Common Stock. Any decrease in the number of shares of any class of Common Stock resulting from a combination or consolidation of shares or other capital reclassification shall not be permitted unless parallel action is taken with respect to each other class of Common Stock, so that the number of shares of each class of Common Stock outstanding shall be decreased proportionately. Notwithstanding anything to the contrary contained herein, in the event of a distribution of property, plan of merger or consolidation, plan of asset transfer, plan of division, plan of exchange, or recapitalization pursuant to which the holders of Class A Common Stock, the holders of Class A Special Common Stock and the holders of Class B Common Stock would be entitled to receive equity interests of one or more corporations (including, without limitation, the Corporation) or other entities, or rights to acquire such equity interests, then the Board of Directors may, by resolution duly adopted, provide that the holders of Class A Common Stock, the holders of Class A Special Common Stock, and the holders of Class B Common Stock, respectively and as separate classes, shall receive with respect to their Class A Common Stock, Class A Special Common Stock, or Class B Common Stock (whether by distribution, exchange, redemption or otherwise), in proportion to the number of shares held by them, equity interests (or rights to acquire such equity interests) of separate classes or series having substantially equivalent relative designations, preferences, qualifications, privileges, limitations, restrictions and rights as the relative designations, preferences, qualifications, privileges, limitations, restrictions and rights of the Class A Common Stock, Class A Special Common Stock and Class B Common Stock. Except as provided above, if there should be any distribution of property, merger, consolidation, purchase or acquisition of property or stock, asset transfer, division, share exchange, recapitalization or reorganization of the Corporation, the holders of Class A Common Stock, the holders of Class A Special Common Stock, and the holders of Class B Common Stock shall receive the shares of stock, other securities or rights or other assets as would be issuable or payable upon such distribution, merger, consolidation, purchase or acquisition of such property or stock, asset transfer, division, share exchange, recapitalization or reorganization in proportion to the number of shares held by them, respectively, without regard to class.

4. Each share of Class B Common Stock shall be convertible at the option of the holder thereof into one share of Class A Common Stock or one share of Class A Special Common Stock. Each share of Class B Common Stock shall be cancelled after it has been converted as provided herein.

5. Subject to Article SEVENTH and except as otherwise permitted by applicable law, each and any provision of these Amended and Restated Articles of Incorporation may from time to time, when and as desired, be amended by a resolution of the Board of Directors and the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon, as determined in accordance with the provisions of this Article FIFTH. There shall be no class voting on any such amendments or on any other matter except as shall be required by Article SEVENTH or by applicable law, in which case there shall be required the affirmative vote of a majority of the votes cast by the

holders of the outstanding shares of each class entitled to vote by Article SEVENTH or by applicable law, voting as a separate class.

6. If there should be any merger, consolidation, purchase or acquisition of property or stock, separation, reorganization, division or share exchange, the Board of Directors shall take such action as may be necessary to enable the holders of the Class B Common Stock to receive upon any subsequent conversion of their stock into Class A Common Stock or Class A Special Common Stock (as the case may be), in whole or in part, in lieu of any shares of Class A Common Stock or Class A Special Common Stock (as the case may be) of the Corporation, the shares of stock, securities, or other assets as would be issuable or payable upon such merger, consolidation, purchase, or acquisition of property or stock, separation, reorganization, division or share exchange in respect of or in exchange for such share or shares of Class A Common Stock or Class A Special Common Stock (as the case may be).

7. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of Class A Common Stock, the holders of Class A Special Common Stock and the holders of Class B Common Stock shall be entitled to receive the assets and funds of the Corporation in proportion to the number of shares held by them, respectively, without regard to class.

8. At all times the Board of Directors shall take such action to adjust the conversion privileges of the Class B Common Stock and the number of shares of Class B Common Stock to be outstanding after any particular transaction to prevent the dilution of the conversion rights of the holders of Class B Common Stock.

9. Except as expressly set forth in these Amended and Restated Articles of Incorporation (including, without limitation, this Article FIFTH and Article SEVENTH), the rights of the holders of Class A Common Stock, the rights of the holders of Class A Special Common Stock and the rights of the holders of Class B Common Stock shall be in all respects identical.

10. Neither the holders of the Class A Common Stock nor the holders of the Class B Common Stock nor the holders of any other class or series of Common Stock, Preferred Stock or other class of capital stock of the Corporation shall have cumulative voting rights.

C. Pursuant to the authority granted to the Board of Directors in paragraph A of this Article FIFTH, the Board of Directors has fixed and designated a Series A Participating Cumulative Preferred Stock having the voting rights and designations, preferences, qualifications, privileges, limitations, restrictions, and other special and relative rights as are hereinafter set forth:

1. The shares of such series shall be designated as "Series A Participating Cumulative Preferred Stock" (the "Series A Preferred Stock"), and the number of shares constituting such series shall be 2,500,000. Such number of shares of the Series A Preferred Stock may be increased or decreased by resolution of the Board of Directors; provided that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares issuable upon exercise or conversion of outstanding rights, options or other securities issued by the Corporation.

2. (a) The holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable on March 31, June 30, September 30 and December 31 of each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of any share or fraction of a share of

Series A Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (i) \$10.00 and (ii) subject to the provision for adjustment hereinafter set forth, 1000 times the aggregate per share amount of all cash dividends or other distributions and 1000 times the aggregate per share amount of all non-cash dividends or other distributions (other than (A) a dividend payable in shares of Common Stock, par value \$0.01 per share, of the Corporation (the "Common Stock") or (B) a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise)) declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Preferred Stock. If the Corporation, at any time after November 18, 2002 (the "Rights Declaration Date"), pays any dividend on Common Stock payable in shares of Common Stock or effects a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under clause (ii) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) The Corporation shall declare a dividend or distribution on the Series A Preferred Stock as provided in paragraph (C)(2)(a) of this Article FIFTH immediately after it declares a dividend or distribution on the Common Stock (other than as described in clauses (ii)(A) and (ii)(B) of the first sentence of paragraph (C)(2) (a) of this Article FIFTH); provided that if no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date (or, with respect to the first Quarterly Dividend Payment Date, the period between the first issuance of any share or fraction of a share of Series A Preferred Stock and such first Quarterly Dividend Payment Date), a dividend of \$10.00 per share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issuance of such shares of Series A Preferred Stock, unless the date of issuance of such shares is on or before the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue and be cumulative from the date of issue of such shares, or unless the date of issue is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and on or before such Quarterly Dividend Payment Date, in which case dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall not be more than 60 days prior to the date fixed for the payment thereof.

3. In addition to any other voting rights required by law, the holders of shares of Series A Preferred Stock shall have the following voting rights:

(a) Each share of Series A Preferred Stock shall entitle the holder thereof to a number of votes equal to 1000 (as adjusted as described below, the "Adjustable Factor") times the number of votes a share of Class A Common Stock is entitled to cast on all matters submitted to a vote of stockholders of the Corporation. For purposes of calculating the number of votes a share of Class A Common Stock is entitled to cast on all matters submitted to a vote of stockholders of the

Corporation, as set forth in these Amended and Restated Articles of Incorporation, votes represented by shares of Series A Preferred Stock shall be included in the "Total Number of Other Votes" (as defined in paragraph (B)(1)(a) of this Article FIFTH). If the Corporation shall at any time after the Rights Declaration Date pay any dividend on Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying the Adjustable Factor by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) Except as otherwise provided herein or by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall vote together as a single class on all matters submitted to a vote of stockholders of the Corporation.

(c) (i) If at any time dividends on any Series A Preferred Stock shall be in arrears in an amount equal to six quarterly dividends thereon, the occurrence of such contingency shall mark the beginning of a period (herein called a "default period") which shall extend until such time when all accrued and unpaid dividends for all previous quarterly dividend periods and for the current quarterly dividend period on all shares of Series A Preferred Stock then outstanding shall have been declared and paid or set apart for payment. During each default period, all holders of Preferred Stock and any other series of Preferred Stock then entitled as a class to elect directors, voting together as a single class, irrespective of series, shall have the right to elect two additional Directors to the Board of Directors.

(ii) During any default period, such voting right of the holders of Series A Preferred Stock may be exercised initially at a special meeting called pursuant to paragraph (C)(3)(c)(iii) of this Article FIFTH or at any annual meeting of stockholders, and thereafter at annual meetings of stockholders; provided that neither such voting right nor the right of the holders of any other series of Preferred Stock, if any, to increase, in certain cases, the authorized number of Directors shall be exercised unless the holders of 10 percent in number of shares of Preferred Stock outstanding shall be present in person or by proxy. The absence of a quorum of holders of Common Stock shall not affect the exercise by holders of Preferred Stock of such voting right. If at any meeting at which holders of Preferred Stock shall initially exercise such voting right the number of additional Directors which may be so elected does not amount to the required number, the holders of the Preferred Stock shall have the right to make such increase in the number of Directors as shall be necessary to permit the election by them of the required number. After the holders of the Preferred Stock shall have initially exercised their right to elect two additional Directors in any default period and during the continuance of such period, the number of Directors shall not be increased or decreased except by vote of the holders of Preferred Stock as herein provided or pursuant to the rights of any equity securities ranking senior to or *pari passu* with the Series A Preferred Stock.

(iii) Unless the holders of Preferred Stock shall have previously exercised their right to elect Directors during an existing default period, the Board of Directors may order, or any stockholder or stockholders owning in the aggregate not less than 10 percent of the total number of shares of Preferred Stock outstanding, irrespective of series, may request, the calling of a special meeting of holders of Preferred Stock, which meeting shall thereupon be called by the Chief Executive Officer, the President, a Vice President or the Secretary of the Corporation. Notice of such meeting and of any annual meeting at which holders of Preferred Stock are entitled to vote pursuant to this paragraph (C)(3)(c) (iii) of this Article FIFTH shall be given to each holder of record of Preferred Stock by mailing a copy of such notice to him at the address of such holder shown on the registry books

of the Corporation. Such meeting shall be called for a time not earlier than 20 days and not later than 60 days after such order or request or in default of the calling of such meeting within 60 days after such order or request, such meeting may be called on similar notice by any stockholder or stockholders owning in the aggregate not less than 10 percent of the total number of shares of Preferred Stock outstanding, irrespective of series. Notwithstanding the provisions of this paragraph (C)(3)(c)(iii) of this Article FIFTH, no such special meeting shall be called during the period within 60 days immediately preceding the date fixed for the next annual meeting of stockholders.

(iv) In any default period, the holders of Common Stock, and other classes of stock of the Corporation if applicable, shall continue to be entitled to elect the whole number of Directors until the holders of Preferred Stock shall have exercised their right to elect two Directors voting as a class, after the exercise of which right (x) the Directors so elected by the holders of Preferred Stock shall continue in office until their successors shall have been elected by such holders or until the expiration of the default period, and (y) any vacancy in the Board of Directors may (except as provided in paragraph (C)(3)(c)(ii) of this Article FIFTH) be filled by vote of a majority of the remaining Directors theretofore elected by the holders of the class of stock which elected the Director whose office shall have become vacant. References in this paragraph (C)(3)(c) of this Article FIFTH to Directors elected by the holders of a particular class of stock shall include Directors elected by such Directors to fill vacancies as provided in clause (y) of the foregoing sentence.

(v) Immediately upon the expiration of a default period, (x) the right of the holders of Preferred Stock as a class to elect Directors shall cease, (y) the term of any Directors elected by the holders of Preferred Stock as a class shall terminate, and (z) the number of Directors shall be such number as may be provided for in these Amended and Restated Articles of Incorporation or bylaws irrespective of any increase made pursuant to the provisions of Section (C)(3)(c)(ii) of this Article SIXTH (such number being subject, however, to change thereafter in any manner provided by law or in these Amended and Restated Articles of Incorporation or bylaws). Any vacancies in the Board of Directors effected by the provisions of clauses (y) and (z) in the preceding sentence may be filled by a majority of the remaining Directors.

(d) These Amended and Restated Articles of Incorporation shall not be amended in any manner (whether by merger or otherwise) so as to adversely affect the powers, preferences or special rights of the Series A Preferred Stock without the affirmative vote of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting separately as a class.

(e) Except as otherwise provided herein, holders of Series A Preferred Stock shall have no special voting rights, and their consent shall not be required for taking any corporate action.

4. (a) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in paragraph (C)(2) of this Article FIFTH are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on outstanding shares of Series A Preferred Stock shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, or make any other distributions on, any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends on, or make any other distributions on, any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series

A Preferred Stock and all such other parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem, purchase or otherwise acquire for value any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock; provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of stock of the Corporation ranking junior (as to dividends and upon dissolution, liquidation or winding up) to the Series A Preferred Stock; or

(iv) redeem, purchase or otherwise acquire for value any shares of Series A Preferred Stock, or any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of Series A Preferred Stock and all such other parity stock upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for value any shares of stock of the Corporation unless the Corporation could, under paragraph 4(a), purchase or otherwise acquire such shares at such time and in such manner.

5. Any shares of Series A Preferred Stock redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock without designation as to series and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors as permitted by these Amended and Restated Articles of Incorporation or as otherwise permitted under Pennsylvania Law.

6. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (a) to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$10.00 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment; provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate amount to be distributed per share to holders of Common Stock, or (b) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such other parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. If the Corporation shall at any time after the Rights Declaration Date pay any dividend on Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the proviso in clause (a) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

7. If the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash or any other property, then in any such case the shares of Series A Preferred Stock shall at the same time be similarly exchanged for or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1000 times the aggregate amount of stock, securities, cash or any other property, as the case may be, into which or for which each share of Common Stock is changed or exchanged. If the Corporation shall at any time after the Rights Declaration Date pay any dividend on Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

8. The Series A Preferred Stock shall not be redeemable.

9. The Series A Preferred Stock shall rank junior (as to dividends and upon liquidation, dissolution and winding up) to all other series of the Corporation's Preferred Stock except any series that specifically provides that such series shall rank junior to or on a parity with the Series A Preferred Stock.

10. Series A Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Stock.

#### SIXTH: Governance.

##### A. Definitions.

1. "Board of Directors" means the Board of Directors of the Corporation.
2. "CEO" means the Chief Executive Officer of the Corporation.
3. "Chairman" means the Chairman of the Board of Directors.
4. "Director" means a director of the Corporation.
5. "Independent Person" means an independent person with respect to the Corporation (determined in accordance with the rules of the principal stock exchange or interdealer quotation system on which the class of Corporation's common stock with the greatest aggregate market capitalization (as determined in good faith by the Board of Directors) is traded), it being understood that none of the spouse, parents, siblings, lineal descendants, aunts, uncles, cousins and other close relatives (or their respective spouses) of Mr. Brian L. Roberts will be deemed Independent Persons at any time.

B. Board of Directors. At all times, the Board of Directors shall include a majority of Independent Persons. Following the occurrence of a vacancy on the Board of Directors that results in the absence of a majority of Independent Persons on the Board of Directors, and notwithstanding the occurrence of such vacancy, the Board of Directors shall take all actions necessary to fill such vacancy with an Independent Person nominated by the governance and directors nominating committee of the

Board of Directors and approved by the Board of Directors. In addition to the foregoing, for a ninety (90) day period following the occurrence of a vacancy in the Board of Directors that results in less than a majority of Independent Persons serving on the Board of Directors, the Directors then in office shall have and may exercise all of the powers of the Board of Directors to the extent provided under these Amended and Amended and Restated Articles of Incorporation, the Bylaws of the Corporation and applicable law.

C. Chairman, Chief Executive Officer and President.

1. Chairman.

(a) The Chairman shall be Mr. Brian L. Roberts if he is willing and available to serve.

(b) The Chairman shall preside at all meetings of the shareholders of the Corporation and of the Board of Directors. In the absence of the Chairman, if the Chairman and the CEO are not the same person, the CEO shall chair such meetings.

(c) The Chairman shall have the authority to call special meetings of the Board of Directors, in the manner provided by the Bylaws of the Corporation.

(d) Removal of the Chairman shall require the affirmative vote of at least 75 percent of the entire Board of Directors until the earlier to occur of (i) the date on which Mr. Brian L. Roberts is no longer the Chairman and (ii) May 26, 2010.

2. Chief Executive Officer and President.

(a) The CEO shall be Mr. Brian L. Roberts if he is willing and available to serve. For so long as Mr. Brian L. Roberts shall be the CEO, he shall also be the President of the Corporation.

(b) The powers, rights, functions and responsibilities of the CEO shall include, without limitation, the following, subject to the control and direction of the Board of Directors:

(i) the supervision, coordination and management of the Corporation's business, operations, activities, operating expenses and capital allocation;

(ii) matters relating to officers (other than the Chairman) and employees, including, without limitation, hiring, terminating, changing positions and allocating responsibilities of such officers and employees; provided that, if the Chairman and the CEO are not the same person, the CEO shall consult with the Chairman in connection with the foregoing as it relates to the senior executives of the Corporation;

(iii) all of the powers, rights, functions and responsibilities typically exercised by a chief executive officer and president of a corporation; and

(iv) the authority to call special meetings of the Board of Directors, in the manner provided by the Bylaws of the Corporation.

(c) Removal of the CEO shall require the affirmative vote of at least 75 percent of the entire Board of Directors until the earlier to occur of (i) the date on which Mr. Brian L. Roberts ceases to be the CEO and (ii) May 26, 2010.

D. Executive Committee. If the Board of Directors decides to establish an Executive Committee, if he is willing and able to serve and for so long as he shall be a member of the Board of Directors, Mr. Ralph J. Roberts shall be the Chairman of the Executive Committee.

E. Amendment. Subject to paragraph (F) of this Article SIXTH, until the earlier to occur of (i) the date on which Mr. Brian L. Roberts is no longer serving as the Chairman or the CEO and (ii) May 26, 2010, the provisions of this Article SIXTH and the provisions of Article 9 of the Bylaws may not be amended, altered, repealed or waived in any respect without the prior approval of at least 75 percent of the entire Board of Directors.

F. Termination. If Mr. Brian L. Roberts is no longer serving as the Chairman or the CEO, the provisions of this Article SIXTH (other than paragraphs (A) and (B)) shall terminate automatically without any further action of the Board of Directors or the shareholders of the Corporation.

SEVENTH: In addition to any other approval required by law or by these Amended and Restated Articles of Incorporation, and notwithstanding any provision of Article FIFTH, the approval of the holders of Class B Common Stock, voting separately as a class, shall be necessary to approve (i) any merger or consolidation of the Corporation with another entity or any other transaction, in each case that requires the approval of the shareholders of the Corporation pursuant to the law of the Commonwealth of Pennsylvania or other applicable law, or any other transaction that would result in any person or group (as such term is defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) owning shares representing in excess of 10 percent of the combined voting power of the resulting or surviving corporation, or any issuance of securities (other than pursuant to director or officer stock option or purchase plans) requiring shareholder approval under the applicable rules and regulations of any stock exchange or quotation system, (ii) any issuance of shares of Class B Common Stock or any securities exercisable or exchangeable for or convertible into shares of Class B Common Stock or (iii) any amendment to these Amended and Restated Articles of Incorporation (including, without limitation, any amendment to elect to have any of Subchapters E, F, G, H, I and J or Section 2538 of Subchapter D, in each case of Chapter 25 of the Business Corporation Law of 1988, be applicable to the Corporation or any amendment to this Article SEVENTH) or the Bylaws of the Corporation or any other action (including, without limitation, the adoption, amendment or redemption of a shareholder rights plan) that would, in any such case, limit the rights of the holders of Class B Common Stock or any subsequent transferee of Class B Common Stock to transfer, vote or otherwise exercise rights with respect to capital stock of the Corporation. In addition to any other approval required by law or by these Amended and Restated Articles of Incorporation, and notwithstanding any provision of Article FIFTH, the approval of the holder of any class or series of shares of the Corporation shall be necessary to approve any amendment to these Amended and Restated Articles of Incorporation which would make any change in the preferences, limitations or rights of the shares of such class or series adverse to such class or series.

EIGHTH: Special meetings of shareholders may be called only by the Board of Directors and may not be called by shareholders of the Corporation.

NINTH: The shareholders of the Corporation shall not be permitted to act by written consent in lieu of a meeting; provided that notwithstanding the foregoing, the holders of a majority of the Class B Common Stock shall be permitted to act by written consent in lieu of a meeting in the exercise of their approval rights under Article SEVENTH.

TENTH: The Board of Directors shall have the power to amend the Bylaws to the extent provided therein, subject only to applicable law. Any amendment to the Bylaws approved by the shareholders of the Corporation shall not be deemed to have been adopted by the Corporation unless it has been previously approved by the Board of Directors.

ELEVENTH: No person who is or was a Director shall be personally liable, as such, for monetary damages (other than under criminal statutes and under federal, state and local laws imposing liability on directors for the payment of taxes) unless the person's conduct constitutes self-dealing, willful misconduct or recklessness. No amendment or repeal of this Article ELEVENTH shall apply to or have any effect on the liability or alleged liability of any person who is or was a Director for or with respect to any acts or omissions of the Director occurring prior to the effective date of such amendment or repeal. If the Business Corporation Law of 1988 is amended to permit a Pennsylvania corporation to provide greater protection from personal liability for its directors than the express terms of this Article ELEVENTH, this Article ELEVENTH shall be construed to provide for such greater protection.

TWELFTH: No person who is or was an officer of the Corporation shall be personally liable, as such, for monetary damages (other than under criminal statutes and under federal, state and local laws imposing liability on directors for the payment of taxes) unless the person's conduct constitutes self-dealing, willful misconduct or recklessness. No amendment or repeal of this Article TWELFTH shall apply to or have any effect on the liability or alleged liability of any person who is or was an officer of the Corporation for or with respect to any acts or omissions of the officer occurring prior to the effective date of such amendment or repeal. If the Business Corporation Law of 1988 is amended to permit a Pennsylvania corporation to provide greater protection from personal liability for its officers than the express terms of this Article TWELFTH, this Article TWELFTH shall be construed to provide for such greater protection.

THIRTEENTH: Any or all classes and series of shares of the Corporation, or any part thereof, may be represented by uncertificated shares to the extent determined by the Board of Directors, except that shares represented by a certificate that is issued and outstanding shall continue to be represented thereby until the certificate is surrendered to the Corporation. Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates. The rights and obligations of the holders of shares represented by certificates and the rights and obligations of the holders of uncertificated shares of the same class and series shall be identical.

FOURTEENTH: Subchapters E, F, G, H, I and J and Section 2538 of Subchapter D, in each case of Chapter 25 of the Business Corporation Law of 1988, shall not be applicable to the Corporation.

FIFTEENTH: Henceforth, these Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all prior amendments thereto and restatements thereof.

## Franchises

Headend	Franchise Area
Duquoin, IL	Benton City, IL Buckner Village, IL Christopher City, IL Duquoin City, IL Ewing Village, IL Franklin County, IL North City (Coello) Village, IL Perry County, IL Pinckneyville City, IL St. John's Village, IL Tamaroa Village, IL West City Village, IL
Olney, IL	Jasper County, IL Olney City, IL Richland County, IL
Convoy, OH	Convoy Village, OH
Payne, OH	Payne Village, OH
Monrovia, IN	Monrovia Town, IN Morgan County, IN
Batesville, IN	Paragon Town, IN Batesville City, IN
	Oldenburg Town, IN
Brookville, IN	Brookville Town, IN (includes part of unincorporated Franklin County, IN)
Liberty, IN	Liberty Town, IN
	Union County, IN
Flat Rock, IN	Flat Rock, IN (part of unincorporated Shelby County)
Montpelier, IN	Montpelier City, IN
Avilla, IN	Avilla Town, IN Noble County, IN
Monroeville, IN	Monroeville Town, IN
Flora, IN	Delphi City, IN
	Flora Town, IN Burlington Town, IN Camden Town, IN Clinton County, IN Carroll County, IN (includes Rockfield, Bringhurst and Pittsburg)

## **Franchises**

Covington, IN

Covington City, IN  
Fountain County, IN

Fowler, IN

Fowler Town, IN (includes part of  
unincorporated Benton County,  
IN)

Veedersburg, IN

Veedersburg Town, IN