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CITY OF WEST ALLIS
CLERK/TREASURER

October 1, 2012

VIA FEDERAL EXPRESS

The Honorable Paul Ziehler
Clerk
City of West Allis
7525 West Greenfield Avenue
West Allis, WI 53214

Re: ***Time Warner Cable Internal Restructuring***

Dear Mr. Ziehler:

I am writing to notify you that the Wisconsin State-Issued Certificate for Franchise Authority (SICFA) pursuant to which Time Warner Cable provides cable service in your community has been transferred to a new regional entity, Time Warner Cable Midwest LLC. Attached to this letter is a copy of the Amended SICFA application and associated documents.

This transfer will have absolutely no impact on the cable system operations or our local staff or management. We will continue to do business as Time Warner Cable. In particular, there will be no change in Time Warner Cable's continuing commitment to provide our customers with the best variety and quality in entertainment and information, all at competitive rates with excellent customer care.

We look forward to continuing our long and mutually beneficial relationship with your community.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Celeste M. Flynn'.

Celeste Flynn
Vice President, Government Relations

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CITY OF WEST ALLIS
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October 1, 2012

VIA FEDERAL EXPRESS

(608) 261-7577

Wisconsin Department of Financial Institutions
Division of Corporate and Consumer Services
345 W. Washington Avenue, 3rd floor
Madison, WI 53703

Re: Time Warner Cable Internal Restructuring

Dear Sir or Madam:

I am writing to advise you of an internal restructuring by Time Warner Cable Inc. ("TWC") involving the Wisconsin State-Issued Certificates of Franchise Authority ("SICFAs"). As you may know, TWC operates its cable systems through various indirect, wholly-owned subsidiaries including Time Warner Entertainment Company, L.P., Time Warner Cable of Southeastern Wisconsin, LP, Century Venture Corporation, and Time Warner Entertainment- Advance/Newhouse Partnership the franchise holders for the TWC systems serving Wisconsin communities.

In order to streamline our organization, we have undertaken an internal reorganization (the "**Transaction**") whereby our cable operations will be conducted through seven regional entities designed to simplify management reporting and create a more geographically rational structure. Since completion of the Transaction, the Wisconsin State-Issued Franchises are now held by Time Warner Cable Midwest LLC, an indirect, wholly-owned subsidiary of TWC.

The Transaction did not result in a transfer of control. TWC will retain ultimate ownership and management authority over the cable systems in Wisconsin. This Transaction will have absolutely no impact on the cable system operations or our local staff or management. We will continue to do business as Time Warner Cable. In particular, there will be no change in Time Warner Cable's continuing commitment to provide our customers with the best variety and quality in entertainment and information, all at competitive rates with excellent customer care.

We have enclosed the applicable Wisconsin Department of Financial Institutions Amended SICFA applications and affidavits. We are concurrently providing a copy of these filings to the local municipalities served pursuant to the Wisconsin SICFAs.

Should you have any questions regarding the Transaction, please contact me at celeste.flynn@twcable.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'Celeste M. Flynn'.

Celeste Flynn
Vice President, Government Relations

Sec. 66.0420,
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS



**Amended
STATE-ISSUED CERTIFICATE FOR FRANCHISE AUTHORITY (SICFA)
APPLICATION
Title Page**

1. Name

(a) **Applicant name** (prior to any change set forth in this Amendment):

Time Warner Cable
Time Warner Entertainment Company, L.P.
Time Warner Cable of Southeastern Wisconsin, LP
Century Venture Corporation

(b) **New Applicant name** (if any):

Time Warner Cable Midwest LLC

2. Current Category:

- ☒ Cable Service Provider
☐ Video Service Provider
☐ Cable and Video Service Provider

3. Type of Amendment (complete the applicable Section(s)):

- ☐ Change in type of provider (Sec. 1, 2, 4 and 10)
☒ Name Change and/or Additional d/b/a's (Sec. 1, 2, 4 and 6)
☐ Expansion/Reduction of service area footprint (Sec. 1, 2, 4 and 10)
☒ Other (provide explanation and complete applicable sections) Internal Restructuring

4. Principal Business Address:

Principal Business Street Address
60 Columbus Circle

City
New York

State
New York

Zip Code
10023

Business Telephone Number
(212) 364-8200

Fax Number
N/A

Email Address

Mailing Street Address, if different from principal business address
Same as above

City

State

Zip Code

5. Name(s) and title(s) of principal executive officers (add additional page if necessary):

Name See attachment A.	Title
Name	Title
Name	Title
Name	Title

Filing Fee: \$100.00

**Amended
STATE-ISSUED CERTIFICATE FOR FRANCHISE AUTHORITY (SICFA)
APPLICATION**

Applicant Name (as amended) Time Warner Cable Midwest LLC

6. Enter principal name (as amended) and any d/b/a's or affiliates that will operate under this SICFA (See Instructions). Add additional pages if necessary.

Principal Name Time Warner Cable Midwest LLC
D/B/A or affiliate No change: Time Warner Cable
D/B/A or affiliate
D/B/A or affiliate
D/B/A or affiliate

7. Authorized Company Representative

Name: Celeste Flynn		Title: Director, Government Relations	
Address: 1320 N Martin Luther King Jr. Dr.			
City: Milwaukee		State: WI	Zip Code: 53212
Telephone: (414) 277-4193	Fax:	Email Address Celeste.Flynn@twcable.com	

8. Regulatory Contact

Name: Celeste Flynn		Title: Director, Government Relations	
Address: 1320 N Martin Luther King Jr. Dr.			
City: Milwaukee		State: WI	Zip Code: 53212
Telephone: (414) 277-4193	Fax:	Email Address Celeste.Flynn@twcable.com	

9. Emergency contact

Name: Celeste Flynn		Title: Director, Government Relations	
Address: 1320 N Martin Luther King Jr. Dr.			
City: Milwaukee		State: WI	Zip Code: 53212
Telephone: (414) 277-4193	Fax:	Email Address Celeste.Flynn@twcable.com	

**Amended
STATE-ISSUED CERTIFICATE FOR FRANCHISE AUTHORITY (SICFA)
APPLICATION**

Applicant Name (as amended) Time Warner Cable Midwest LLC

10. Attach a clear, complete and definitive description of the Amended Service Area Footprint (SAF) for any municipality(ies) and/or unincorporated area(s) with the State of Wisconsin. SAF descriptions shall include one or more of the following descriptions: state line, county line(s), municipality/city limit(s), subdivision(s), roadway(s), street(s), block(s), street address(es), and boundaries, or a detailed map(s) properly highlighted and labeled.

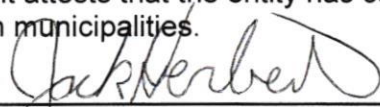
There will be no change in the Service Area Footprint as a result of the internal restructuring. The Service Area Footprint held by the existing applicants will be consolidated into the SICFA held by Time Warner Cable Midwest LLC.

Provide the date(s) the Applicant intends to begin providing video service in each Service Area Footprint identified above.

The closing date of the transaction is September 30, 2012.

The applicant attests that they are legally, financially, and technically qualified to provide video service in compliance with Wisconsin Statutes 66.0420 (3)(d)4.c.

The applicant attests that the entity has complied with Wisconsin Statutes 66.0420 (3)(e) regarding service upon municipalities.

Signature  Date September 20, 2012
Jack Herbert, Regional Vice President, Residential Services

Instructions:

1. (a) Enter the name of the applicant prior to any changes set forth on this application, and (b) the New applicant name if changed. If not a name change, leave this section blank.
2. Enter the current type of service provided.
3. Mark the type of amendment. Mark all that apply.
4. Enter the current principle address of the entity.
5. List the name(s) and business address(es) of the principal officer(s) of the entity.
6. The certificated name can be the Applicant's legal name, a d/b/a, or an assumed name as long as the requested name(s) is properly registered to do business within the State of Wisconsin. The SICFA holder should use only the name(s) and/or d/b/a(s) granted in its SICFA on all bills, advertisements or communications with the public or the Department of Financial Institutions (DFI). Name changes require an amendment to an existing SICFA. Add additional pages if necessary
10. Requires a clear, complete and definitive description of the expansion of the SAF. Include the existing certificated SAF as well as any requested revisions to that existing SAF.
11. The filing fee is \$100.00. Please make the check payable to Dept of Financial Institutions and submit the completed amendment form with the check to Dept of Financial Institutions, P O Box 7846, Madison WI 53714

NOTICE: Pursuant to Section 66.0420 Wis. Stats., this form may be used to apply for a State-Issued Certificate of Franchise Authority. Information requested may be used for secondary purposes. Hearing-impaired may call 608-266-8818 for TTY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

Sec. 66.0420 Wis. Stats

State of Wisconsin
Department of Financial Institutions



State Issued Certificate of Franchise Authority (SICFA) Application
AFFIDAVIT

STATE OF Wisconsin §
 COUNTY OF milwaukee §

My name is Jack Herbert. I am an Officer of/or a General Partner (Circle One) of Time Warner Cable Midwest LLC (Applicant). My personal knowledge of the facts stated herein has been derived from my employment with Time Warner Cable Midwest LLC (Applicant).

I swear or affirm that I have personal knowledge of the facts stated in the Application for a State-Issued Certificate of Franchise Authority (SICFA), that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicant. I further swear or affirm that Time Warner Cable Midwest LLC (Applicant):

- a. has filed or will timely file with the Federal Communications Commission all forms required by that agency in advance of offering cable service or video service in Wisconsin;
- b. agrees to comply with all applicable federal and state statutes and regulations;
- c. agrees to comply with all applicable municipal regulations regarding the use and occupation of public rights-of-way in the delivery of the cable service or video service, including the police powers of the municipalities in which the service is delivered;
- d. has provided the names of its principal executive officers and its principal business address; and
- e. has included a clear, complete and definitive description of the service area footprint it is requesting to serve within any municipality and/or unincorporated area within Wisconsin. Additionally provided the name of any corporation subsidiaries or DBA's serving the above mentioned areas, if any.
- f. the applicant is legally, financially, and technically qualified to provide video service in compliance 66.0420 (3)(d)(4c)

I swear or affirm that all of the statements and representations made in this Application for a SICFA are true and correct. I also swear or affirm that Time Warner Cable Midwest LLC (Applicant) understands and will comply with all requirements of law applicable to a Cable and/or Video Service Provider's SICFA.

Jack Herbert
 Signature

Jack Herbert, Regional Vice President, Residential Services
 Typed or Printed Name and Title

SWORN TO AND SUBSCRIBED before me on the 20th day of September 20, 2012



Notary Public In and For the State of Wisconsin

My commission expires: June 22, 2014

Nicole L. Pendelton

Amended
STATE-ISSUED CERTIFICATE FOR FRANCHISE AUTHORITY (SICFA)
APPLICATION

Time Warner Cable Midwest LLC

ATTACHMENT A - OFFICERS

NAME	TITLE	BUSINESS ADDRESS
William R. Goetz, Jr.	President	60 Columbus Circle New York, NY 10023
Amos Smith	Regional Chief Financial Officer, West Region	11011 E Peakview Avenue Centennial, CO 80111
John Keib	President, Residential Services, West Region	550 North Continental Blvd. El Segundo, CA 90245
Craig Collins	President, Commercial Services, West Region	550 North Continental Blvd. El Segundo, CA 90245
Matthew Stanek	President, Network Operations & Engineering, West Region	11921 N. MoPac Expwy. Austin, TX 78759
Jack Herbert	Regional Vice President, Residential Services	1015 Olentangy River Road Columbus, OH 43212
Paul Robinson	Regional Vice President, Business Services	1015 Olentangy River Road Columbus, OH 43212
Ed Kozelek	Regional Vice President, Government Relations	1015 Olentangy River Road Columbus, OH 43212
Satish Adige	Senior Vice President, Investments	60 Columbus Circle New York, NY 10023
David A. Christman	Senior Vice President & Secretary	60 Columbus Circle New York, NY 10023
Gary Matz	Senior Vice President, State Government Relations	901 F St NW, Suite 800 Washington D.C. 20004
William F. Osbourn	Senior Vice President & Controller	7910 Crescent Executive Drive Charlotte, NC 28217
Mark Schichtel	Senior Vice President, Tax	7910 Crescent Executive Drive Charlotte, NC 28217
Matthew Siegel	Senior Vice President & Treasurer	60 Columbus Circle New York, NY 10023
Jeffrey Zimmerman	Senior Vice President	60 Columbus Circle New York, NY 10023
Susan A. Wasenberg	Assistant Secretary	60 Columbus Circle New York, NY 10023
Ellen Alderdice	Assistant Treasurer	7910 Crescent Executive Drive Charlotte, NC 28217
Meredith Garwood	Assistant Treasurer	7910 Crescent Executive Drive Charlotte, NC 28217