



DAVID Y. IGE
GOVERNOR
SHAN S. TSUTSUI
LT. GOVERNOR

STATE OF HAWAII
CABLE TELEVISION DIVISION
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
335 MERCHANT STREET
P.O. Box 541
HONOLULU, HAWAII 96809
(808) 586-2620
FAX (808) 586-2625

CATHERINE P. AWAKUNI COLÓN
DIRECTOR
JI SOOK "LISA" KIM
CABLE TELEVISION ADMINISTRATOR

VIA U.S. MAIL & EMAIL

October 8, 2015

Carlito P. Caliboso, Esq.
Yamamoto Caliboso
1099 Alakea Street, Suite 2100
Honolulu, Hawaii 96813

Re: Time Warner Cable/Charter Communications, Inc.: Transmittal of
Second Set of Information Requests

Dear Mr. Caliboso:

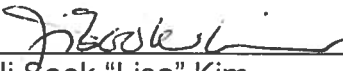
Enclosed is the second set of Information Requests ("IRs") regarding the transfer of control of Oceanic Time Warner Cable LLC's Hawai'i cable franchises from Time Warner Cable to Charter Communications, Inc. (the "**Proposed Transaction**"). These IRs are based, in part, on concerns that were brought up in public comments, and at the public hearings and Cable Advisory Committee meeting.

Please provide six copies (original plus 5 copies) of your written responses to the attached IRs to the Cable Television Division of the Department of Commerce and Consumer Affairs ("**DCCA**") by Friday, October 16, 2015. Additional clarifying IRs may be forthcoming based upon our review of your responses. Delay in providing IR responses by the requested date or if we find them to be incomplete or unresponsive, may impact DCCA's issuance of its decision regarding the Proposed Transaction.

Carlito P. Caliboso, Esq.
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If you have any questions, please contact me at (808) 586-2620. Thank you for your cooperation and assistance in this matter.

Sincerely,



Ji Sook "Lisa" Kim
Cable Television Administrator

Enclosure

c: Adam Falk, Charter Communications, Inc. (w/ enclosure)
Gregg Fujimoto, Oceanic Time Warner Cable (w/ enclosure)
Kiman Wong, Oceanic Time Warner Cable (w/ enclosure)
Brian A. Kang, Esq., Attorney for Time Warner Cable, Inc. (w/ enclosure)
Department of the Attorney General (w/ enclosure)

Time Warner Cable/Charter Communications, Inc. Transaction
Application for Transfer of Control of Cable Television Franchises
Held By Oceanic Time Warner Cable LLC ("**Proposed Transfer**")

Second Set of Information Requests

These supplemental or additional information requests ("**IRs**") are being issued pursuant to Hawaii Administrative Rules ("**HAR**") § 16-133-12. Each response should be made separately, and copies of source documents should specifically reference the IR being answered. The certification provided by Time Warner Cable Inc. ("**TWC**") and Charter Communications, Inc. ("**Charter**") (collectively, "**Applicants**", as applicable) in the State of Hawaii Application for Transfer of Cable Television Franchise (*i.e.*, the State Application) concerning the accuracy of the information is also applicable to Applicants' responses to these IRs.

Each of the responses should be as complete and detailed as possible, and to the extent that an IR or any subpart thereof may not be applicable, Applicants must state why the IR or subpart is not applicable. In addition, for any IR that requires follow-up, the required information must be submitted immediately upon receipt of that information.

1. If the Proposed Transfer is approved and completed, how will Charter work towards providing the State of Hawaii's ("**State**") institutional network (*i.e.*, INET) support pursuant to the franchise agreements in the same manner and to the same extent as before the Proposed Transfer?
2. If the Proposed Transfer is approved and completed, how will Charter guarantee that it will not impact the franchisee's obligations and support of public, educational, or governmental ("**PEG**") access programming pursuant to the franchise agreements in the same manner and to the same extent as before the Proposed Transfer?
3. Under HAR § 16-131-59, a cable operator is required to: (1) schedule or acknowledge subscriber requests for repair or maintenance service within twenty-four (24) hours (excluding weekends and holidays); and (2) verify and complete the repair or maintenance service within forty-eight (48) hours (excluding weekends and holidays) after a subscriber request for repair or maintenance has been acknowledged or scheduled. See HAR § 16-131-59 (a) and (b).

During the public hearing held by the Department of Commerce and Consumer Affairs ("**DCCA**") in Hana, Maui on September 16, 2015, concerns were raised that Oceanic Time Warner Cable, LLC ("**OTWC**") currently sends technicians to

address repair and maintenance service concerns in Hana, Maui approximately one (1) day a week and, if not completed on that day, service concerns may not be addressed until the following week. Furthermore, other public hearings held by DCCA in rural areas and at the October 6, 2015, Cable Advisory Committee ("CAC") meeting have resulted in similar comments made about the lack of customer service.

- (a) Please state the OTWC's current repair and maintenance service practices in each franchise area. If the proposed transaction is approved and effectuated, what efforts will Charter undertake to have the franchisee comply with HAR § 16-131-59 for each Hawai'i cable franchise?
 - (b) If the proposed transaction is approved and effectuated, what efforts will Charter undertake to have the franchisee comply with HAR § 16-131-59 for subscribers in Hana and other rural areas?
4. During the September 8 - 17, 2015 public hearings, many testifiers expressed concerns that their rates for cable and broadband service will increase if the Proposed Transfer is approved and completed.
 - (a) Will Charter commit to Hawai'i cable subscribers that cable service rates will be reduced and/or maintained at current levels? If yes, then please specify length of time period Charter will not raise or maintain subscriber rates at current levels?
 - (b) If Charter is unable to make any commitments to Hawai'i cable subscribers that their rates will not be increasing if the Proposed Transfer is approved and completed, please explain why not.
 - (c) What commitments is Charter prepared to make with respect to rates for cable service in the State, if the proposed transaction is approved and effectuated?
 - (d) What commitments is Charter prepared to make with respect to broadband rates in the State, if the proposed transaction is approved and effectuated?
5. Charter has stated that it uses uniform pricing across all of its markets. During the public hearings on September 8 – 17, 2015, oral testifiers in rural communities made mention that they are charged the same rates as customers in urban area, yet they receive less services. How will Charter raise service levels to rural areas such that they are comparable to urban areas?

6. In its application, Charter has committed to bringing internet access to Hawai'i's low income population. Please provide details as to the eligibility requirements, speeds, and rates of Charter's promised low income internet program.
7. During the public hearing held by DCCA in Honolulu, Oahu on September 9, 2015, an inquiry was made regarding Charter's Multichannel Video Programming Distribution service plan. Provide specific details of Charter's plans for Multichannel Video Programming Distribution?
8. During the public hearings held on September 8 -17, 2015, oral testifiers raised concerns over rate and billing transparency. If the Proposed Transfer is approved and completed, how will Charter address concerns regarding its rate and billing transparency?
9. Do any of Charter's cable franchise agreements include a financial assurance mechanism (i.e., Surety Bond, Insurance Policy, and/or Irrevocable Letter of Credit)? If so, what are the financial assurance mechanism currently in place? Will Charter provide any such assurances for the Hawai'i franchise areas?
10. Senator Rosalyn Baker's oral testimony cited that Hawai'i has a significant population of analog cable television users. How will Charter assist low income cable television customers who absolutely cannot, or have difficulties upgrading their televisions in order to receive digital signals?
11. Hawaiian Telcom has filed comments alleging that various practices by OTWC have impeded competition in the multichannel video services.
 - (a) What is OTWC's business justification for not permitting Hawaiian Telcom to purchase, on commercially reasonable terms, Hawai'i high school sports programming that it produces?
 - (b) What is OTWC's business justification for refusing Hawaiian Telcom access to purchase Nippon Golden Network and Oceanic SURF channels?
 - (c) Does Charter intend to continue the practices described in the above sub-paragraphs (a) and (b)?

- (d) Will Charter commit to allow competing providers of multichannel video programming services in Hawai'i to purchase content produced by Charter and its affiliates at reasonable and non-discrimination prices, terms, and conditions?

- 12. During the public hearings held by DCCA during September 8 - 17, 2015 and various public written comments received by DCCA, testifiers expressed strong concern regarding the continued support of and access to public access broadcasts via the local PEG channels.
 - (a) If the proposed transaction is approved and effectuated, will Charter commit to broadcast PEG channels using full analog transmission on the basic tier, and repeat the transmission on standard digital and high definition formats?
 - (b) Will Charter commit to place PEG channels in a continuous and sequential manner, to the extent possible, and at the lower tier of the channel placement?

- 13. In Charter's Response to First Set of Information Requests, IR 23, Charter stated that if approved and effectuated, the Proposed Transfer will result in an increased debt-to-equity ratio of approximately 95%. How will Charter work toward lowering its projected debt-to-equity ratio if the Proposed Transfer is approved and completed?

- 14. Will the Proposed Transfer impair or impact the ability of OTWC (under Charter's control), in any way, to comply with terms, conditions, and requirements of its cable franchises in the State? Please be as detailed as possible and provide all assurances as appropriate.

- 15. How will the Proposed Transfer impact the financial resources and ability of OTWC (under Charter's control) to provide cable and broadband services in its cable franchise areas?

- 16. The Proposed Transfer will result in the indirect transfer of OTWC's cable franchise from TWC to Charter. Aside from the Hawai'i cable franchises and related assets, are there any other TWC entities and businesses operating in the

State that will be impacted by the proposed transaction. If there are, please be as detailed as possible and provide a narrative regarding all efforts taken with respect to each of these Hawai'i entities and businesses including efforts take to be in compliance with all State laws and regulations.

17. During the CAC meeting held on October 6, 2015, CAC members expressed concern regarding the physical security of OTWC's cable television and broadband internet networks, and the interface between OTWC's networks and county emergency management systems.
 - (a) If the Proposed Transfer is approved and completed, how will Charter address concerns regarding the physical security of its cable television and broadband internet networks in the Hawai'i franchise areas?
 - (b) If the Proposed Transfer is approved and completed, how will Charter address concerns regarding the interface between its Hawai'i franchise area networks and local county emergency management systems?
18. Describe in sufficient detail the current status of Charter/TWC's merger applications before other local franchising authorities ("LFA"), the Federal Communications Commission, and the federal Department of Justice. Have any LFAs acted on the proposed transaction? Please provide details.
19. The National Digital Cable Carriage Agreement signed by the National Cable and Telecommunications Association ("**NCTA**") gives a public television station in a cable market up to four streams of noncommercial digital programming on cable TV. If the Proposed Transfer is approved and completed, how will Charter work towards complying with the National Digital Cable Carriage Agreement?