

July 15, 2015

**Via Hand Delivery**

Ms. Catherine P. Awakuni Colón  
Director, State of Hawai'i Department of  
Commerce and Consumer Affairs  
335 Merchant Street  
Honolulu, Hawai'i 96813

**Re: Charter Communications, Inc. – Time Warner Cable, Inc. Transaction**

Dear Ms. Colón:

As described in detail in the enclosed documents, the proposed transaction ("Transaction") will combine Charter Communications, Inc. ("Charter"), Time Warner Cable Inc. ("TWC"), and Bright House Networks, LLC into a single company. As you are aware, TWC is the indirect parent company of Oceanic Time Warner Cable LLC ("OTWC"), which is the franchisee of various cable franchises throughout the State of Hawai'i. On behalf of Charter, we hereby submit an Application for Transfer of Cable Television Franchise, and related materials described therein (the "Application"). The Application has been verified by Charter and TWC, and requests the Department of Commerce and Consumer Affairs' ("DCCA") consent to the Transaction (an indirect transfer of control) as described in the enclosed documents.<sup>1</sup>

We are also providing you with the enclosed Federal Communications Commission ("FCC") Form 394 - Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise, dated July 15, 2015 (the "FCC 394"), which has been certified by Charter and TWC, and other information to help facilitate the process.

Accordingly, we are enclosing five (5) copies of the Application and the FCC 394.

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

- A. The Application.
- B. FCC 394.

---

<sup>1</sup> Also enclosed is a \$6,000.00 filing fee (\$1,000.00 filing fee for each of the six (6) franchises), from Charter, by check made payable to State of Hawai'i, dated June 22, 2015.

<sup>2</sup> The undersigned hereby certifies that the electronic copies of the documents in the enclosed CDs are complete copies of the documents listed above.

Ms. Catherine P. Awakuni Colón  
Director, State of Hawai'i Department of  
Commerce and Consumer Affairs  
July 15, 2015  
Page 2 of 2

- C. Public Interest Statement, dated June 25, 2015, filed with the FCC (MB Docket No. 15-149). See: <https://transition.fcc.gov/transaction/charter-twc-bhn/charter-twc-bhn-public-interest.pdf>
- D. SEC Form 10-K filed as of the year ending December 31, 2014. See: <http://www.sec.gov/Archives/edgar/data/1091667/000109166715000049/0001091667-15-000049-index.htm>

Charter looks forward to serving the State of Hawai'i. We invite you to visit [www.charterresourcecenter.com](http://www.charterresourcecenter.com) for additional information about Charter and the Transaction. If you have any questions about the enclosed Application or FCC 394 or any of the enclosed documents, please feel free to contact the undersigned.

Very truly yours,



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

Attorneys for Charter Communications, Inc.

Enclosures

cc: Brian A. Kang, Esq., Attorney for Time Warner Cable, Inc. (w/enclosures)