



Town of Northborough

"Cable" Committee meeting

7/2/14

Present: **Kathy Dalglish, NCAT Director**
 Dick Swee Chair
 Jack Gold

At 7:00 pm, Mr. Swee called to order the "Cable" Committee meeting.

The meeting focused solely on the proposed license transfer from Charter Communications, Inc. to Comcast Corporation. The town was notified of this in the Comcast letter-booklet dated June 17, 2014.

The committee received the following documents (which are also attached):

- 1- Comcast 22 page letter-booklet (dated June 17, 2014) which includes multiple documents and forms relating to the license transfer. Most notable was a 2-page form entitled "Resolution NO ___ Consent to Assignment and Change of Control".
- 2- Town of Northborough Charter Comcast Cable License Transfer Hearing to be held August 11, 2014 at 7 PM in the town hall as a topic in the Selectmen Meeting on that date. Comcast will be asked to attend this meeting.
- 3- Commonwealth of Massachusetts transfer bulletin dated June 27, 2014 signed by the Director of Telecommunications & Cable, Karlen Reed. Received by the town on July 2, 2014.

In the meeting discussion, concerns were raised about:

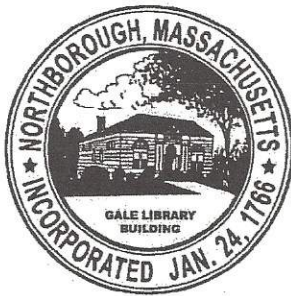
- 1- the license transfer process since the US Government (FCC, FTC, ...) has not yet approved the Comcast acquisition of Time Warner Cable (TWC). The Northborough license transfer is contingent on the Comcast-TWC acquisition approval, which has not happened yet.
- 2- potential cost increases to customers
- 3- support during the transition period

Action:

Cable committee members will prepare questions to be raised at the town hearing on August 11, 2014.

Respectfully submitted,

Dick Swee
Chair



TOWN OF NORTHBOROUGH

Town Offices
63 Main Street
Northborough, MA 01532-1994
(508) 393-5040 Phone
(508) 393-6996 Fax

TOWN OF NORTHBOROUGH CHARTER COMCAST CABLE LICENSE TRANSFER HEARING

Pursuant to MGL c. 166A, s. 7 and 207 CMR 4.01 et seq, the Northborough Board of Selectmen, in its statutory capacity as Cable License Issuing Authority, shall hold a public hearing on an application to transfer control of the cable television license of Charter Communications, Inc. to Comcast Corporation.

The Comcast and Charter license transfer application (FCC Form 394) is available for public inspection at Town Hall. The Issuing Authority will consider the proposed change of control based on review of applicant's managerial, technical, financial and legal ability to operate the cable system pursuant to the existing Charter license.

The hearing will be held on August 11, 2014 at 7:00 p.m. in the Selectmen's Meeting Room, Town Hall, 63 Main Street, Northborough, MA. by order of the Board of Selectmen as Issuing Authority. Any persons wishing to be heard regarding the above mentioned license transfer should be present at the time and place designated above.

July 28
August 4

DEVAL L. PATRICK
GOVERNOR



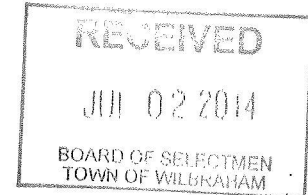
GREGORY BIALECKI
SECRETARY OF HOUSING AND
ECONOMIC DEVELOPMENT

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS & CABLE**

1000 Washington St., Suite 820 Boston, MA 02118
(617) 305-3580 FAX (617) 478-2591
www.mass.gov/dtc

BARBARA ANTHONY
UNDERSECRETARY OF
CONSUMER AFFAIRS AND
BUSINESS REGULATION

TRANSFER BULLETIN
June 27, 2014



On April 28, 2014, Comcast Corporation ("Comcast") announced, as part of a broader transaction, that it will become the ultimate owner of all of the Massachusetts cable licenses currently held by subsidiaries of Charter Communications, Inc. ("Charter"). More specifically, control of the cable license holder in each Massachusetts community will transfer from other Charter subsidiaries to CCO Transfers, LLC, which in turn will become an indirect, wholly-owned subsidiary of Comcast. Charter (Transferor) and Comcast (Transferee) seek approval of this transfer at this time.

To that end, on or about June 18, 2014, the issuing authority in each of the 53 Massachusetts communities currently served by Charter should have received a Federal Communications Commission (FCC) Form 394, Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise ("FCC Form 394" or "Transfer Application") for the transaction. By this Bulletin, the Competition Division of the Massachusetts Department of Telecommunications and Cable (DTC) informs the affected communities of the transfer process and public hearing requirements.

The transfer process began when each community received the FCC Form 394s, in this case, on or about June 18, 2014. It is important to note the date of receipt of the FCC Form 394 by each community, as this Receipt Date triggers a 120-day review period during which the issuing authority must comply with certain deadlines. 47 C.F.R. § 76.502; 207 C.M.R. §§ 4.01-4.06. First, the issuing authority must notify the cable operators within thirty (30) days of the Receipt Date of any questions regarding the accuracy of the FCC Form 394 and accompanying information. 47 C.F.R. § 76.502. Second, the issuing authority must hold a public hearing during the first sixty (60) days after the Receipt Date. 207 C.M.R. § 4.03. Finally, the issuing authority must decide whether to accept or reject the transfer within 120 days of the Receipt Date. 47 U.S.C. § 537; 207 C.M.R. § 4.02. Please note that if an issuing authority does not take action on the application within the time frames established by federal and state law, the application is deemed approved. 47 U.S.C. § 537.

To further clarify the time frames as set forth above, federal regulations require that an issuing authority notify the cable operators within thirty (30) days if it determines that the Transfer Application and accompanying information is inaccurate. 47 C.F.R. § 76.502. Absent notification to the cable operators within the thirty (30) day window, the information is deemed to be accurate and sufficient as filed to render a decision on the transfer proposal. *Id.*

The FCC Form 394 provides detailed information on the proposed transfer. Issuing authorities must make the filed FCC Form 394s available for review by interested parties at the city or town clerk's office. 207 C.M.R. § 4.02(1). Within sixty (60) days of the Receipt Date, the issuing authority must hold a public hearing in order to insure that the Transferor and Transferee, residents, and other interested parties are afforded full and fair opportunity to comment on the proposed transfer. *Id.* § 4.03. State law requires that a decision on the transfer be made only after a public hearing. G. L. c. 166A, § 7; 207 C.M.R. § 4.03. Issuing authorities are responsible for conducting the hearing as well as providing the hearing location and notice of the hearing. 207 C.M.R. § 4.03.

To comply with state regulations, each issuing authority must arrange for notice of the hearing to be published in a newspaper of general circulation in the affected city or town in each of two successive weeks, the first publication being not less than 14 days before the day of any such hearing. 207 C.M.R. § 2.02. Where a community has a cablecasting facility within the control of the cable operator, the cable operator must also provide notice to the community by cablecast at least twice a week, on separate days, during each of the two weeks prior to the hearing. *Id.*

Following the hearing but within 120 days of the Receipt Date, each issuing authority must determine the appropriateness of the transfer and render a final decision to the cable operators. 47 U.S.C. § 537. As stated above, if an issuing authority fails to render a final decision on the transfer within 120 days, the application is deemed granted. *Id.* In determining the appropriateness of the transfer, Massachusetts law states that “[n]o license or control thereof shall be transferred or assigned without the prior written consent of the issuing authority, which consent shall not be arbitrarily or unreasonably withheld.” G. L. c. 166A, § 7. In order to ensure that a determination is reasonable, issuing authorities may consider only the Transferee's (a) management experience, (b) technical expertise, (c) financial capability, and (d) legal ability to operate a cable system under the existing license. 207 C.M.R. § 4.04(1); *In the Matter of MediaOne of Mass., Inc. v. Bd. of Selectman of N. Andover*, CTV 99-2, 99-3, 99-4, 99-5, *Order of Motions for Summary Decision/Consolidation* (May 1, 2000). In addition, issuing authorities may not “propose amendments to or renegotiate the terms of the existing license or any license renewal proposal.” 207 C.M.R. § 4.04(2).

My staff and I are available to assist communities throughout the transfer process. Please feel free to contact us with any questions you may have regarding the transfer process: Michael Mael at 617-368-1105, michael.mael@state.ma.us; Catrice Williams at 617-305-3580, catrice.williams@state.ma.us; or Lindsay DeRoche at 617-368-1112, lindsay.deroche@state.ma.us.

Additional information regarding the transfer process can be found at our website at: <http://www.mass.gov/ocabr/government/oca-agencies/dtc-lp/competition-division/cable-tv-division/municipal-info/license-transfers/>.



Karlen Reed, Director
Karlen.reed@state.ma.us
617-368-1101



One Comcast Center
Philadelphia, Pennsylvania 19103

June 17, 2014

John Coderre
Town of Northborough
62 Main Street
Northborough, MA 01532

Re: Charter Communications/Comcast Corporation Transaction

Dear Mr. Coderre:

As you may have read, Charter Communications, Inc. ("Charter"), the ultimate parent of the entity holding the cable franchise in your community, has entered into an agreement with Comcast Corporation ("Comcast"). Pursuant to this agreement, Comcast will become the ultimate owner of your franchisee.

As a preliminary matter, Charter will undertake certain pro forma internal restructurings, and your cable franchisee will become CCO Transfers, LLC, (still remaining entirely under the ownership and control of Charter). Immediately thereafter, your cable franchisee will become an indirect, wholly-owned subsidiary of Comcast.

If you determine that your consent is **not** required for this transaction to proceed, you need not take any further action. If, however, you believe your consent is necessary, we have provided copies of the Federal Communications Commission's ("FCC") Form 394, other information, and a draft consent resolution to help facilitate the consent process.

- **FCC Form 394.** FCC Form 394 (required copies enclosed) is designed to provide you with the relevant information needed to assess the financial, legal, and technical qualifications of Comcast to be the ultimate parent entity of your cable franchisee.
- **Timing.** According to the FCC's rules, if you decide consent is required, you have a maximum of 120 days from the date you receive this information to review all materials and act upon our request for consent to the transaction. (Please note, your franchise may specify a shorter time frame.)
- **Consent Resolution.** Should you choose to affirmatively consent to the transaction, we have enclosed a draft consent resolution to be used to help expedite the consent process. We would request that a consent resolution, if needed, be placed on your agenda for consideration at your earliest convenience.

All of us at Comcast are excited about the opportunity to serve your community. We invite you to visit www.comcastcorporation.com/together for additional information about the transaction and Comcast. If you have any questions about the FCC Form 394, the consent resolution, or any of the enclosed documents, please give me a call at (215) 286-5585, send an email to klay_fennell@comcast.com, or send a facsimile to (215) 286-8408.

Sincerely,

A handwritten signature in black ink that reads "Klayton F. Fennell".

Klayton F. Fennell
Vice President, Government Affairs
Attachment and Enclosures

RESOLUTION NO. _____

CONSENT TO ASSIGNMENT AND CHANGE OF CONTROL

WHEREAS, Charter Communications Entertainment I, LLC ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the Town of Northborough, MA (the "Franchise Authority") and to operate and maintain a cable television system therein; and

WHEREAS, Charter Communications, Inc. ("Charter") is the ultimate parent company of Franchisee; and

WHEREAS, on April 25, 2014, Charter and Comcast Corporation ("Comcast") entered into the Comcast/Charter Transactions Agreement (the "Agreement"), pursuant to which the Franchisee, through a restructuring under Charter's ownership, will become CCO Transfers, LLC ("New Franchisee") and immediately thereafter will become a wholly-owned subsidiary of Comcast (the "Transaction"); and

WHEREAS, Franchisee has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

1. The foregoing recitals are approved and incorporated herein by reference.
2. The Franchise Authority consents to the Transaction.
3. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, all action necessary to approve the pro forma assignment of the Franchisee and change of control of the New Franchisee to Comcast has been duly and validly taken.
4. Comcast or New Franchisee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Comcast; (b) restructure debt or change the ownership interests among existing equity participants in Comcast; (c) pledge or grant a security interest to any lender(s) of Comcast's assets, including, but not limited to, the Franchise, or of interest in Comcast, for purposes of securing any indebtedness; and (d) sell equity interests in Comcast or any of Comcast's affiliates.

5. Upon closing of the Transaction, New Franchisee shall remain bound by the lawful terms and conditions of the Franchise.

6. This Resolution shall be deemed effective upon adoption.

7. This Resolution shall have the force of a continuing agreement with New Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of New Franchisee and Comcast.

PASSED, ADOPTED AND APPROVED this _____ day of _____, 2014.

By: _____

Name: _____

Title: _____

ATTEST:

Clerk

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 June 17, 2014	1. Community Unit Identification Number: MA0197
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2. Application for: Assignment of Franchise Transfer of Control

3. Franchising Authority: Town of Northborough, MA	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: Northborough, MA	
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:	N/A
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:	As soon as reasonably practicable after all regulatory approvals.

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) Charter Communications, Inc.			
Assumed name used for doing business (if any) N/A			
Mailing street address or P.O. Box 400 Atlantic Street			
City Stamford	State CT	ZIP Code 06901	Telephone No. (include area code) (203) 905-7801

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.
See Exhibit 1

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) Comcast Corporation			
Assumed name used for doing business (if any) Comcast			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215-286-1700

(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) Klayton F. Fennell (klay_fennell@comcast.com)			
Firm or company name (if any) Comcast Cable Communications, LLC			
Mailing street address or P.O. Box One Comcast Center			
City Philadelphia	State PA	ZIP Code 19103	Telephone No. (include area code) 215 286-5585 (voice) 215-286-8408 (fax)

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

Exhibit No. N/A

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

Street address One Comcast Center (or a regional or area office as appropriate)		
City Philadelphia	State PA	ZIP Code 19103

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. 2

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

1. Transferee/Assignee is:

Corporation

a. Jurisdiction of incorporation: Pennsylvania	d. Name and address of registered agent in jurisdiction: CT Corporation System 2001 Market Street Philadelphia, PA 19103
b. Date of incorporation: December 7, 2001	
c. For profit or not-for-profit: For profit	

Limited Partnership

a. Jurisdiction in which formed:	c. Name and address of registered agent in jurisdiction:
b. Date of formation:	

General Partnership

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

Other. Describe in an Exhibit.

Exhibit No. N/A

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)	See Exhibit 3	
(b)		
(c)		
(d)		
(e)		
(f)		

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.
4

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 if Yes, describe circumstances in an Exhibit.

Exhibit No.
5

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.
N/A

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

N/A

If No, attach as an Exhibit a full explanation.

Exhibit No.
N/A

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 principles, 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.
6

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 system currently or formerly owned or operated.

Exhibit No.
7

SECTION V - CERTIFICATIONS

Part I - 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.

<p>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.</p>	<p>Signature <i>Cath Bohigian</i></p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date June 17, 2014</p>
	<p>Print full name Catherine Bohigian</p>
<p>Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: Executive Vice President, Government Affairs</p>	

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.

<p>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.</p>	<p>Signature <i>Lynn R. Charytan</i></p>
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Date June 17, 2014</p>
	<p>Print full name Lynn R. Charytan</p>
<p>Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: Senior Vice President, Legal Regulatory Affairs and Senior Deputy Counsel</p>	

Exhibit 1

DESCRIPTION OF TRANSACTION

Comcast Corporation (“Comcast”) and Charter Communications, Inc. (“Charter”) have entered into the Comcast/Charter Transactions Agreement, dated as of April 25, 2014 (the “Agreement”), whereby, contingent upon and following the consummation of Comcast’s pending acquisition of Time Warner Cable Inc. (“TWC”), three separate transactions will occur impacting the ownership of certain cable systems currently owned by Comcast, TWC, and Charter (the “Transactions”):

- (1) Comcast will sell TWC systems serving approximately 1.5 million customers to Charter.
- (2) Charter and Comcast will exchange cable systems and related assets serving approximately 1.5 million TWC customers and 1.6 million Charter customers.
- (3) Comcast will spin off a new, independent company, currently known as “SpinCo,” that will become Midwest Cable, Inc. and will operate systems serving approximately 2.5 million Comcast customers.

Your cable franchisee is included in the second Transaction.

Pursuant to the Agreement, ultimate control of the cable franchisee subject to this Form 394 will change from Charter to Comcast. As a preliminary matter, the current cable franchisee may change pursuant to a Charter internal *pro forma* restructuring (still remaining entirely under the ownership and control of Charter). Immediately thereafter, the cable franchisee will become an indirect, wholly-owned subsidiary of Comcast.

A copy of the Agreement, as filed with the Securities and Exchange Commission (Form 8-K), is available at <http://corporate.comcast.com/twctransaction/official-filings-together-under-Official-Filings>. Four documents (including two programming agreements) have been omitted, as they are not necessary in order to understand the terms of the Agreement or contain confidential trade, business, pricing or marketing data, or other data not otherwise publicly available. In addition, Comcast Corporation filed a Securities and Exchange Commission Form S-4A Registration Statement on May 23, 2014. A copy is also available at <http://corporate.comcast.com/twctransaction/official-filings-together-under-Official-Filings>. Hard copies of either document will be provided upon request.

The Agreement contains all material terms of the Transactions and is fully binding on the parties. Pursuant to the Agreement, the parties have agreed to enter into additional documentation that is intended to implement the previously negotiated Agreement and is not intended to add or to alter material terms.

Exhibit 2

Comcast Corporation will be the indirect parent company of the legal entity holding the franchise for the cable system that is the subject of this Form 394. Comcast Corporation and the legal entity holding the franchise for the cable system that is the subject of this Form 394 have no current plans to change the terms and conditions of service or operations of the system. The cable system will be operated pursuant to the terms of the franchise agreement and applicable law after the consummation of the proposed transaction. Comcast Corporation and the legal entity holding the franchise for the cable system that is the subject of this Form 394 reserve the right to make service and operational changes in accordance with the terms of the franchise agreement and applicable law.

Exhibit 3

Comcast Corporation is a publicly traded Pennsylvania corporation.

The following persons held a 5% or greater voting interest in Comcast Corporation's Common Stock as of the close of business on March 21, 2014:

<u>Title of Voting Class</u>	<u>Name of Beneficial Owner</u>	<u>Amount Beneficially Owned</u>	<u>% of Class</u>
Class B Voting Stock	Brian L Roberts One Comcast Center Philadelphia, PA 19103	9,444,375	100%*
Class A Common Stock	Brian L Roberts One Comcast Center Philadelphia, PA 19103	5,454,773	Less than 1%

Information Required under Section 2 of FCC Form 394 with Respect to 5% Voting Owners

a) Name and Address	Comcast Corporation One Comcast Center Philadelphia, PA 19103	Brian L. Roberts One Comcast Center Philadelphia, PA 19103
b) Citizenship	N/A	USA
c) Relationship to the Transferee/Assignee	N/A	Chairman
d) Number of Shares	N/A	9,444,375 Class B Common* 5,454,773 Class A Common
e) Number of Votes	N/A	142,387,291
f) Percentage of Votes	N/A	33 1/3%

* Includes 9,039,663 shares of Class B common stock owned by a limited liability company of which Mr. Brian L. Roberts is the managing member and 404,712 shares of Class B common stock owned by certain family trusts of which Mr. Roberts and/or his descendants are the beneficiaries. The shares of Class B common stock beneficially owned by Mr. Brian L. Roberts represent 33 1/3% of the combined voting power of the two classes of our voting common stock, which percentage is generally non-dilutable pursuant to the terms of Comcast's Articles of Incorporation. Under Comcast's Articles of Incorporation, each share of Class B common stock is convertible, at the shareholder's option, into one share of Class A common stock or Class A special common stock. Vote total is calculated based on Class B shares having 15 votes per share and Class A shares having 0.1323 votes per share as calculated on March 21, 2014, the record date for the Comcast Corporation Proxy Statement.

The officers and directors of Comcast Corporation are as follows.

Officer Name	Title
Brian L. Roberts	Chairman of the Board of Directors
	President
	Chief Executive Officer
Michael J. Angelakis	Vice Chairman
	Chief Financial Officer
David L. Cohen	Executive Vice President
	Chief Diversity Officer
	Assistant Secretary
Neil Smit	Executive Vice President
Stephen B. Burke	Executive Vice President
Alexander D. Evans	Executive Vice President - Global Corporate Development and Strategy
Amy L. Banse	Senior Vice President
Arthur R. Block	Senior Vice President
	General Counsel
	Secretary
David A. Scott	Senior Vice President
Lawrence J. Salva	Senior Vice President
	Chief Accounting Officer
	Controller
William E. Dordelman	Senior Vice President
	Treasurer
Karen Dougherty Buchholz	Senior Vice President - Administration
A. Melissa Maxfield	Senior Vice President - Congressional and Federal Government Affairs
Jennifer Khoury Newcomb	Senior Vice President - Corporate and Digital Communications

Officer Name	Title
D'Arcy F. Rudnay	Senior Vice President - Corporate Communications
	Chief Communications Officer
Robert S. Pick	Senior Vice President - Corporate Development
Rebecca Arbogast	Senior Vice President - Global Public Policy
Cynthia K. Hook	Senior Vice President - Internal Audit
	General Auditor
Jason S. Armstrong	Senior Vice President - Investor Relations
Lynn R. Charytan	Senior Vice President - Legal Regulatory Affairs
Kathryn A. Zachem	Senior Vice President - Regulatory and State Legislative Affairs
Kristine A. Dankenbrink	Senior Vice President – Taxation
Gerard J. Lewis, Jr.	Chief Privacy Officer
Gary E. Rostick	Vice President
James P. McCue	Vice President
	Assistant Treasurer
Jennifer Heller	Vice President
	Chief Compliance Officer
Jennifer L. Daley	Vice President
	Assistant Treasurer
Justin B. Smith	Vice President
	Chief Joint Venture Compliance Officer
Marc A. Rockford	Vice President
	Senior Deputy General Counsel
Charisse R. Lillie	Vice President - Community Investment
Gregg M. Goldstein	Vice President - Corporate Development
Joseph P. McGinley	Vice President - Corporate Development
Mark Noble	Vice President - Corporate Development
Keith T. Cheatham	Vice President - Corporate Real Estate and Insurance
Maria Arias	Vice President - Diversity and Inclusion
Bret Perkins	Vice President - External and Government Affairs
Kevin P. O'Connor	Vice President - Federal Tax

Officer Name	Title
Joseph F. DiTrollo	Vice President - Financial Operations
Leonard J. Gatti	Vice President - Financial Reporting
Sena Fitzmaurice	Vice President - Government Communications
Beth Arnholt	Vice President - Integrated Talent Management
Lindsey P. Dickinson	Vice President - Legislative Affairs
Samuel G. Lancaster	Vice President - Legislative Affairs
Jordan B. Goldstein	Vice President - Regulatory Affairs
David M. Don	Vice President - Regulatory Policy
James J. Finnegan	Vice President - Strategic Intellectual Property
Thomas J. Donnelly	Vice President - Taxation
Rudy Brioche	Vice President and Counsel - Global Public Policy
Directors	
Presiding Director Kenneth J. Bacon	
Brian L. Roberts	
Dr. Judith Rodin	
Eduardo G. Mestre	
Edward D. Breen	
Gerald L. Hassell	
J. Michael Cook	
Jeffrey A. Honickman	
Johnathan Rodgers	
Joseph J. Collins	
Ralph J. Roberts	
Sheldon M. Bonovitz	

Exhibit 4

Comcast Corporation is a Pennsylvania corporation and, as of the effective time of the closing, will be the indirect parent company of the legal entity holding the franchise (the "Franchisee"). To the extent required by applicable law, the Franchisee is and, after the closing of this transaction will continue to be, duly qualified to transact business in the State or Commonwealth in which this system is operated.

Exhibit 5

Comcast Corporation is the indirect parent company of numerous legal entities holding cable franchises. Comcast and its subsidiaries have been involved in thousands of proceedings with franchise authorities. In a very small number of instances, Comcast or certain of its indirect subsidiaries have had an interest in or connection with an applicant that has been dismissed or denied by a franchising authority. The only final denial issued within the past ten years is listed below.

Henry County, Virginia. In June 2005, two FCC Forms 394 were filed with the franchise authority, with the first requesting the assignment of the franchise from Adelphia Communications Corporation to Time Warner Cable and the second requesting a transfer of control of the franchise from Time Warner Cable to a wholly-owned subsidiary of Comcast. The franchise authority denied consent to the transfer applications in order to exercise an alleged right of first refusal to purchase the cable system. The transaction closed subject to an Agreed Order issued by the United States District Court for the Western District of Virginia. A wholly-owned subsidiary of Comcast has provided cable service to the community and has remitted cable service franchise fees since August 1, 2006.

Exhibit 6

A copy of the Comcast Corporation Annual Report on Form 10-K for the year ending December 31, 2013, as well as other filings made with the Securities and Exchange Commission, is available at www.cmcsa.com under "Financials." A hard copy will be provided upon request.

Exhibit 7

Comcast Corporation is a global media and technology company with two primary businesses, Comcast Cable and NBCUniversal. Comcast Cable is the nation's largest multichannel video, high-speed Internet and phone provider to residential customers under the XFINITY brand and also provides these services to businesses. NBCUniversal operates 30 news, entertainment and sports cable networks, the NBC and Telemundo broadcast networks, television production operations, television station groups, Universal Pictures and Universal Parks and Resorts. For additional information about Comcast Corporation, please see the following pages of this Form 394, pages 1 through 11 of the Comcast Corporation Annual Report on Form 10-K for the year ending December 31, 2013, and www.comcastcorporation.com.

Comcast Overview

Overview Comcast Corporation is a global media and technology company with two primary businesses: Comcast Cable and NBCUniversal. Comcast is also a limited partner with venture capital firm Comcast Ventures and is the majority owner of the sports and entertainment company Comcast-Spectacor.

Comcast Cable Comcast Cable is the nation's largest video, high-speed Internet and phone provider to residential customers under the Xfinity brand as well as to businesses.

- Nation's Largest Video Provider: 21.7 million customers
- Nation's Largest Residential High-Speed Internet Provider: 20.7 million customers
- Nation's Fourth Largest Phone Company: 10.7 Million customers
- Combined Customer Relationships: 53.1 million
- Homes and Businesses Passed: 53.8 million
- Operations: 39 states and Washington, D.C.

(As of 12/31/13)

NBCUniversal NBCUniversal is one of the world's leading media and entertainment companies in the development, production, and marketing of entertainment, news, and information to a global audience. NBCUniversal owns and operates a valuable portfolio of news, entertainment and sports television networks, a premier motion picture company, significant television production operations, a leading television stations group, world-renowned theme parks, and a suite of leading Internet-based businesses. NBCUniversal is owned by Comcast Corporation.

- **Broadcast Networks:** NBC and Telemundo. 10 NBC owned and operated local stations and 15 Telemundo owned local stations.
- **Cable Networks and Digital Media Properties:** USA Network, Syfy, E!, CNBC, MSNBC, Bravo, Golf Channel, Oxygen, NBC Sports Network, Esquire Network, Chiller, CNBC World, Cloo, CNBC World, Mun2, Sprout, Universal HD, and 10 regional sports networks and three regional news networks. Digital media properties include Fandango and iVillage.
- **Filmed Entertainment:** Universal Pictures. Production under both the Universal Pictures and Focus Features names.
- **Theme Parks:** Universal Orlando, which includes Universal Studios Florida, Universal's Islands of Adventure and CityWalk; Universal Studios Hollywood.

Founded 1963

Chairman and CEO Brian L. Roberts

Headquarters Philadelphia, PA

Employees Approximately 136,000 full-time and part-time

Ticker Symbol NASDAQ – CMCSA, CMCSK

Corporate Website <http://comcastcorporation.com>

Corporate Blog <http://corporate.comcast.com/comcast-voices>

XFINITY Products <http://www.xfinity.com>

NBCUniversal <http://www.nbcuniversal.com>



XFINITY TV

Overview Xfinity TV brings customers more of the content they love, wherever they are, on any device. The X1 platform is an Entertainment Operating System that gives customers an interactive TV experience, providing instant access to all of their entertainment. Leveraging Internet Protocol (IP) technology and Comcast's cloud-enabled servers and network, the X1 platform enables customers to get integrated search, personalized recommendations and apps on TV. As part of cloud technology innovation, Comcast is currently rolling out the X1 DVR with cloud technology and live in-home streaming.

- Key Offerings**
- View 300+ TV channels from major broadcast, cable and premium networks on TV, plus more than 100 HD channels.
 - Access more than 50,000 of the best and latest TV shows and movies across Xfinity On Demand
 - Stream 50+ live TV channels and thousands of TV shows and movies from Xfinity On Demand at Xfinity.com/TV and the Xfinity TV Go app.
 - Download popular TV shows and movies from Xfinity On Demand to the Xfinity TV Go app.
 - Watch practically your entire channel line-up of live TV in any room in the house on any device with live in-home streaming.
 - Access DVR recordings anywhere in your home through Xfinity.com/TV or the new Xfinity TV app on mobile devices, and download them to your device to watch anytime, anywhere.
 - Enjoy a huge selection of current season TV content, the best new release movies from all the major studios, and one of the broadest selections of independent films across platforms on Xfinity On Demand.
 - Access to a deep library of movies and TV shows across screens from Xfinity Streampix.
 - Schedule the DVR remotely, search live TV and On Demand listings, change the channel on the TV and select favorites online at Xfinity.com/TV and with the Xfinity TV Remote app.
 - Use motion and gesture controls to seamlessly find what to watch on live TV and Xfinity On Demand while viewing TV with the X1 Remote Control app.
 - Catch popular Spanish-language TV shows, movies, and kids' and music programming online at Xfinity.com/latinotv.
 - Watch Xfinity On Demand on the Xbox 360, and quickly find TV shows and movies with voice-activated commands or the wave of a hand via Kinect.
 - Access the Xfinity TV app on 2012 Samsung Smart TVs (planned for 2013 SmartTV models in 2014)

For more information about Xfinity TV, visit www.xfinity.com/TV.



XFINITY Internet

Overview Comcast is the nation's largest Internet provider and delivers the fastest Internet speeds, along with reliable service. As the owner and operator of one of the most-advanced fiber-based networks in the country, our scale enables us to deliver more speed to more homes than any other service provider in the U.S. We've also invested in an advanced broadband technology platform, called DOCSIS 3.0. In the past 13 years, we have increased broadband speeds 12 times and we now offer a variety of speed tiers to best fit every customer's needs — from 3 Mbps to the ultra-fast 505 Mbps. Today we deliver up to 10 Gbps speeds to business customers.

Key Offerings Our service is more than just speed. For no additional cost, Internet customers also receive:

- **In-Home Wi-Fi:** Experience the fastest in-home Wi-Fi with our latest XFINITY Wireless Gateway, which can connect dozens of wireless devices.
- **Security:** Connect safely to the Internet with the most comprehensive online security offering in the industry, the Constant Guard Protection Suite (a \$360 value), which includes the top rated Norton Security Suite.
- **XFINITY WiFi:** Stay connected on the go through hundreds of thousands of Wi-Fi hotspots today and even more in the future.
- **XFINITY Connect:** Communicate with family and friends either online or via the XFINITY Connect App, which enables users to send and receive email, access voicemail or manage contacts and digital calendars.

Comcast is also committed to closing the digital divide. We are spearheading an ambitious and comprehensive broadband adoption program called Internet Essentials. Through February 2014, this \$9.95/month service has connected more than 1.2 Million low-income Americans or 300,000 families to broadband Internet at home. For more information, visit InternetEssentials.com (for English) or InternetBasico.com (for Spanish).

For more information about **XFINITY Internet**, visit <http://www.comcast.com/xfinity>.

*As of Q4 2013



XFINITY Voice

Overview XFINITY Voice gives you reliable home phone service with more ways to connect and save. It's an innovative service that delivers unlimited nationwide calling with the best call clarity plus, enhanced features that can help lower your wireless bill. Find your everywhere voice and stay more connected with XFINITY Voice.

Key Offerings

- Unlimited Nationwide Calling and Texting:** With XFINITY Voice you not only get the best call clarity but also Unlimited nationwide calling and texting on Wi-Fi enabled devices at home and on the go. Simply use the free XFINITY Connect app to call and text as much as you like via Wi-Fi without a wireless plan.
- Readable Voicemail:** See what you can't hear and have your voicemails converted to email messages that you can check from anywhere, on any device.
- Assign a Number:** With the free XFINITY Connect app, your iPod Touch and tablet can call and text like a smartphone, without a wireless plan. Assign a personal phone number to up to five Wi-Fi enabled devices and turn your devices into a phone.
- Advanced Call Forwarding:** Whether you're in the car or at work you can still answer your home phone. Connect up to four Wi-Fi enabled devices to your home phone and your calls will always find you.
- Universal Caller ID:** See who's calling your home phone on your TV, computer, home phone and smartphone.

For more information about XFINITY Voice, visit <http://www.comcast.com/xfinity>.

*As of Q4 2013



Comcast Business

Overview Backed by industry-leading, 24/7 tech-class support, Comcast Business provides advanced communication solutions to help companies meet their business objectives. Comcast Business leverages Comcast's powerful, next generation network, our technical and operational expertise and our local resources to offer a wide range of products and services, an enhanced fiber-based network and experienced customer service, all to help a business's bottom line.

Key Offerings

Data Solutions

Comcast Business Internet offers businesses a feature-rich, reliable and secure Internet solution. Comcast offers its business customers four tiers of Internet service with download speeds starting at 16 Mbps downstream and 3 Mbps upstream and going up to 150 Mbps downstream and 20 Mbps upstream via next-generation DOCSIS 3.0. Customers also get additional features such as Cloud Services by Microsoft, advanced security with Norton Business Suite and Website Hosting services at no extra charge.

Comcast Business Ethernet delivers secure, scalable, high-performance point-to-point and multipoint connectivity over a fully owned, national fiber-based network. Optimized for mid-sized business with multiple locations in a metropolitan area or region, Comcast Business Ethernet provides an entirely new level of reliable, scalable and secure Internet connectivity that is significantly faster than legacy technologies.

Voice Solutions

Comcast Business Voice is a reliable voice alternative with integrated and advanced features for businesses that has been rated best in call clarity*. Customers get unlimited local and long-distance calling, and advanced call management and voicemail options including hunt group, call holding, call transfer, three-way calling, call forwarding, business directory listings, the ability to receive email or text notifications of voicemail, the ability to listen and manage voicemail online, and more.

Comcast Business VoiceEdge is a cloud-based voice and unified communications (UC) solution that delivers a common user experience, high-definition (HD) quality voice service and a full suite of productivity-enhancing features that are fully-managed and delivered over Comcast's advanced network. The service comes in complete, affordable packages that include Polycom HD phones, unlimited nationwide calling, professional installation, training options, and a mobile app for Android and iOS.

Comcast Business Trunks provide connectivity between a customer's Private Branch Exchange (PBX) and Comcast's advanced network. The scalable service allows customers to purchase based on the concurrent calls the business needs.

Video Solutions

Comcast Business TV provides reliable and cost-effective video solutions to satisfy a variety of customers' business needs at office locations such as conference rooms and waiting areas. Packages run from basic TV to upgrades including the Sports Pack, Canales Selecto (Hispanic networks) and Music Choices.

Upware

Upware is a suite of business-grade cloud solutions that can be purchased and managed through one integrated web portal. The Upware marketplace (business.comcast.com/Upware) contains business applications from industry-leading companies in key categories, including Data Backup, Data Security, Collaboration, and eSignature. Major Upware partners include DocuSign, Norton, Carbonite, Box, Microsoft and Cisco.

For more information about **Comcast Business**, visit www.business.comcast.com.



**Call clarity claim based upon January 2012 call clarity analysis by Tektronix*

Updated Q4 2013

XFINITY Home

Overview XFINITY Home is a broadband and cloud-based platform that provides next-generation home security, control and energy management features. This platform allows customers to stay connected to their home and family through the use of an interactive Web portal, mobile devices and the free XFINITY Home app. In addition to 24/7 professional monitoring, XFINITY Home offers an expanding suite of home control and remote energy management services that include lighting controls, digital thermostats, live video monitoring, custom text and email alerts, remote arming and disarming capabilities, water and carbon monoxide sensors.

Key Offerings XFINITY Home Features

- Access security and home automation features and settings from virtually anywhere – through a portable touch screen console in the home, on a computer or tablet, and on a smartphone through the XFINITY Home app.
- Control and set timing with smart energy management features, including programming lights to turn on and off at designated times, and schedule or remotely adjust heating and air conditioning settings.
- See what's going on around the home while away with real-time video monitoring on Internet-connected devices.
- Receive real-time text and email alerts when doors and windows open or close.
- Check the weather, voicemail, news and sports, play games and more with the in-home touch screen console.
- Enjoy peace-of-mind with added layers of protection, including wireless and battery backup, in addition to the third-party central station that monitors customers' homes 24 hours a day.
- Arm, monitor and control the home with the following available equipment: Window/Door Sensors, Motion Sensors, Glass Break Sensors, Indoor/Outdoor Cameras, Smoke Detectors, Wireless Keypads, Keychain Remotes, Thermostats, Lighting and Appliance Modules, Water/Flood Sensors and Carbon Monoxide Sensors.

For more information about XFINITY Home visit www.xfinity.com/home.

*As of Q4 2013

