

SMITHS GROVE CITY COMMISSION  
RESOLUTION NUMBER 6-11

\*\*\* \*\*

A RESOLUTION COVERING CABLE SYSTEM FRANCHISE OWNERSHIP

\*\*\* \*\*

WHEREAS, Insight Kentucky Partners II, L.P. ("**Franchisee**") currently holds a franchise granted by the City of Smiths Grove (the "**Community**") to own and operate a cable system in the Community (the "Franchise"); and

WHEREAS, on August 15, 2011, Insight Communications Company, Inc. ("Insight") entered into an Agreement and Plan of Merger (the "Agreement") with Time Warner Cable Inc. ("**Time Warner Cable**") and certain other parties named therein, whereby Insight will become a wholly-owned subsidiary of Time Warner Cable (the "Transaction"); and

WHEREAS, Insight and Time Warner Cable have filed FCC Form 394 with the Community and have provided the Community with all information regarding the Transaction required by applicable law (collectively, the "**Application**"); and

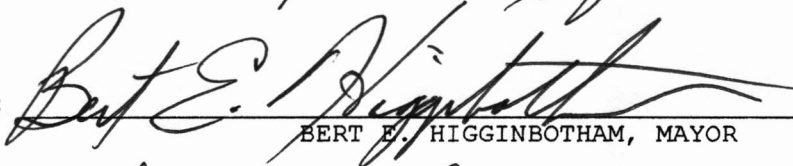
WHEREAS, the Community has reviewed the Application and has determined that the Transaction is in the best interests of the Community and its residents and that Time Warner Cable meets the legal, technical, and financial criteria to become the parent company of the Franchisee operating the cable system under the Franchise and all applicable local, state and federal laws.

NOW, THEREFORE, THE COMMUNITY DOES RESOLVE:

1. The Community consents to and approves of the Transaction to the extent required by the terms of the Franchise and applicable law.
2. The Community confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise.
3. Effective upon the closing of the Transaction (the "Closing Date"), the Franchisee shall remain responsible for any obligations and liabilities under the Franchise.
4. This Resolution shall take effect upon its passage and publication in accordance with applicable law.

ADOPTED AND APPROVED THIS 13<sup>th</sup> day of September, 2011.

APPROVED:

  
BERT E. HIGGINBOTHAM, MAYOR

ATTEST:

  
DEBORAH K. BREWER, CITY CLERK



August 30, 2011

Mayor Bert Higginbotham  
City of Smiths Grove, KY  
P.O. Box 114  
Smiths Grove, Kentucky 42171

**Re: Insight/Time Warner Cable Merger**

Dear Mayor Higginbotham:

Insight Communications Company, Inc. ("Insight") and Time Warner Cable Inc. ("Time Warner Cable") are pleased to announce the pending merger between Insight and a wholly-owned subsidiary of Time Warner Cable (the "Transaction"). Insight will be the surviving corporation of the merger and become a wholly-owned subsidiary of Time Warner Cable. The Insight subsidiary ("Franchisee") that operates the cable system serving your community will not change. Thus, the Transaction will not result in an assignment or transfer of any local franchise or cable system.

Time Warner Cable has earned the reputation as one of the nation's most respected and technologically advanced cable operators, operating systems serving approximately 12.1 million basic video customers in 28 states. Time Warner Cable has been at the forefront in deploying innovative, advanced services such as digital cable, high speed data service, video-on-demand, digital video recorders and Digital Phone.

As noted above, because the Transaction will not result in an assignment or transfer of the local franchise or cable system held by the Franchisee, we do not believe that your approval is required under the terms of the franchise or applicable law. Nevertheless, should you elect to do so, we have enclosed an original and two (2) copies of the Federal Communications Commission's ("FCC") Form 394, a CD containing a copy of the Agreement and Plan of Merger and pertinent financial information regarding Time Warner Cable, as well as a draft consent resolution for your review. If you choose to grant consent, we would very much appreciate your review and consideration of these materials, your adoption of the attached resolution at your earliest possible convenience, and the return of a copy to the following address:

John Fogarty, Esq.  
Time Warner Cable  
60 Columbus Circle  
New York, NY 10026  
[john.fogarty@twcable.com](mailto:john.fogarty@twcable.com)

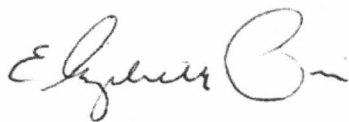
Mayor Bert Higginbotham  
August 30, 2011  
Page 2

Should you have any questions regarding the Transaction, the resolution, or the FCC Form 394, please contact William M. Cox, Jr. from Insight at (270) 871-6127 and/or Ed Kozelek from Time Warner Cable at (614) 827-7955.


Time Warner Cable is excited about this opportunity to become part of your community, and believes that customers now served by Insight will benefit significantly from Time Warner Cable's experience in operating cable systems and its commitment to customer service. Time Warner Cable looks forward to a long and mutually beneficial relationship with your community.

Sincerely,

**INSIGHT COMMUNICATIONS COMPANY, INC.**

By:   
Name: Elizabeth M. Grier  
Title: Vice President, Administration

**TIME WARNER CABLE INC.**

By:   
Name: Ed Kozelek  
Title: Regional Vice President of  
Government Relations

**FCC 394**

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

**SECTION I. GENERAL INFORMATION**

FOR FRANCHISE AUTHORITY USE ONLY

DATE August 30, 2011	1. Community Unit Identification Number: KY0604
----------------------	--

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

3. Franchising Authority: City of Smiths Grove, KY	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: City of Smiths Grove, KY	
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:	4 <sup>th</sup> Quarter 2011 or as soon as practicable

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>Insight Communications Company, Inc.</b>			
Assumed name used for doing business (if any)			
<b>Insight</b>			
Mailing street address or P.O. Box			
<b>810 7th Avenue, 41st Floor</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>New York</b>	<b>NY</b>	<b>10019</b>	<b>(917) 286-2300</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 Cable Inc.</b>			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box			
<b>60 Columbus Circle</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>New York</b>	<b>New York</b>	<b>10023</b>	<b>(212) 364-8200</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>John Fogarty</b>			
Firm or company name (if any)			
<b>Time Warner Cable</b>			
Mailing street address or P.O. Box			
<b>60 Columbus Circle</b>			
City	State	ZIP Code	Telephone No. (include area code)
<b>New York</b>	<b>New York</b>	<b>10023</b>	<b>(212) 364-8464</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. N/A
--------------------

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

Street address		
Transferee/Assignee is not proposing to change the location of the system's records.		
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. 2
------------------

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

1. Transferee/Assignee is:

☒ Corporation

a. Jurisdiction of incorporation: <b>Delaware</b>	d. Name and address of registered agent in jurisdiction: <b>The Corporation Trust Company 1209 Orange Street New Castle County Wilmington, Delaware 19801</b>
b. Date of formation: <b>March 21, 2003</b>	
c. For profit or not-for-profit: <b>For Profit</b>	

☐ 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:	d. Date of formation:
--	-----------------------

☐ Individual

☐ Other. Describe in an Exhibit. Limited liability company. See formation information above.

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) <b>Time Warner Cable Inc. 60 Columbus Circle New York, New York 10023</b>		
(b) <b>Delaware Corporation</b>		
(c) <b>Transferee</b>		
(d) <b>N/A</b>		
(e) <b>N/A</b>		
(f) <b>N/A</b>		

**TIME WARNER CABLE INC.**

**Address for all Directors and Officers:**

60 Columbus Circle  
New York, New York 10023

No directors or officers hold an equity interest of more than 5% in Time Warner Cable Inc.

**Directors:**

Carole Black  
Glenn A. Britt  
Thomas H. Castro  
David C. Chang  
James E. Copeland, Jr.  
Peter R. Haje  
Donna A. James  
Don Logan  
N.J. Nicholas, Jr.  
Wayne H. Pace  
Edward D. Shirley  
John E. Sununu

**Corporate Officers:**

Glenn A. Britt	Chairman & Chief Executive Officer
Robert D. Marcus	President & Chief Operating Office
Irene M. Esteves	Executive Vice President & Chief Financial Officer
Marc Lawrence-Apfelbaum	Executive Vice President, General Counsel & Secretary
Gerald D. Campbell	Executive Vice President, Commercial Services
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, West Region
Michael T. Hayashi	Executive Vice President, Architecture, Development and Engineering
Carol Hevey	Executive Vice President, East Region
Jeffrey Hirsch	Executive Vice President & Chief Marketing Officer, Residential Services
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
Gail MacKinnon	Executive Vice President & Chief Government Affairs Officer
Tomas Mathews	Executive Vice President, Human Resources
Carl U. J. Rossetti	Executive Vice President & President, Time Warner Cable Ventures
Peter C. Stern	Executive Vice President & Chief Strategy Officer
Melinda Witmer	Executive Vice President & Chief Programming Officer

Satish Adige  
Michael Angus  
Frank Boncimino  
John Bowden  
James Braun  
Brooks Borcharding  
Keith Burkley  
David A. Christman  
  
Craig Collins  
Steve Cook  
Michael Diamond  
Mark Fitzpatrick  
David Flessas  
Marissa Freeman  
Paul Gilles  
James W. Jeffcoat  
Paul Lang  
Kevin MacDermott  
James Manchester  
Gary Matz  
William F. Osbourn  
Howard Pfeffer  
Thomas Robey  
David Rone  
Andrew Rosenberg  
Barry S. Rosenblum  
Mike Roudi  
Asheesh Saxena  
Mark Schichtel  
Matthew Siegel  
Nate Smith  
Steven Teplitz  
Matthew Zelesko  
Jeffrey M. Zimmerman

Senior Vice President, Investments  
Senior Vice President, Programming  
Senior Vice President & Chief Information Officer  
Senior Vice President, Customer Care  
Senior Vice President, Product Management  
Senior Vice President & President, NaviSite  
Senior Vice President, Security and Monitoring  
Senior Vice President, Deputy General Counsel, Chief Counsel,  
Corporate & Assistant Secretary  
Senior Vice President, Commercial Services  
Senior Vice President, Product Management  
Senior Vice President, Marketing  
Senior Vice President, Finance  
Senior Vice President, Technical Operations  
Senior Vice President, Marketing  
Senior Vice President, Human Resources  
Senior Vice President, Corporate Services  
Senior Vice President, Commercial Services  
Senior Vice President, Commercial Operations  
Senior Vice President, National Network Operations & Engineering  
Senior Vice President, State Government Affairs  
Senior Vice President & Controller  
Senior Vice President, Advanced Technology Group  
Senior Vice President, Investor Relations  
Senior Vice President & President, Sports Network  
Senior Vice President, Content Acquisition  
Senior Vice President, Local Programming  
Senior Vice President, Wireless  
Senior Vice President & Deputy Chief Strategy Officer  
Senior Vice President, Tax  
Senior Vice President & Treasurer  
Senior Vice President, Business Development  
Senior Vice President, Government Affairs  
Senior Vice President, Web Services & Technology  
Senior Vice President, Deputy General Counsel & Chief Counsel,  
Litigation

Raj Kumar  
Riina Tohvert  
Susan A. Waxenberg

Assistant Secretary  
Assistant Secretary  
Assistant Secretary

Ellen Alderdice  
Meredith Garwood

Assistant Treasurer  
Assistant Treasurer



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.  
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

If No, attach as an Exhibit a full explanation.

Exhibit No.  
5

### 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. Attached as an Exhibit are 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.  
6

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

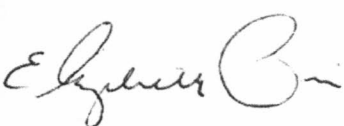
Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management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

Exhibit No.  
7

## 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 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date August 30, 2011
	Print full name <b>Elizabeth M. Grier</b>
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <b>Vice President, Administration</b> <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.

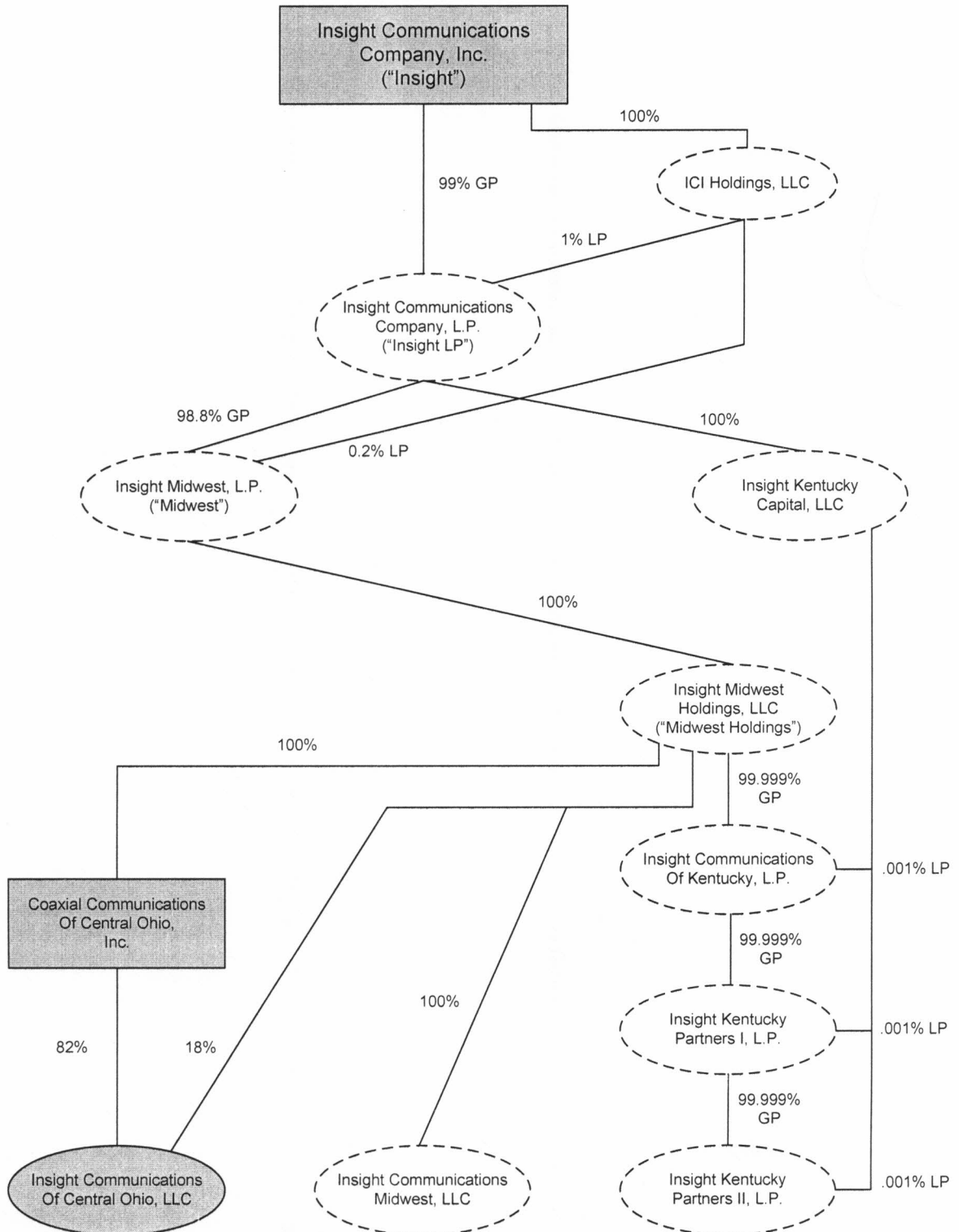
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date August 30, 2011
	Print full name <b>John Fogarty</b>
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <b>Vice President</b> <input type="checkbox"/> Other. Explain:	

**EXHIBIT 1**

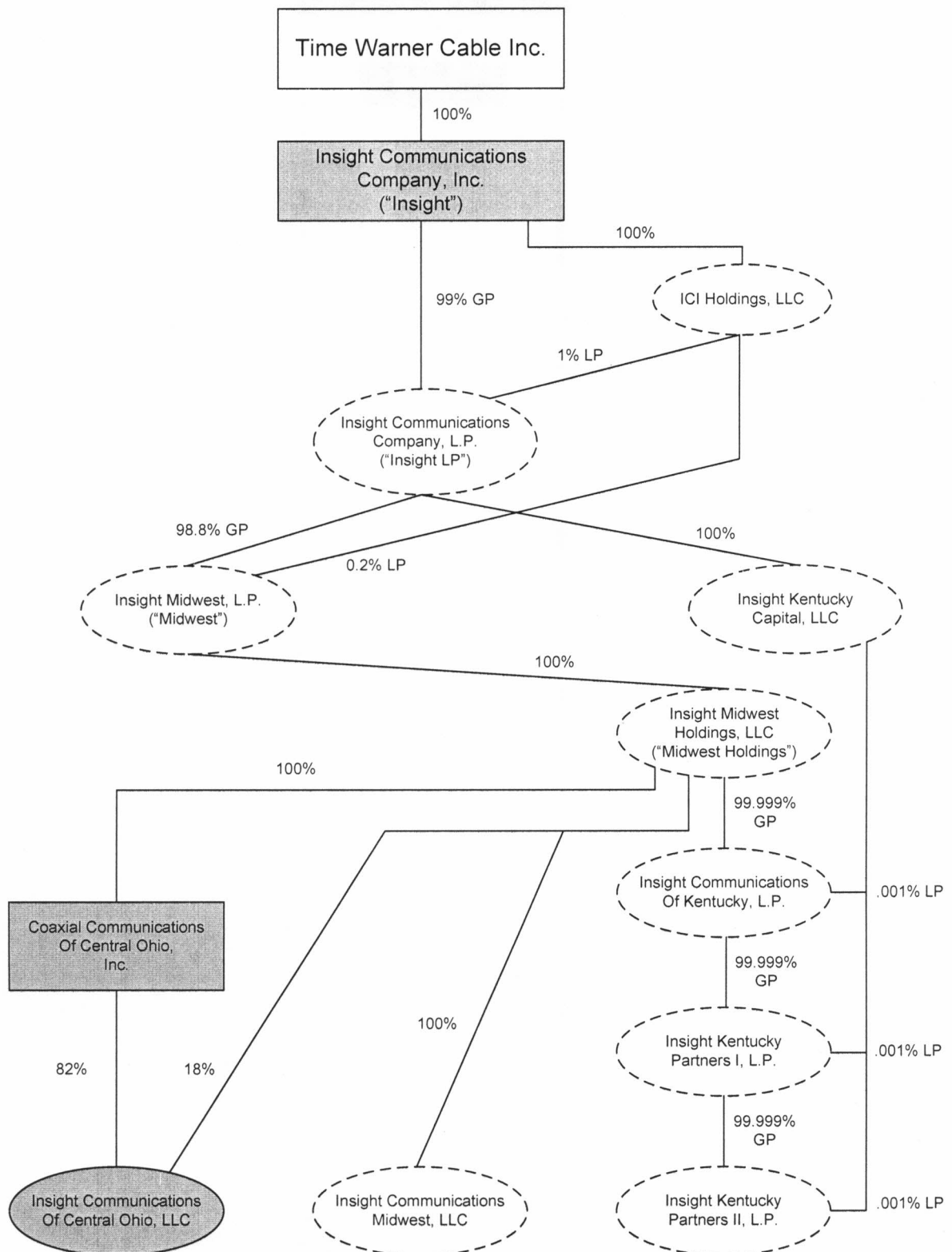
Attached in a CD is a copy of the Agreement and Plan of Merger by and among Time Warner Cable Inc., Derby Merger Sub Inc., Insight Communications Company, Inc. ("Insight"), and Carlyle CIM Agent, L.L.C. dated as of August 15, 2011 ("Agreement"). Pursuant to the Agreement, Derby Merger Sub Inc., a wholly-owned direct subsidiary of Time Warner Cable Inc. ("TWC"), will merge with and into Insight, and Insight will continue as the surviving corporation of the merger. All of Insight's existing subsidiaries that hold cable franchises, state certificates or FCC licenses or authorizations will remain intact and will continue to hold their operating tangible and intangible assets, and will become indirect, wholly-owned subsidiaries of TWC. Certain sections of the Agreement, including portions of the Exhibits and Annexes, consist of confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, and are, in any case, unnecessary for understanding the terms of the Agreement and the underlying transaction. Pursuant to and as permitted by FCC Form 394, those portions of the Agreement and its associated Exhibits and Annexes have been redacted.

Charts depicting the pre-merger and post-merger ownership structure of Insight and its subsidiaries are attached.

**Insight Communications Company, Inc.  
and  
Subsidiary Companies  
(Pre-Merger)**



**Insight Communications Company, Inc.  
and Subsidiary Companies  
(Post-Merger)**



## EXHIBIT 2

The Transaction will not result in changes to the current terms and conditions of service and operations of the system. The Insight subsidiary holding the franchise ("Franchisee") to serve your community will not change, and the Franchisee, under the control of Time Warner Cable Inc., will continue to comply with the terms and conditions of the franchise and applicable law.

FCC Form 394 Exhibits

## EXHIBIT 3

The Franchisee will not change as a result of the Transaction and will continue to be duly qualified to transact business in the state or states where it operates.

FCC Form 394 Exhibits

## EXHIBIT 4

There have been no instances where an application for consent to an assignment or transfer of a franchise involving the Transferee 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 2005, in connection with FCC Form 394 filings relating to the transaction among Time Warner Inc., Comcast Corporation ("Comcast") and Adelphia Communications Corporation ("Adelphia") in which Time Warner Cable Inc. and Comcast separately acquired Adelphia's cable systems and exchanged certain cable systems, the following communities 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**

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

FCC Form 394 Exhibits

## **EXHIBIT 6**

The Transferee, Time Warner Cable Inc., is a publicly-traded company, subject to all applicable SEC reporting requirements. Financial information for Time Warner Cable Inc. 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 Inc. are included in SEC Form 10-K submitted by Time Warner Cable Inc. for the year ended December 31, 2010. A copy of Form 10-K for the year ended December 31, 2010 for Time Warner Cable Inc. can be found on the enclosed CD. Also included on the CD is a copy of Time Warner Cable Inc.'s Form 10-Q, which covers the second quarter of 2011.

## EXHIBIT 7

Time Warner Cable Inc. ("TWC") is one of the largest and most experienced operators of cable television systems in the United States. As of March 31, 2011, TWC served approximately 12.2 million basic video subscribers in 28 states. TWC has invested billions of dollars in recent years to rebuild and upgrade its cable systems and related equipment. As a result, virtually all of TWC's systems are two-way and provide video and broadband Internet access, as well as voice services.

TWC has significant experience operating large, technologically advanced cable systems. Most of TWC's systems have been upgraded to at least 750 MHz. TWC provides advanced video services over almost all of its systems, including digital cable, video-on-demand ("VOD"), high-definition television ("HDTV") and digital video recorders. TWC also offers broadband Internet access and Voice over Internet Protocol ("VoIP") services in nearly all of its systems.

Through an advanced infrastructure of coaxial and fiber-optic cables, TWC 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), HDTV service and VOD programming offering digital customers the opportunity to choose from hundreds of video titles.

In addition, TWC 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.

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

A more detailed discussion of the experience of TWC can be found in its Form 10-K for the year ended December 31, 2010 and its Form 10-Q for the second quarter of 2011. Full copies of both documents are included on the CD accompanying this filing.