

STATE OF HAWAII
APPLICATION FOR RENEWAL
OF CABLE TELEVISION FRANCHISE

I. Introduction

In accordance with the State of Hawaii's Hawaii Administrative Rules ("HAR") (esp. §16-133-9 and §16-133-28 and 29), an applicant for a renewed cable television franchise is required to submit an application, in a form designated by the Director of the Department of Commerce and Consumer Affairs ("DCCA"). This Application represents that form, with respect to the June 2, 2011 notice of intent for franchise renewal by Oceanic Time Warner Cable LLC (fka Time Warner Entertainment Company, L.P., dba Oceanic Time Warner Cable) ("Oceanic") for the Maui County (excluding Lahaina) and Lahaina / West Maui franchises. Per the DCCA letter dated August 16, 2012, this consolidated application incorporates both renewals for the Maui County (excluding Lahaina) and Lahaina franchises (collectively, "Maui County").¹ Submission of the completed Application, and its acceptance by DCCA, are necessary State conditions for the requested renewal. However, the application process outlined in HAR does not relieve Oceanic of its obligations, or prejudice any of Oceanic's rights, under the renewal provisions of §626 of the federal Cable Communications Policy Act of 1984 as revised, nor other applicable law and regulation. In particular, the completed Application does not constitute a "renewal proposal" for the purposes of the formal renewal procedures described in the Cable Act. Acceptance of the Application by DCCA does not confer any franchise right, nor constitute agreement in whole or in part regarding any franchise provision. 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 Oceanic has fulfilled a necessary State condition for obtaining a renewal franchise as requested. Upon acceptance of the Application, it is DCCA's intention to draft a proposed franchise, incorporating provisions reflecting community needs and interests, and comments from the public hearing on the renewal application, to serve as the basis of negotiations aimed at establishing a mutually agreeable franchise document.

¹ DCCA Letter dated August 16, 2012 from Donn Yabusaki, Cable Television Administrator, to Brian Kang, Esq. found at http://files.hawaii.gov/dcca/catv/twc-maui-county/TWEs_Request_to_Consolidate_Renewal_Proceedings_and_Issuance_of_Consolidated_Franchise_for_Maui_County_excluding_Lahaina_and_Lahaina_West_Maui_Franchises_and_DCCAs_Response.pdf. Except as where specifically noted, the information in this application applies to both franchises within Maui County.

II. General Information

A. *Provide a summary of the application for renewal.*

In 1995, Oceanic acquired certain assets of Daniels Communications Partners Limited Partnership dba Hawaiian Cablevision Company, which provided cable television service to West Maui, including Lahaina, Kaanapali, Honokawai, Kahana, Napili, Kapalua, Honolua, Honokohau and Kahakuloa. In 1998, Oceanic acquired certain assets of TCI of Hawaii, Inc., which provided cable television service to, among other areas, the islands of Maui (except Lahaina), Molokai and Lanai. By acquiring the systems that service all of Maui County, the residents of Maui, Molokai and Lanai have relied upon Oceanic for reliable and quality cable television service for over fifteen years.

Before Oceanic's presence in Maui County, residents were served with various systems that operated at between 330 MHz and 450 MHz, which provided no more than between 41-60 analog channels. Following the commencement of its operations in Maui County, Oceanic embarked on a comprehensive program to expand and upgrade both systems, including upgrading the bandwidth for all subscribers to 750 MHz without passing on the \$14 million cost to subscribers, and providing broadband Internet service.² In 2005, DCCA acknowledged that Oceanic had completed the 750 MHz upgrade to all areas of Maui County, and had also completed expedited broadband internet service to the residents of Hana. Since acquiring the former Daniels Communications and TCI of Hawaii systems, Oceanic has continually upgraded both systems so that residents in Maui County now enjoy a system that operates at twice the bandwidth, and which provides not only twice as many analog channels, but a wide array of modern services scarcely thought of fifteen years ago.

Today, Oceanic, as a wholly owned, indirect subsidiary of Time Warner Cable Inc. ("TWC"), offers over 400 analog and digital video and music channels, and continues to provide local residents with innovative cable television, video, data, voice and other services through one of the most technologically-advanced systems in the industry. From continually improving and expanding its system and services, to employing the latest in high definition technology to bring local sports and other locally-produced programs directly to subscribers' homes, Oceanic -- through its

² While this application is only for renewal of a franchise to provide cable service, and while various other services offered by Oceanic (and referenced in this application), such as Oceanic's high speed data services, are not "cable services" subject to regulation by the DCCA and other regulatory agencies under applicable state and federal law, Oceanic discusses them in this application as examples of the types of innovative services that Oceanic has (and will continue) to provide to the residents of Maui County.

over 900 employees statewide -- has a solid record of stability, performance and commitment to the residents in Maui County and the entire state.

As described in more detail below, Oceanic is fully prepared and committed to continuing its quality and innovative services to the residents of Maui County through the next franchise period. As with the current franchise period, the next period will see new technological advances, and Oceanic intends to continue its leadership and innovation within the cable television industry to provide innovative, quality and dependable service to all of its subscribers.

More than ever, advances in technology both within the cable television industry and in other areas, such as the Internet, will significantly affect how subscribers receive and enjoy information, entertainment and services. The convergence of technology will continue to evolve in new and exciting ways. Accordingly, in addition to employing new technology, Oceanic believes it will be equally important within the next franchise period to prudently and efficiently manage technology and resources for the long-term benefit of all of its subscribers. As discussed below, advances in digital technology, for example, provide opportunities to more efficiently manage the deployment of channels and services to benefit subscribers over the long-term. Similarly, subscribers' access to other sources of information and entertainment, such as the Internet, provide opportunities to consider various technologies to efficiently serve specialized community needs on a cost-effective basis.

Oceanic looks forward to continuing its tradition of providing dependable, quality and innovative cable television services to the residents of Maui County through a franchise that balances the interests of stakeholders with the flexibility to deploy and manage technology and resources in the best, long-term interest of all subscribers in the county.

B. Authorization

State the names, addresses, and occupations of all persons who are authorized to represent or act on behalf of Applicant in those 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 shall have accepted or rejected Applicant's application or until Applicant withdraws its application.

Application for Renewal of Cable Franchise
Applicant's Name: Oceanic Time Warner Cable LLC
Date of Application: August 30, 2013

Oceanic has authorized legal counsel and the following employees to represent or act on its behalf in those matters pertaining to this application:

Watanabe Ing LLP 999 Bishop Street, 23rd Floor
Honolulu, HI 96813

The following Oceanic officer is fully authorized to act on behalf of Oceanic:

Bob Barlow Regional Vice President
200 Akamainui Street
Mililani, HI 96789

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C. History and experience

Provide a narrative account of Applicant's history and experience in the operation of the Maui County Franchises.

Oceanic History

Oceanic's roots trace back to the development of housing in central Oahu in the late 1960's. Castle & Cooke's Oceanic Properties constructed a 12-channel cable system for residents of Mililani. Oceanic Cablevision eventually became a separate business entity, operating the Mililani cable system and operating the Rainbow TV cable system, which served portions of Manoa and Nuuanu on a lease-back arrangement with Hawaiian Telephone Company.

As a consequence of the FCC requirement that telephone companies divest their interests from the cable business, the State of Hawaii enacted a law enabling cable operators to use public-rights-of-ways to install cable plant. The State Department of Regulatory Affairs (now known as the Department of Commerce and Consumer Affairs) then divided the islands of Hawaii into franchise areas. These areas were awarded to individual cable operators based on the merits of the services they proposed to offer in the areas their respective cable systems would ultimately serve.

Oceanic Cablevision was awarded a franchise granting it authority to provide cable service in most of metropolitan Honolulu, the entire Central Oahu area, and the North Shore between Kaena Point and Kahuku.

During the period between 1970-74, Oceanic Cablevision's engineering activities involved planning and preparation to provide cable programming to supplement the local off-air broadcast stations; direct studio cable interconnects with broadcast stations; designation of the central origination and headend facilities; microwave interconnect sites to distribute programming from Honolulu to outer Oahu communities; and designation of distribution and terminal equipment to deliver cable channels to subscribers.

Oceanic Cablevision was one of the first "urban build" systems to provide cable-exclusive programming in addition to broadcast stations in order to produce a marketable product. Even though customers in areas such as the North Shore and the deeper reaches of Manoa and Nuuanu valleys would often subscribe to cable television for improved reception, most residents in the populated areas of Oceanic's service area were looking

for more than just improved broadcast reception and welcomed Oceanic Cablevision's expanded services.

Oceanic Cablevision's planning and engineering during the 1970's set the vision and foundation for Oceanic's system that now exists today. Now, Oceanic serves not only the original franchise area awarded to Oceanic Cablevision in the late 1960's, but has grown to include the entire state of Hawaii. Oceanic now passes over 82,000 homes in Maui County.

Lahaina / West Maui

Oceanic's presence in Lahaina and West Maui dates back to 1995, when the DCCA approved Oceanic's application for Transfer and Amendment of the Cable Franchise of Daniels Communications Partners Limited Partnership for the Hawaiian Cablevision system.³ Prior to 1995, Daniels Communications Partners Limited Partnership provided service to areas in West Maui, including Lahaina, Kaanapali, Honokawai, Kahana, Napili, Kapalua, Honolua, Honokohau and Kahakuloa.

When Oceanic began providing service to Lahaina and West Maui, the area had an activated capacity of 450 MHz (or 60 analog channels). Today, Lahaina and West Maui operate at a minimum of 750 MHz (with upgraded portions of the system operating at 795 MHz), and Oceanic provides over 400 digital and analog channels of programming from a variety of sources (local broadcast stations, studio origination, satellite and other video sources). Oceanic's system comprises a network consisting of coaxial hardlines and optical fiber. Oceanic has also provided Internet and digital programming service to the Lahaina and West Maui area since 2000.

Maui County (excluding Lahaina)

Oceanic's presence in other areas of Maui County (except Lahaina) Hawaii dates back to 1999, when the DCCA accepted Oceanic's application for Transfer and Amendment of the Cable Franchise Held by TCI of Hawaii, Inc.⁴ Prior to 1999, TCI of Hawaii, Inc. provided service to the islands of Maui (excluding Lahaina), Molokai and Lanai, among other areas.

When Oceanic began providing service to Maui County (excluding Lahaina), the areas had an activated capacity of 330 MHz (or 41 analog

³ Decision and Order No. 174.

⁴ Decision and Order No. 241.

channels). Today, the Maui County system operates at a minimum of 750 MHz (with upgraded portions of the system operating at 795 MHz), and Oceanic provides over 400 digital and analog channels of programming from a variety of sources (local broadcast stations, studio origination, satellite and other video sources). Oceanic's system comprises a network consisting of coaxial hardlines and optical fiber. Oceanic has also provided Internet and digital programming service to the residents of Maui County since 2000. In mid-2013, Oceanic upgraded and substantially increased the Internet speeds for its Molokai customers through the use of fiber optic connections.

Oceanic has amply demonstrated its ability to furnish efficient and dependable cable service. Oceanic is a recognized cable industry leader in the areas of customer service, information technology, plant reliability and maintenance, marketing and employee development. Oceanic has consistently provided quality cable service to subscribers in Maui County and throughout the state.

Applicant's Commitment to Maui County and the State of Hawaii

As noted above, beginning in 1995, Oceanic continued to demonstrate its commitment to the State of Hawaii and Maui County when it began to expand its cable services to the Neighbor Islands through various acquisitions.

These cable system acquisitions provided a customer base that enabled Oceanic to invest substantial amounts to upgrade the cable systems throughout the State of Hawaii. Today, all of Oceanic's cable systems in Hawaii have been upgraded to a total bandwidth of at least 750 MHz or a total analog channel capacity of approximately 75 channels with headroom for many more digital channels and services. In every case, Oceanic has given its subscribers an expanded array of cable services, access to advanced services -- such as high speed Internet access and digital telephone service which were not previously available -- and improved signal quality and reception. By standardizing system capacity throughout its franchise areas in Hawaii, including Maui County, Oceanic has constantly strived to bring equity to all of its subscribers in the State, rectifying perceived service inequities that might otherwise arise between more sparsely-populated areas (particularly on the Neighbor Islands and rural Oahu) and the densely-populated areas of metropolitan Honolulu.

Oceanic has also taken its obligation to be a good corporate citizen very seriously. Over the course of its history in Hawaii, Oceanic has made

available substantial amounts of funding for various non-profit entities in the State.

Oceanic's history of service and commitment to the State of Hawaii as a whole amply demonstrates that Oceanic has not only been a good corporate citizen, but has also been an industry-leading, innovative provider of cable communications services to its subscribers throughout Hawaii.

D. *Describe the present Maui County cable systems.*

Oceanic'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.

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. All of the homes passed by Oceanic's cable system are served by plant that had been upgraded to provide at least 750MHz of capacity, with newer portions of the system upgraded to 795 MHz of capacity.

E. Technology Change and Maui County 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 High Definition Television, two-way services to the home, high speed broadband, Internet service, data transmission, etc.); and (3) it can assist in affirmative development of the cable system infrastructure in Maui County during the remaining term of the franchise.

The history of cable technology is one of rapid change. Oceanic expects that the future will likely see a similar progression of new developments, services and associated technology. Oceanic, in its current franchise

cycle, has consistently been an industry leader in introducing new services that appeal to the "early adopter" characteristics of Hawaii. Video, high speed data, Internet access and interactive applications will continue to become more sophisticated as the market's demand for entertainment, information and convenience increases. The access and distribution networks that Oceanic has built will continue to evolve and be upgraded to deliver the features that subscribers demand, be it through the combination of fiber and cable technology; optical, RF or baseband carriage; landline or wireless; set-top, modem, and mobile interface; connection to the television, home entertainment center, PC, telephone, and other devices that enable access to content desired by Oceanic's customers.

Rapid change demands the ability to direct capital improvements in such a way that new (as well as legacy) equipment produces the broadest benefit to the customer while managing costs associated with the services. Oceanic will continue to introduce new and improved technology to address the changing market, and at the same time optimize and transition legacy technology to satisfy those who are content with basic services.

Oceanic believes that its network architecture is sufficiently flexible and extensible to support its current requirements. However, in order for Oceanic to continue to innovate and deliver new services to its customers, as well as meet its competitive needs, Oceanic anticipates that it will need to use the bandwidth available to its systems more efficiently over the next few years. Oceanic believes that this can be achieved without costly upgrades.

For example, to accommodate increasing demands for greater capacity in its network, Oceanic is deploying a technology known as switched digital video ("SDV"). SDV technology expands network capacity by transmitting only those digital and HD video channels that are being watched within a given grouping of households at any given moment. Since it is generally the case that not all such channels are being watched at all times by a given group of households, SDV technology frees up capacity that can then be made available for other uses. TWC received an Emmy award in 2008 for its efforts in the development of SDV technology. Oceanic expects to continue to deploy SDV technology in the future.

Oceanic's cable system currently uses a "conditional access" system to secure signals from unauthorized receipt, the intellectual property rights to which are controlled by the set-top box manufacturer. Historically, Oceanic has relied primarily on set-top box suppliers to create the applications and

interfaces Oceanic makes available to its customers. CableLabs, a nonprofit research and development consortium founded by members of the cable industry, has put forward a set of hardware and software specifications known as "tru2way," which represent an effort to create a common platform for set-top box applications regardless of the box's operating system.

Several consumer electronics companies, including LG Corporation, Sony Corporation, Panasonic Corporation and Samsung Electronics, Co. Ltd., have contracted to produce televisions and other devices with tru2way technology and cable operators, including TWC, have agreed to support the technology in their operating areas.

Currently, Oceanic's digital video subscribers must have either an Oceanic-provided digital set-top box or a "digital cable-ready" television or similar device equipped with a conditional-access security card ("CableCARD"TM) in order to receive digital video programming. However, a "digital cable-ready" television or similar device equipped with a CableCARD cannot request certain digital signals that are necessary to receive Oceanic's two-way video services, such as VOD, channels delivered via SDV technology and Oceanic's interactive program guide. In order to receive Oceanic's two-way video services, customers generally must have an Oceanic-provided digital set-top box. Tru2way-enabled televisions and other devices with tru2way technology will also be able to receive Oceanic's two-way video services.

Please also see responses to Sections II.G. and II.H.

F. Franchise Compliance Review

DCCA through its consultant conducted franchise compliance reviews on the Applicant which reflect that the Applicant has complied with the terms of the existing franchise orders. (Please see "Compliance Review" in the consultant's report *Community Ascertainment and Related Activities*.)

Provide any comment or proposals regarding this section of the report.

The principal findings of the compliance review were: 1) Oceanic is in full or substantial compliance with its franchise obligations to the State with limited exceptions noted; 2) Oceanic's financial position and results of operations amply demonstrate that it is in a firm and stable financial position; and 3) Oceanic's system is technically sound, is in compliance with applicable FCC standards with limited issues noted, and its

operations, maintenance and repair activities are well-organized and performed with attention to detail and long-term reliability as a priority.

As it has during the current franchise period, Oceanic intends to continue to diligently comply with all franchise requirements. The compliance review noted that some required reports were occasionally submitted past the scheduled due date, and Oceanic intends to take necessary steps to ensure that all reports are submitted on a timely basis.

The compliance review further noted that some customers that provided testimony at the public hearings and/or returned the customer satisfaction survey expressed concerns regarding possible signal quality and customer service issues at unspecified times. Oceanic takes such concerns seriously and investigates and works to resolve all such issues provided sufficient and timely information is provided to Oceanic when any concerns arise. On technical issues, the compliance review noted that while the FCC system leakage and proof of performance tests indicate a sound and well-maintained system well within FCC requirements, measurements at node 1062 showed a slightly reduced signal level, which has since been corrected.

The compliance review further notes that Oceanic currently does not provide discounts for bulk MDUs serving senior citizens. Oceanic provides bulk discounted service to MDUs serving senior citizens as well as to other MDUs.

As the compliance review concluded:

The Company appears to strive to be competitive by providing reliable and comprehensive services. The state of the industry is of continuous growth in demand for data services and digital programming. The Company has demonstrated a proactive approach to anticipating and upgrading systems to meet this demand. They are also showing continuing progress in upgrading support systems, such as backup power, battery backup, and HVAC systems, all of which will improve reliability over time. These efforts are impressive and should allow the Company to continue to provide services that are valued by the public.

As the compliance review confirms, through its planning, innovation and development of its system in Maui County and throughout the state, Oceanic has demonstrated that it is fully committed to investing in Hawaii over the long term. As supported by the financial analysis in the compliance review, and the information provided in this application, Oceanic is confident that it will continue to remain on solid financial ground for the foreseeable future, which will enable Oceanic to continue to satisfy the ongoing need to reinvest and improve its system in order to fulfill its long-term obligations to its subscribers and relevant stakeholders. Oceanic intends to continue its commitment to providing reliable and innovative services to its subscribers and relevant stakeholders through its ongoing operations, maintenance and repair programs.

Finally, Oceanic notes that the compliance review supports Oceanic's request for a single consolidated franchise for Maui County. The report did not cite any technical reasons for keeping the franchises separate, and the compliance review noted a consensus that the franchises should be consolidated to help provide for uniform service throughout the county.

G. Innovations

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

Over the past ten years, Oceanic has continued its tradition of providing innovative and quality products and services to its subscribers in the areas of residential and commercial video, and high-speed data and voice services over its cable system. These innovations are summarized below:

Residential Market

Video Services

Transmission technology. Oceanic's video subscribers receive service through a combination of digital and analog transmissions. Customers who receive any level of video service at their dwelling or commercial establishment via digital transmissions over Oceanic's systems are referred to as "digital video subscribers".

Digital video subscribers using an Oceanic-provided set-top box generally have access to an interactive program guide, VOD (discussed further below), music channels and seasonal sports packages. Digital video subscribers who receive premium services generally also receive

“multiplex” versions of these services. Digital video subscribers will also have access to these services using a television enabled with tru2way™ technology.

On-Demand services. On-Demand services are available to digital video subscribers using an Oceanic-provided set-top box or, when available, a tru2way-enabled television. Available On-Demand services include a wide selection of featured movies and special events, for which separate per-use fees are generally charged, and free access to selected movies, programs and program excerpts from broadcast and cable networks, music videos, local programming and other content. In addition, premium service (e.g., HBO) subscribers receiving services via an Oceanic-provided digital set-top box generally have access to the premium service's On-Demand content without additional fees.

Enhanced TV services. Oceanic has implemented, and is expanding, the use of VOD technology to introduce additional enhancements to the video experience. Start Over™ allows digital video subscribers using a Oceanic-provided set-top box to restart select “in progress” programs airing on participating cable networks and broadcast stations directly from the relevant channel, without the ability to fast-forward through commercials. TWC received an Emmy award in 2007 for its Start Over service. Oceanic has implemented other enhanced TV features such as Look Back™, which utilizes the Start Over technology to allow viewing of recently aired programs, and Quick Clips™, which allows customers to view short-form content tied to the cable network or broadcast station then being watched. Oceanic is also working to make available Catch Up, which will allow customers to view previously aired programs they have missed.

HD television. Oceanic offers over 100 channels of high-definition (“HD”) television, or HDTV, and expects to continue to add additional HD programming in the future. HD simulcasts (i.e., HD channels that are the same as their standard-definition counterparts but for picture quality) are provided at no additional charge, and additional charges apply only for HD channels that do not have standard definition counterparts. In addition to its linear HD channels, Oceanic also offers VOD programming in HD and, on select channels, HD programming may soon be viewed using Start Over in HD.

DVRs. Set-top boxes equipped with digital video recorders (“DVRs”) enable customers, among other things, to pause and/or rewind “live” television programs and record programs on the hard drive built into the

set-top box. Oceanic also offers HD DVRs, which enable customers to record HD programming.

High-speed Data Services. Oceanic offers residential high-speed data services to nearly all of its homes passed. Oceanic's high-speed data services provide customers with a fast, always-on connection to the Internet. High-speed data subscribers connect to Oceanic's cable systems using a cable modem. Generally, subscribers pay a flat monthly fee based on the level of service received.

Oceanic offers various tiers of its high-speed data service in all of its systems. Generally, each tier offers different speeds at a different monthly fee. Oceanic's Internet plans also provide communication tools and personalized services, including e-mail, PC security, parental controls, news groups and online radio, without any additional charge.

The RR.com portal provides access to content and media from local, national and international providers and topic-specific channels, including entertainment, games, news, sports, travel, music, movie listings and shopping sites. Oceanic provides high-speed data service over its HFC network using Data Over Cable Service Interface Specification ("DOCSIS"). Oceanic has deployed DOCSIS 2.0, and is deploying DOCSIS 3.0, which will enable Oceanic to deliver speeds significantly faster than currently achievable.

New ways to watch. Oceanic, through its TWC TV apps, enables in-home viewing of up to 300 channels of live programming on iPad, iPhone and Android devices and over 4,000 VOD programs and movies on iPad, iPhone and iPod Touch devices. Subscribers also may watch the same Oceanic programming on their home computer via *twctv.com*. In addition, subscribers are able to use their smartphone, tablet or computer as a remote control with the ability to access the interactive program guide and parental controls and change television channels on compatible Oceanic set-top boxes.

Oceanic also enables video subscribers to watch certain content wherever they are connected to the Internet, whether in or outside their home. Oceanic offers customers online access to a growing number of prominent networks, such as ESPN, HBO, Comedy Central, MTV, Spike, Nickelodeon, NBA League Pass, Big Ten Network, PAC-12 Networks and Time Warner Cable SportsNet and Time Warner Cable Deportes, without any additional fees. During 2013, TWC has made additional programming available to its residential video subscribers wherever they are connected to the Internet.

Home Security Service

During 2012, Oceanic launched IntelligentHome, a next-generation home automation and monitoring service. Oceanic's broadband cable system connects the customer's in-home system to Oceanic's technologically-advanced emergency response center with cellular backup support. In addition to providing traditional security and fire monitoring, the service allows customers to remotely arm or disarm their security system, monitor their home via indoor and outdoor cameras and remotely operate key home functions, including setting and controlling lights, thermostats and appliances.

Voice Services

Digital Phone. Oceanic offers its Digital Phone service to nearly all of its homes passed. Most Digital Phone customers receive unlimited local, in-state and U.S., Canada and Puerto Rico calling and a number of calling features, including call waiting, caller ID and Enhanced 911 ("E911") services, for a fixed monthly fee. Oceanic also offers additional calling plans with a variety of options that are designed to meet customers' particular needs, including a local-only calling plan, an unlimited in-state calling plan and an international calling plan.

Commercial Customers

Oceanic has provided video, high-speed data and network and transport services to commercial customers for over a decade. In late 2009, Oceanic began selling Business Class Phone to small- and medium-sized businesses. The introduction of Business Class Phone enables Oceanic to offer its commercial customers a bundle of video, high-speed data and voice services and to compete against bundled services from its competitors.

Video Services. Oceanic offers commercial customers a full range of video programming tiers marketed under the "Time Warner Cable Business Class" brand. Packages are designed to meet the demands of a business environment by offering a wide variety of video services that enable businesses to entertain customers and stay abreast of news, weather and financial information. Similar to residential customers, commercial customers receive video services through a combination of digital and analog transmissions.

High-speed Data Services. Oceanic offers commercial customers a variety of high-speed data services, including Internet access, website hosting and managed security. These services are offered to a broad range of businesses and are marketed under the "Business Class" brand. Commercial subscribers pay a flat monthly fee based on the level of service received.

Commercial Networking and Transport Services. Oceanic provides dedicated transmission capacity on its network to customers that desire high-bandwidth connections among locations. Oceanic also offers point-to-point circuits to wireless telephone providers and to other carrier and wholesale customers. Oceanic's virtual private network, or VPN, services enable customers to use IP-based business applications for secure communications among geographically dispersed locations, while also providing customers high-speed access to the Internet, and provide secure access to the Internet for remote users, such as traveling employees and employees working from home or a remote location. Oceanic also offers a variety of Ethernet services that are designed to provide high-speed, high-capacity connections among customers' local area networks, or LANs, within and between metropolitan areas.

Service Bundles. In addition to selling its services separately, TWC is focused on marketing differentiated packages of multiple services and features, or "bundles," for a single price. Oceanic offers bundled services to both its residential and commercial customers and, increasingly, these customers subscribe to two or three of Oceanic's primary services. Customers who subscribe to a bundle receive a discount from the price of buying the services separately as well as the convenience of a single monthly bill. Oceanic believes that bundled offerings increase its customers' satisfaction with Oceanic, increase customer retention and encourage subscription to additional features.

Cross-platform Features. In support of its bundled services strategy, Oceanic continues to introduce features that operate across two or more of its services. For example, Oceanic provides nearly two-thirds of its digital video subscribers who also subscribe to its Digital Phone service a Caller ID on TV feature that displays incoming call information on the customer's television set, at no extra charge.

H. System Upgrade

Please describe future changes in the system or its operation which are currently budgeted, and any others which are planned or proposed by Applicant in the near and long term.

Near Term

- Digital bandwidth recovery state-wide to expand Switched Digital Video (SDV) capacity to 20-6MHz channel slots. Upon completion, approximately 100 HD and 180 SD video channels will be delivered to service groups of approximately 500-650 digital tuners on an on demand basis.
- Expanded HD offerings of approximately 150 HD channels.
- Turbo and Turbo + High Speed Data capacity increases on a continued basis by reduction in service group sizes based on traffic demand.
- Expanded Start Over network and Look Back offerings.
- Tru2Way (OCAP) has been introduced system wide in compliance with FCC/TWC MOU. Tru2Way compliant set-tops will be initially Samsung, using TWC ODN Navigation Application as a guide.

Longer Term

- Digital video offerings will continue to grow with expanded HD offerings in linear networks, Start Over/Look Back and On Demand.
- Tru2Way applications will be developed as new interactive offerings on ODN.
- Planned increases in broadband Internet speeds.

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Application for Renewal of Cable Franchise
 Applicant's Name: Oceanic Time Warner Cable LLC
 Date of Application: August 30, 2013

III. Affidavit

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

This application is submitted by the undersigned who has been duly authorized to make the representations herein on behalf of the Applicant.

Applicant understands that representations in this application may be made part of or be relied upon in developing the Franchise Documents, and are enforceable against Applicant, in the event a franchise is renewed as a consequence of this application.

Applicant 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 granted as a consequence of this application.

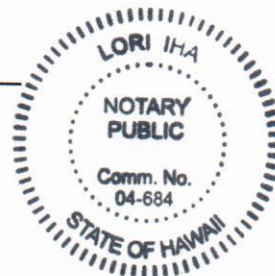
Consent is hereby given to the State to make inquiry into the legal, character, technical, financial and other qualifications of Applicant and any controlling entities by contacting any persons or organizations named herein as references, or by any other appropriate means.

The Applicant 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 knowledge, information and belief.

Oceanic Time Warner Cable LLC

Affiant's Signature Bob Barlow
 Affiant's Name Bob Barlow
 Official Position Regional Vice President



Doc. Date:	<u>8/30/13</u>	# Pages:	<u>59</u>
Notary Name:	<u>Lori Iha</u>	<u>First</u>	Circuit
Doc. Description:	<u>State of Hawaii Application for Renewal of CATV Franchise</u>		
Notary Signature	<u>Lori Iha</u>	Date	<u>AUG 30 2013</u>

(Stamp or Seal)

IV. Qualifications

As part of the franchise renewal process, 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, directors of Applicant,* and for beneficial owners of one percent 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 SEC Form 10K 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):

* If applicant is a subsidiary of another controlling entity, provide the requested information for all controlling entities.

Method of payment for interest (cash, notes, services, etc.):**

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

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

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 NY Cable LLC owns 59.79% of Time Warner Cable Enterprises LLC.

TW NY Cable Holding Inc. owns 100% of Time Warner NY Cable LLC

Time Warner Cable Inc., the ultimate parent company of Oceanic Time Warner Cable LLC, owns 100% of TW NY Cable Holding Inc. and 40.21% 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 and lists of the corporate officers and directors of each of the relevant entities are listed on the following pages. The mailing address for all of the officers and directors listed is c/o 60 Columbus Circle, New York, NY 10023. The ultimate parent of Oceanic Time Warner Cable LLC is a publicly-traded company listed on the NYSE, stock symbol "TWC".

** 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.

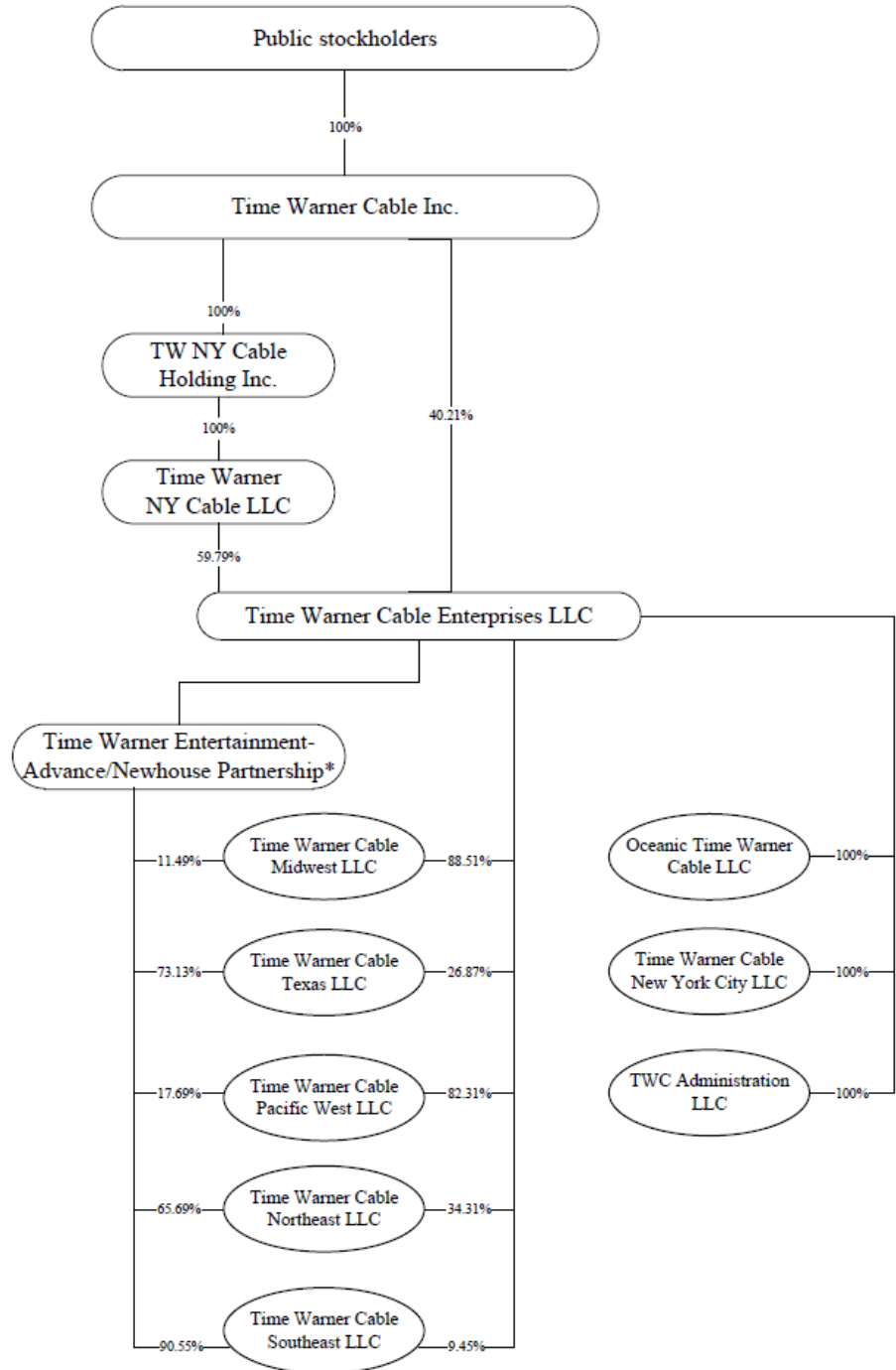
Application for Renewal of Cable Franchise
Applicant's Name: Oceanic Time Warner Cable LLC
Date of Application: August 30, 2013

Information on the number of shares of each class of stock owned by the officers and directors of TWC, if any, are listed in TWC's SEC Form 10-K (filed 02/15/13), and available at:

<http://timewarnercable.q4cdn.com/f4c33143-6e5b-4b42-8faa-353fca45b8f2.pdf>

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OCEANIC TIME WARNER CABLE LLC CORPORATE STRUCTURE



OCEANIC TIME WARNER CABLE LLC
CORPORATE OFFICERS
as of 08/29/13

Oceanic Time Warner Cable LLC

Corporate Officers:

William R. Goetz, Jr.	President
John Keib	Executive Vice President, Chief Care & Technical Operations Officer
Craig Collins	Senior Vice President, Commercial
Matthew Stanek	Senior Vice President, Network Operations & Engineering
Amos Smith	Senior Vice President & Chief Financial Officer, Residential
Robert J. Barlow	Regional Vice President, Operations
Cyrus Driver	Vice President, Business Services
Deane Leavenworth	Regional Vice President, Government Relations
Satish Adige	Senior Vice President, Investments
David A. Christman	Senior Vice President & Secretary
Gary Matz	Senior Vice President, State Government Relations
William F. Osbourn	Senior Vice President & Controller
Mark Schichtel	Senior Vice President, Tax
Matthew Siegel	Senior Vice President & Treasurer
Jeffrey Zimmerman	Senior Vice President
Susan A. Waxenberg	Assistant Secretary
Ellen Alderdice	Assistant Treasurer
Meredith Garwood	Assistant Treasurer

Time Warner Cable Enterprises LLC

Executive Officers*

Glenn A. Britt	Chairman & Chief Executive Officer
Ellen East	Executive Vice President & Chief Communications Officer
Joan Gillman	Executive Vice President & Chief Operating Officer, Media Services
William R. Goetz, Jr.	Executive Vice President & Chief Operating Officer, Residential Services
Michael L. LaJoie	Executive Vice President & Chief Technology and Network Operations Officer
Marc Lawrence-Apfelbaum	Executive Vice President, General Counsel & Secretary

* Section 16 Officer

Application for Renewal of Cable Franchise
Applicant's Name: Oceanic Time Warner Cable LLC
Date of Application: August 30, 2013

Gail MacKinnon	Executive Vice President & Chief Government Relations Officer
Robert D. Marcus	President & Chief Operating Officer
Philip Meeks	Executive Vice President & Chief Operating Officer, Business Services
Arthur T. Minson, Jr.	Executive Vice President & Chief Financial Officer
Peter C. Stern	Executive Vice President & Chief Strategy, People and Corporate Development Officer
Melinda Witmer	Executive Vice President & Chief Video & Content Officer
<u>Non-Executive Officers</u>	
Michael T. Hayashi	Executive Vice President, Architecture, Development and Engineering
Jeffrey Hirsch	Executive Vice President & Chief Marketing and Sales Officer, Residential Services
John Keib	Executive Vice President & Chief Care and Technical Operations Officer, Residential Services
Kevin J. Leddy	Executive Vice President, Corporate Strategy
Satish Adige	Senior Vice President, Investments
Stephanie Anderson	Senior Vice President, Marketing Business Services
Michael Angus	Senior Vice President & General Manager, Video
Kelly Atkinson	Senior Vice President, Marketing - Get
Frank Boncimino	Senior Vice President & Chief Information Officer
John Bowden	Senior Vice President, Customer Care, Residential Services
James Braun	Senior Vice President, Product Management
David A. Christman	Senior Vice President, Deputy General Counsel, Chief Counsel, Corporate & Assistant Secretary
Jennifer Chun	Senior Vice President, Content Acquisition
Steven Cook	Senior Vice President & General Manager, HSD
Michael Diamond	Senior Vice President, Marketing - Grow
Mark FitzPatrick	Senior Vice President, Finance
David Flessas	Senior Vice President, Network and Operations Support
Gregg Fujimoto	Senior Vice President, Marketing Communications
Paul Gilles	Senior Vice President, People Strategy and Compensation
Henry Hryckiewicz	Senior Vice President, Field Network Engineering Operations
Michelle Kim	Senior Vice President & Chief Counsel, Programming
Greg King	Senior Vice President, Business Services & Strategy
Paul Lang	Senior Vice President & Chief Financial Officer, Business Services
James Ludington	Senior Vice President, Technology Business Operations
Alan Lui	Senior Vice President, HR Centers of Expertise
James Manchester	Senior Vice President, Applications Operations
Gary Matz	Senior Vice President, State Government Relations
William F. Osbourn*	Senior Vice President & Controller
Howard Pfeffer	Senior Vice President, Broadband Engineering & Technology
Deborah Piccolo	Senior Vice President, Technical Operations, Residential
Thomas Robey	Senior Vice President, Investor Relations

Application for Renewal of Cable Franchise
Applicant's Name: Oceanic Time Warner Cable LLC
Date of Application: August 30, 2013

David Rone	Senior Vice President and President, TWC Sports, News and Local Programming
Andrew Rosenberg	Senior Vice President, Content Acquisition
Mike Roudi	Senior Vice President, Corporate Development
Mark Schichtel	Senior Vice President, Tax
Matthew Siegel	Senior Vice President & Treasurer
Amos Smith	Senior Vice President & Chief Financial Officer, Residential Services
Matthew Stanek	Senior Vice President, Core, Metro and Regional Network Operations
Steven Teplitz	Senior Vice President, Government Relations
Matthew Zelesko	Senior Vice President, Converged Technology Group
Jeffrey M. Zimmerman	Senior Vice President, Deputy General Counsel, Chief Counsel, Litigation, & Chief Ethics and Compliance Officer
Raj Kumar	Assistant Secretary
Susan A. Waxenberg	Assistant Secretary
Ellen Alderdice	Assistant Treasurer
Meredith Garwood	Assistant Treasurer

Time Warner NY Cable LLC

Directors:

Marc Lawrence-Apfelbaum
Robert D. Marcus

Corporate Officers:

Glenn A. Britt	Chief Executive Officer
Robert D. Marcus	President & Chief Operating Officer
Arthur T. Minson	Executive Vice President & Chief Financial Officer
Marc Lawrence-Apfelbaum	Executive Vice President & Secretary
Philip Meeks	Executive Vice President & Chief Operating Officer, Business Services
Ellen East	Executive Vice President & Chief Communications Officer
Joan Gillman	Executive Vice President & Chief Operating Officer, Media Services
William R. Goetz, Jr.	Executive Vice President & Chief Operating Officer, Residential Services
Carol Hevey	Executive Vice President, East Region
Gail MacKinnon	Executive Vice President & Chief Government Affairs Officer
Melinda Witmer	Executive Vice President & Chief Video and Content Officer
Satish Adige	Senior Vice President, Investments
David A. Christman	Senior Vice President & Assistant Secretary
Gary Matz	Senior Vice President, State Government Affairs
William F. Osbourn	Senior Vice President & Controller
Mark Schichtel	Senior Vice President, Tax

Application for Renewal of Cable Franchise
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Matthew Siegel	Senior Vice President & Treasurer
Jeffrey Zimmerman	Senior Vice President
John Fogarty	Vice President
Susan A. Waxenberg	Assistant Secretary
Ellen Alderdice	Assistant Treasurer
Meredith Garwood	Assistant Treasurer

TW NY Cable Holding Inc.

Director:

Adige, Satish

Corporate Officers:

Britt, Glenn A.	President
Marcus, Robert D.	Chief Operating Officer
Arthur T. Minson	Executive Vice President & Chief Financial Officer
Lawrence-Apfelbaum, Marc	Executive Vice President & Secretary
LaJoie, Michael L.	Executive Vice President & Chief Technology Officer
Adige, Satish	Senior Vice President, Investments
Christman, David A.	Senior Vice President & Assistant Secretary
Osborn, William F.	Senior Vice President & Controller
Schichtel, Mark	Senior Vice President, Tax
Siegel, Matthew	Senior Vice President & Treasurer
Waxenberg, Susan A.	Assistant Secretary
Alderdice, Ellen	Assistant Treasurer
Garwood, Meredith	Assistant Treasurer

Time Warner Cable Inc.

Directors:

Carole Black
Glenn A. Britt
Thomas H. Castro
David C. Chang
James E. Copeland, Jr.
Peter R. Haje
Donna A. James
Don Logan
Robert Marcus
N.J. Nicholas, Jr.
Wayne H. Pace
Edward D. Shirley
John E. Sununu

Application for Renewal of Cable Franchise
Applicant's Name: Oceanic Time Warner Cable LLC
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Corporate Officers:

Executive Officers*

Glenn A. Britt	Chairman & Chief Executive Officer
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Frank Boncimino	Senior Vice President & Chief Information Officer
Robert Borcharding	Senior Vice President, Business Services
John Bowden	Senior Vice President, Customer Care, Residential Services
James Braun	Senior Vice President, Product Management
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David Flessas	Senior Vice President, Network and Operations Support

* Section 16 Officer

Application for Renewal of Cable Franchise
Applicant's Name: Oceanic Time Warner Cable LLC
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Gregg Fujimoto	Senior Vice President, Marketing Communications
Paul Gilles	Senior Vice President, People Strategy and Compensation
Henry Hryckiewicz	Senior Vice President, Field Network Engineering Operations
Michelle Kim	Senior Vice President & Chief Counsel, Programming
Greg King	Senior Vice President, Business Services & Strategy
Paul Lang	Senior Vice President & Chief Financial Officer, Business Services
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Steven Teplitz	Senior Vice President, Government Relations
Matthew Zelesko	Senior Vice President, Converged Technology Group
Jeffrey M. Zimmerman	Senior Vice President, Deputy General Counsel, Chief Counsel, Litigation, & Chief Ethics and Compliance Officer
Raj Kumar	Assistant Secretary
Susan A. Waxenberg	Assistant Secretary
Ellen Alderdice	Assistant Treasurer
Meredith Garwood	Assistant Treasurer

No directors or officers hold an equity interest of more than 5% in Time Warner Cable Inc.

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2. General Ownership Information

To be completed by each organization or corporation which filled out Section IV.A above.

- a. *List all principals, officers, corporate directors, and beneficial owners of one percent or more of your own 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>
-------------	----------------	-----------------	--------------------------------

Please see response to Section IV.A.

3. Additional Information

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

Yes. Oceanic is controlled by TWC, its ultimate parent company. Please also see response to Section IV.A.

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

Please see response to Section IV.A. (organizational chart).

- c. *Detail agreements or procedures, if any, which assure that policy and operational control over the proposed cable television system shall remain vested in Applicant. Also provide complete description of all entities and organizations which may comprise or be part of or related to controlling business entity.*

Ultimately, Oceanic's officers and directors will be responsible for directing Oceanic's operations (please see Section IV.A.1 for listing of officers and directors). However, local Oceanic personnel will continue to manage and be responsible for day-to-day operations.

4. 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.*

Oceanic currently does not have any outstanding debt and does not anticipate having any outstanding debt.

- 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 the Applicant? If recourse exists with respect to the assets of some but not all equity owners, disclose details of different treatment.*

Oceanic currently does not have any outstanding debt and does not anticipate having any outstanding debt.

5. Ownership Disclosure

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

Please see TWC's SEC Form 10-K for ownership disclosure information.

- b. *Please append copies of any written agreements made regarding the ownership or control of the cable system. Use the space provided to outline any oral agreements or understandings regarding the ownership or control of the cable 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.)*

Oceanic does not have any written or oral agreements or understandings regarding the ownership or control of the cable system.

- 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.*

None.

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

Please see TWC's SEC Form 10-K (filed 02/15/13), and available at:

<http://timewarnercable.q4cdn.com/f4c33143-6e5b-4b42-8faa-353fca45b8f2.pdf>

6. Future Ownership Issues

Provide a complete description of any pending or planned changes in the ownership structure of the Applicant including such changes pending or planned for any ownership interests in the Applicant or any of its parent companies.

No pending or planned changes to Oceanic's ownership structure are contemplated at this time.

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 information is provided.

For the ten-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

- b. violation of applicable federal, state, or local cable communications law or rules; or
- c. violation of cable franchise provisions; or
- d. violation of the rules, regulations, codes of conduct, or ethics of a self-regulatory trade or professional organization?
- e. If so, please describe each such judgment, order or decree and provide a copy thereof.

No.

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
 - b. violation of applicable federal, state, or local cable communications laws or rules; or
 - c. violation of cable franchise provisions; or
 - d. violation of the rules, regulations, codes of conduct, or ethics of a self-regulatory trade or professional organization?
 - e. If so, please describe each such finding, order or decree and provide a copy thereof.

Except as provided below, there have been no instances where an administrative entity made any finding or entered any order or decree which determined that Oceanic engaged in any of the activities listed in Section IV.B.2.:

FCC Proceedings Relating to SDV Technology

In November 2007, the FCC issued a LOI regarding TWC's deployment of switched digital video ("SDV") technology. In January 2009, the FCC issued four forfeiture orders, two finding TWC liable for failing to provide notice of its SDV deployment, and two finding TWC liable for violating: (1) the right of consumers to attach navigation devices pursuant to

Section 76.1201 of the FCC's rules, and (2) TWC's obligation to transmit virtual channel tables to unidirectional digital cable products pursuant to Section 76.640(b)(1) of the FCC's rules. The FCC recently vacated most of the findings of liability against TWC, and the parties entered into a consent decree to settle the notice issues.

Agreement with State of New York Bureau of Consumer Frauds and Protection Rochester Regional Office

In May, 2005, Oceanic's parent, TWC, reached an agreement with the Attorney General of the State of New York Bureau of Consumer Frauds and Protection Rochester Regional Office regarding certain alleged promotional advertising, rates and billing practices for the provision of free residential high-speed Internet, cable television and digital telephone services to residents in Rochester, New York for limited periods and under certain conditions. The New York attorney general raised concerns that certain advertisements allegedly did not fully disclose certain conditions to subscribers and that certain billing practices allegedly resulted in overcharges. Without admitting any wrongdoing, TWC agreed to certain remedial relief, restitution and civil penalties to resolve the matter.

Dispute with the Department of Commerce and Consumer Affairs Regarding Provision of Digital Boxes

Oceanic and the Department of Commerce and Consumer Affairs are currently engaged in a dispute regarding the provision of digital boxes for public access channels. The parties are currently discussing this matter.

Agreement with Office of the New York Attorney General

Following an investigation in which the Office of the New York Attorney General found that TWC had passed through to subscribers franchise fees in excess of the limits set in its cable franchises in several upstate New York communities, Time Warner Cable and the Office of the New York Attorney General entered into an agreement dated February 28, 2013. In the agreement, Time Warner Cable took the position that the franchise agreements and applicable law did not prevent its passing through franchise fees as it had

done, but also agreed to make refund payments to current subscribers and to pass-through franchise fees to subscribers going forward in accordance with the franchise limitations as determined by the Office of the New York Attorney General.

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.*

No.

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.*

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.*

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.*

Except as provided below, there have been no instances where an application for a transfer of a cable television franchise to Oceanic has been denied or withdrawn after receipt of a formal or informal notice of intent to deny and not superseded by subsequent action by the community:

Separation from Time Warner Inc.

In 2008, Oceanic's parent, TWC, sought regulatory approvals for its planned separation from Time Warner Inc. As part of that effort,

TWC sent FCC Form 394s to approximately 754 local franchising authorities ("LFAs") without prejudice to TWC's position that the transaction would not result in any change of control that required LFA approval. Three LFAs (all in North Carolina) denied consent: Chatham County, Town of Hillsborough and Town of Spring Hope. A fourth LFA in North Carolina, the Town of Dortches, also subsequently denied consent; however, the system in that area was subsequently sold by TWC.

Following the denials, TWC continued to work with the North Carolina communities to discuss their concerns. The Town of Hillsborough and Chatham County subsequently rescinded their denials.

Time Warner / Adelphia / Comcast Transaction

In connection with FCC Form 394 filings relating to the Time Warner / Adelphia / Comcast transaction, which closed in July, 2006, four communities (all in North Carolina) ultimately elected to exercise a right of first refusal under their franchise to purchase the cable system within their community: Cornelius, Davidson, Mecklenburg County, and Mooresville.

7. *Has any application submitted by Applicant for a renewal 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.*

No.

C. 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.

Please see TWC's SEC Form 10-K for Oceanic's parent (TWC's) audited financial statements as of December 31, 2012. Oceanic does not have audited financial statements.

2. Source of Financing

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

Oceanic believes that cash generated by, or available to, Oceanic and its parent should be sufficient to fund its capital and liquidity needs for the foreseeable future. For example, there were no significant maturities of TWC's long-term debt prior to February 2011. TWC's sources of cash include cash provided by operating activities, cash and equivalents on hand, borrowing capacity under its committed credit facilities and commercial paper program, as well as access to capital markets. TWC's unused committed financial capacity was \$6.889 billion as of December 31, 2012, reflecting \$3.304 billion of cash and equivalents and \$3.435 billion of available borrowing capacity under the Company's Revolving Credit Facility. Please also see TWC's SEC Form 10-K.

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.

Oceanic does not contemplate a need for financing arrangements.

4. Operator Liability

Will any other entity besides the Applicant be legally liable for the obligation and performance of the Maui County system?

If the Applicant proposes that persons or entities other than the Applicant shall be legally liable for the obligations and performances of the Maui County 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.

No. Oceanic will continue to operate as an indirect, wholly-owned subsidiary of TWC. Oceanic's financial and technical qualifications are described in detail herein and in the ascertainment report. As also indicated in financial statements submitted to the DCCA in connection with the current franchise, the Maui County systems are well established and successful business operations fully capable of meeting their financial obligations with the revenues they generate. We expect that will remain so through the proposed renewal term.

5. Documentation of Financial Viability

Provide an annual report and FCC Form 10K for Applicant's parent company.

Please see TWC's 2012 Annual Report to Stockholders (which also includes its SEC Form 10-K) at:

http://ir.timewarnercable.com/files/doc_financials/Annual%20Reports/468244_010.pdf

6. Contact in Outside Audit Firm

For Applicant, any parent company, and the principals, provide the name, title, address and telephone number of an appropriate contact person in each outside audit firm utilized within the past five years.

TWC's outside independent auditor is Ernst & Young, LLP ("E&Y"). Oceanic's outside auditor is the Honolulu office of Ernst & Young, LLP. The Partner in charge of the Honolulu office is Michael Ching, CPA. Ernst & Young LLP's Honolulu office address is 1001 Bishop Street, Suite 2400, Pauahi Tower, Honolulu, HI 96813.

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7. Subscriber and Service Projections

a. Basis of Subscriber Penetration

Explain how Applicant's subscriber and penetration figures are obtained.

[Response redacted]

Material that is confidential, proprietary, and/or competitively sensitive has been redacted from this response and has been filed with the Administrator of the Cable Television Division, Department of Commerce and Consumer Affairs, State of Hawaii, under seal and subject to letter dated August 30, 2013.

The information contained in the redacted material shall not be disclosed to any third parties outside of the Cable Television Division, Department of Commerce and Consumer Affairs, State of Hawaii, absent the prior written consent of Oceanic.

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b. 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.

Please see response to Section II.G for description of development of other services currently provided (or to be provided) by Oceanic. Additionally, a 20-year projection of subscription levels, revenues, operating costs and other pertinent data is attached as confidential Exhibit A, which has been filed under seal.

[Further response redacted]

Material that is confidential, proprietary, and/or competitively sensitive has been redacted from this response and has been filed with the Administrator of the Cable Television Division, Department of Commerce and Consumer Affairs, State of Hawaii, under seal and subject to letter dated August 30, 2013.

The information contained in the redacted material shall not be disclosed to any third parties outside of the Cable Television Division, Department of Commerce and Consumer Affairs, State of Hawaii, absent the prior written consent of Oceanic.

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D. Technical Qualifications and Plans

1. In separate studies done by DCCA and its consultants during the renewal, the financial and technical qualifications of the Applicant have been addressed, through an examination of the Oceanic's system and technical operations, and existing information on the financial resources and operations of Oceanic and its corporate parents. (i.e., see consultant's report to DCCA, *Community Ascertainment and Related Activities*, May 30, 2013). In addition, pursuant to HAR §16-131-43 through §16-131-50, Oceanic has submitted periodic reports, and DCCA has regularly monitored Oceanic revenues and system technical performance information throughout the term of the current franchise.

2. The following specific additional information is requested, regarding current and planned system design and operations:
 - a. Residential system
 - i. Provide details on the following for cable television service to residential subscribers:
 - 1) Capacity, design, technology, performance and architecture;

The capacity and design of the Oceanic's system remains virtually intact, as the original HFC technology continues to support the demand for more channels and greater HSD 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.

2) Service area;

Oceanic anticipates that service areas will continue to get smaller as fiber moves closer to the home, thus producing increased bandwidth, reliability and performance.

3) Underground policy;

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

4) 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.

5) Interconnection;

Oceanic will make all of the necessary interconnections as required by the franchise, and will maintain the current interconnection for voice, video and data, while increasing the interconnection standards as demand requires.

6) System monitoring and maintenance.

Maintenance of the system 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, all 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.

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

i. Describe your proposed policy about cable service being available to all subscribers in the franchise area.

Oceanic's current policy for extension of service to underserved and underdeveloped areas will continue to remain the same. Oceanic will extend the HFC architecture to all areas where a minimum of 25 homes per mile of strand or conduit is developed, and Oceanic monitors underdeveloped areas yearly to determine if any new construction of homes has occurred to meet the criteria for minimum extensions of plant. Additionally, Oceanic will extend a service drop without charge to a resident for up to 200' and will provide an estimate for a service drop installation only for the additional cost beyond the 200' limit.

ii. Comment on policy requiring cable service to be coextensive with telephone and electric service, and other service providers such telecommunication services.

While electric service is necessary before Oceanic can extend the system into a service area (because some form of sustainable power is required to keep the HFC plant operable), Oceanic may elect to

service a community without telephone service as long as the prescribed 25 homes per mile criteria is met.

- iii. Describe plans to provide cable service to those portions of the franchise area which are presently without service.

As noted above, Oceanic will continue to construct HFC plant to all new developments in the franchise area that meet the 25 home per mile criteria as set forth above.

- c. Discuss analog and digital channel capacity plans, 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.

Distribution technology is rapidly evolving from analog to digital due to digital information processing flexibility, quality and distribution efficiency. Within the constraints of the existing franchise, Oceanic has made use of distribution bandwidth such that analog video channels reside between 50MHz and 550MHz and provide for the basic and standard analog services. Between 550MHz and 790MH, only digital video, high speed data and telephony carriers reside.

Over time the 350 MHz to 550 MHz will be subject to the process of grooming to allow for better efficiency of use to allow for expanded video and data offerings that include more High Definition channels, more Start Over and Look Back and VOD capability, and higher down stream high speed data offerings for 2013 and beyond.

In 2009, Hawaii television broadcasters converted to digital transmission. At the present time, Oceanic will continue to distribute SD broadcasters in analog and carry HD broadcasters both in analog and simulcast HD. As more digital program networks are added -- especially in higher bandwidth consuming HD, there will be a need to recover bandwidth below 550MHz and replace analog channels with digital.

The ongoing strategy for bandwidth recovery is to transition the lesser-viewed analog channels to digital-only distribution and provide the viewer with means to tune those channels either via digital directly to the television or through a device that converts the digital channel back to analog at the set. Growing distribution of digital channel offerings -- whether SD or HD -- will be either through dedicated linear digital channels (if highly viewed) or switched (if lesser viewed). The recovery of analog bandwidth will be an evolutionary process that follows the growth of HD and other video channel offerings as well as expansion of high speed data speeds to Oceanic's customers. Ultimately, the entire analog band will be converted to digital, resulting in a far more efficient use of distribution bandwidth than exists at present.

The process of transition is capital intensive, requiring expanded signal processing at system head ends, hubs and at the home. It also requires staging over time to allow for adapting the reception capability at the home with the distribution capacity of the network. In effect, this process is analogous to that which the broadcasters underwent to move from analog to digital distribution.

d. 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.

Please see the Oceanic Interactive Digital Channel Lineup – Maui available at:

http://www.oceanic.com/sites/default/files/products/television/ChannelLine-up_Maui.pdf

E. Emergency Alert System

Describe your existing and/or proposed Emergency Alert System including make and model numbers of equipment. Indicate whether system will override all audio and video channels or only audio channels. Also indicate how the system will be activated and from where.

The Maui County EAS systems utilize two off-air monitoring feeds: 1) KLH – 92.5 FM and 2) KPOA – 93.5 FM. Alerts are triggered and recorded by Civil Defense authorities, who can dial in to the system. For analog channels, the EAS system overlays the audio message on to the channels. For digital channels the system utilizes a common method called a “force-tune” where by the EAS system triggers a command that is sent out to all digital set top converters to change channels to a local analog channel. Once on this channel the message is alert displayed.

F. Institutional network (INET)

1. Provide details on the following for the INET:

a. Capacity, design, technology, performance and architecture;

Over the current franchise period, Oceanic has cooperated with the State in continuously improving and extending the I-NET. The system uses a dark fiber that is single mode for the I-NET's purposes, and is ring-star configured as requested by the State.

The I-Net uses a dense wave division multiplexed (DWDM) gigabit Ethernet as well as the legacy synchronous optical network (SONET) equipment.

The terminal equipment, which is the primary factor in consideration of the capacity of the system, is selected and installed by the State, and can be changed or upgraded by the State to improve system performance.

b. Interconnection;

Interconnection will continue to be supported by Oceanic as reasonably required. Limitations on interconnections will continue to be geographical and under the constraint of available resources and infrastructure for fiber connectivity.

c. Technical support;

Oceanic will continue to maintain qualified technicians for the purpose of maintaining the INET as required from a physical plant perspective. Personnel will be available on a 24 X 7 X 365 basis.

d. Construction plans;

Oceanic will continue to respond in a timely manner to the State's reasonable requests regarding the INET. Oceanic will also provide to the State reliable estimates where necessary to allow the State to fully develop the INET.

e. Staffing; and

Adequately trained staff will continue to be available during working hours and off hours to construct, maintain and optimize the INET facilities. Such personnel will be available to respond on a 24 X 7 X 365 basis.

f. System monitoring and maintenance.

Active monitoring of the INET infrastructure is (and will continue to be) accomplished by monitoring parallel fiber strands along the INET fiber routes. This monitoring is being performed by the JDSU Optical Network Monitor System, and is supported by the system Network Operations center on a continuous basis.

2. Provide details on future technology and expansion of INET. At a minimum, please address items/issues identified in the report *Community Ascertainment and Related Activities*, dated May 30, 2013.

As noted above, Oceanic will continue to work collaboratively with the State to reasonably monitor and optimize the INET as during the current franchise period.

G. Local Origination Programming

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

Oceanic plans to continue local origination programming to the extent that it provides value to its customers. During the current franchise period, Oceanic expanded its reach and coverage of OIA, PacWest, ILH and HHSAA sporting events, mostly in high definition. In 2009, Oceanic acquired a satellite uplink truck enabling expanded telecasts from diverse communities across the State. More and more Hawaii athletes receive recognition and college scholarships due to the exposure they receive on OC16 telecasts, which are aired live in Hawaii and worldwide via Oceanic's OC16.TV website.

Oceanic's 100% local, 100% original guideline has enabled Oceanic to allow aspiring local producers opportunities to be on air and to continually improve their craft. To date, Oceanic works with over 30 local producers who air their shows on OC16. These producers have won video awards and recognition by national organizations.

Oceanic continues to add high quality local entertainment programming, and is approached by top producers and community groups to produce and air concerts and specials.

The OC16.tv web site has grown in popularity worldwide and continues to update and add new features such as local news, surf reports and weather, a coupon page offering local merchant discounts, the sale of OC16 and other Hawaiian merchandise, clips of local programs that can be seen on hand-held devices, and numerous other features. Oceanic and OC16 have been recognized for its community involvement and local programming that reaches out to Hawaii and the world.

Oceanic is also proud to be a part of 'Ōiwi TV, the first and only Native Hawaiian television station, offering a wide variety of programming for the entire family. In 2009, 'Ōiwi TV partnered with Oceanic, the Kamehameha Schools, and the 'Aha Pūnana Leo to make the station a reality. 'Ōiwi TV is Native Hawaiian owned and operated – empowering people to assert our Native Hawaiian identity and promote outcomes that benefit our community, our natural resources, and most importantly our future generations.

H. Public, Educational, and Government (PEG) Access

1. PEG Access Transmission and Distribution Network

Provide information on the following for PEG access:

a. Capacity, design, technology, performance, architecture;

Under the current franchises, three public access channels are managed by Akaku, Maui Community Television, three education channels (MCTV, UHTV and UH Distance Learning On Demand) are managed by the University of Hawaii, and another education channel is managed by the Hawaii Department of Education. Please see the Community Ascertainment and Related Activity report dated May 30, 2013 for technical information on the current PEG channels.

b. Interconnection and technical support;

Interconnection and technical support is expected to remain consistent with that required.

c. Construction plans; and

Oceanic does not anticipate any changes to present sites.

d. System monitoring and maintenance.

System monitoring and maintenance for public access channels provided in analog are consistent with that provided for standard analog services.

2. Provide Applicant's plan for operating funding and capital payments for facilities and channels for access facilities.

Oceanic intends to continue to provide operating and capital funding to the designated public access entity at a reasonable level to meet community needs and interests while taking into account the costs involved and equitable considerations relating to the level of funding provided to other public access entities across the State.

3. Proposed plans for PEG access --at a minimum, please address items/issues identified in the report *Community Ascertainment and Related Activities*, dated May 30, 2013.

Oceanic has reviewed the comments regarding Akaku in the Ascertainment Report submitted by Akaku and its supporters. Oceanic believes that the financial resources and bandwidth provided to the public access entity must be evaluated within the context of existing and future technology, the demand for public access programming, the long-term interests of all Maui County subscribers, and equitable considerations relating to the level of funding and bandwidth provided to other public access entities across the State.

There are currently three analog public access channels managed by Akaku, Maui Community Television, three education channels managed by the University of Hawaii, and one education channel managed by the State of Hawaii, Department of Education. Given the foregoing considerations, Oceanic proposes that the number of public access channels under the new franchise managed by the designated public access entity not exceed the three analog channels allocated under the current franchise, and that provisions be included within the franchise order to adjust the number of public access channels (and/or migrate those channels to digital as has been accomplished with the education channels) as warranted by

the availability and deployment of technology, the level of demand for public access programming, and the long-term best interests of Maui County subscribers as a whole. Oceanic has, and will continue, to work with the education providers to maintain education access during the next franchise period.

I. 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, service cancellation and changes.

Oceanic believes that improving customer care contributes to customer satisfaction and lasting customer relationships, which results in increased penetration and retention of its services. Oceanic's customer care strategy is focused on four key components, including:

- *Continuous Technical Improvement.* Oceanic focuses on continuous improvement in network performance through technology and operational enhancements, including deploying redundant fiber networks, high capacity optical transport and IP elements, next generation DOCSIS services and support for two-way customer premise equipment. Operationally, advanced work force management and remote network surveillance and restoration tools provide for increased efficiencies in dispatching Oceanic's technicians and resolving customer-reported issues quickly. Oceanic further maintains an advanced monitoring system that allows for advanced recognition of outages and further enhances the customer experience allowing for most calls to be answered via a tele-technical presence insuring first call resolution of service issues.
- *Ease of Access.* Oceanic provides customers several means of gaining information, answering questions, placing orders and reporting service trouble. Multiple platforms, including phone conversation, web based interactions (chat and email) and interactive interfaces all contribute to making Oceanic easy to access and do business with. Oceanic plans no further expansion of its customer service offices; however through using the U.S. Postal service and through exploration with other "mail" type delivery mechanisms, the outreach to customers is expanding in the areas of equipment exchanges and simple installations of CPE.
- *First Call Resolution.* Oceanic enables front line employees to solve customer inquiries quickly and on the first call with targeted answers and solutions to customer questions, problems and needs with desktop tools,

improved care network capabilities and enhanced troubleshooting capabilities.

- *Expand Capacities.* Oceanic provides additional care capacity to support customer inquiries, order placement and trouble reporting, and ensures that each call center has the means to route high call volumes to alternative supporting centers in an efficient and seamless manner. Additionally, in times of predicted high volumes of calls, other offshore call centers are able to tie seamlessly into the operation to provide support as demand dictates.

J. Other

Provide Applicant's comments and proposals regarding the report *Community Ascertainment and Related Activities*, dated May 30, 2013.

Over the years, Oceanic has diligently and substantially complied with all the material terms of its existing franchise and with applicable law. Oceanic's efforts have gone far beyond the minimum requirements of its existing franchise and beyond that which would be expected of a good corporate citizen. Oceanic's continuous introduction of innovative new technologies reinforces Oceanic's commitment to provide subscribers with reliable and greater breadth of programming and other service enhancements.

In support of this application, Oceanic relies upon this complete submission and the entire record and file maintained at the Department of Commerce and Consumer Affairs, Cable Television Division, pertaining to Oceanic.

INDEX OF EXHIBITS

- A. Twenty Year Projection Spreadsheets For Lahaina and Maui
County (Excluding Lahaina) Franchise Areas

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