

**FCC 394**

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

FOR FRANCHISE AUTHORITY USE ONLY

**SECTION I. GENERAL INFORMATION**

DATE <b>6/12/2008</b>	1. Community Unit Identification Number: <b>NY1312</b>
-----------------------	--------------------------------------------------------

2. Application for: ☒ Assignment of Franchise ☐ Transfer of Control

3. Franchising Authority: <b>New York State Public Service Commission</b>	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located.  <b>New York City (Staten Island)</b>	
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:	<b>No longer applicable</b>
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	<b>4th Qtr. 2008 or as soon as possible</b>

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.  
**N/A**

**PART I - TRANSFEROR/ASSIGNOR**

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first) <b>Staten Island Cable, LLC</b>			
Assumed name used for doing business (if any) <b>Time Warner Cable</b>			
Mailing street address or P.O. Box <b>290 Harbor Drive</b>			
City <b>Stamford</b>	State <b>CT</b>	ZIP Code <b>06904</b>	Telephone No. (include area code) <b>(203) 328-0600</b>

2.(a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No.  
**1**

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

☒ Yes ☐ No

If No, explain in an Exhibit.

Exhibit No.  
**N/A**

## PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first)			
<b>Time Warner Entertainment Company, L.P.</b>			
Assumed name used for doing business (if any)			
<b>Time Warner Cable</b>			
Mailing street address or P.O. Box			
<b>290 Harbor Drive</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>Stamford</b>	<b>CT</b>	<b>06904</b>	<b>(203) 328-0600</b>

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

Name of contact person (list last name first)			
<b>Matz, Gary</b>			
Firm or company name (if any)			
<b>Time Warner Cable</b>			
Mailing street address or P.O. Box			
<b>290 Harbor Drive</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>Stamford</b>	<b>CT</b>	<b>06904</b>	<b>(203) 328-4865</b>

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

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

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

Street address		
<b>Transferee is not proposing to change the location of the systems' records</b>		
City	State	ZIP Code

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No. <b>2</b>
-------------------------

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

### 1. Transferee/Assignee is:

☐

LLC

a. Jurisdiction of incorporation:	d. Name and address of registered agent in jurisdiction:
b. Date of incorporation:	
c. For profit or not-for-profit:	

☒

Limited Partnership

a. Jurisdiction in which formed: <b>Delaware</b>	c. Name and address of registered agent in jurisdiction: <b>The Corporation Trust Company 1209 Orange Street, New Castle County Wilmington, DE 19801</b>
b. Date of formation: <b>2/28/1992</b>	

☐

General Partnership

a. Jurisdiction whose laws govern formation:	b. Date of formation:
----------------------------------------------	-----------------------

☐

Individual

☐

Other. Describe in an Exhibit.

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

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

(a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.

(b) Citizenship.

(c) Relationship to the transferee/assignee (e.g., officer, director, etc.).

(d) Number of shares or nature of partnership interest.

(e) Number of votes.

(f) Percentage of votes.

(a)	<b>Time Warner Entertainment Company, L.P.</b>	<b>Time Warner NY Cable LLC ("TW NY")</b>	<b>Time Warner Cable LLC ("TWC LLC")</b>
(b)	<b>Delaware LLC</b>	<b>Delaware LLC</b>	<b>Delaware LLC</b>
(c)	<b>Assignee</b>	<b>General Partner of Assignee</b>	<b>General Partner of Assignee</b>
(d)	<b>N/A</b>	<b>51.55% (GP) 3.75% (LP)</b>	<b>42.51% (GP) 2.19% (LP)</b>
(e)	<b>N/A</b>	<b>51.55%</b>	<b>42.51%</b>
(f)	<b>N/A</b>	<b>51.55%</b>	<b>42.51%</b>

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

### 1. Transferee/Assignee is:

<input type="checkbox"/> Corporation	a. Jurisdiction of incorporation: b. Date of incorporation: c. For profit or not-for-profit:	d. Name and address of registered agent in jurisdiction:
<input type="checkbox"/> Limited Partnership	a. Jurisdiction in which formed: b. Date of formation:	c. Name and address of registered agent in jurisdiction:
<input type="checkbox"/> General Partnership	a. Jurisdiction whose laws govern formation:	b. Date of formation:
<input type="checkbox"/> Individual		
<input type="checkbox"/> Other. Describe in an Exhibit.		

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

### 2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.).
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

(a)	Time Warner Cable Inc.		
(b)	Delaware corporation		
(c)	Managing parent		
(d)	100%		
(e)	100%		
(f)	100%		

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

**Address for all directors and officers:**

290 Harbor Drive  
Stamford, CT 06904-2210

No directors or officers hold an equity interest of more than 5% in Time Warner Cable Inc. All are United States citizens (except as noted).

**Directors and Officers of Time Warner Cable Inc.**

**Directors**

Jeffrey L. Bewkes*	Director
Carole Black	Director
Glenn A. Britt	Director
Thomas H. Castro	Director
David C. Chang	Director
James E. Copeland, Jr.	Director
Peter R. Haje	Director
Don Logan	Chairman
N.J. Nicholas, Jr.	Director
Wayne H. Pace	Director

**Officers**

Glenn A. Britt	President & Chief Executive Officer
Landel C. Hobbs	Chief Operating Officer
Robert D. Marcus	Senior Executive Vice President & Chief Financial Officer
Marc Lawrence-Apfelbaum	Executive Vice President, General Counsel & Secretary
Gerald D. Campbell	Executive Vice President, Technical Operations
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, Northeast Region
Michael T. Hayashi**	Executive Vice President, Advanced Engineering
Carol Hevey	Executive Vice President, Carolina Region
Sam Howe	Executive Vice President & Chief Marketing Officer
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
Tomas Mathews	Executive Vice President, Human Resources
Arthur Minson	Executive Vice President & Deputy Chief Financial Officer
Terrence D. O'Connell	Executive Vice President, Midwest Region
Stephen Pagano	Executive Vice President, West Region
Barry S. Rosenblum	Executive Vice President, Texas Region
Carl U. J. Rossetti	Executive Vice President, Corporate Development
Peter C. Stern	Executive Vice President & Chief Strategy Officer
Howard Szarfarc	Executive Vice President, New York City Region
Melinda Witmer	Executive Vice President & Chief Programming Officer

\* Mr. Bewkes is expected to resign as a director of Time Warner Cable Inc. upon completion of the Spin-Off. Any future directors of Time Warner Cable Inc. are expected to be non-attributable to Time Warner Inc.

\*\* Citizen of Japan

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

☒ Yes ☐ No

If the answer is No, explain in an Exhibit.

Exhibit No.

3

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

☒ Yes ☐ No

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

Exhibit No.

4

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

☒ Yes ☐ No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No.

5

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

☐ Yes ☒ No

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

☒ Yes ☐ No

If No, attach as an Exhibit a full explanation.

Exhibit No.

6

### SECTION III. TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.
2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principals, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

☒ Yes ☐ No

Exhibit No.

7

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

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


Exhibit No.

8

## SECTION V – CERTIFICATIONS

### Part 1 – Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.


I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 				
	Date June 12, 2008				
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Print full name Marc Lawrence-Apfelbaum				
Check appropriate classification: <table><tr><td><input type="checkbox"/> Individual</td><td><input type="checkbox"/> General Partner</td><td><input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Executive Vice President, General Counsel and Secretary</td><td><input type="checkbox"/> Other. Explain:</td></tr></table>		<input type="checkbox"/> Individual	<input type="checkbox"/> General Partner	<input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Executive Vice President, General Counsel and Secretary	<input type="checkbox"/> Other. Explain:
<input type="checkbox"/> Individual	<input type="checkbox"/> General Partner	<input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Executive Vice President, General Counsel and Secretary	<input type="checkbox"/> Other. Explain:		

### Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 				
	Date June 12, 2008				
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Print full name Marc Lawrence-Apfelbaum				
Check appropriate classification: <table><tr><td><input type="checkbox"/> Individual</td><td><input type="checkbox"/> General Partner</td><td><input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Executive Vice President, General Counsel and Secretary</td><td><input type="checkbox"/> Other. Explain:</td></tr></table>		<input type="checkbox"/> Individual	<input type="checkbox"/> General Partner	<input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Executive Vice President, General Counsel and Secretary	<input type="checkbox"/> Other. Explain:
<input type="checkbox"/> Individual	<input type="checkbox"/> General Partner	<input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Executive Vice President, General Counsel and Secretary	<input type="checkbox"/> Other. Explain:		

## **EXHIBIT 1**

In an effort to streamline its corporate structure, Time Warner Cable Inc. ("Time Warner Cable") intends to dissolve or merge certain of its indirect subsidiaries and affiliates into their direct or indirect parent entities (the "Internal Restructuring"). In particular, the Internal Restructuring will be accomplished as follows:

### **A. Time Warner Cable San Antonio, L.P.**

Time Warner Cable San Antonio, L.P. ("TWC SA") is a limited partnership, 99% of which is owned by Time Warner Cable LLC ("TWC LLC") and 0.5% of which is owned by San Antonio HoldCo LLC, a 100% wholly-owned subsidiary of TWC LLC, and 0.5% of which is owned by Time Warner NY Cable LLC ("TW NY LLC") (through TW NY Cable Holding Inc., an 87.55%-owned subsidiary of TWC LLC). In the Internal Restructuring: (1) San Antonio HoldCo LLC will be merged into TWC LLC; (2) the 0.5% interest in TWC SA held by TW NY LLC will be disposed of either by (i) a sale to TWC LLC or (ii) a redemption by TWC SA; and (3) immediately following steps (1) and (2), TWC SA will be merged into TWC LLC. The assets of TWC SA, including any applicable franchises and cable systems, will then be held by TWC LLC.

### **B. Queens Inner Unity Cable Systems**

Queens Inner Unity Cable Systems ("QUICS") is a NY general partnership, 72.189% of which is owned by Time Warner Entertainment Company, L.P. ("TWE") and 27.811% of which is owned by TWQUICS Holdings L.L.C. ("TW QUICS LLC"), a wholly-owned subsidiary of TWE. In the Internal Restructuring: (1) TW QUICS LLC will be merged into TWE; and (2) immediately following step (1), QUICS will be merged into TWE. The assets of QUICS, including any applicable franchises and cable systems, will then be held by TWE.

### **C. Staten Island Cable, LLC**

Staten Island Cable, LLC is a limited liability company and a wholly-owned subsidiary of Time Warner Entertainment Company, L.P. ("TWE"). In the Internal Restructuring, Staten Island Cable, LLC will be merged into TWE. The assets of Staten Island Cable, LLC, including any applicable franchises and cable systems, will then be held by TWE.

### **D. CAT Holdings, LLC**

CAT Holdings, LLC is a limited liability company and a wholly-owned subsidiary of Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N"). In the Internal Restructuring, CAT Holdings, LLC's assets and liabilities will be distributed to TWE-A/N and CAT Holdings, LLC will be dissolved. The assets of CAT Holdings, LLC, including any applicable franchises and cable systems, will then be held by TWE-A/N.

**E. CAC Exchange I, LLC**

CAC Exchange I, LLC is a limited liability company and a wholly-owned subsidiary of Time Warner NY Cable LLC ("TW NY LLC"). In the Internal Restructuring, CAC Exchange I, LLC will be merged into TW NY LLC. The assets of CAC Exchange I, LLC, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**F. CAC Exchange II, LLC**

CAC Exchange II, LLC is a limited liability company and a wholly-owned subsidiary of Time Warner NY Cable LLC ("TW NY LLC"). In the Internal Restructuring, CAC Exchange II, LLC will be merged into TW NY LLC. The assets of CAC Exchange II, LLC, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**G. CAP Exchange I, LLC**

CAP Exchange I, LLC is a limited liability company and a wholly-owned subsidiary of Time Warner NY Cable LLC ("TW NY LLC"). In the Internal Restructuring, CAP Exchange I, LLC will be merged into TW NY LLC. The assets of CAP Exchange I, LLC, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**H. C-Native Exchange I, LLC**

C-Native Exchange I, LLC ("C-Native I") is a limited liability company and a wholly-owned subsidiary of Time Warner NY Cable LLC ("TW NY LLC"). In the Internal Restructuring, C-Native I will be merged into TW NY LLC. The assets of C-Native I, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**I. C-Native Exchange II, L.P.**

C-Native Exchange II, L.P. ("C-Native II") is a limited partnership of which 100% of the limited partnership interests are held by Time Warner NY Cable LLC ("TW NY LLC") and 100% of the general partnership interests are held by C-Native Exchange II GP, LLC ("C-Native II GP"), a wholly-owned subsidiary of TW NY LLC. In the Internal Restructuring: (1) C-Native II GP will be merged into TW Exchange NY LLC; and (2) immediately following step (1), C-Native II will be merged into TW NY LLC. The assets of C-Native II, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**J. C-Native Exchange IIA, L.P.**

C-Native Exchange IIA, L.P. ("C-Native IIA") is a limited partnership of which 100% of the limited partnership interests are held by Time Warner NY Cable LLC ("TW NY LLC") and 100% of the general partnership interests are held by C-Native Exchange II GP, LLC ("C-Native II GP"), a wholly-owned subsidiary of TW NY LLC. In the

Internal Restructuring: (1) C-Native II GP will be merged into TW NY LLC; and (2) immediately following step (1), C-Native IIA will be merged into TW NY LLC. The assets of C-Native IIA, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**K. C-Native Exchange III, L.P.**

C-Native Exchange III, L.P. ("C-Native III") is a limited partnership of which 100% of the limited partnership interests are held by Time Warner NY Cable LLC ("TW NY LLC") and 100% of the general partnership interests are held by C-Native Exchange III GP, LLC ("C-Native III GP"), a wholly-owned subsidiary of TW NY LLC. In the Internal Restructuring: (1) C-Native III GP will be merged into TW NY LLC; and (2) immediately following step (1), C-Native III will be merged into TW NY LLC. The assets of C-Native III, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**L. Time Warner Cable of Dallas, L.P.**

Time Warner Cable of Dallas, L.P. ("TWC Dallas LP") is a limited partnership of which 99% is owned by C-Native Exchange III, L.P. ("C-Native III") and 1% is owned by Time Warner Cable of Dallas GP, LLC ("TWC Dallas GP"), a wholly-owned subsidiary of C-Native III. C-Native III is a limited partnership of which 100% of the limited partnership interests are held by Time Warner NY Cable LLC ("TW NY LLC") and 100% of the general partnership interests are held by C-Native Exchange III GP, LLC ("C-Native III GP"), a wholly-owned subsidiary of TW NY LLC. In the Internal Restructuring: (1) C-Native III GP will be merged into TW NY LLC; (2) immediately following step (1), C-Native III will be merged into TW NY LLC; (3) immediately following step (2), TWC Dallas GP will be merged into TW NY LLC; and (4) immediately following step (3), TWC Dallas LP will be merged into TW NY LLC. The assets of TWC Dallas LP, including any applicable franchises and cable systems, will then be held by TW NY LLC.

**M. Time Warner Cable West Virginia LLC**

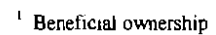
Time Warner Cable West Virginia LLC ("TWC WV") is a limited liability company and a wholly-owned subsidiary of Time Warner Cable LLC ("TWC LLC"). In the Internal Restructuring, TWC WV will be merged into TWC LLC. The assets of TWC WV, including any applicable franchises and cable systems, will then be held by TWC LLC.

**N. KCCP Trust**

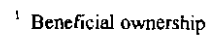
KCCP Trust is a Delaware statutory trust and is wholly-owned by Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N"). In the Internal Restructuring, KCCP Trust's assets and liabilities will be distributed to TWE-A/N and KCCP Trust will be dissolved. The assets of KCCP Trust, including any applicable franchises and cable systems, will then be held by TWE-A/N.

As a result of the Internal Restructuring, the franchise and other assets of the cable systems serving affected New York communities will be held by the Assignee identified in Section I, Part II, Item 1(a) of this Form 394 (the "New Franchisee"). Time Warner Cable will retain management authority over the New Franchisee. Before and after charts illustrating the Internal Restructuring are attached for your convenience. An unredacted copy of the Agreement necessary in order to understand the terms of the Internal Restructuring is contained on a CD submitted with this Form 394.

(franchise-owning entities are shaded in gray;  
solid line indicates direct ownership, dashed line indicates indirect  
ownership through wholly-owned subsidiaries not listed on this chart)



(franchise-owning entities are shaded in gray;  
solid line indicates direct ownership, dashed line indicates indirect  
ownership through wholly-owned subsidiaries not listed on this chart)



## **EXHIBIT 2**

The Internal Restructuring will not result in changes to the current terms and conditions of service and operations of any system, nor will it result in changes to local system personnel, who will continue to report to Time Warner Cable management as they do today. The New Franchisee will comply with the terms and conditions of the franchise and applicable law.

### **EXHIBIT 3**

The Internal Restructuring will not result in any change to the New Franchisee, which will remain a subsidiary of Time Warner Cable. The New Franchisee will remain duly qualified to transact business in the State or other jurisdiction in which the system operates.

## **EXHIBIT 4**

To the best of our knowledge, there have been no instances where an application for consent to an assignment or transfer of a franchise involving Time Warner Cable Inc. or any affiliate has been denied by final decision (and not superseded by subsequent action by the community) with the exception of the following:

In connection with FCC Form 394 filings relating to the Time Warner/Adelphia/Comcast transaction, the following communities ultimately elected to exercise a right of first refusal under their franchise to purchase the cable system in their community:

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

## **EXHIBIT 5**

Except as set forth below, there have been no adverse findings made, or adverse final actions taken, against Time Warner Cable or its controlled subsidiaries or affiliates by any court or administrative body in a civil, criminal or administrative proceeding with respect to the matters listed in Section II, Question 5.

On September 26, 2007, a former employee of Time Warner Cable was granted summary judgment by the U.S. District Court for the Western District of Ohio on a claim of interference under the Family and Medical Leave Act ("FMLA") based on a claim that he suffered from eczema which did not allow him to work overtime. Time Warner Cable has appealed the jury's subsequent award of damages of \$56,617.50 in back pay (plus attorneys' fees), and oral argument before the U.S. Court of Appeals for the Sixth Circuit is scheduled for June 2008.

In April, 1997, Time Warner Entertainment Company, L.P. (the "Company"), a partnership controlled by Time Warner Cable, was found by a jury to have violated the Americans with Disabilities Act ("ADA") and the FMLA by failing to provide the plaintiff with both FMLA leave and reasonable accommodation under the ADA. The jury awarded the plaintiff \$32,000 in back pay and \$8,000 in compensatory damages, and the court ordered attorneys' fees and costs. The Company appealed and the 7th Circuit Court of Appeals upheld the decision on July 29, 1998.

## **EXHIBIT 6**

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

## **EXHIBIT 7**

The Internal Restructuring will not change Time Warner Cable's status as a publicly-traded company, and it will remain subject to all applicable SEC reporting requirements. Financial information for Time Warner Cable is included on the CD submitted with this Form 394.

The consolidated historical balance sheets, results of operations and sources and uses of funds statements, as well as full disclosure as required by both generally accepted accounting principles ("GAAP") and applicable securities laws for Time Warner Cable is included in SEC Form 10-K submitted by Time Warner Cable for the year ended December 31, 2007. Copies of Form 10-K for the year ended December 31, 2007 and Form 10-Q for the first quarter of 2008 for Time Warner Cable can be found on the enclosed CD.

## EXHIBIT 8

Time Warner Cable is one of the largest and most experienced operators of cable television systems in the United States. As of December 31, 2007, Time Warner Cable served approximately 13.3 million basic video subscribers in 33 states. Time Warner Cable has invested billions of dollars in recent years to rebuild and upgrade its cable systems and related equipment. As a result, virtually all Time Warner Cable's systems are two-way and provide video and advanced broadband services.

Time Warner Cable has significant experience operating large, technologically advanced cable systems. Most of Time Warner Cable's systems have been upgraded to at least 750 MHz. Time Warner provides enhanced video services over almost all of its systems. These services include digital cable, video on demand, high-definition television and digital video recorders. Time Warner Cable also offers advanced broadband services. In most of its systems, high-speed data (Internet) services are offered. Time Warner Cable has been a leader in the deployment of digital phone service, which was available as of December 31, 2007 to over 24 million of the homes passed by Time Warner Cable's systems.

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

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

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

Though all of Time Warner Cable's systems draw on the strength and expertise of its corporate staff, we recognize that providing a quality product and excellent customer service must be accomplished locally. Our cable systems are managed by experienced and qualified personnel at the local level. The office and technical staff responsible for the management and operation of the franchise will continue to be employees of Time Warner Cable upon completion of the Internal Restructuring.

A complete discussion of the experience of Time Warner Cable can be found in its Form 10-K for the year ended December 31, 2007. A full copy of Form 10-K is included on the CD accompanying this filing.