

BEFORE THE DIRECTOR OF REGULATORY AGENCIES
OF THE STATE OF HAWAII

In the Matter of the Amended Application of)
CABLEVISION HOLDINGS, INCORPORATED)
for Authority to Acquire Oceanic Cablevision,)
Incorporated and a Transfer of the Permit)
Thereunto.)

ORDER NO. 29

O R D E R

The Director of Regulatory Agencies, after reviewing the application and the submissions made in support thereunto of CABLEVISION HOLDINGS, INCORPORATED for authority to acquire Oceanic Cablevision, Incorporated and transfer to it of Oceanic Cablevision, Incorporated's authority to construct and operate a cable system in the areas described below, as required by Condition One of Cable Television Order Number 15, and finding that approval, subject to the conditions enumerated below, would serve the general welfare of the people of the State of Hawaii, hereby grants authority to Cablevision Holdings, Incorporated to acquire said Oceanic Cablevision, Incorporated in total and to construct and operate until August 12, 1991 a cable system to provide cable communications service to the following areas within the State of Hawaii:

Census Tract Nos.: 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29,
30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45,
46, 47, 49, 50, 51, 52, 53, 54, and 55

Bounded by:

Crest of Koolau Range (Honolulu city limits).

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Waahila Ridge, southwest boundary of Kawao Park extended, southwest boundary of Kawao Park, Watershed Forest Reserve boundary, base of Kalaepohaku Ridge (extension of Honolulu Watershed Forest Reserve boundary), east boundary of St. Louis High School property.

Waiialae Avenue, Manoa-Palolo Drainage Canal, easterly along Ala Wai Canal, southerly along a line from end of Ala Wai Canal, easterly along Ala Wai Boulevard, northerly along Kapahulu Avenue, southerly along Leahi Avenue, easterly along Monsarrat Avenue, southerly along Campbell Avenue, Campbell extended, southerly along west boundary of Fort Ruger Military Reservation, north and west boundary of Diamond Head State Monument, west boundary of a park, south boundary of Diamond Head State Monument, easterly along Diamond Head Road, southerly along west boundary of U.S. Coast Guard Reservation.

Pacific Ocean.

Honolulu Harbor, northerly along Nuuanu Stream, North King Street, Palama Street, School Street, Lanakila Avenue, Judd Street, Iholena Street, Lolena Street, Kula Street, Lanakila Avenue, Aulii Street, Puna Street, southeast boundary of Kamehameha School, rim of bluff southeast of Alewa Heights, Waolani-Kapalama Stream Divide (Ridge), Moole-Kapalama Stream Divide (Ridge), Moole-Kalihi Stream Divide (Ridge).

Census Tract Nos.: 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 99, 100, and 101

Bounded by:

Pacific Ocean.

Southerly along Malaekahana Stream, crest of Koolau Range.

West boundary of Honolulu city limits.

Westerly along Honouliuli Stream extended, Honouliuli Stream, northerly along unnamed road, unnamed road, easterly along Farrington Highway, northerly along Kunia Road, westerly along H-1 Highway, northerly along Palehua Road, crest of Waianae Range, south boundary of Military Reservation, top of south rim of Waianae Range, south boundary of Kaena Military Reservation, south boundary of Kaena Military Reservation extended.

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The above authorization to provide cable television service to Central and Northern Oahu is subject to the following conditions:

1. The permittee shall complete construction of wholly owned distribution and origination facilities and begin service to:

a. All potential subscribers desiring service within the above designated area, within twenty-four (24) months of the award of this permit.

b. All applicants for service subsequent to the above-mentioned period, within six (6) months of their application for service.

c. All potential subscribers within an existing service area of the permittee (for which a permit was awarded prior to the 31st day of January, 1971), within one year of the award of this permit.

2. The permittee, within sixty days of the award of this permit, shall begin the construction of the system herein authorized.

3. The permittee shall provide all schools within its service area with a minimum of one free drop and shall provide all necessary tools, equipment and labor to provide for its installation. Any dispute as to this provision shall be resolved by the Director of Regulatory Agencies.

4. None of the permittee's equipment and facilities shall be utilized for any form of cablecasting without the prior written approval of the Director of Regulatory Agencies.

5. The permittee shall:

a. Maintain and otherwise provide for the effective use of the following restricted use cable channels:

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(1) Public Access

(2) Education

(3) Government

b. Utilize a "direct feed" reception of the television signal for retransmission over the cable distribution system.

c. Provide a signal at the subscriber terminal of at least 0 dbmv (1,000 microvolts referred to 75 ohms) and it shall be maintained within:

(1) 4 db of the visual signal on either adjacent cable television channel.

(2) 10 db of the visual signal level on any other cable television channel.

(3) Signal-to-noise ratio not less than 40 db.

6. All officers, directors and employees of the permittee shall be residents of the State of Hawaii; except that not more than two directors need not be residents of the State of Hawaii if they represent interest involved in the formation of the permittee corporation and do not constitute more than one-fifth of the total membership of the said board of directors. Any change in directorship shall be reported to the Director of Regulatory Agencies within ten (10) days thereof.

7. The permittee shall:

a. Within sixty days of the award of this permit, file with the Director of Regulatory Agencies all documents from financial and other institutions confirming the commitment of funds for the construction and initial operation of the system authorized herein.

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b. Within sixty days of the issuance of this permit, provide the Director of Regulatory Agencies with a performance bond and/or corporate surety in an amount not less than six and one-half million dollars.

c. Upon award of this permit, and annually each year thereafter, on or before the fifteenth day of January, file a list of all shareholders and undisclosed principals holding one or more percent of the corporation's shares, noting the kind of shares held and the amount held thereof. The permittee shall also list its interest and the amount thereof in any other corporation, partnership, or business.

d. Notify and secure the prior written approval of the Director of Regulatory Agencies for all reorganizations, acquisitions, or transfers of the cumulative amount of one percent or more of its stock by any single individual, group of individuals, corporations and/or undisclosed principals.

e. Secure prior written approval of the Director of Regulatory Agencies before selling, exchanging, or transferring assets with an original acquisition or present market value, whichever is greater, in excess of the sum of five thousand dollars (\$5,000) to any individual, group of individuals, or corporation (including parent or holding companies), other than for the payment of legitimate costs incurred in operating the cable television system. Any dispute as to this provision shall be resolved by the Director of Regulatory Agencies.

f. Secure the prior written approval of the Director of Regulatory Agencies before engaging in any type or form of business activity other than allowed in this permit.

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g. Maintain all financial and business records, ledgers, files, charts of accounts and financial computer printouts, except those as may be specifically exempted by the Director of Regulatory Agencies, at the cable television systems principal offices within the State of Hawaii.

h. Maintain a current file with the Director of Regulatory Agencies, of the name(s) of a responsible managing employee(s) who shall have the power to act for the permittee in providing effective cable television service.

8. The permittee hereby agrees that all of the foregoing conditions shall apply to any and all cable television service areas and permits awarded to it or any of its predecessor organizations or business entities prior to, or subsequent to, the 31st day of January, 1971.

Any or all of the foregoing conditions may be modified or waived by the Director of Regulatory Agencies upon the permittee showing good cause and when it is in the best interest of the people of the State of Hawaii.

Compliance with the herein stated provisions does not waive compliance by the permittee of existing and future Federal and State statutes and regulations governing cable television.

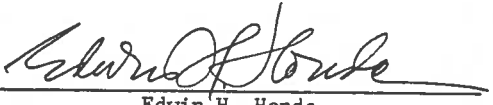
A violation of the herein stated conditions or the above regulations will give rise to an immediate basis for revocation or suspension of the permit, subject to a formal hearing pursuant to Chapter 91, Hawaii Revised Statutes (the Hawaii Administrative Procedures Act), and the rules and regulations for cable television systems.

Notwithstanding any provision herein stated, the Director of Regulatory Agencies shall have the power to do all things which are necessary

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or convenient to enforce the provisions and future amendments of Chapter 440-G,
Hawaii Revised Statutes (the Hawaii Cable Television Systems Law).

DATED at Honolulu, Hawaii, this 30th day of August, 1973.


Edwin H. Honda
Director of Regulatory Agencies