

February 8, 2013

VIA HAND DELIVERY

Mr. Donn Yabusaki
Administrator
Cable Television Division
Department of Commerce & Consumer Affairs
King Kalakaua Building
335 Merchant Street, Room 101
Honolulu, Hawaii 96813

**Re: First Amended Application for Renewal of East Hawaii and
West Hawaii Cable Television Franchises by
Oceanic Time Warner Cable LLC**

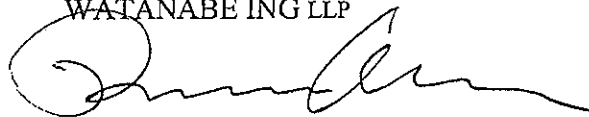
Dear Mr. Yabusaki:

Please find enclosed an original and two (2) copies of the First Amended Application for Renewal of East Hawaii and West Hawaii Cable Television Franchises by Oceanic Time Warner Cable LLC. The executed and notarized affidavit on page 19 of the First Amended Application will be submitted under separate cover.

Thank you for your assistance in this matter. Oceanic looks forward to working with the Cable Television Division in its consideration of the first amended application.

Very truly yours,

WATANABE ING LLP



BRIAN A. KANG

Enclosures

cc: Oceanic Time Warner Cable LLC (w/ Encls.)

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

**STATE OF HAWAII
FIRST AMENDED APPLICATION FOR RENEWAL
OF CABLE TELEVISION FRANCHISE**

I. Introduction

In accordance with the State of Hawaii's Hawaii Administrative Rules ("HAR") (esp. §16-133-9 and §16-133-28 and 29), an applicant for a renewed cable television franchise is required to submit an application, in a form designated by the Director of the Department of Commerce and Consumer Affairs ("DCCA"). This Application represents that form, with respect to the April 27, 2009 notices of intent for franchise renewal by Time Warner Entertainment Company, L.P., dba Oceanic Time Warner Cable ("Oceanic") for the East Hawaii (Hilo) and West Hawaii (Kona) systems. Per the DCCA letter dated August 13, 2009, this consolidated application incorporates both (East and West Hawaii) franchise renewals for the island of Hawaii¹. Submission of the completed Application, and its acceptance by DCCA, are necessary State conditions for the requested renewal. However, the application process outlined in HAR does not relieve Oceanic of its obligations, or prejudice any of Oceanic's rights, under the renewal provisions of §626 of the federal Cable Communications Policy Act of 1984 as revised, nor other applicable law and regulation. In particular, the completed Application does not constitute a "renewal proposal" for the purposes of the formal renewal procedures described in the Cable Act. Acceptance of the Application by DCCA does not confer any franchise right, nor constitute agreement in whole or in part regarding any franchise provision. DCCA's acceptance is intended only as an acknowledgement of the substantial completeness of the Application and the information it contains, along with acknowledgement that Oceanic has fulfilled a necessary State condition for obtaining a renewal franchise as requested. Upon acceptance of the Application, it is DCCA's intention to draft a proposed franchise, incorporating provisions reflecting community needs and interests, and comments from the public hearing on the renewal application, to serve as the basis of negotiations aimed at establishing a mutually agreeable franchise document.

This first amended application is submitted to the DCCA by applicant Oceanic Time Warner Cable LLC ("Oceanic"). Pursuant to Decision and Order No. 355 (September 21, 2012), DCCA approved Time Warner Entertainment Company, L.P.'s ("TWE") request to transfer its franchises in the State of Hawaii, including its East Hawaii (Hilo) and West Hawaii (Kona) franchises, to Oceanic. This first

¹ DCCA Letter dated August 13, 2009 from Clyde S. Sonobe, Cable Television Administrator, to Brian Kang, Esq. found at http://hawaii.gov/dcca/catv/twefranchiserenewal/twe_request_consolidate_renewal_proceedings_and_is.pdf.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC
Date of First Amended Application: February 8, 2013

amended application is submitted by Oceanic to amend the sections of the application relating to the organizational structure and officers and directors of Oceanic (and other non-substantive revisions for purposes of style and clarity), but does not materially change any information or representations in the application and supporting documents previously submitted by TWE in its original application dated July 20, 2011.

Except as amended herein, Oceanic adopts the information and representations provided by TWE in its original application dated July 20, 2011 and subsequent submissions filed in support of the renewal of the East Hawaii and West Hawaii franchises. Oceanic acknowledges that it is subject to the renewal proceeding herein, including any decisions or measures that are taken by the DCCA as part of the renewal proceeding that are based in whole or in part on the prior performance and representations of TWE during the prior franchise term.

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

II. General Information

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

In 1995-1996, Oceanic's predecessor in interest acquired both Sun Cablevision and Jones Spacelink, Inc. By acquiring the systems that service both East and West Hawaii, residents on the entire island of Hawaii have relied upon Oceanic for reliable and quality cable television service for over fifteen years.

Before Oceanic's presence on the island of Hawaii, residents were served with a system that operated at between 300MHz and 330 MHz, which provided no more than 35 to 40 analog channels. Since acquiring Sun Cablevision and Jones Spacelink, Inc., Oceanic has upgraded both systems so that residents on the island of Hawaii now enjoy a system that operates at twice the bandwidth, and which provides not only twice as many analog channels, but a wide array of modern services scarcely thought of fifteen years ago.

Today, Oceanic, as a wholly owned, indirect subsidiary of Time Warner Cable Inc. ("TWC"), offers over 400 video and music channels, and continues to provide local residents with innovative cable television, video, data, voice and other services through one of the most technologically-advanced systems in the industry. From continually improving and expanding its system and services, to employing the latest in high definition technology to bring local sports and other locally-produced programs directly to subscribers' homes, Oceanic -- through its over 900 employees -- has a solid record of stability, performance and commitment to the residents on the Island of Hawaii and the entire state.

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

More than ever, advances in technology both within the cable television industry and in other areas, such as the Internet², will significantly affect

² While this application is only for renewal of a franchise to provide cable service and various services offered by Oceanic (and referenced in this application), such as Oceanic's high speed data services, are not "cable services" subject to regulation by the DCCA and other regulatory agencies under applicable

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC
Date of First Amended Application: February 8, 2013

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

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

B. Authorization

State the names, addresses, and occupations of all persons who are authorized to represent or act on behalf of Applicant in those matters pertaining to the Application. For each person so authorized, Applicant shall state the limits, if any, of the Authority of the individual to make representatives or act on behalf of Applicant with respect to matters pertaining to the application. The requirement to make such disclosure shall continue until the State shall have accepted or rejected Applicant's application or until Applicant withdraws its application.

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

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

state and federal law, Oceanic discusses them in this application as examples of the types of innovative services that Oceanic has (and will continue) to provide to the residents of the island of Hawaii.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

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

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

C. History and experience

Provide a narrative account of Applicant's history and experience in the operation of the East Hawaii and West Hawaii Franchises.

Oceanic History

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

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

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

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

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

Oceanic Cablevision's planning and engineering during the 1970's set the vision and foundation for Applicant's system that now exists today. Now, Oceanic serves not only the original franchise area awarded to Oceanic Cablevision in the late 1960's, but has grown to include the entire state of Hawaii. Applicant now passes over 77,000 homes on the island of Hawaii.

East Hawaii

Applicant's presence in East Hawaii dates back to 1996, when the DCCA accepted TWE's application for Transfer and Amendment of Franchise³. Prior to 1996, Jones Spacelink, Inc. provided service to East Hawaii, including the Honokaa, Hilo, Volcano, and Pahoa areas.

When TWE began providing service to East Hawaii, Hilo had an activated capacity of 300 MHz (or 36 analog channels).⁴ Today, Hilo operates at 750 MHz, Oceanic provides approximately 181 digital and 74 analog channels of programming from a variety of sources (local broadcast stations, studio origination, satellite and other video sources), and Oceanic's system comprises a network consisting of coaxial hardlines and optical fiber. Oceanic has also provided internet service to the East Hawaii area since 1999.

Applicant now passes over 38,000 homes in East Hawaii.

West Hawaii

Applicant's presence in West Hawaii dates back to 1995, when the DCCA accepted TWE's application for Transfer and Amendment of Franchise⁵. Prior to 1995, Sun Cablevision of Hawaii and Kamehameha Cablevision systems provided service to West Hawaii, including the Captain Cook, Waikoloa, Kawaihae-Puako, Honaumau, Kealahou, Holualoa, Kailua-Kona, Kamuela, Keahou, Kalalua, Mauna Lani, North Kohala and Mauna Kea areas.

When TWE began providing service to West Hawaii, Kona and Kohala had an activated capacity of 330 MHz (or 40 analog channels). Today, the entire Kona system operates at 870 MHz, Oceanic provides approximately 181 digital and 74 analog channels of programming from a

³ Decision and Order No. 185.

⁴ The Honokaa area at the time operated at 330 MHz (or 40 analog channels).

⁵ Decision and Order No. 173

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

variety of sources (local broadcast stations, studio origination, satellite and other video sources), and Oceanic's system comprises a network consisting of coaxial hardlines and optical fiber. Oceanic has also provided internet service to the West Hawaii area since 1999.

Applicant now passes over 39,000 homes in West Hawaii.

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

Applicant's Commitment to the Island of Hawaii and the State of Hawaii

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

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

Oceanic and its predecessors in interest have also taken its obligation to be a good corporate citizen very seriously. Over the course of its history in Hawaii, Applicant has made available substantial amounts of funding for various non-profit entities in the State.

Applicant's history of service and commitment to the State of Hawaii as a whole amply demonstrates that Applicant has not only been a good

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

corporate citizen, but has also been an industry-leading, innovative provider of cable communications services to its subscribers throughout Hawaii.

D. *Describe the present East Hawaii and West Hawaii cable systems.*

Applicant's cable system employs a hybrid fiber coaxial ("HFC") network. Applicant transmits signals on the system via laser-fed fiber optic cable from origination points known as "headends" and "hubs" to a group of distribution "nodes," and uses coaxial cable to deliver these signals from the individual nodes to the homes they serve. There are two Headends located at Hilo and Kona with hubs at Mauna Lani, Waimea, Honokaa, Kapehu, Pahoa, Volcano, Maku'u, Naalehu, Hawi, and South Kona. Applicant's parent company, TWC, pioneered this architecture and received an Emmy award in 1994 for its HFC development efforts. HFC architecture allows the delivery of two-way video and broadband transmissions, which is essential to providing advanced video services like video on demand ("VOD"), as well as Road Runner High Speed Online and Digital Phone. As of December 31, 2010, virtually all of the homes passed by Applicant's cable system were served by plant that had been upgraded to provide at least 750MHz of capacity.

E. Technology Change and Hawaii Cable System Infrastructure

Describe with particularity how: (1) the technical provision of cable service is likely to change over the period of the franchise; (2) the demand for services in the franchise area is likely to change over that same, period (for example, the capability of accommodating High Definition Television, two-way services to the home, high speed broadband, Internet service, data transmission, etc.); and (3) it can assist in affirmative development of the cable system infrastructure in Hawaii during the remaining term of the franchise.

The history of cable technology is one of rapid change. Applicant expects that the future will likely see a similar progression of new developments, services and associated technology. Applicant, in its current franchise cycle, has consistently been an industry leader in introducing new services that appeal to the "early adopter" characteristics of Hawaii. Video, high speed data, Internet access and interactive applications will continue to become more sophisticated as the market's demand for entertainment, information and convenience increases. The access and distribution networks that Applicant has built will continue to evolve and be upgraded to deliver the features that subscribers demand, be it through the combination of fiber and cable technology; optical, RF or baseband

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

carriage; landline or wireless; set-top, modem, and mobile interface; connection to the television, home entertainment center, PC, telephone, and other devices that enable access to content desired by Applicant's customers.

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

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

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

Applicant's cable system currently uses a "conditional access" system to secure signals from unauthorized receipt, the intellectual property rights to which are controlled by the set-top box manufacturer. Historically, Applicant has relied primarily on set-top box suppliers to create the applications and interfaces Applicant makes available to its customers. CableLabs, a nonprofit research and development consortium founded by members of the cable industry, has put forward a set of hardware and software specifications known as "tru2way," which represent an effort to create a common platform for set-top box applications regardless of the box's operating system.

Several consumer electronics companies, including LG Corporation, Sony

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

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

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

F. Franchise Compliance Review

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

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

The principal findings of the Compliance Review were: 1) Applicant is in full or substantial compliance with its franchise obligations to the State; 2) Applicant's financial position and results of operations amply demonstrate that it is in a firm and stable financial position; and 3) Applicant's system is technically sound, is in compliance with applicable FCC standards, and its operations, maintenance and repair activities are well-organized and performed with attention to detail and long-term reliability as a priority.

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

Through its planning, innovation and development of its system on the island of Hawaii and throughout the state, Applicant has demonstrated that it is fully committed to investing in Hawaii over the long term. As supported by the financial analysis in the Compliance Review, and the information provided in this application, Applicant is confident that it will continue to remain on solid financial ground for the foreseeable future, which will enable Applicant to continue to satisfy the ongoing need to reinvest and improve its system in order to fulfill its long-term obligations to its subscribers and relevant stakeholders.

Applicant intends to continue its commitment to providing reliable and innovative services to its subscribers and relevant stakeholders through its ongoing operations, maintenance and repair programs.

Finally, Applicant notes that the Compliance Review supports Applicant's request for a single consolidated franchise for the island of Hawaii. The report concludes that "[t]here is consistency in the operation of the Hilo and Kona systems, providing a uniform level of quality and reliability across both Franchise Areas," and that from a "technical perspective," having a consolidated franchise "would appear to be a relatively simple transition for the Franchisee." See Compliance Review at 34. In addition, The Compliance Review did not articulate significant reasons or support for maintaining separate franchises for the Hilo and Kona systems.

G. Innovations

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

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

Residential Market

Video Services

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

Digital video subscribers using an Applicant-provided set-top box generally have access to an interactive program guide, VOD (discussed further below), music channels and seasonal sports packages. Digital video subscribers who receive premium services generally also receive "multiplex" versions of these services. Digital video subscribers will also have access to these services using a television enabled with tru2way™ technology.

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

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

DVRs. Set-top boxes equipped with digital video recorders ("DVRs") enable customers, among other things, to pause and/or rewind "live" television programs and record programs on the hard drive built into the set-top box. Applicant also offers HD DVRs, which enable customers to record HD programming.

High-speed Data Services. Applicant offers residential high-speed data services to nearly all of its homes passed. Applicant's high-speed data services provide customers with a fast, always-on connection to the Internet. High-speed data subscribers connect to Applicant's cable systems using a cable modem, which Applicant provides at no charge or which subscribers can purchase on their own. Generally, subscribers pay a flat monthly fee based on the level of service received.

Road Runner. TWC offers four tiers of its Road Runner™ high-speed data service in all of its systems: Turbo™, Standard, Basic and Lite. Generally, each tier offers different speeds at a different monthly fee. Turbo offers subscribers speeds of up to 20 mbps downstream and 2 mbps upstream. Applicant provides Turbo subscribers with Powerboost™, which allows users to initiate brief download speed bursts when Applicant's network capacity permits, and it is in the process of rolling Powerboost out to its Standard subscribers. Applicant's Road Runner service provides communication tools and personalized services, including e-mail, PC security, parental controls, news groups and online radio, without any additional charge.

The Road Runner portal provides access to content and media from local, national and international providers and topic-specific channels, including entertainment, games, news, sports, travel, music, movie listings and shopping sites. In addition, in 2008, Applicant launched the Road Runner Video Store, which permits subscribers to rent or purchase television shows and movies for online viewing. Applicant provides high-speed data service over its HFC network using Data Over Cable Service Interface Specification ("DOCSIS"). Applicant has deployed DOCSIS 2.0, and soon

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

plans to deploy DOCSIS 3.0, which will enable Applicant to deliver speeds significantly faster than currently achievable. In addition to Road Runner, Applicant provides its high-speed data subscribers with access to the services of certain other on-line providers, including Earthlink.

Voice Services

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

Commercial Customers

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

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

High-speed Data Services. Applicant offers commercial customers a variety of high-speed data services, including Internet access, website hosting and managed security. These services are offered to a broad range of businesses and are marketed under the "Road Runner Business Class" brand. Commercial subscribers pay a flat monthly fee based on the level of service received. Due to their different characteristics, commercial subscribers are charged at different rates than residential subscribers.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

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

Cross-platform Features. In support of its bundled services strategy, Applicant continues to introduce features that operate across two or more of its services. For example, Applicant provides nearly two-thirds of its digital video subscribers who also subscribe to its Digital Phone service a Caller ID on TV feature that displays incoming call information on the customer's television set, at no extra charge. Applicant has also introduced a feature called "PhotoShowTV that gives digital video subscribers who use both an Applicant-provided set-top box and subscribe to Applicant's Road Runner high-speed data service the ability to create and share their personal photo shows and videos with other Applicant digital video subscribers using its VOD technology. Later this year, Applicant expects to launch remote DVR management, which will allow customers who subscribe to Applicant's DVR service to use the Internet to program their DVRs, and a residential phone web portal, which will allow Digital Phone subscribers to use the Internet to modify Digital Phone features, make payments and listen to voicemail.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

H. System Upgrade

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

Near Term

- Digital bandwidth recovery state-wide to expand Switched Digital Video (SDV) capacity to 20-6MHz channel slots. Upon completion, approximately 100 HD and 180 SD video channels will be delivered to service groups of approximately 500-650 digital tuners on an on demand basis.
- Expanded HD offerings of approximately 150 HD channels.
- Turbo and Turbo + High Speed Data capacity increases on a continued basis by reduction in service group sizes based on traffic demand.
- Expanded Start Over network offerings from 90 (in 2011) to 120 by end of 2012, including at least 21 HD channels. Expanded Look Back network offerings 20-30 networks in 2011/2012.
- Tru2Way (OCAP) has been introduced system wide in compliance with FCC/TWC MOU. Tru2Way compliant set-tops will be initially Samsung, using TWC ODN Navigation Application as a guide.

Longer Term

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

- In 2011, High Speed Data standard will increase from 5 Mbps to 10 Mbps and Turbo speeds will increase from 7 Mbps to 15 Mbps. An "Extreme" service will be introduced at 30 Mbps and Wideband at 50 Mbps. Wideband speeds will continue to increase in subsequent years.

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

III. Affidavit

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

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

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

Applicant recognizes that all representations made in this application are binding upon it and that inaccuracy of or failure to adhere to any such representations may result in revocation of any franchise that may be granted as a consequence of this application.

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

The Applicant certifies and guarantees that the responses are within the financial capability of the proposed system, and to deliver a cable communications system which is consistent with the responses contained within this application.

The signatory hereto declares that the entire contents of this application are true and correct to the best of his knowledge, information and belief.

Oceanic Time Warner Cable LLC

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

Subscribed and sworn to before me
This ____ day of _____, 2013

Notary Public, State of Hawaii
My commission expires: _____

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

IV. Qualifications

As part of the franchise renewal process, DCCA wishes to obtain information regarding the financial, legal, technical and character qualifications of the Applicant.

A. Legal and Ownership Qualifications

1. Ownership and Control Information

Provide the following information for all principals, officers, directors of Applicant,* and for beneficial owners of one percent or more of the outstanding stock or other ownership interest in Applicant. Beneficial owners include, but are not limited to individuals, corporations, partnerships, joint ventures and unincorporated associations. Beneficial owners also include all prospective owners, including those to whom offers to become owners have been made and the offer has not been rejected. *To the extent that the information below is fully contained in SEC Form 10K filings, those filings may be submitted in lieu of the information below.*

Name (if individual) _____

(if organized) _____

Complete Mailing Address _____

Nature of Interest: Partner Officer Stockholder/Owner
Director

Profession or occupation _____

Name of employer _____

Address of employer _____

Number of shares of each class of stock or ownership interest in Applicant (including stock options, stock subscriptions, and partnership options):

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

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

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

Oceanic Time Warner Cable LLC, is a Delaware limited liability company that is authorized to do business in the State of Hawaii. The ownership of Oceanic Time Warner Cable LLC is as follows:

Time Warner Cable Enterprises LLC owns 100% of Oceanic Time Warner Cable LLC.

Time Warner NY Cable LLC owns 63.36% of Time Warner Cable Enterprises LLC.

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

Time Warner Cable Inc., the ultimate parent company of Oceanic Time Warner Cable LLC, owns 100% of TW NY Cable Holding Inc. and 36.64% of Time Warner Cable Enterprises LLC.

Time Warner Cable Inc. is a publicly traded company.

All of the above entities are Delaware entities and their principal office and mailing address is 60 Columbus Circle, New York, NY 10023.

An organizational chart reflecting the foregoing and lists of the corporate officers and directors of each of the relevant entities are listed on the following pages. The mailing address for all of the officers and directors listed is c/o 60 Columbus Circle, New York, NY 10023. The ultimate parent of the Applicant, TWC, is a publicly-traded company listed on the NYSE, stock symbol "TWC".

** If no, fully disclose terms thereof, including interest rate, repayment schedule and dedication or circling of future income stream, if any. If services, disclose the method of valuation.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC
Date of First Amended Application: February 8, 2013

Information on the number of shares of each class of stock owned by the officers and directors of TWC, if any, are listed in TWC's SEC Form 10-K (filed 02/17/12), and available at:
<http://timewarnercable.q4cdn.com/678dac2e-c13f-4c8f-ab55-928cad0f4f7e.pdf>.

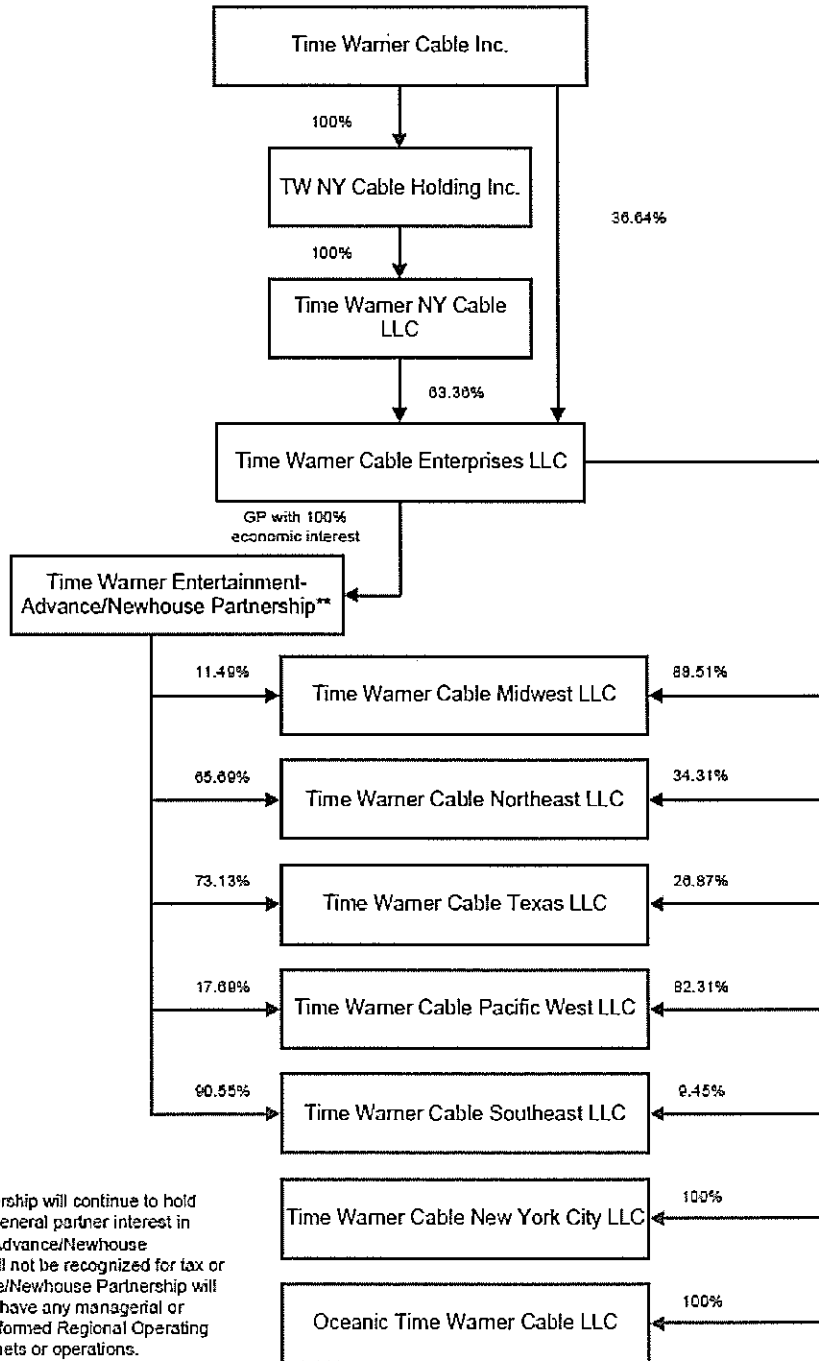
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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

OCEANIC TIME WARNER CABLE LLC CORPORATE 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.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

**OCEANIC TIME WARNER CABLE LLC
CORPORATE OFFICERS**

as of 02/06/13

Oceanic Time Warner Cable LLC

Director:

Satish Adige

Corporate Officers:

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

Time Warner Cable Enterprises LLC

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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. LaJolie	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
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, 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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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
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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
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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

Steven Teplitz
Matthew Zelesko
Jeffrey M. Zimmerman

Senior Vice President, Government Affairs
Senior Vice President, Web Services & Technology
Senior Vice President, Deputy General Counsel &
Chief Counsel, Litigation

Raj Kumar
Susan A. Waxenberg
Ellen Alderdice
Meredith Garwood

Assistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer

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

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

2. General Ownership Information

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

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

(For each name below that is the name of an organization or corporation, complete a new Section IV.A for the entity until all ownership interests are identified at the level of individual owners of one percent or more).

Name of Organization: _____

Address: _____

<u>Name</u>	<u>Address</u>	<u>Capacity</u>	<u>Ownership (Percent)</u>
-------------	----------------	-----------------	----------------------------

Please see response to Section IV.A.

3. Additional Information

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

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

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

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

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

4. Obligations of the Applicant

- a. *Is any owner of any equity interest obligated or expected to be obligated to repay, guarantee or otherwise be responsible for any outstanding debt of Applicant? If recourse exists with respect to the assets of some but not all equity owners, disclose details of different treatment.*

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

- b. *Is Applicant obligated or expected to be obligated to repay, guarantee or otherwise be responsible for any outstanding debt of any equity interest in the Applicant? If recourse exists with respect to the assets of some but not all equity owners, disclose details of different treatment.*

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

5. Ownership Disclosure

- a. *Applicant, including all shareholders and parties with any financial interest in the Applicant, must fully disclose all agreements and understandings with any person, firm, group, association or corporation with respect to the ownership and control of the franchise, including but not limited to agreements regarding the management or day-to-day business of any material portion of the Applicant's cable operations. This includes agreements between local investors and national companies. Failure to reveal such agreements will be considered withholding of pertinent information and will be considered cause to withhold or revoke award of the franchise.*

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

- b. *Please append copies of any written agreements made regarding the ownership or control of the cable system. Use the space provided to outline any oral agreements or understandings regarding the ownership or control of the cable system. Indicate the existence and description (including price and time-of-exercise provisions) of stock options, buy-out agreements, buy-back or exchange of stock (or other interests) or options that could affect the ownership structure of Applicant. Treat specifically the possible effects on the interests of minority owners and local investors. (A "local investor" shall mean any individual who resides within the State of Hawaii or any corporation, partnership or business association owned or controlled by any individual(s) who reside in such area.)*

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

- c. *Provide all agreements, documents or other materials covering relationships, interest rights and responsibilities for ownership entities other than a corporation, including but not limited prospectuses, offering statements, solicitations and repayment agreements.*

None.

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

Please see TWC's SEC Form 10-K (filed 02/17/12) and available at: <http://timewarnercable.q4cdn.com/678dac2e-c13f-4c8f-ab55-928cad0f4f7e.pdf>.

6. Future Ownership Issues

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

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

B. Character Qualifications

Please provide the following information about Applicant and any controlling entities (hereinafter collectively referred to in this section as "Applicant"). Please identify all controlling entities for which information is provided.

For the ten-year period immediately preceding the filing of the application, please provide the following information as to Applicant:

1. Has any court entered any judgment, decree or order which determined that Applicant engaged in any activity that involved:
 - a. unfair or deceptive trade practices, perjury, fraud, dishonesty, organized crime or racketeering; or
 - b. violation of applicable federal, state, or local cable communications law or rules; or

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

No.

2. Has any administrative entity made any finding or entered any order or decree which determined that Applicant engaged in any activity that involved:

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

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

FCC Proceedings Relating to SDV Technology

In November 2007, the FCC issued a LOI regarding TWC's deployment of switched digital video ("SDV") technology. In January 2009, the FCC issued four forfeiture orders, two finding TWC liable for failing to provide notice of its SDV deployment, and two finding TWC liable for violating: (1) the right of consumers to attach navigation devices pursuant to Section 76.1201 of the FCC's rules, and (2) TWC's obligation to transmit virtual channel tables to unidirectional

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

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

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

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

Applicant and the Department of Commerce and Consumer Affairs are currently engaged in a dispute regarding the provision of digital boxes for public access channels. The DCCA has noted that it is willing to discuss this matter further to resolve this situation, and Oceanic intends to respond to the DCCA shortly.

3. *Has Applicant or any of its officers, directors, or management employees been convicted of any felony criminal offense, which involved perjury, misrepresentation, fraud, theft, or bribery? If so, please provide full information concerning each such condition.*

No.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

4. *Has any cable television franchise held by Applicant been suspended or revoked? If so, please state the relevant circumstances for each such suspension or revocation.*

No.

5. *Has any application submitted by Applicant for a new cable television franchise been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal.*

No.

6. *Has any application for a transfer of a cable television franchise to Applicant been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal.*

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

Separation from Time Warner Inc.

In 2008, Applicant's parent, TWC, sought regulatory approvals for its planned separation from Time Warner Inc. As part of that effort, TWC sent FCC Form 394s to approximately 754 local franchising authorities ("LFAs") without prejudice to TWC's position that the transaction would not result in any change of control that required LFA approval. Three LFAs (all in North Carolina) denied consent: Chatham County, Town of Hillsborough and Town of Spring Hope. A fourth LFA in North Carolina, the Town of Dortches, also subsequently denied consent; however, the system in that area was subsequently sold by Applicant.

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

Time Warner / Adelphia / Comcast Transaction

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

7. *Has any application submitted by Applicant for a renewal of a cable franchise been denied or withdrawn after receipt of a formal or informal notice of intent to deny? If so, please state the relevant circumstances for each such denial or withdrawal.*

No.

C. Financial Qualifications

1. Applicant's Financial Statements (HAR §16-131-44(4))

Provide the latest audited financial statements of the Applicant that have been audited by an independent Certified Public Accountant. Such audited financial statements are to be full disclosure financial statements prepared in accordance with Generally Accepted Accounting Principles and contain at a minimum, Balance Sheets, a Statement of Income, a Statement of Changes in Equity, a Statement of Cash Flows, and a full set of related footnotes.

Please see TWC's SEC Form 10-K for Applicant's parent (TWC's) 2011 audited financial statements. Applicant does not have audited financial statements.

2. Source of Financing

Describe in detail financing plans for any new construction, expansion and the continuing operation of the Applicant's cable system. Document the debt or financing that is to be provided by any funding organization. If the funding is to be provided through any parent, then the ability to obtain financing and sources of the parent must be documented.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

Applicant believes that cash generated by, or available to, Applicant and its parent should be sufficient to fund its capital and liquidity needs for the foreseeable future. For example, there were no significant maturities of TWC's long-term debt prior to February 2011. TWC's sources of cash include cash provided by operating activities, cash and equivalents on hand, borrowing capacity under its committed credit facilities and commercial paper program, as well as access to capital markets. TWC's unused committed financial capacity was \$6.891 billion as of December 31, 2010, reflecting \$3.047 billion of cash and equivalents and \$3.844 billion of available borrowing capacity under the Company's \$4.0 billion Revolving Credit Facility. Please also see TWC's SEC Form 10-K.

3. Terms of Financing

Provide details of the terms of any financing arrangements with Applicant's parent company or any other affiliated entities, if any.

Applicant does not contemplate a need for financing arrangements.

4. Operator Liability

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

If the Applicant proposes that persons or entities other than the Applicant shall be legally liable for the obligations and performances of the East/West Hawaii system, provide complete financial data for said persons or entities or indicate where such data is located in the application, and state clearly the degree to which they will incur such liability.

No. Applicant will continue to operate as an indirect, wholly-owned subsidiary of TWC with no impact on the East and West Hawaii systems. Applicant's financial and technical qualifications are described in detail in the FCC 394 submitted to the DCCA on March 19, 2012. As also indicated in financial statements submitted to the DCCA in connection with the current franchise, the East and West Hawaii systems are well established and successful business operations fully capable of meeting their financial obligations with the revenues they generate. We expect that will remain so through the proposed renewal term.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

5. Documentation of Financial Viability

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

Please see TWC's SEC Form 10-K and TWC's 2011 Annual Report to Stockholders, which are available at

<http://timewarnercable.q4cdn.com/678dac2e-c13f-4c8f-ab55-928cad0f4f7e.pdf> and at

http://ir.timewarnercable.com/files/doc_financials/Annual%20Reports/TWC_2011_Annual_Report.pdf, respectively.

6. Contact in Outside Audit Firm

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

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

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

7. Subscriber and Service Projections

a. Basis of Subscriber Penetration

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

Please see the confidential, proprietary, and/or competitively sensitive response to this question filed under seal in support of Oceanic's original application dated July 20, 2011, which is incorporated herein by reference.

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

b. Projected Growth of Other Services

Describe in detail the development and projected growth of any service other than basic and pay cable. Be specific on the sources and growth of each component of revenues from all "other" services.

Please see response to Section II.G for description of development of other services currently provided (or to be provided) by Applicant. Additionally, please see: a) the 20-year projection of subscription levels, revenues, operating costs and other pertinent data, which was attached as confidential Exhibit C, which was filed under seal in support of Oceanic's original application dated July 20, 2011; and b) the confidential, proprietary, and/or competitively sensitive response to this question filed under seal in support of Oceanic's original application dated July 20, 2011, which is incorporated herein by reference.

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

D. Technical Qualifications and Plans

1. In separate studies done by DCCA and its consultants during the renewal, the financial and technical qualifications of the Applicant have been addressed, through an examination of the Oceanic's system and technical operations, and existing information on the financial resources and operations of Oceanic and its corporate parents. (i.e., see consultant's report to DCCA, *Community Ascertainment and Related Activities*, October 20, 2010). In addition, pursuant to HAR §16-131-43 through §16-131-50, Oceanic has submitted periodic reports, and DCCA has regularly monitored Oceanic revenues and system technical performance information throughout the term of the current franchise.

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

The capacity and design of the Applicant's system remains virtually intact, as the original HFC technology continues to support the demand for more channels and greater HSD bandwidth. The HFC technology also supports current and future advanced services through the continued leveraging of moving fiber further into neighborhoods, while decreasing the size of the service areas to less than the original 500 home design in the original HFC plan. As the fiber reach is increased, the overall system reliability also continues to increase (as reflected by smaller and shorter term outages), as fewer active devices (amplifiers) are needed to reach the residential customers.

 - 2) Service area;

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

3) Underground policy;

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

4) Construction plans and construction complaint resolution;

Construction standards will continue to comply with all existing applicable laws and standards as set forth for such work according to the national electrical codes and the State of Hawaii.

5) Interconnection;

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

6) System monitoring and maintenance.

Maintenance of the system will continue to comply with all FCC rules and regulations for leakage and system performance. In addition, as a part of the ongoing visual plant inspection, all plant is visually inspected every 6 months for unusual elemental wear and tear, and is replaced or upgraded as necessary. System monitoring has been upgraded and expanded, and all

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

devices in the home (digital converters and modems) are continuously monitored from the main office to check for outages and system degradation, including non-performing devices, through a Network Status Monitor that is manned 24 X 7 X 365. Customer service representatives also have the ability to access in-home information while the customer is on the line to determine any remedies that can be observed and transmitted while the call is taking place.

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

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

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

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

While electric service is necessary before the Applicant can extend the system into a service area (because some form of sustainable power is required to keep the HFC plant operable), Applicant may elect to service a community without telephone service as

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

long as the prescribed 25 homes per mile criteria is met.

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

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

- c. Discuss analog and digital channel capacity plans, both short-term and long-term, including specific information regarding the degree of flexibility for adapting the existing and anticipated future system to changing capacity requirements.

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

Over time the 350 MHz to 550 MHz will be subject to the process of grooming to allow for better efficiency of use to allow for expanded video and data offerings that include more High Definition channels, more Start Over and Look Back and VOD capability, and higher down stream high speed data offerings for 2011 and beyond.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

In 2009, Hawaii television broadcasters converted to digital transmission. Per FCC mandate, Applicant will continue to distribute SD broadcasters in analog and carry HD broadcasters both in analog and simulcast HD. This mandate is scheduled to sunset in 2012. As more digital program networks are added -- especially in higher bandwidth consuming HD, there will be a need to recover bandwidth below 550MHz and replace analog channels with digital.

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

The process of transition will be capital intensive, requiring expanded signal processing at system head ends, hubs and at the home. It will also require staging over time to allow for adapting the reception capability at the home with the distribution capacity of the network. In effect, this process will be analogous to that which the broadcasters underwent to move from analog to digital distribution. The difference for Applicant will be that the federal government will not be subsidizing the customer for purchasing tuning adaptors, and Applicant will continue to provide for that adaptation as part of its end commitment.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

d. Description of Video Services

For each video service, provide a short narrative description. Identify each service by cable channel number and identification of call letters, service name or network or general description, and tier of service. If Applicant proposes to have shared channels, describe the daily time division and the proposed duration of each sharing.

Please see description of video services attached as Exhibit D.

E. Emergency Alert System

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

The East/West Hawaii system utilizes two off-air monitoring feeds: 1) KHLO 850AM and 2) KBIG 97.9FM/106.1FM. Alerts are triggered and recorded by Civil Defense authorities, who can dial in to the system. For analog channels, the EAS system overlays the audio message on to the channels. For digital channels the East/West Hawaii system utilizes a common method called a "force-tune" where by the EAS system triggers a command that is sent out to all digital set top converters to change channels to a local analog channel. Once on this channel the message is alert displayed. Applicant inserts the alerts via a "pointer" crawl message over existing video, along with an audio message. Applicant also plans to modify the system where certain channels will have the full detailed alert via crawls over existing video, and audio message (i.e., no "pointer" crawls).

F. Institutional network (INET)

1. Provide details on the following for the INET:

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

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

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

b. Interconnection;

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

c. Technical support;

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

d. Construction plans;

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

e. Staffing; and

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

f. System monitoring and maintenance.

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

2. Provide details on future technology and expansion of INET. At a minimum, please address items/issues identified in the report *Community Ascertainment and Related Activities*, dated October 20, 2011.

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

G. Local Origination Programming

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

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

Applicant's 100% local, 100% original guideline has enabled Applicant to allow aspiring local producers opportunities to be on air and to continually improve their craft. To date, Applicant works with over 38 local producers who air their shows on OC16. These producers have won video awards and recognition by national organizations.

Applicant continues to add high quality local entertainment programming, and is approached by top producers and community groups to produce and air concerts and specials. Applicant has sent OC16 talent and

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

personnel to produce a Kuwait special requested by the Schofield Army base command and will again produce and air the Miss Hawaii and Miss Teen Hawaii pageants. Applicant reaches out to the community with Wedding of a Lifetime and other special events including an upcoming video contest urging students to enter their "Make Hawaii Better" videos.

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

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

1. PEG Access Transmission and Distribution Network

Provide information on the following for PEG access:

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

PEG channels on the Island of Hawaii are managed by Na Leo O Hawaii, Inc. Under the current franchise, there are five PEG channels. Please see the Community Ascertainment and Related Activity report dated October 20, 2010 for technical information on the current PEG channels.

b. Interconnection and technical support;

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

c. Construction plans; and

Applicant does not anticipate any changes to present sites.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

d. System monitoring and maintenance.

System monitoring and maintenance are consistent with that provided for standard analog services.

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

Applicant intends to continue to provide operating funding for the designated PEG entity at a reasonable level to meet community needs and interests taking into account the costs. Applicant notes that the Community Ascertainment Report did not indicate significant issues with the current level of operating or capital funding.

3. Proposed plans for PEG access --at a minimum, please address items/issues identified in the report *Community Ascertainment and Related Activities*, dated October 20, 2010.

Applicant believes that the financial resources and bandwidth provided to the PEG entity must be evaluated within the context of existing and future technology, the demand for PEG programming, and the long-term interests of all Hawaii Island subscribers. There are currently five PEG channels, and Applicant notes that the Community Ascertainment Report did not indicate a need for additional PEG channels for the island of Hawaii. Applicant therefore proposes that the number of PEG channels under the new franchise not exceed the five channels allocated under the current franchise, and that provisions be included within the franchise order to adjust the number of PEG channels as warranted by the availability or deployment of technology (i.e. video on demand, streaming video, etc.), the level of demand for PEG programming, and the long-term best interests of Hawaii Island subscribers as a whole.

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

I. Customer service operations

Please provide details concerning specific standards and practices with respect to location of offices, staffing, installation, repair, telephone response, billing, handling of complaints, service cancellation and changes.

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

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2013

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

J. Other

Provide Applicant's comments and proposals regarding the report *Community Ascertainment and Related Activities*, dated October 20, 2010.

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

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

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2012

INDEX OF EXHIBITS

- A. TWC SEC Form 10-K (Filed 02/18/11) (available at:
<http://timewarnercable.q4cdn.com/678dac2e-c13f-4c8f-ab55-928cad0f47e.pdf>)
- B. TWC 2010 Annual Report to Stockholders (available at:
http://ir.timewarnercable.com/files/doc_financials/Annual%20Reports/TWC_2011_Annual_Report.pdf)
- C. Twenty Year Projection Spreadsheet
[CONFIDENTIAL / FILED UNDER SEAL AS PART OF OCEANIC'S ORIGINAL APPLICATION DATED JULY 20, 2011 AND INCORPORATED HEREIN BY REFERENCE]
- D. Description of Video Services Spreadsheet [FILED AS PART OF OCEANIC'S ORIGINAL APPLICATION DATED JULY 20, 2011 AND INCORPORATED HEREIN BY REFERENCE]

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2012

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First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2012

EXHIBIT B

TWC 2011 Annual Report to Stockholders

Available at:

http://ir.timewarnercable.com/files/doc_financials/Annual%20Reports/TWC_2011_Annual_Report.pdf

EXHIBIT C

Twenty Year Projection Spreadsheet

CONFIDENTIAL

THIS EXHIBIT WAS FILED AS PART OF OCEANIC'S ORIGINAL APPLICATION DATED JULY 20, 2011, IS INCORPORATED HEREIN BY REFERENCE, AND CONTAINS INFORMATION THAT IS CONFIDENTIAL, PROPRIETARY, AND/OR COMPETITIVELY SENSITIVE AND HAS BEEN FILED WITH THE ADMINISTRATOR OF THE CABLE TELEVISION DIVISION, DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS, STATE OF HAWAII, UNDER SEAL AND SUBJECT TO LETTER DATED JULY 20, 2011.

THE INFORMATION CONTAINED IN THIS EXHIBIT SHALL NOT BE DISCLOSED TO ANY THIRD PARTIES OUTSIDE OF THE CABLE TELEVISION DIVISION, DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS, STATE OF HAWAII, ABSENT THE PRIOR WRITTEN CONSENT OF OCEANIC TIME WARNER CABLE LLC

First Amended Application for Renewal of Cable Franchise

Applicant's Name: Oceanic Time Warner Cable LLC

Date of First Amended Application: February 8, 2012

EXHIBIT D

Description of Video Services Spreadsheet

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