

CABLE DIVISION
COMMERCE AND
CONSUMER AFFAIRS

Watanabe Ing^{LLP}
A LIMITED LIABILITY LAW PARTNERSHIP

2012 DEC -3 A 11: 59

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December 3, 2012

FILE _____

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: Application for Renewal of East Hawaii and West Hawaii
Cable Television Franchises by Time Warner Entertainment
Company, L.P. through its Hawaii Division,
Oceanic Time Warner Cable**

Dear Mr. Yabusaki:

Oceanic and the Department of Commerce and Consumer Affairs ("DCCA") have met several times during the past several months to discuss and negotiate terms for the East Hawaii and West Hawaii franchise renewals. In light of the continuing discussions, Oceanic and DCCA mutually agreed via a letter agreement dated October 13, 2011 to extend the time for DCCA to make a decision on the application from October 23, 2011 to December 31, 2011. Given the pendency of an arbitration proceeding regarding the Oahu public access provider, Oceanic and DCCA subsequently mutually agreed on December 14, 2011 to further extend the deadline to March 1, 2012. Oceanic and DCCA subsequently met to further discuss proposed terms of the Big Island franchises, and mutually agreed on February 24, 2012 to a further extension to April 16, 2012. Via a letter dated April 12, 2012, the parties agreed to a further extension to May 31, 2012, and in light of further discussions, agreed via a letter dated May 29, 2012 to further extend the deadline to September 5, 2012. On September 4, 2012, the parties further agreed to extend the deadline to October 23, 2012. Following further discussions, the parties agreed via a letter dated October 17, 2012 to extend the deadline to December 7, 2012.

Given ongoing discussions between Oceanic and DCCA regarding the Big Island franchises, this is to confirm that Oceanic and the DCCA mutually agree to further extend the time for DCCA to make a decision on the application for the East Hawaii and

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West Hawaii franchise renewals to February 8, 2013 and to extend the terms of Oceanic's East Hawaii and West Hawaii franchises to February 8, 2013.

Thank you for your attention to this matter, and please contact me should you have any questions regarding the foregoing.

Very truly yours,

WATANABE ING LLP

A handwritten signature in black ink, appearing to read "Brian A. Kang", written in a cursive style.

BRIAN A. KANG

cc: Oceanic Time Warner Cable



NEIL ABERCROMBIE
GOVERNOR

BRIAN SCHATZ
LT. GOVERNOR

STATE OF HAWAII
CABLE TELEVISION DIVISION
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
335 MERCHANT STREET
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(808) 586-2620
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KEALI'I S. LOPEZ
DIRECTOR

DONN YABUSAKI
CABLE TELEVISION ADMINISTRATOR

December 4, 2012

Brian A. Kang, Esq.
Watanabe Ing LLP
First Hawaiian Center
999 Bishop Street, 23rd Floor
Honolulu, HI 96813

Re: Application for Renewal of East Hawaii and West Hawaii Cable Franchises by Time Warner Entertainment Company, L.P. through its Hawaii Division, Oceanic Time Warner Cable

Dear Mr. Kang:

On July 20, 2011, Time Warner Entertainment Company, L.P., through its Hawaii Division, Oceanic Time Warner Cable ("TWE") submitted a written Application to the Department of Commerce and Consumer Affairs ("DCCA") which incorporated Renewals of its East Hawaii and West Hawaii cable franchises ("**Application**"). By letter dated August 4, 2011, DCCA accepted TWE's Application for filing.

DCCA and TWE conducted discussions on components of a renewed franchise, and subsequently agreed on October 13, 2011 to extend the time for DCCA to make a decision on the Application to December 31, 2011. On December 14, 2011, DCCA and TWE agreed to further extend the time or DCCA to make a decision on the Application from December 31, 2011 to March 1, 2012. DCCA and TWE subsequently met to discuss proposed terms of the Big Island franchise, and mutually agreed on February 24, 2012 to a further extension to April 16, 2012. DCCA and TWE thereafter agreed to extensions to May 31, 2012 and September 5, 2012, and subsequently, agreed to a further extension to October 23, 2012.

On September 21, 2012, DCCA granted TWE's request to assign or transfer all of its Hawaii cable franchises to Oceanic Time Warner Cable LLC ("**OTWC**"), subject to the completion of Time Warner Cable's ("**TWC**") internal reorganization. On October 15, 2012, OTWC informed DCCA that TWC's internal restructuring closed effective September 30, 2012 and that all cable assets in Hawaii, which included the East and West Hawaii franchises, were transferred to OTWC.

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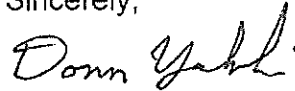
Following further discussions and in light of the change in the cable franchise holder, the parties agreed to extend the deadline to December 7, 2012.

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On December 3, 2012, OTWC submitted a written request to DCCA to further extend the time for DCCA to make a decision on the Application for the East Hawaii and West Hawaii franchise renewals to February 8, 2013. In view of the continuing discussions on franchise provisions and the recent transfer of the East Hawaii and West Hawaii cable franchises to OTWC, DCCA extends the time for it to make a decision on the East Hawaii and West Hawaii franchise renewals from December 7, 2012 to February 8, 2013, and hereby extends the terms for OTWC's East Hawaii franchise and West Hawaii franchise to February 8, 2013. Please sign and return the original letter back to DCCA.

Thank you for your continuing cooperation in this matter.

Sincerely,



DONN YABUSAKI
Cable Television Administrator

Approved and agreed:



Brian A. Kang, Esq.
Attorney for Time Warner
Entertainment Company, L.P.

Date: 12/5/12

c: Keali'i S. Lopez, Director
Department of the Attorney General