

FCC 394

**APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE**

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

DATE: July 15, 2015	1. Community Unit Identification Number: See Attachment A
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2. Application for: Assignment of Franchise Transfer of Control

3. Franchising authority: State of Hawaii – Department of Commerce and Consumer Affairs	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: See Attachment A	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	N/A
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as closing conditions are satisfied

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.
[[as necessary]]

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first)			
Time Warner Cable Inc.			
Assumed name used for doing business (if any)			
Time Warner Cable			
Mailing street address or P.O. Box			
60 Columbus Circle			
City	State	ZIP Code	Telephone No. (include area code)
New York	NY	10023	(212) 364-8200

2. (a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing, or marketing information, or other information not otherwise publicly available, may be redacted.)

Exhibit No.
1

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and transferee/assignee?

Yes No

If No, explain in an Exhibit

Exhibit No.
See Exhibit No. 1

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first) Charter Communications, Inc. (currently known as CCH I, LLC)			
Assumed name used for doing business (if any) N/A			
Mailing street address or P.O. Box 400 Atlantic Street			
City Stamford	State CT	ZIP Code 06901	Telephone No. (include area code) 203-905-7800

(b) Indicate the name, mailing address, and telephone number of the person to contact, if other than the transferee/assignee.

Name of contact person (list last name first) Falk, Adam E.			
Firm or company name (if any) Charter Communications, Inc.			
Mailing street address or P.O. Box 1099 New York Ave., N.W., Suite 650			
City Washington	State DC	ZIP Code 20001	Telephone No. (include area code) 202-621-1910

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No. N/A

(d) Indicate the address where the system's records will be maintained.

Street address 12405 Powerscourt Drive		
City St. Louis	State MO	ZIP Code 63131

2. Indicate on an attached Exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. 2

SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

<input checked="" type="checkbox"/> Corporation	a. Jurisdiction of incorporation: Delaware	d. Name and address of registered agent in jurisdiction: Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808
	b. Date of incorporation: June 9, 2003	
	c. For profit or non-for-profit: For profit	

<input type="checkbox"/> Limited Partnership	a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
	b. Date of formation:	

<input type="checkbox"/> General Partnership	a. Jurisdiction whose laws govern formation:	b. Date of formation:
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Individual

Other - Describe in an exhibit

Exhibit No. N/A

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.)
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)	See Exhibit 3	
(b)		
(c)		
(d)		
(e)		
(f)		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

Yes No

Exhibit No.
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If the answer is No, explain in an Exhibit.

4. Has the transferee/assignee had any interest in or in connection with an application which has been dismissed or denied by any franchise authority?

Yes No

Exhibit No.
5

If the answer is Yes, describe circumstances in an Exhibit.

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authority (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another governmental unit; or employment discrimination?

Yes No

Exhibit No.
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If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes No

Exhibit No.
N/A

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

Yes No

Exhibit No.
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If No, attach as an Exhibit a full explanation.

SECTION III - TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.

Yes No

2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

Exhibit No.
8

SECTION IV - TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS


Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
9

SECTION V - CERTIFICATIONS

PART 1 - Transferor/Assignor

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

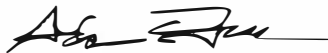
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date July 15, 2015
	Print full name Gary R. Matz
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other: Explain: <p style="text-align: center;">Senior Vice President of Government Relations</p>	

PART II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certified that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation of the system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date July 15, 2015
	Adam E. Falk
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other: Explain: <p style="text-align: center;">Senior Vice President, State Government Affairs</p>	

Attachment A

Franchise	Community Unit Identification Number
Oahu (Island of Oahu, comprised of the City and County of Honolulu)	HI0004; HI0001; HI0003; HI0005; HI0006; HI0007; HI0008; HI0009; HI0010; HI0012; HI0041; HI0057; HI0058; HI0059; HI0060; HI0061; HI0062; HI0063; HI0064; HI0065; HI0066; HI0067; HI0068; HI0069; HI0070; HI0071; HI0072
Hawaii (West Hawaii-Kona & Kohala Systems)	HI0029; HI0020; HI0023; HI0024; HI0025; HI0026; HI0027; HI0028; HI0030; HI0031; HI0032; HI0056; HI0075; HI0078; HI0083; HI0093
Hawaii (East Hawaii-Hilo System)	HI0022; HI0040; HI0079; HI0096; HI0101; HI0102; HI0103; HI0104; HI0105; HI0106; HI0109; HI0110; HI0111
Island of Kauai	HI0011
County of Maui (East Maui, Lanai Island in Maui Cnty, Molokai Island in Maui Cnty)	HI0074
County of Maui (West Maui - Lahaina)	HI0034; HI0002; HI0033; HI0035; HI0037; HI0073; HI0087; HI0089; HI0100; HI0107

Exhibit 1

DESCRIPTION OF TRANSACTION

The proposed Transaction will combine Charter Communications, Inc. (“Charter Communications”), Time Warner Cable Inc. (“TWC”), and Bright House Networks, LLC (“BHN”) into a single company that is poised to leverage the best aspects of each of the three participants. As described below, there are three components to the Transaction, each of which is expected to occur simultaneously upon the closing.

1. *First*, Charter Communications will prepare its corporate structure to complete the merger. It will do so by utilizing an existing subsidiary (CCH I, LLC), which will eventually become the ultimate parent, public company of the Charter corporate structure, and is referred to as “New Charter.” New Charter will convert from an LLC to a C-corporation. To prepare for that transition, New Charter will first become a direct subsidiary to Charter Communications. Next, TWC will become a subsidiary of New Charter through a series of mergers. In the first of those mergers, shares of Time Warner Cable stock—other than those currently owned by Liberty Broadband and Liberty Interactive Corporation (collectively, “Liberty”)—will be converted into the right to elect to receive, for each share of TWC stock, cash and shares of New Charter. Liberty will, prior to that merger, contribute its shares of TWC stock to the merger subsidiary in exchange for shares of the merger subsidiary on a one-for-one basis, which will be converted into shares of surviving TWC on a one-for-one basis in the merger. New Charter will assume the liability to disburse cash to the surviving TWC stockholders. Surviving TWC will then merge into a subsidiary of New Charter, and the then-holders of TWC stock will receive one share of New Charter Class A common stock in exchange for each share of TWC stock.

2. *Second*, Charter Communications will merge with a merger subsidiary of New Charter, becoming a subsidiary of New Charter, and each then outstanding share of Charter Class A common stock will be converted into shares of New Charter. New Charter will assume the Charter name and its existing NASDAQ Stock Market ticker symbol (CHTR). Additionally, Liberty Broadband will contribute cash to New Charter in exchange for shares of New Charter Class A common stock.

3. *Third*, subject to separate conditions set forth in Charter Communications’ agreement with Advance/Newhouse (“A/N,” the parent company of BHN), New Charter will acquire BHN, except for certain limited excluded assets and liabilities, from A/N for (a) cash, (b) one share of Class B common stock in New Charter, and (c) exchangeable common and convertible preferred units in a partnership that will be a New Charter subsidiary and that will hold all of BHN’s assets, as well as assets of New Charter and TWC.

In connection with the BHN portion of the Transaction, Liberty Broadband will contribute additional cash in exchange for shares of New Charter Class A common stock.

Upon completion of the Transaction, majority ownership of New Charter will be publicly held, and a majority of the 13-person board will not be nominated by A/N (which will nominate two board members) and Liberty Broadband (which will nominate three board members). Tom Rutledge, New Charter’s President and CEO, will hold a board seat and will be offered the position of Chairman. New Charter will be the third-largest MVPD behind AT&T-DirecTV and Comcast, assuming the AT&T-DirecTV merger is consummated. New Charter will own and/or manage systems serving approximately 19.4 million broadband customers, 17.3 million video customers, and 9.4 million voice customers across 41 states.

The Agreements are available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000119312515206906/0001193125-15-206906-index.htm>

and

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000059/0001091667-15-000059-index.htm>

Hard copies will be provided upon request. Certain documents have been omitted, as they are not necessary in order to understand the terms of the Agreements or contain confidential trade, business, pricing or marketing data, or other data not otherwise publicly available.

The Agreements contain all material terms of the Transactions and are fully binding on the parties.

Exhibit 2

Transferee, and the legal entity holding the franchises for the cable systems that are the subject of this FCC Form 394, have no current plans to materially change the terms and conditions of service or operations of the systems. The cable systems will continue to operate pursuant to the terms of the franchise agreements and applicable law after the consummation of the proposed transactions. Given the evolving technological and commercial environments in which the cable systems operate, changes in service may occur in order to improve the offerings provided to subscribers, even if the precise nature and timing of those changes cannot be specified now. For these reasons, Transferee, and the legal entity holding the franchises for the cable systems that are the subject of this Form 394, reserve the right to make service and operational changes in accordance with the terms of the franchises and applicable law.

Exhibit 3

Charter Communications, Inc. (“Charter Communications”) is a publicly traded Delaware corporation. Contingent upon the events described in Exhibit 1, Charter Communications will merge with and into a Charter Communications subsidiary under CCH I, LLC which will become “New Charter,” a corporation, with the effect that all shares of Charter Communications shall become shares of New Charter. The following table sets forth each holder of more than 5% of our outstanding shares of Class A common stock as of February 28, 2015:

<u>Name</u>	<u>Shares Beneficially Owned(1)</u>	
	<u>Number</u>	<u>Percent of Class</u>
5% Stockholders:		
Liberty Broadband Corporation(2)	28,838,718	25.74%
SPO Advisory Corp., John H. Scully and Edward H. McDermott(3)	7,648,448	6.83%
Berkshire Hathaway Inc.(4)	6,198,237	5.53%

(1) Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares shown in the table above include shares held in the beneficial owner’s name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner’s account. Common stock subject to options that are currently exercisable or exercisable within 60 days of February 28, 2015 are deemed to be outstanding and beneficially owned by the person holding the options. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. The calculation of this percentage assumes for each person the acquisition by such person of all shares that may be acquired upon exercise of warrants to purchase shares of Class A common stock. Percentage of beneficial ownership is based on 112,017,373 shares of Class A common stock outstanding as of February 28, 2015. Except as disclosed in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder. Unless otherwise indicated in the table or footnotes below, the address for each beneficial owner is 400 Atlantic Street, Stamford, CT 06901.

(2) Based on the Schedule 13D filed by Liberty on November 13, 2014. Such reported amount included warrants to purchase 1,083,296 shares of Class A common stock that were fully exercisable as of such date. Such warrants were subsequently exercised on November 17, 2014 based upon the Form 4 Report filed by Liberty on November 19, 2014. The address of Liberty Broadband is 12300 Liberty Boulevard, Englewood, Colorado 80112. On May 1, 2013, Liberty Media Corporation (“Liberty Media”) acquired beneficial ownership of 27,941,873 shares of Class A common stock in a private transaction involving three stockholders of Charter pursuant to a stock purchase agreement dated March 19, 2013.

(3) The equity ownership reported in this table is based on the reporting persons’ most recently available Schedule 13G/A dated December 31, 2014 and filed on February 17, 2015. Reported total includes shares beneficially owned by the reporting persons as follows: Sole voting and dispositive power of SPO Partners II, L.P. (“SPO”) as to 7,128,948 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Partners, L.P. (“SPO Advisory Partners”). Sole voting and dispositive power of SPO Advisory Partners as to 7,128,948 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Corp. (“SPO Advisory Corp.”). Sole voting and dispositive power of San Francisco Partners, L.P. (“SFP”) as to 443,600 of the shares reported as beneficially owned is exercised through its sole general partner, SF Advisory Partners, L.P. (“SF Advisory Partners”). Sole voting and dispositive power of SF Advisory Partners as to 443,600 of the shares reported as beneficially owned is exercised through its sole general partner, SPO Advisory Corp. Sole voting and dispositive power of SPO Advisory Corp. as to 7,572,548 of the shares reported as beneficially owned is exercised through its three controlling persons, John H. Scully (“JHS”), Edward H. McDermott (“EHM”) and Eli J. Weinberg (“EJW”). Of the shares reported as beneficially owned, 12,300 shares are held in JHS’ individual retirement account which is self-directed and 63,000 shares may be deemed to be beneficially owned by JHS solely in his capacity as a controlling person, sole director and executive officer of the

Phoebe Snow Foundation, Inc. ("PSF"). Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by JHS solely in his capacity as one of three controlling persons of SPO Advisory Corp. Sole voting and dispositive power of PSF as to 63,000 of the shares reported as beneficially owned is exercised through its controlling person, sole director and executive officer, JHS. Of the shares reported as beneficially owned, 600 shares are held by EHM in his individual retirement account which is self-directed. Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by EHM solely in his capacity as one of three controlling persons of SPO Advisory Corp. Shared voting and dispositive power as to 7,572,548 of the shares reported as beneficially owned may be deemed to be beneficially owned by EJW solely in his capacity as one of three controlling persons of SPO Advisory Corp. The principal business address of all reporting persons is: 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO, SPO Advisory Partners and SF Advisory Partners are Delaware limited partnerships. SFP is a California limited partnership. SPO Advisory Corp. and PSF are Delaware corporations. JHS, EHM and EJW are all citizens of the United States of America.

(4) The equity ownership reported in this table is based on the reporting persons' most recently available Schedule 13G dated December 31, 2014 and filed on February 17, 2015 filed by Berkshire Hathaway Inc., 3555 Farnam Street, Omaha, Nebraska 68131 ("BH"), Warren E. Buffett, 3555 Farnam Street, Omaha Nebraska 68131 ("WB"), National Indemnity Company, 3024 Harney Street, Omaha Nebraska 68131 ("NIC"), GEICO Corporation, One GEICO Plaza, Washington DC 20076 ("GEICO"), Government Employees Insurance Company, One GEICO Plaza, Washington DC 20076 ("GEIC"), GEICO Advantage Insurance Company, One GEICO Plaza, Washington DC 20076 ("GAIC"), GEICO Casualty Company, One GEICO Plaza, Washington DC 20076 ("GCC"), GEICO Choice Insurance Company, One GEICO Plaza, Washington DC 20076 ("GCIC"), GEICO Secure Insurance Company ("GSIC"), The Buffalo News Drivers/Distributors Pension Plan, One News Plaza, Buffalo New York 14240 ("BNDDPP"), Buffalo News Editorial Pension Plan, One News Plaza, Buffalo, New York 14240 ("BNEPP"), BNSF Master Retirement Trust, c/o BNSF Railway, 2650 Lou Menk Drive, Fort Worth, Texas 76131 ("BNSF"), Buffalo News Mechanical Pension Plan ("BNMPP"), Buffalo News Office Pension Plan ("BNOPP"), Flight Safety International Inc. Retirement Income Plan ("FSI"), Fruit of the Loom Pension Trust ("FLPT"), GEICO Corporation Pension Plan Trust ("GCPPT"), General Re Corporation Employment Retirement Trust ("GRCERT"), Johns Manville Corporation Master Pension Trust ("JMCMPPT"), Benjamin Moore & Co. Revised Retirement Income Plan ("BMCRRIP") and Lubrizol Master Trust Pension, c/o The Lubrizol Corporation, 29400 Lakeland Blvd., Wickliffe, Ohio 44092 ("LMTP"). The 13G reports as follows: WB and BH have shared voting and dispositive power over 6,198,237 of the reported shares; NIC and GEICO have shared voting and dispositive power over 4,283,955 of the reported shares; GEIC has shared voting and dispositive power over 1,749,392 of the reported shares; GAIC has shared voting and dispositive power over 408,468 of the reported shares; GCC has shared voting and dispositive power over 1,726,829 of the reported shares; GCIC has shared voting and dispositive power over 212,105 of the reported shares; GSIC has shared voting and dispositive power over 187,161 of the reported shares; BNDDPP has shared voting and dispositive power over 6,800 of the reported shares; BNEPP has shared voting and dispositive power over 9,000 of the reported shares; BNSF has shared voting and dispositive power over 804,215 of the reported shares; BNMPP has shared voting and dispositive power over 16,000 of the reported shares; BNOPP has shared voting and dispositive power over 5,000 of the reported shares; FSI has shared voting and dispositive power over 156,067 of the reported shares; FLPT has shared voting and dispositive power over 50,000 of the reported shares; GCPPT has shared voting and dispositive power over 100,000 of the reported shares; GRCERT has shared voting and dispositive power over 317,000 of the reported shares; JMCMPPT has shared voting and dispositive power over 100,000 of the reported shares; BMCRRIP has shared voting and dispositive power over 200 of the reported shares; and LMTP has shared voting and dispositive power over 350,000 of the reported shares.

CURRENT OFFICERS

Thomas M. Rutledge	President and Chief Executive Officer
Christopher L. Winfrey	Executive Vice President and Chief Financial Officer
John Bickham	Executive Vice President, Chief Operating Officer
Donald F. Detampel, Jr.	Executive Vice President and President, Commercial Services
Richard R. Dykhouse	Executive Vice President, General Counsel and Corporate Secretary
Thomas Adams	Executive Vice President, Field Operations
Richard J. DiGeronimo	Executive Vice President, Product and Strategy
Jonathan Hargis	Executive Vice President, Chief Marketing Officer

Kathleen Mayo	Executive Vice President, Customer Operations
James Blackley	Executive Vice President, Engineering and Information Technology
Catherine C. Bohigian	Executive Vice President, Government Affairs
James Nuzzo	Executive Vice President, Business Planning
David Scott Weber	Executive Vice President, Network Operations
Kevin D. Howard	Senior Vice President, Finance, Controller, Chief Accounting Officer
Thomas B. Anema	Senior Vice President, Commercial Finance
Rocky Boler	Senior Vice President, Customer Care
Jay E. Carlson	Senior Vice President, Chief Information Officer
Kathleen A. Carrington	Senior Vice President, Corporate Services
Thomas M. Degnan	Senior Vice President, Finance and Corporate Treasurer
Alexander Dudley	Senior Vice President, Communications
Lawrence N. Eleftheri	Senior Vice President, Media Sales
Adam E. Falk	Senior Vice President, State Government Affairs
Charlotte Field	Senior Vice President, Application Platform Ops
Charles Fisher	Senior Vice President, Corporate Finance
Ronald J. Hartz	Senior Vice President, Financial Planning and Analysis
Keith R. Hayes	Senior Vice President, Network Operations
James M. Heneghan	President, Charter Media
Alexander Dennis Hoehn-Saric	Senior Vice President, Government Affairs
Joseph Leonard	Senior Vice President, Marketing and Creative Strategy
Lawrence R. Martell	Senior Vice President, Software Architecture and Development
James F. McGann, Jr.	Senior Vice President, Charter Business
Frederick J. Pappalardo	Senior Vice President, Business Planning
Abigail T. Pfeiffer	Senior Vice President, Human Resources
Donald Poulter	Senior Vice President, Commercial Operations
Thomas E. Proost	Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary
Jodi Robinson	Senior Vice President, UX Design and Development
Jay Rolls	Senior Vice President, Chief Technology Officer
Allan Samson	Senior Vice President, Marketing
Gary Schanman	Senior Vice President, Video Products
Ernest Richard Schultz	Senior Vice President, Sales and Retention
Allan Singer	Senior Vice President, Programming
Daniel J. Bollinger	Vice President, Associate General Counsel, Assistant Corporate Secretary

CURRENT DIRECTORS¹

W. Lance Conn	John C. Malone	Eric L. Zinterhofer
Michael P. Huseby	John D. Markley, Jr.	Thomas M. Rutledge
Craig A. Jacobson	David C. Merritt	
Gregory B. Maffei	Balan Nair	

The business address for all officers and directors is 400 Atlantic Street, 10th Floor, Stamford CT, 06901.

¹ There is currently one vacancy on the eleven-member Board of Directors.

Exhibit 4

Transferee at the effective time of closing will be a Delaware corporation and the indirect parent company of the legal entity holding the franchises (the "Franchisee"). To the extent required by applicable law, the Franchisee is, and, after the closing of the transactions will continue to be, qualified to transact business in Hawaii.

Exhibit 5

Transferee has no direct interest in, or connection with, any denial by a franchise authority as of the date of this FCC Form 394. Various operating subsidiaries and affiliated companies of Transferee provide cable service to approximately 3,300 communities currently throughout the country pursuant to local and state franchises, and have had no franchise dismissed or denied within the last ten (10) years.

Exhibit 6

Except as set forth below, no adverse findings have been made and no final actions have been taken within the last ten (10) years with respect to Transferee or its wholly-owned subsidiaries related to any of the items listed in Section II, Question 5 of the FCC Form 394.

Charter Communications VI, PLLC v. Community Antenna Services, Cause Number 01-0646-CTV-C, West Virginia PSC. In a matter initially filed by Charter against Community Antenna Services (“CAS”) on grounds that CAS was unlawfully blocking Charter's ability to offer service to residents of apartment buildings in violation of state law, CAS filed counterclaims, including claims that Charter's pricing plans were discriminatory and anticompetitive under state law. An ALJ issued a decision on August 19, 2002, finding that certain of Charter's pricing plans at issue were discriminatory in violation of state law. The full PSC on February 10, 2004, however, reversed the ALJ finding and held that Charter had not engaged in any unlawful pricing practices. CAS appealed the PSC Order to the West Virginia Supreme Court, which ultimately reversed the PSC Order on the central issue and remanded the matter for further proceedings. On remand from the Supreme Court, the PSC ruled in February 2007 that the case had become moot because: (a) the pricing plans challenged in the case had not been used since early 2003; and (b) Charter had sold all of its West Virginia cable systems to Cebridge/Suddenlink.

Charter Communications VI, PLLC v. Community Antenna Service, Inc., Cause No. OO-C-505, Circuit Court, Wood County, W. Va. The decision of the West Virginia Supreme Court reversing the PSC (in the above referenced proceeding) also re-activated the state court litigation between the parties which had been stayed pending resolution of the PSC decision. CAS abandoned all of its prior claims against Charter except (a) a claim that Charter has violated state laws governing unduly discriminatory cable rates, and (b) in doing so, Charter tortiously interfered with CAS customer relationships and expectation of future relationships. In February 2008, the jury awarded CAS, among other things, compensatory damages for “unduly discriminatory rates.” Charter filed post-trial motions seeking judgment in its favor, for a new trial, and to amend or alter the judgment. On March 29, 2010, Charter petitioned the West Virginia Supreme Court of Appeals to accept the case for appeal. On June 23, 2011, the court ruled against Charter's appeal. The verdict was satisfied on July 15, 2011.

Employment

Maureen Ford v. Charter, EEOC Case No. 471-2007-02572. Complainant alleged sex and age discrimination. The EEOC determined on September 12, 2008 that there was reasonable cause to believe that a violation of the statutes had occurred. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through mediation.

Shannon Thompson v. Charter, EEOC Case No. 494-2006-01994. Complainant alleged disability discrimination. The EEOC determined on September 10, 2007 that there was reasonable cause to believe that a violation of the statutes had occurred. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

April Leftridge v. Charter, EEOC Case No. 17JA600184. Complainant alleged race and sex discrimination. The EEOC determined on July 12, 2006 that probable cause existed to credit the allegations of the complaint filed by the Complainant. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

Linda Meyer v. Charter, EEOC Case No. CR200601947; Wisconsin. Complainant alleged disability discrimination in filings with the WI Department of Workforce Development and the EEOC. The EEOC determined on December 21, 2006 that probable cause existed to credit the allegations of the complaint filed by the Complainant. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

April Bevars v. Charter, Wisconsin Department of Workforce Development (DWD) Complaint No. CR201000952. Complainant alleged that she was discriminated against based on her conviction record when an offer of employment was rescinded by Charter. On June 4, 2010, the DWD determined that there was probable

cause to believe that Charter may have violated the Wisconsin Fair Employment Act by refusing to hire Complainant based on her conviction record. Charter disputed the determination, but, in order to avoid incurring unnecessary costs and expenses, resolved the matter through settlement.

Angela Castellano v. Charter, United States District Court for the Western District of Washington No. 12-cv-05845. Complainant alleged she was discriminated against based on disability and was also retaliated against. On February 26, 2014, a jury verdict was entered against Charter.

William Marcin v. Charter, Wisconsin Department of Workforce Development (DWD) Complaint No. CR201201053. Complainant alleged that he was discriminated against based on his arrest record. On June 18, 2013, the DWD determined that there was probable cause to believe that Charter may have violated the Wisconsin Fair Employment Act by discriminating against the Complainant based on his arrest record. A hearing on the merits of the complaint was held on February 12, 2014. On December 30, 2014, the administrative law judge issued a decision adverse to Charter. Charter appealed the decision to the State of Wisconsin Labor and Industry Review Commission on April 14, 2015.

Royal Courtain v. Charter, Superior Court of California, County of Butte, No. 161016. Courtain, a former Charter Account Executive, filed a wage claim with the California Labor Commissioner, alleging that he was not paid for all earned commissions. Specifically, Courtain claims that Charter was not permitted to charge back a portion of certain previously paid commissions connected to late-paying accounts. Following a hearing and October 8, 2013 adverse decision of the Labor Commissioner, Charter appealed the ruling to the Superior Court of California. The trial court judge ruled that Charter was required to pay the claimed commissions.

Dixie Gostola v. Charter, United States District Court for the Eastern District of Michigan, No.13-15165-BC. Plaintiff alleged that Charter interfered with her FMLA rights by evaluating and disciplining Plaintiff based, at least in part, on the time she was absent on FMLA leave. The court granted Plaintiff's motion for summary judgment on the FMLA interference claim on December 17, 2014 and, in order to avoid incurring unnecessary costs and expenses related to a trial on damages or an appeal, Charter resolved the matter through settlement on May 19, 2015.

Carmen Kidd v. Charter, United States District Court for the Western District of Michigan, No.1:13cv493. Plaintiff alleged that Charter terminated her employment in violation of the FMLA and Michigan Persons with Disabilities Civil Rights Act. On May 29, 2015, a jury verdict was entered against Charter on the FMLA interference claim, and in Charter's favor on the FMLA retaliation and discrimination claim.

Exhibit 7

The Amended and Restated Guarantee and Collateral Agreement, dated March 31, 2010 by certain subsidiaries of Charter Communications, Inc. in favor of Bank of America, N.A., as administrative agent (the "Collateral Agreement") provides that voting rights will transfer to the lenders upon an event of default. Therefore, while the answer to subpart (a) of Section II, Question 7 of the FCC Form 394 is "No," the answer to subparts (b) and (c) is "Yes." With respect to the voting rights and other matters in the Collateral Agreement, the lenders may not take any action without first obtaining any required governmental approvals including from the FCC and/or the franchising authority.

Exhibit 8

A copy of Transferee's Annual Report on Form 10-K filed with the Federal Securities and Exchange Commission for the year ending December 31, 2014 is available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000049/0001091667-15-000049-index.htm>

A copy of Transferee's Quarterly Report on Form 10-Q filed with the Federal Securities and Exchange Commission for the quarter ending March 31, 2015 is available at:

<http://www.sec.gov/Archives/edgar/data/1091667/000109166715000103/0001091667-15-000103-index.htm>

Exhibit 9

This FCC Form 394 relates solely to the provision of cable service over a cable system. Nevertheless, in the interest of providing full information regarding the services provided by the franchisee, Charter Communications, Inc. and its subsidiaries (“Charter”) provide the following information from the Public Interest Statement filed at the Federal Communications Commission in connection with this Transaction.

Overview

Charter is a leading communications company that provides video, broadband Internet, voice, and business services. As a result of extensive investment and a commitment to providing the best services, Charter now serves over 5.8 million residential customers and 386,000 commercial relationships. Domiciled in Delaware and headquartered in Stamford, Connecticut, Charter operates in 28 states and employs over 23,500 people.

Video

Currently the seventh-largest multichannel video programming distributor in the United States, Charter serves 4.2 million residential Charter TV video customers over its all-digital network. It has recently unveiled “Worldbox”—an innovative set-top box that uses a downloadable security solution. Moreover, Charter is currently deploying its “Spectrum Guide”—a cloud-based user interface that enhances the consumer video service and can be accessed through both Worldbox and legacy two-way set-top boxes. Charter’s TV app offers over 150 live, linear channels, video on demand (“VOD”) and the ability to download VOD content for future playback. All these innovations enable Charter to improve the customer experience while reducing significantly its customer premises equipment input prices, which will reduce prices for consumers.

Broadband

Charter is committed to developing and deploying innovative broadband technology. Charter’s broadband Internet services offer an industry-leading minimum of 60+ Mbps to a large percentage of its 4.8 million residential broadband customers. Charter’s Internet download speeds for its fastest residential service reach up to 120 Mbps, and the company continually invests in improving its network and services. Charter was also recognized in 2014 as the nation’s fastest WiFi provider. Its broadband services are also provided under customer-friendly terms. Charter offers its base 60 Mbps service at lower prices than its competitors, and does not impose data caps or engage in usage-based billing. Charter also does not offer plans with separate, additional fees common in the industry, such as modem fees, a federal Universal Service Fund (“USF”) fee, state USF fee, subscriber line fee, or E911 fee. Charter has invested in interconnection, and has not been involved in any major disputes over traffic management. It maintains a focus on ensuring the broadband user experience is a positive one.

Voice

Charter’s suite of advanced services also includes voice service, which Charter provides to 2.4 million residential customers via VoIP technology. Its voice services include unlimited long-distance calling in the United States, Canada, Puerto Rico, the U.S. Virgin Islands, and Guam. Calling features include voicemail, call waiting, caller ID, call forwarding and more at no additional charge. In addition, the enhanced 911 feature automatically provides the emergency service operator with a caller’s phone number and location. For customers with video service, caller ID on TV is available in most areas at no additional charge.

Business

Charter Business offers scalable, tailored, and cost-effective technology solutions for 386,000 commercial relationships. Charter Business services include data networking, broadband Internet, managed video and music services, wireless backhaul, and “last mile” fiber connectivity to commercial premises. Charter’s advertising sales and production services are sold under its Spectrum Reach brand.

Investment

Since the beginning of 2012, the company also has invested over \$5.5 billion in technology and infrastructure—a significant figure when compared with the company’s overall size, including its \$8.7 billion adjusted EBITDA over the same period. This sizable commitment to innovation and the deployment of broadband technology has led to Charter’s position within the industry as a technological and business leader. Its transition to a digital network has enabled it to increase its minimum speed offering from 1 Mbps downstream in 2011 to its present 60 Mbps offered to a large percentage of its customers, to grow its HD channel line-up from fewer than 70 channels in 2011 to a present selection of over 200, to launch the innovative Spectrum Guide to a wide range of set-top boxes, and to grow its VOD library to thousands of choices. Although Charter is proud of this record of technological progress, the Transaction would enable New Charter to do far more for millions more subscribers. Charter therefore seeks increased scale and technological synergies to drive even more competitive and innovative broadband, video, and voice services.

Management

Since Tom Rutledge arrived a little more than three and a half years ago as Charter’s President and Chief Executive Officer, Charter has assembled a team of top industry executives, with a particular focus on enhancing Charter’s operations, and the Charter customer experience. A number of these executives, along with Mr. Rutledge, were the core of leading industry operations teams at other communications companies, including Cablevision and Time Warner Cable – one of the cable operators that today owns systems that Charter is acquiring. These operations, technology and customer-focused executives include:

- ✓ John Bickham, Chief Operating Officer, has over 26 years of operating experience, and previously served as President of Cable and Communications at Cablevision, and before that served as Executive Vice President of Time Warner Cable.
- ✓ Tom Adams, Executive Vice President, Field Operations, has responsibility for field operations. Prior to Charter, Mr. Adams worked at Time Warner Cable for 17 years, where most recently he had served as Regional Vice President for that company’s Wisconsin operations (which will become a part of Charter in this transaction).
- ✓ Jim Blackley, Executive Vice President, Engineering and Information Technology, leads Charter’s advanced engineering teams, with product and network management personnel to design, certify and implement next-generation services and technology solutions. Mr. Blackley has over 16 years of experience in a similar position with Cablevision.
- ✓ Don Detampel, Executive Vice President and President, Commercial Services is responsible for the Company’s commercial business, which provides broadband solutions to small and medium-size businesses, enterprises and carrier customers. Mr. Detampel has more than 30 years of experience in electronic communications and communications infrastructure.
- ✓ Kathleen Mayo, Charter’s Executive Vice President, Customer Operations, who leads Charter’s focus on the customer experience, arrived at Charter after 15 years with Cablevision where she also served as Executive Vice President, Customer Operations with responsibility for field operations, customer service, and billing and collections.
- ✓ Scott Weber, Executive Vice President, Network Operations directs the operations and activities that support Charter’s advanced communications network. Prior to joining Charter, Mr. Weber served as Executive Vice President, Network Management for Cablevision Systems and before that Mr. Weber led technical operations, engineering operations and network management in various roles at Comcast.

These executives and their teams, working with Charter’s other management teams in Finance, Legal, Government Affairs and Marketing provide the leadership for Charter’s daily operations and future growth.