

*Hawaii*



CABLE DIVISION  
COMMERCE AND  
CONSUMER AFFAIRS  
**RECEIVED**

March 19, 2012

2012 MAR 20 P 3: 51  
2012 MAR 20 P 3: 34

Keali'i S. Lopez, Director  
State of Hawaii  
Department of Commerce and Consumer Affairs  
333 Merchant Street  
Honolulu, Hawaii 96813

A—E—P—S—  
DIRECTOR'S OFFICE  
COMMERCE AND  
FILE— CONSUMER AFFAIRS

**Re: Time Warner Cable Internal Restructuring**

Dear Ms. Lopez:

I am writing to advise you of an internal restructuring by Time Warner Cable Inc. ("TWC") involving the cable franchisee providing cable service in various areas in the State of Hawaii. As you may know, we operate our cable systems through various indirect, wholly-owned subsidiaries, including Time Warner Entertainment Company, L.P., the franchise-holder for our Hawaii cable systems. In order to streamline our organization, we are undertaking an internal reorganization (the "**Transaction**") whereby our cable operations will be conducted through seven regional entities designed to simplify management reporting and create a more geographically rational structure. Upon completion of the Transaction, our Hawaii systems and their franchises will be held by Oceanic Time Warner Cable LLC, an indirect, wholly-owned subsidiary of TWC.

The Transaction will not result in a transfer of control – TWC will retain ultimate ownership and management authority over our Hawaii systems. This internal Transaction will have absolutely no impact on our Hawaii systems, their operations or our local staff or management, and we will continue to do business as Oceanic Time Warner Cable. In particular, there will be no change in our commitment to provide our customers with the best variety and quality in entertainment and information services, all at competitive rates with excellent customer care.

Given the internal nature of the Transaction, and particularly since it will not result in any change in the operation or ultimate ownership of any cable system or franchise, you may find it unnecessary to take any action. To the extent you believe it is necessary, we have enclosed an original and two (2) copies of the Federal Communications Commission's ("FCC") Form 394, and a CD containing a copy of the Transaction Agreement as well as pertinent financial information regarding Time Warner Cable. If you choose to grant consent, we would very much appreciate your review and consideration of these materials and the issuance of a decision and order at your earliest possible convenience, with a copy of the decision and order sent to the following address:

Patricia McCausland  
Time Warner Cable  
13820 Sunrise Valley Drive  
Herndon, VA 20171  
[patricia.mccausland@twcable.com](mailto:patricia.mccausland@twcable.com)

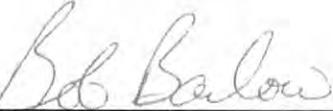
Keali'i S. Lopez, Director  
State of Hawaii  
Department of Commerce and Consumer Affairs  
March 19, 2012  
Page 2

Should you have any questions regarding the Transaction or the FCC Form 394, please contact me at [bob.barlow@twcable.com](mailto:bob.barlow@twcable.com) or 808-625-8311.

We look forward to continuing our long and mutually beneficial relationship.

Sincerely,

**TIME WARNER CABLE INC.**

By:   
\_\_\_\_\_  
Bob Barlow  
Regional Vice President

**FCC 394**  
**APPLICATION FOR FRANCHISE AUTHORITY**  
**CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL**  
**OF CABLE TELEVISION FRANCHISE**

**SECTION I. GENERAL INFORMATION**

FOR FRANCHISE AUTHORITY USE ONLY

DATE <b>March 19, 2012</b>	1. Community Unit Identification Number: <b>HI0011</b>
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2. Application for:             Assignment of Franchise             Transfer of Control

3. Franchising Authority: <b>State of Hawaii - Department of Commerce and Consumer Affairs</b>	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: <b>Island of Kauai</b>	
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:	<b>N/A</b>
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	<b>3<sup>rd</sup> Quarter 2012 or as soon as practicable</b>

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. <b>N/A</b>
---------------------------

**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)			
<b>Time Warner Entertainment Company, L.P.</b>			
Assumed name used for doing business (if any)			
<b>Time Warner Cable</b>			
Mailing street address or P.O. Box			
<b>60 Columbus Circle</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>New York</b>	<b>NY</b>	<b>10023</b>	<b>(212) 364-8200</b>

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. <b>1</b>
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(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

Yes     No

If No, explain in an Exhibit.

Exhibit No. <b>N/A</b>
---------------------------

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)			
<b>Oceanic Time Warner Cable LLC</b>			
Assumed name used for doing business (if any)			
<b>Time Warner Cable</b>			
Mailing street address or P.O. Box			
<b>60 Columbus Circle</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>New York</b>	<b>New York</b>	<b>10023</b>	<b>(212) 364-8200</b>

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

Name of contact person (list last name first)			
<b>Patricia McCausland</b>			
Firm or company name (if any)			
<b>Time Warner Cable</b>			
Mailing street address or P.O. Box			
<b>13820 Sunrise Valley Drive</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>Herndon</b>	<b>Virginia</b>	<b>20171</b>	<b>(703) 345-2739</b>

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

Street address		
Transferee/Assignee is not proposing to change the location of the system's records.		
City	State	ZIP Code

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

1. Transferee/Assignee is:

Corporation (LLC)

a. Jurisdiction of incorporation:	Delaware
b. Date of formation:	February 6, 2012
c. For profit or not-for-profit:	For Profit
d. Name and address of registered agent in jurisdiction:	The Corporation Trust Company 1209 Orange Street New Castle County Wilmington, Delaware 19801

Limited Partnership

a. Jurisdiction in which formed:	
b. Date of formation:	
c. Name and address of registered agent in jurisdiction:	

General Partnership

a. Jurisdiction whose laws govern formation:	
d. Date of formation:	

Individual

Other. Describe in an Exhibit. Limited liability company. See formation information above.

Exhibit No.	N/A
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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)	Oceanic Time Warner Cable LLC 60 Columbus Circle New York, New York 10023	Time Warner Cable Enterprises LLC 60 Columbus Circle New York, New York 10023	Time Warner NY Cable LLC 60 Columbus Circle New York, New York 10023
(b)	Delaware Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Liability Company
(c)	Assignee	Member of Oceanic Time Warner Cable LLC	Member of Time Warner Cable Enterprises LLC
(d)	N/A	100%	63.36%
(e)	N/A	N/A	N/A
(f)	N/A	N/A	N/A

**Supplemental Information – FCC Form 394 – Section II, Item 2**

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)	<b>TW NY Cable Holding Inc. 60 Columbus Circle New York, New York 10023</b>	<b>Time Warner Cable Inc. 60 Columbus Circle New York, New York 10023</b>	
(b)	<b>Delaware Corporation</b>	<b>Delaware Corporation</b>	
(c)	<b>Member of Time Warner NY Cable LLC</b>	<b>Parent of TW NY Cable Holding Inc.</b>	
(d)	<b>100%</b>	<b>100%</b>	
(e)	<b>N/A</b>	<b>100% Control of Assignee</b>	
(f)	<b>N/A</b>	<b>100% Control of Assignee</b>	

**Supplemental Information – FCC Form 394 – Section II, Item 2**

**Address for all Directors and Officers:**

60 Columbus Circle  
New York, New York 10023

**Oceanic Time Warner Cable LLC**

**Corporate Officers:**

William R. Goetz, Jr.	President
Amos Smith	Regional Chief Financial Officer, West Region
John Keib	President, Residential Services, West Region
Craig Collins	President, Commercial Services, West Region
Matthew Stanek	President, Network Operations & Engineering, West Region
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**

**Corporate Officers:**

Glenn A. Britt	Chief Executive Officer
Robert D. Marcus	President & Chief Operating Officer
Irene M. Esteves	Executive Vice President & Chief Financial Officer
Marc Lawrence-Apfelbaum	Executive Vice President, General Counsel & Secretary
Gerald D. Campbell	Executive Vice President, Commercial Services
Ellen East	Executive Vice President & Chief Communications Officer
Joan Gillman	Executive Vice President & President, Time Warner Cable Media
William R. Goetz, Jr.	Executive Vice President, West Region
Michael T. Hayashi	Executive Vice President, Architecture, Development and Engineering
Carol Hevey	Executive Vice President, East Region
Jeffrey Hirsch	Executive Vice President & Chief Marketing Officer, Residential Services
Michael L. LaJoie	Executive Vice President & Chief Technology Officer
Kevin J. Leddy	Executive Vice President, Technology Policy & Product Management
James Ludington	Executive Vice President, National Network Operations
Gail MacKinnon	Executive Vice President & Chief Government Affairs Officer
Tomas Mathews	Executive Vice President, Human Resources
Carl U. J. Rossetti	Executive Vice President & President, Time Warner Cable Ventures
Peter C. Stern	Executive Vice President & Chief Strategy Officer
Melinda Witmer	Executive Vice President & Chief Video and Content Officer

Supplemental Information – FCC Form 394 – Section II, Item 2

Corporate Officers (continued for TWCE):

Satish Adige	Senior Vice President, Investments
Michael Angus	Senior Vice President, Programming
Frank Boncimino	Senior Vice President & Chief Information Officer
John Bowden	Senior Vice President, Customer Care
James Braun	Senior Vice President, Product Management
Brooks Borchering	Senior Vice President & President, NaviSite
Keith Burkley	Senior Vice President, Intelligent Home
David A. Christman	Senior Vice President, Deputy General Counsel, Chief Counsel, Corporate & Assistant Secretary
Craig Collins	Senior Vice President, Commercial Services
Steve Cook	Senior Vice President, HSD strategy and RR.com
Michael Diamond	Senior Vice President, Relationship Marketing and Revenue Management
Mark Fitzpatrick	Senior Vice President, Finance
David Flessas	Senior Vice President, Technical Operations
Marissa Freeman	Senior Vice President, Marketing Communications and Brand
Paul Gilles	Senior Vice President, Compensation, Benefits & Human Capital Analysis and Planning
James W. Jeffcoat	Senior Vice President, Corporate Services
Paul Lang	Senior Vice President, Commercial Services
Kevin MacDermott	Senior Vice President, Commercial Operations
James Manchester	Senior Vice President, National Video Operations
Gary Matz	Senior Vice President, State Government Affairs
William F. Osbourn	Senior Vice President & Controller
Howard Pfeffer	Senior Vice President, Broadband Engineering and Technology
Thomas Robey	Senior Vice President, Investor Relations
David Rone	Senior Vice President & President, Sports Network
Andrew Rosenberg	Senior Vice President, Content Acquisition
Barry S. Rosenblum	Senior Vice President, News & Local Programming
Mike Roudi	Senior Vice President, Mobile Services
Mark Schichtel	Senior Vice President, Tax
Matthew Siegel	Senior Vice President & Treasurer
Nate Smith	Senior Vice President, Business Development
Steven Teplitz	Senior Vice President, Government Affairs
Matthew Zelesko	Senior Vice President, Converged Technology Group
Jeffrey M. Zimmerman	Senior Vice President, Deputy General Counsel & Chief Counsel, Litigation
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
Irene M. Esteves	Executive Vice President & Chief Financial Officer
Marc Lawrence-Apfelbaum	Executive Vice President & Secretary
Gerald D. Campbell	Executive Vice President, Commercial Services
Ellen East	Executive Vice President & Chief Communications Officer
Joan Gillman	Executive Vice President & President, Time Warner Cable Media
William R. Goetz, Jr.	Executive Vice President, West Region
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
James Jeffcoat	Senior Vice President, Corporate Services
Gary Matz	Senior Vice President, State Government Affairs
William F. Osbourn	Senior Vice President & Controller
Mark Schichtel	Senior Vice President, Tax
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
Esteves, Irene M.	Executive Vice President & Chief Financial Officer
Lawrence-Apfelbaum, Marc	Executive Vice President & Secretary
LaJoie, Michael L.	Executive Vice President & Chief Technology Officer
Rossetti, Carl U. J.	Executive Vice President
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  
N.J. Nicholas, Jr.  
Wayne H. Pace  
Edward D. Shirley  
John E. Sununu

Corporate Officers:

Glenn A. Britt	Chairman & Chief Executive Officer
Robert D. Marcus	President & Chief Operating Officer
Irene M. Esteves	Executive Vice President & Chief Financial Officer
Marc Lawrence-Apfelbaum	Executive Vice President, General Counsel & Secretary
Gerald D. Campbell	Executive Vice President, Commercial Services
Ellen East	Executive Vice President & Chief Communications Officer
Joan Gillman	Executive Vice President & President, Time Warner Cable Media Sales
William R. Goetz, Jr.	Executive Vice President, West Region
Michael T. Hayashi	Executive Vice President, Architecture, Development and Engineering
Carol Hevey	Executive Vice President, East Region
Jeffrey Hirsch	Executive Vice President & Chief Marketing Officer, Residential Services
Michael L. LaJoie	Executive Vice President & Chief Technology Officer
Kevin J. Leddy	Executive Vice President, Technology Policy & Product Management
James Ludington	Executive Vice President, National Network Operations
Gail MacKinnon	Executive Vice President & Chief Government Affairs Officer
Tomas Mathews	Executive Vice President, Human Resources
Carl U. J. Rossetti	Executive Vice President & President, Time Warner Cable Ventures
Peter C. Stern	Executive Vice President & Chief Strategy Officer
Melinda Witmer	Executive Vice President & Chief Programming Officer
Satish Adige	Senior Vice President, Investments
Michael Angus	Senior Vice President, Programming
Frank Boncimino	Senior Vice President & Chief Information Officer
John Bowden	Senior Vice President, Customer Care
James Braun	Senior Vice President, Product Management
Brooks Borcharding	Senior Vice President & President, NaviSite
Keith Burkley	Senior Vice President, Security and Monitoring
David A. Christman	Senior Vice President, Deputy General Counsel, Chief Counsel, Corporate & Assistant Secretary
Craig Collins	Senior Vice President, Commercial Services
Steve Cook	Senior Vice President, Product Management
Michael Diamond	Senior Vice President, Marketing
Mark Fitzpatrick	Senior Vice President, Finance
David Flessas	Senior Vice President, Technical Operations

Supplemental Information – FCC Form 394 – Section II, Item 2

Corporate Officers (continued for TWCI):

Marissa Freeman	Senior Vice President, Marketing
Paul Gilles	Senior Vice President, Human Resources
James W. Jeffcoat	Senior Vice President, Corporate Services
Paul Lang	Senior Vice President, Commercial Services
Kevin MacDermott	Senior Vice President, Commercial Operations
James Manchester	Senior Vice President, National Network Operations & Engineering
Gary Matz	Senior Vice President, State Government Affairs
William F. Osbourn	Senior Vice President & Controller
Howard Pfeffer	Senior Vice President, Advanced Technology Group
Thomas Robey	Senior Vice President, Investor Relations
David Rone	Senior Vice President & President, Sports Network
Andrew Rosenberg	Senior Vice President, Content Acquisition
Barry S. Rosenblum	Senior Vice President, Local Programming
Mike Roudi	Senior Vice President, Wireless
Asheesh Saksena	Senior Vice President & Deputy Chief Strategy Officer
Mark Schichtel	Senior Vice President, Tax
Matthew Siegel	Senior Vice President & Treasurer
Nate Smith	Senior Vice President, Business Development
Steven Teplitz	Senior Vice President, Government Affairs
Matthew Zelesko	Senior Vice President, Web Services & Technology
Jeffrey M. Zimmerman	Senior Vice President, Deputy General Counsel & Chief Counsel, Litigation
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.

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

If the answer is No, explain in an Exhibit.

Exhibit No.  
3

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

Yes  No

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

Exhibit No.  
4

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 authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

Yes  No

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.

Exhibit No.  
N/A

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

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

If No, attach as an Exhibit a full explanation.

Exhibit No.  
5

### 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.
2. Attached as an Exhibit are the most recent financial statements, prepared in accordance with generally accepted accounting principals, 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.

Yes  No

Exhibit No.  
6

### SECTION IV. TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS

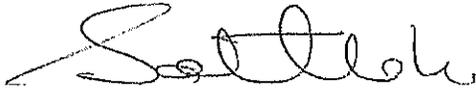
Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management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

Exhibit No.  
7

## 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.

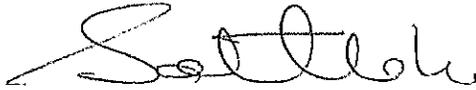
<p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p>	<p>Signature</p> 
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date</p> <p style="text-align: center;">March 19, 2012</p>
	<p>Print full name</p> <p style="text-align: center;">Satish Adige</p>
<p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual                  <input type="checkbox"/> General Partner                  <input checked="" type="checkbox"/> Corporate Officer                  <input type="checkbox"/> Other. Explain:         </p> <p style="margin-left: 400px;">(Indicate Title)</p> <p style="margin-left: 400px;">Senior Vice President, Investments</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 certifies 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 system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

<p>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.</p>	<p>Signature</p> 
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date</p> <p style="text-align: center;">March 19, 2012</p>
	<p>Print full name</p> <p style="text-align: center;">Satish Adige</p>
<p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual                  <input type="checkbox"/> General Partner                  <input checked="" type="checkbox"/> Corporate Officer                  <input type="checkbox"/> Other. Explain:         </p> <p style="margin-left: 400px;">(Indicate Title)</p> <p style="margin-left: 400px;">Senior Vice President, Investments</p>	

## EXHIBIT 1

Time Warner Cable Inc. (“**TWCI**”) operates its cable systems through various indirect subsidiaries, including Time Warner Entertainment Company, L.P. (“**TWE**”), Time Warner Entertainment-Advance/Newhouse Partnership (“**TWEAN**”), Time Warner NY Cable LLC (“**TWNYC**”), Time Warner Cable LLC (“**TWC LLC**”), Time Warner Cable of Southeastern Wisconsin, L.P., Time Warner Cable San Antonio, L.P. and Century Venture Corporation.<sup>3</sup> In order to simplify its organization, TWCI is undertaking an internal reorganization (the “**Transaction**”) whereby its cable operations will be conducted through seven regional entities designed to facilitate management reporting and create a more geographically rational structure.

The Transaction will be accomplished through a series of concurrent interim steps, including the contribution of certain assets and operations by TWCI and TWNYC to Time Warner Cable Enterprises LLC (“**TWCE**”), a new entity that is wholly owned by TWCI; the merger of TWE, TWC LLC, Time Warner Cable San Antonio, L.P. and Time Warner Cable of Southeastern Wisconsin, L.P. into TWCE; the merger of Century Venture Corp. into Time Warner Cable Midwest LLC; and the transfer or contribution of certain operations and assets by TWCE and TWEAN to the appropriate regional operating entities covering the areas where those operations and assets are located:

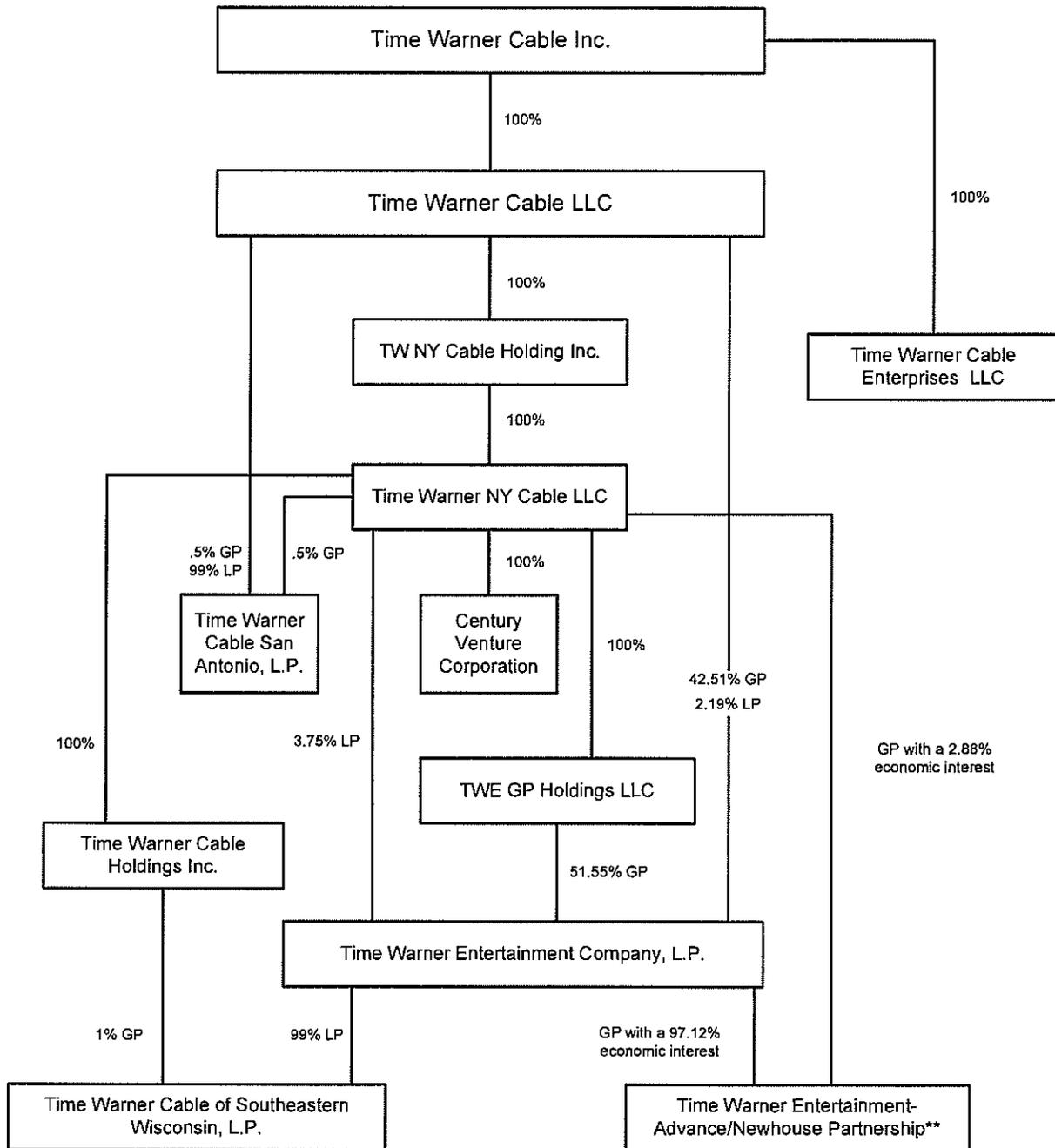
- 1) Time Warner Cable Pacific West LLC
- 2) Time Warner Cable Southeast LLC
- 3) Time Warner Cable Midwest LLC
- 4) Time Warner Cable New York City LLC
- 5) Time Warner Cable Northeast LLC
- 6) Time Warner Cable Texas LLC
- 7) Oceanic Time Warner Cable LLC

Charts depicting the pre-Transaction and post-Transaction ownership structure of TWCI and its affected subsidiaries are attached.

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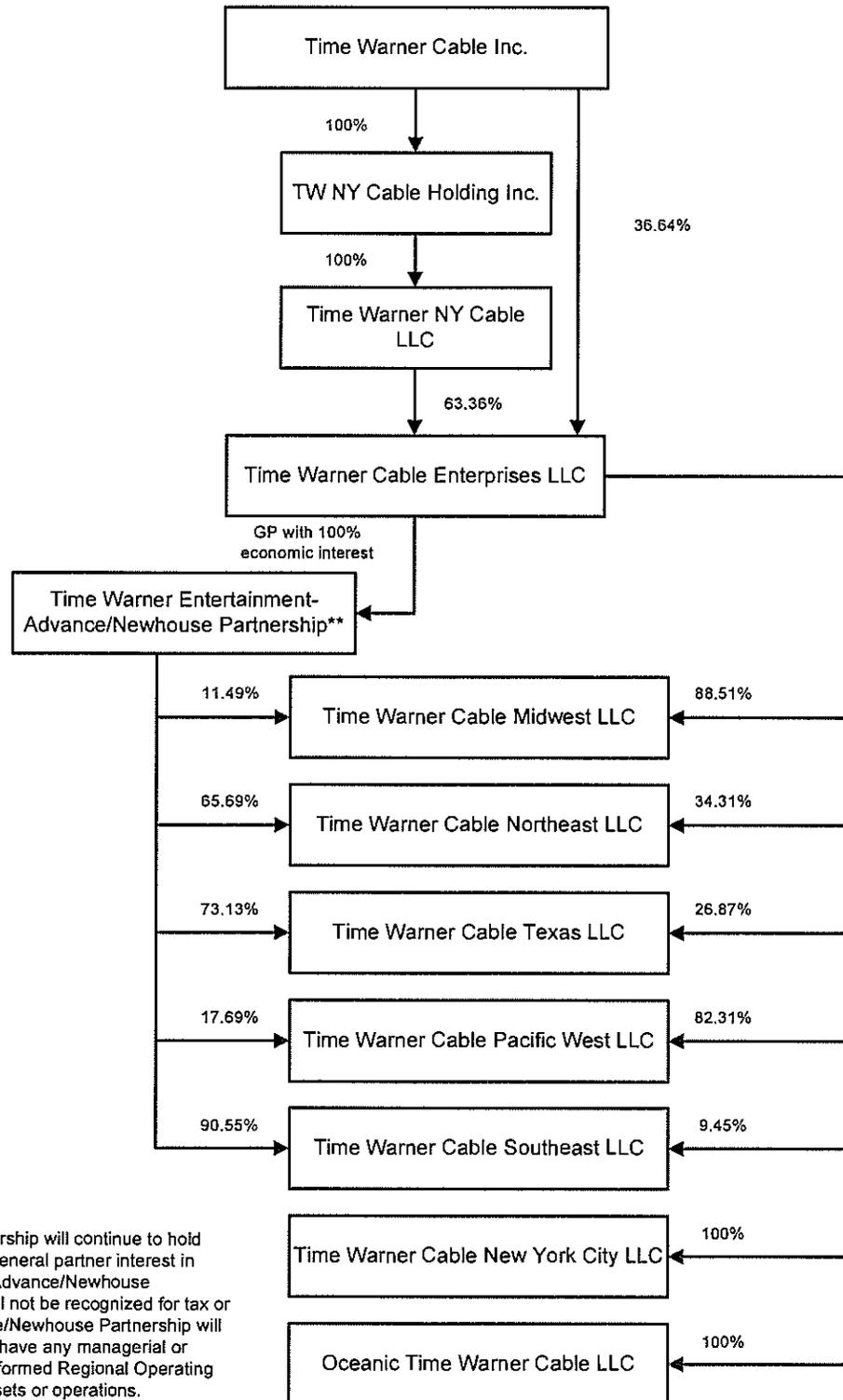
<sup>3</sup> All of these indirect subsidiaries are wholly-owned by TWCI, with the exception of TWEAN, 66.67% of the general partnership interests of which are held indirectly by TWCI. TWCI holds 100% of the economic interest in, and full operational control of, the TWEAN cable systems that do business as “Time Warner Cable.”

**CURRENT STRUCTURE**



\*\* Advance/Newhouse Partnership is the holder of legal title to a 33.33 percent general partner interest in Time Warner Entertainment-Advance/Newhouse Partnership ("TWEAN"). Such interest is not recognized for tax or economic purposes. Advance/Newhouse Partnership has no economic interest, or managerial or operational role, in the assets that TWEAN will distribute to Time Warner Entertainment Company, L.P. or that TWEAN will contribute to the various newly formed Regional Operating Entities.

**POST-TRANSACTION STRUCTURE**



\*\* Advance/Newhouse Partnership will continue to hold legal title to a 33.33 percent general partner interest in Time Warner Entertainment-Advance/Newhouse Partnership, which interest will not be recognized for tax or economic purposes. Advance/Newhouse Partnership will hold no economic interest, or have any managerial or operational role, in the newly formed Regional Operating Entities or their respective assets or operations.

## **EXHIBIT 2**

The Transaction will not result in changes to the current terms and conditions of service and operations of the system. The Assignee agrees to comply with the terms and conditions of the franchise and applicable law.

**EXHIBIT 3**

The Assignee is duly qualified to transact business in the state or states where it operates, or will become so qualified prior to closing of the Transaction.

## EXHIBIT 4

There have been no instances where an application for consent to an assignment or transfer of a franchise involving the Assignee or any affiliate has been denied by final decision (and not superseded by subsequent action by the community) with the exception of the following:

In 2005, in connection with FCC Form 394 filings relating to the transaction among Time Warner Inc., Comcast Corporation (“**Comcast**”) and Adelfia Communications Corporation (“**Adelfia**”) in which Time Warner Cable Inc. and Comcast separately acquired Adelfia’s cable systems and exchanged certain cable systems, the following communities elected to exercise a right of first refusal under their franchise to purchase the cable system in their community:

- a. Cornelius, North Carolina
- b. Davidson, North Carolina
- c. Mecklenburg County, North Carolina
- d. Mooresville, North Carolina

## **EXHIBIT 5**

There are no documents, instruments, agreements or understandings for the pledge of stock of the Assignee as security for loans or contractual performance.

## EXHIBIT 6

The Assignee will be an indirect, wholly-owned subsidiary of, Time Warner Cable Inc., a publicly-traded company, subject to all applicable SEC reporting requirements. Financial information for Time Warner Cable Inc. is included on the CD submitted with this Form 394.

The consolidated historical balance sheets, results of operations and sources and uses of funds statements, as well as full disclosure as required by both generally accepted accounting principles (“GAAP”) and applicable securities laws for Time Warner Cable Inc. are included in SEC Form 10-K submitted by Time Warner Cable Inc. for the year ended December 31, 2011. A copy of Form 10-K for the year ended December 31, 2011 for Time Warner Cable Inc. can be found on the enclosed CD.

## EXHIBIT 7

Time Warner Cable Inc. (“TWC”) is one of the largest and most experienced operators of cable television systems in the United States. As of March 31, 2011, TWC served approximately 12.2 million basic video subscribers in 28 states. TWC has invested billions of dollars in recent years to rebuild and upgrade its cable systems and related equipment. As a result, virtually all of TWC’s systems are two-way and provide video and broadband Internet access, as well as voice services.

TWC has significant experience operating large, technologically advanced cable systems. Most of TWC’s systems have been upgraded to at least 750 MHz. TWC provides advanced video services over almost all of its systems, including digital cable, video-on-demand (“VOD”), high-definition television (“HDTV”) and digital video recorders. TWC also offers broadband Internet access and Voice over Internet Protocol (“VoIP”) services in nearly all of its systems.

Through an advanced infrastructure of coaxial and fiber-optic cables, TWC typically makes available more than 250 channels of programming, including local broadcast television signals, locally produced or originated video programming, advertiser-supported cable programming networks (such as ESPN and CNN), premium programming services (such as HBO, Cinemax, and Showtime), HDTV service and VOD programming offering digital customers the opportunity to choose from hundreds of video titles.

In addition, TWC has established an enviable track record in developing technology to expand entertainment information and communications options available on its cable systems. The significant achievements of the highly regarded staff of Time Warner Cable in areas of technical quality and innovation have been widely recognized and have been the basis for numerous awards.

TWC is not only committed to giving its customers an array of entertainment and information choices, but also high quality customer service. TWC representatives helped to develop the National Cable and Telecommunications Association customer service standards, and we strive to meet and exceed those standards.

A more detailed discussion of the experience of TWC can be found in its Form 10-K for the year ended December 31, 2011, which is included on the CD accompanying this filing.