

July 27, 2012

FILE

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

**Re: Assignment of Hawaii Cable Franchises from
Time Warner Entertainment Company, L.P. to
Oceanic Time Warner Cable LLC**

Dear Mr. Yabusaki:

Pursuant to your letter dated July 20, 2012, please find enclosed Time Warner Cable's ("TWC") responses to the ten questions posed in your letter regarding the pending assignment of cable franchises issued by the Department of Commerce and Consumer Affairs ("DCCA") from Time Warner Entertainment Company, L.P. ("TWE") to Oceanic Time Warner Cable LLC ("OTWC"). TWC's position regarding the FCC Form 394 review process for the assignment of the franchises will be detailed in a separate letter to the DCCA.

Thank you for your attention to this matter, and please contact me with any questions regarding the enclosed information. As the DCCA continues its review of this matter, TWC will continue to respond promptly to any further reasonable requests for additional information.

Very truly yours,

WATANABE ING LLP


for
BRIAN A. KANG

Enclosure

cc: (w/ Encl): Ms. Keali'i Lopez
Laureen Wong, Esq.
Mr. Bob Barlow
Arthur Harding, Esq.

July 27, 2012

The following responds to the letter from the DCCA dated July 20, 2012:

1. According to the March 12, 2012 Restructuring Agreement provided to DCCA in each Exhibit A accompanying the Form 394 for each of TWE's Hawaii cable franchises, TWE's Hawaii cable franchises and assets relating to TWE's cable operations in Hawaii will, through a series of mergers, be transferred to OTWC. Will OTWC be assuming the obligations and liabilities of TWE? If so, please describe the nature and value of these obligations and liabilities.

RESPONSE:

Yes, OTWC will be assuming the obligations and liabilities of TWE to the extent they relate to the Hawaii cable operations of TWE, including all obligations and liabilities under TWE's Hawaii cable franchises. The nature and value of such obligations and liabilities will be substantially the same as the obligations and liabilities reflected in the financial statements (unaudited) for calendar year 2011 for each of TWE's Hilo, Kauai, Kona, Lahaina, Maui and Oahu Divisions, as reviewed by Ernst & Young LLP (collectively, the "2011 Financial Statements"), because each such Division's assets and liabilities as of the closing date of the Transaction will become the assets and liabilities of OTWC upon closing. The 2011 Financial Statements were provided to the DCCA in April, 2012.

2. If question 1 is yes, are any of these obligations and liabilities secured or collateralized by assets? If so, please provide the agreements, the assets, the current value of these assets, and who currently holds legal title to the assets.

RESPONSE:

No, none of the obligations and liabilities to be assumed by OTWC is secured or collateralized by assets.

3. What are the sources and amount of long-term debt projected for OTWC? List amount of such debts and possible financing. Are there any provisions in the debt agreements that may constrain the ability of OTWC to finance the Hawaii cable systems. Please provide the same information for short-term debt and equity capital.

RESPONSE:

No new long-term debt or new short-term debt is projected for OTWC, and OTWC will not be a party to any debt agreements. No new equity capital is projected for OTWC, although inter-company payment obligations owing by OTWC to other TWC entities will arise in the normal course of operations. Please see the 2011 Financial Statements for a further explanation of any long-term and short-term liabilities of TWE's Hawaii Divisions that were outstanding as of December 31, 2011, and that will become liabilities

of OTWC to the extent such liabilities are outstanding as of the closing of the Transaction.

4. Are there any liabilities not currently held by TWE that will be transferred to OTWC? If so, please describe the nature and value of these obligations and liabilities?

RESPONSE:

There are no liabilities not currently held by TWE or incurred by TWE in the normal course of operations prior to, and outstanding as of, the closing of the Transaction that will be transferred to OTWC. However, after such closing OTWC (i) will incur inter-company payment obligations owing to a newly formed special purpose entity wholly owned by Time Warner Cable, as part of a nationwide employee arrangement involving all of Time Warner Cable's systems, and (ii) will transfer liabilities relating to its insured claims to another newly formed special purpose entity wholly owned by Time Warner Cable, as part of a nationwide insurance arrangement involving all of Time Warner Cable's systems. The new employee and insurance arrangements will have no impact on OTWC's Hawaii cable operations or otherwise adversely affect or interfere with OTWC's ability to fulfill its franchise obligations.

5. If question 4 is yes, are any of these obligations and liabilities secured or collateralized by assets? If so, please provide the agreements, the assets, the current value of these assets, and who currently holds legal title to the assets.

RESPONSE:

No, none of the obligations and liabilities of OTWC will be secured or collateralized by assets.

6. As of December 31, 2011, according to Time Warner Cable's ("TWC") 10-K, Exhibit A to the Form 394s, TWE is an outstanding guarantor of TWC's senior debt. TWE is also a guarantor under TWC's \$4.0 billion senior unsecured three-year revolving credit facility, its \$4.0 billion commercial paper program and its \$23.6 billion in principal amount of outstanding debt securities. After the completion of the transaction, will OTWC take over TWE's position as guarantor of TWC's obligations as stated above or any other obligations of parent companies?

RESPONSE:

No, OTWC will not be a guarantor of TWC's obligations or any other obligations of parent companies.

7. In its May 11 Supplemental Information on page 37, response to question 3, TWE states that OTWC does not contemplate a need for financial arrangements. Is this statement

applicable to the other Hawaii franchises? Does this mean that OTWC will not have a line of available financing? Explain.

RESPONSE:

Yes, such statement is applicable to TWE's other Hawaii cable franchises. OTWC will not have a line of available financing. As stated in the response to DCCA question 2 in the email from DCCA dated June 26, 2012, the Transaction will not change in any way the manner in which TWC's financial resources are assigned to OTWC.

8. For the record, please identify which of the responses in the May 11 Supplemental Information are applicable to the Hawaii cable franchises.

RESPONSE:

All of the responses in the May 11 Supplemental Information are applicable to TWE's Hawaii cable franchises.

9. As a newly incorporated corporation, OTWC does not have an audited financial statement. Are there any other financial projections/budgets/financial pro forma for OTWC over the next 5 years? Are there any statements/documents that OTWC can provide to demonstrate its financial fitness?

RESPONSE:

No financial projections/budgets/financial pro forma for OTWC over the next 5 years have been prepared. For statements/documents that demonstrate OTWC's financial fitness, please see the 2011 Financial Statements. Each such Division's assets and liabilities as of the closing date of the Transaction will become the assets and liabilities of OTWC upon closing.

10. Please provide a current trial balance of OTWC.

RESPONSE:

As a newly formed limited liability company, OTWC has no assets or liabilities. Thus, the current trial balance of OTWC is zero.