

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held in the City of
Albany on June 13, 2013

COMMISSIONERS PRESENT:

Garry A. Brown, Chairman
Patricia L. Acampora
James L. Larocca
Gregg C. Sayre

CASE 13-V-0221 - Petition of Time Warner Cable, Inc. for
Internal Restructuring.

ORDER APPROVING TRANSFERS

(Issued and Effective June 21, 2013)

BY THE COMMISSION:

INTRODUCTION

By petition dated March 14, 2013, Time Warner Cable, Inc. (Time Warner) requests the Commission's approval, pursuant to Public Service Law (PSL) §222, for the assignment and transfer of certain cable television system franchises, certificates and facilities in several municipalities. The proposed cable franchise and system transfers are listed in the attached appendix.

CABLE LAW AND RULES

No transfer of a cable franchise, certificate of confirmation, or facilities is effective without the approval of the Commission (Public Service Law (PSL) §222)). The Commission's regulations (16 NYCRR §897.4) require an application for a transfer of control of a franchise or cable television system to contain specific information, including: (1) applicant's name, address and telephone number; (2) whether the proposed transfer is an asset transfer or stock transfer and

a list of each franchise and municipality; (3) copy of the purchase and sale agreement; and, (4) whether, pursuant to the franchise terms, the proposed transfer requires municipal approval municipal approval for transfer of the franchise.

The Commission is required to approve the application, unless it finds that the applicant, proposed transferee or the cable system does not conform to regulatory requirements, or that the approval would violate Commission rules or the public interest.

THE PETITION

According to Time Warner, it seeks Commission approval to engage in an internal restructuring, involving subsidiaries that operate cable systems in New York State. Time Warner operates its cable systems through various indirect subsidiaries, including Time Warner NY Cable LLC and Time Warner Cable Northeast LLC. In order to streamline its organization, in September, 2012 Time Warner undertook an internal reorganization whereby most of its cable operations are now conducted through seven regional entities designed to simplify management reporting and create a more geographically rational structure. Time Warner now wishes to transfer the cable systems that were retained in Time Warner NY Cable LLC in the September 2012 reorganization. Upon completion of the transaction, the systems and franchises covered by this application will be held by Time Warner Cable Northeast LLC, an indirect, wholly-owned subsidiary of Time Warner.

Time Warner further states that the transaction will not result in a transfer of control and Time Warner will retain ultimate ownership and management authority over the affected cable systems. This internal transaction will have absolutely no impact on the subject cable systems, their operations or our

local staff or management, and Time Warner will continue to do business as Time Warner Cable. In particular, there will be no change in Time Warner's commitment to provide its customers with the best variety and quality in entertainment and information services, all at competitive rates with excellent customer care.

DISCUSSION

This transaction is an internal restructuring involving the transfer of cable system assets and franchises. PSL §222 provides that an application shall be approved unless such approval would constitute a violation of law, any Commission regulations or standards or the public interest. The PSL permits approval of an application contingent upon compliance with standards, terms or conditions consistent with the public interest. Based upon representations in the petition, the proposed transfers are consistent with federal and state law and are not contrary to the public interest. The proposed transfers are not projected to have any negative impact on the operations, rates, terms or conditions for the provision of cable service by Time Warner.

CONCLUSION

The proposed internal restructuring and subsequent transfers do not appear to be contrary to the public interest. We, therefore, grant our approval subject to conditions set forth below.

The Commission orders:

1. Pursuant to Public Service Law §222, the transfer of assets, franchises and certificates of confirmations from Time Warner NY Cable LLC for the franchises and systems listed in the attached Appendix, to Time Warner Cable Northeast LLC, is

approved subject to the conditions set forth in these ordering clauses.

2. Time Warner Cable, Inc. is directed to submit a final Annual Financial Report (AFR-1) to the Secretary for each of the transferred systems within 30 days after completion of the transfer of each system.

3. The Secretary is authorized to extend the deadline set forth in ordering clause 2.

4. This proceeding is closed, pending compliance with ordering clause 2.

By the Commission,

(SIGNED)

JEFFREY C. COHEN
Acting Secretary

Allegany County, Town of Amity, Time Warner NY Cable LLC
Allegany County, Town of Andover, Time Warner NY Cable LLC
Allegany County, Village of Andover, Time Warner NY Cable LLC
Allegany County, Village of Belmont, Time Warner NY Cable LLC
Allegany County, Town of Cuba, Time Warner NY Cable LLC
Allegany County, Village of Cuba, Time Warner NY Cable LLC
Allegany County, Town of Scio, Time Warner NY Cable LLC
Allegany County, Town of Wellsville, Time Warner NY Cable LLC
Allegany County, Village of Wellsville, Time Warner NY Cable LLC
Allegany County, Town of Willing, Time Warner NY Cable LLC
Cattaraugus County, Town of Allegany, Time Warner NY Cable LLC
Cattaraugus County, Village of Allegany, Time Warner NY Cable LLC
Cattaraugus County, Village of Cattaraugus, Time Warner NY Cable LLC
Cattaraugus County, Town of Cold Spring, Time Warner NY Cable LLC
Cattaraugus County, Town of Conewango, Time Warner NY Cable LLC
Cattaraugus County, Village of Delevan, Time Warner NY Cable LLC
Cattaraugus County, Village of East Randolph, Time Warner NY Cable LLC
Cattaraugus County, Town of Ellicottville, Time Warner NY Cable LLC
Cattaraugus County, Village of Ellicottville, Time Warner NY Cable LLC
Cattaraugus County, Town of Franklinville, Time Warner NY Cable LLC
Cattaraugus County, Village of Franklinville, Time Warner NY Cable LLC
Cattaraugus County, Town of Freedom, Time Warner NY Cable LLC
Cattaraugus County, Village of Gowanda, Time Warner NY Cable LLC
Cattaraugus County, Town of Great Valley, Time Warner NY Cable LLC
Cattaraugus County, Town of Hinsdale, Time Warner NY Cable LLC
Cattaraugus County, Town of Ischua, Time Warner NY Cable LLC
Cattaraugus County, Town of Machias, Time Warner NY Cable LLC
Cattaraugus County, Town of Mansfield, Time Warner NY Cable LLC
Cattaraugus County, Town of New Albion, Time Warner NY Cable LLC
Cattaraugus County, City of Olean, Time Warner NY Cable LLC
Cattaraugus County, Town of Olean, Time Warner NY Cable LLC
Cattaraugus County, Village of Perrysburg, Time Warner NY Cable LLC
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Cattaraugus County, Town of Persia, Time Warner NY Cable LLC
Cattaraugus County, Town of Portville, Time Warner NY Cable LLC
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Cattaraugus County, Town of Yorkshire, Time Warner NY Cable LLC
Chautauqua County, Town of Chautauqua, Time Warner NY Cable LLC
Chautauqua County, City of Dunkirk, Time Warner NY Cable LLC
Chautauqua County, Town of Dunkirk, Time Warner NY Cable LLC
Chautauqua County, Village of Forestville, Time Warner NY Cable LLC
Chautauqua County, Town of Hanover, Time Warner NY Cable LLC
Chautauqua County, Village of Mayville, Time Warner NY Cable LLC
Chautauqua County, Town of North Harmony, Time Warner NY Cable LLC
Chautauqua County, Town of Pomfret, Time Warner NY Cable LLC
Chautauqua County, Town of Portland, Time Warner NY Cable LLC
Chautauqua County, Town of Ripley, Time Warner NY Cable LLC
Chautauqua County, Town of Sheridan, Time Warner NY Cable LLC
Chautauqua County, Village of Sherman, Time Warner NY Cable LLC
Chautauqua County, Village of Silver Creek, Time Warner NY Cable LLC

Chautauqua County, Town of Westfield, Time Warner NY Cable LLC
Chautauqua County, Village of Westfield, Time Warner NY Cable LLC
Erie County, Town of Amherst, Time Warner NY Cable LLC
Erie County, Village of Angola, Time Warner NY Cable LLC
Erie County, Town of Aurora, Time Warner NY Cable LLC
Erie County, Village of Blasdell, Time Warner NY Cable LLC
Erie County, Town of Boston, Time Warner NY Cable LLC
Erie County, Town of Brant, Time Warner NY Cable LLC
Erie County, City of Buffalo, Time Warner NY Cable LLC
Erie County, Town of Cheektowaga, Time Warner NY Cable LLC
Erie County, Town of Clarence, Time Warner NY Cable LLC
Erie County, Town of Colden, Time Warner NY Cable LLC
Erie County, Town of Collins, Time Warner NY Cable LLC
Erie County, Town of Concord, Time Warner NY Cable LLC
Erie County, Village of Depew, Time Warner NY Cable LLC
Erie County, Village of East Aurora, Time Warner NY Cable LLC
Erie County, Town of Eden, Time Warner NY Cable LLC
Erie County, Town of Elma, Time Warner NY Cable LLC
Erie County, Town of Evans, Time Warner NY Cable LLC
Erie County, Village of Farnham , Time Warner NY Cable LLC
Erie County, Village of Gowanda, Time Warner NY Cable LLC
Erie County, Town of Grand Island, Time Warner NY Cable LLC
Erie County, Town of Hamburg, Time Warner NY Cable LLC
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Erie County, Town of Holland, Time Warner NY Cable LLC
Erie County, Village of Kenmore, Time Warner NY Cable LLC
Erie County, City of Lackawanna, Time Warner NY Cable LLC
Erie County, Town of Lancaster, Time Warner NY Cable LLC
Erie County, Village of Lancaster, Time Warner NY Cable LLC
Erie County, Town of North Collins, Time Warner NY Cable LLC
Erie County, Village of North Collins, Time Warner NY Cable LLC
Erie County, Town of Orchard Park, Time Warner NY Cable LLC
Erie County, Village of Orchard Park, Time Warner NY Cable LLC
Erie County, Town of Sardinia, Time Warner NY Cable LLC
Erie County, Village of Sloan, Time Warner NY Cable LLC
Erie County, Village of Springville, Time Warner NY Cable LLC
Erie County, City of Tonawanda, Time Warner NY Cable LLC
Erie County, Town of Tonawanda, Time Warner NY Cable LLC
Erie County, Town of Wales, Time Warner NY Cable LLC
Erie County, Town of West Seneca, Time Warner NY Cable LLC
Erie County, Village of Williamsville, Time Warner NY Cable LLC
Niagara County, Village of Barker, Time Warner NY Cable LLC
Niagara County, Town of Cambria, Time Warner NY Cable LLC
Niagara County, Town of Lewiston, Time Warner NY Cable LLC
Niagara County, Village of Lewiston, Time Warner NY Cable LLC
Niagara County, City of Lockport, Time Warner NY Cable LLC
Niagara County, Town of Lockport, Time Warner NY Cable LLC
Niagara County, Town of Newfane, Time Warner NY Cable LLC
Niagara County, Town of Niagara, Time Warner NY Cable LLC
Niagara County, City of Niagara Falls, Time Warner NY Cable LLC
Niagara County, City of North Tonawanda, Time Warner NY Cable LLC
Niagara County, Town of Pendleton, Time Warner NY Cable LLC

Niagara County, Town of Porter, Time Warner NY Cable LLC
Niagara County, Town of Somerset, Time Warner NY Cable LLC
Niagara County, Town of Wheatfield, Time Warner NY Cable LLC
Niagara County, Town of Wilson, Time Warner NY Cable LLC
Niagara County, Village of Wilson, Time Warner NY Cable LLC
Niagara County, Village of Youngstown, Time Warner NY Cable LLC
Ontario County, Town of Gorham, Time Warner NY Cable LLC
Ontario County, Village of Rushville, Time Warner NY Cable LLC
Schuyler County, Town of Tyrone, Time Warner NY Cable LLC
Steuben County, Village of Hammondsport, Time Warner NY Cable LLC
Steuben County, Town of Prattsburgh, Time Warner NY Cable LLC
Steuben County, Town of Pulteney, Time Warner NY Cable LLC
Steuben County, Town of Urbana, Time Warner NY Cable LLC
Steuben County, Town of Wayne, Time Warner NY Cable LLC
Steuben County, Town of Wheeler, Time Warner NY Cable LLC
Wyoming County, Town of Arcade, Time Warner NY Cable LLC
Wyoming County, Village of Arcade, Time Warner NY Cable LLC
Yates County, Town of Barrington, Time Warner NY Cable LLC
Yates County, Town of Benton, Time Warner NY Cable LLC
Yates County, Town of Italy, Time Warner NY Cable LLC
Yates County, Town of Jerusalem, Time Warner NY Cable LLC
Yates County, Town of Middlesex, Time Warner NY Cable LLC
Yates County, Town of Milo, Time Warner NY Cable LLC
Yates County, Village of Penn Yan, Time Warner NY Cable LLC