



NEIL ABERCROMBIE  
GOVERNOR

SHAN S. TSUTSUI  
LT GOVERNOR

STATE OF HAWAII  
OFFICE OF THE DIRECTOR  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
335 MERCHANT STREET, ROOM 310  
P.O. Box 541  
HONOLULU, HAWAII 96809  
Phone Number: 586-2850  
Fax Number: 586-2856  
www.hawaii.gov/dcca

KEALI'I S. LOPEZ  
DIRECTOR

JO ANN M. UCHIDA TAKEUCHI  
DEPUTY DIRECTOR

**VIA EMAIL & U.S. MAIL**

September 26, 2014

Brian A. Kang, Esq.  
Watanabe Ing LLP  
First Hawaiian Center  
999 Bishop Street, 23<sup>rd</sup> Floor  
Honolulu, HI 96813

Re: Amended Application for Renewal of East Hawai'i and West Hawai'i  
Cable Franchises by Time Warner Entertainment Company, L.P. through  
its Hawai'i Division, Oceanic Time Warner Cable

Dear Mr. Kang:

On July 20, 2011, Time Warner Entertainment Company, L.P., through its Hawai'i Division, Oceanic Time Warner Cable ("TWE") submitted a written application to the Department of Commerce and Consumer Affairs ("DCCA") which incorporated renewals of its East Hawai'i and West Hawai'i cable franchises ("**Application**"). By letter dated August 4, 2011, DCCA accepted TWE's Application for filing.

DCCA and TWE conducted discussions on components of a renewed franchise, and subsequently agreed on October 13, 2011, to extend the time for DCCA to make a decision on the Application to December 31, 2011. On December 14, 2011, DCCA and TWE agreed to further extend the time for DCCA to make a decision on the Application from December 31, 2011 to March 1, 2012. DCCA and TWE subsequently met to discuss proposed terms of the consolidated Big Island franchise, and mutually agreed on February 24, 2012, to a further extension to April 16, 2012. DCCA and TWE thereafter agreed to extensions to May 31, 2012, September 5, 2012, October 23, 2012, December 7, 2012, February 8, 2013, March 11, 2013, May 31, 2013, November 19, 2013, February 19, 2014, June 19, 2014, and September 30, 2014.

Pursuant to Decision and Order No. 355, issued on September 21, 2012, DCCA granted TWE's request to assign or transfer all of its Hawai'i cable franchises to Oceanic Time Warner Cable LLC ("**OTWC**"), subject to the completion of Time Warner Cable's ("**TWC**") internal reorganization. On October 15, 2012, OTWC informed DCCA

Brian A. Kang, Esq.  
September 26, 2014  
Page 2

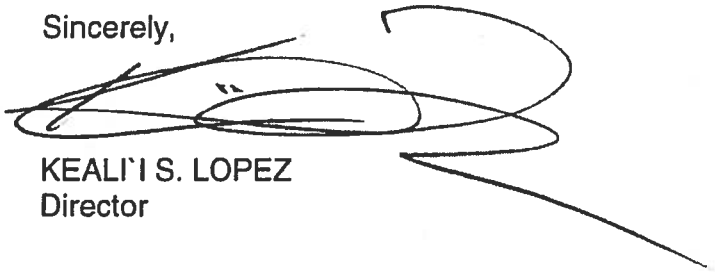
that TWC's internal restructuring closed effective September 30, 2012 and that all cable assets in Hawai'i, which included the East and West Hawai'i franchises, were transferred to OTWC.

On February 8, 2013, OTWC submitted to DCCA its First Amended Application for Renewal of East Hawaii and West Hawaii Cable Television Franchises ("**Amended Applications**"). Subsequently, in 2014, Comcast Corporation ("**Comcast**") and Time Warner Cable, Inc. (parent company of OTWC) submitted an application for transfer of control of OTWC's Hawai'i cable franchises to Comcast ("**Proposed Transaction**").

In view of the continuing discussions regarding the Proposed Transaction and franchise renewals, DCCA and OTWC hereby mutually agree (as acknowledged below) to extend the terms for OTWC's East Hawai'i franchise and West Hawai'i franchise from September 30, 2014 to November 30, 2014. In addition DCCA also extends the time for it to make a decision on the Amended Applications for renewal from September 30, 2014 to November 30, 2014.

Please sign and return the original letter back to DCCA. Thank you for your continuing cooperation in this matter.

Sincerely,



KEALI'I S. LOPEZ  
Director

Approved and agreed:



Brian A. Kang, Esq.  
Attorney for Oceanic Time Warner Cable LLC  
Date: 9/29/14

c: Catherine P. Awakuni, Cable Television Administrator  
Department of the Attorney General