



**APPLICATION FOR A NEW OR AMENDED
CALIFORNIA STATE VIDEO FRANCHISE
CALIFORNIA PUBLIC UTILITIES COMMISSION**

Definitions for the purposes of this Application:

- A. “Access” means that the holder is capable of providing video service at the household address using any technology, other than direct-to-home satellite service, providing two-way broadband Internet capability and video programming, content, and functionality, regardless of whether any customer has ordered service or whether the owner or landlord or other responsible person has granted access to the household. If more than one technology is utilized, the technologies shall provide similar two-way broad band Internet accessibility and similar video programming.
- B. “Affiliate” means any company 5 per cent or more of whose outstanding securities are owned, controlled, or held with power to vote, directly or indirectly either by a state video franchise holder or any of its subsidiaries, or by that state video franchise holder’s controlling corporation and/or any of its subsidiaries as well as any company in which the state video franchise holder, its controlling corporation, or any of the state video franchise holder’s affiliates exert substantial control over the operation of the company and/or indirectly have substantial financial interests in the company exercised through means other than ownership.
- C. “Applicant” means any person or entity that files an application seeking to provide Video Service in the state pursuant to a State Video Franchise.
- D. “Application” means the form prescribed by the Commission through which an Applicant may apply for a State Video Franchise or amend its Video Service Area.
- E. “Application Fee” means any fee that the Commission imposes to recover its actual and reasonable costs of processing an Application.¹
- F. “Area” means a set of contiguous (i) collections of census block groups or (ii) regions that are mapped using geographic information system technology.
- G. “Broadband” or “Broadband Service” means any service defined as Broadband, or having advanced telecommunications capability, in the most recent Federal Communications Commission inquiry pursuant to Section 706 of the Telecommunications Act of 1996 (P.L. 104-104).²
- H. “Census Block Group” has the same meaning as used by the U.S. Census Bureau.
- I. “Census Tract” has the same meaning as used by the U.S. Census Bureau.³
- J. “Census Tract Basis” means pursuant to the reporting standards articulated in Appendix D and Appendix E, Section II of D.07-03-014.
- K. “Commission” means the Public Utilities Commission.
- L. “Company” means the Applicant and its Affiliates.

¹ CAL. PUB. UTIL. CODE § 5840(c). This fee is not levied for general revenue purposes, consistent with Public Utilities Code § 5840(c).

² Id. at § 5830(a). The Federal Communications Commission currently uses the term “broadband” and “advanced telecommunications capability” to describe services and facilities with an upstream (customer-to-provider) and downstream (provider-to-customer) transmission speed of more than 200 kilobits per second. FEDERAL COMMUNICATIONS COMMISSION, AVAILABILITY OF ADVANCED TELECOMMUNICATIONS CAPABILITY IN THE UNITED STATES, FOURTH REPORT TO CONGRESS, FCC 04-208, 10 (Sept. 9, 2004). This definition, however, is under review by the Commission, and it may evolve in response to rapid technological changes in the marketplace. Id.

³ CAL. PUB. UTIL. CODE at § 5960(a).

- M. “Consultant” means the third party source of census household projections including low income household projections.
- N. “DIVCA” means Assembly Bill 2987, the Digital Infrastructure and Video Competition Act of 2006 (Ch. 700, Stats. 2006).
- O. “Household” means, consistent with the U.S. Census Bureau, a house, apartment, a mobile home, a group of rooms, or a single room that is intended for occupancy as separate living quarters.⁴ Separate living quarters are those in which the occupants live and eat separately from any other persons in building and which have direct access from the outside of the building or through a common hall.⁵
- P. “Local Entity” means any city, county, city and county, or joint powers authority within the state within whose jurisdiction a State Video Franchise Holder may provide Video Service.⁶
- Q. “Low-Income Household” means a residential Household where the average annual Household income is less than \$35,000, as based on U.S. Census Bureau estimates adjusted annually to reflect rates of change and distribution through January 1, 2007.⁷
- R. “State Video Franchise” means a franchise issued by the Commission pursuant to DIVCA.⁸
- S. “State Video Franchise Holder” means a person or group of persons that has been issued a State Video Franchise from the Commission pursuant to Division 2.5 of DIVCA.⁹
- T. “Telephone Service Area” means the area where the Commission has granted an entity a Certificate of Public Convenience and Necessity to provide telephone service.
- U. “Telephone Corporation” means a telephone corporation as defined in Public Utilities Code § 234.
- V. “Video Service” means video programming services, cable service, or open-video system service provided through facilities located at least in part in public rights-of-way without regard to delivery technology, including Internet protocol or other technology. This definition does not include (1) any video programming provided by a commercial mobile service provider defined in Section 322(d) of Title 47 of the United States Code, or (2) video programming provided as part of, and via, a service that enables users to access content, information, electronic mail, or other services offered over the public Internet.¹⁰
- W. “Video Service Area” means the area proposed to be served under a State Video Franchise.
- X. “Video Service Provider” means any entity providing Video Service.¹¹

⁴ Id. at § 5890(j)(1).

⁵ Id.

⁶ Id. at § 5830(k).

⁷ Id. at § 5890(j)(2) (defining “low-income households” for the purposes of imposing build-out requirements).

⁸ Id. at § 5830(p).

⁹ Id. at § 5830(i).

¹⁰ Id. at § 5830(s).

¹¹ Id. at § 5830(t).

PLEASE TYPE ALL INFORMATION UNLESS INSTRUCTED OTHERWISE.

Type of Application

1. Check as appropriate:

- New Franchise Amended Franchise (Please indicate type of amendment below)
- Increasing Video Service Area
- Decreasing Video Service Area

Applicant Information

2. Applicant's State Video Franchise number (if seeking an amended Franchise): 0019

3. Applicant's full legal name:
Time Warner Entertainment-Advance/Newhouse Partnership

4. Name under which the Applicant does or will do business in California:
Time Warner Cable

5. Legal name and contact information of Applicant's parent companies, including the ultimate parent:

Parent's Full Legal Name: Time Warner Entertainment Company, L.P.

Address: 60 Columbus Circle, North Tower 17th Floor
New York, NY 10023

Phone: (212) 364-8200

Parent's Full Legal Name: Time Warner NY Cable LLC

Address: 60 Columbus Circle, North Tower 17th Floor
New York, NY 10023

Phone: (212) 364-8200

Parent's Full Legal Name: *Time Warner Cable Inc.

Address: 60 Columbus Circle, North Tower 17th Floor
New York, NY 10023

Phone: (212) 364-8200

**The ultimate parent corporation.*

6. Applicant's principal place of business:

Address: 60 Columbus Circle, North Tower 17th Floor
New York, NY 10023

Phone: (212) 364-8200

7. Contact information for the person responsible for ongoing communication with the Commission about Video Service business:

Name: Deane Leavenworth

Title: Regional Vice President, Government Affairs, West Region

Address: 550 North Continental Boulevard
El Segundo, CA 90245

Phone(s) Business/ (818) 998-2228 Mobile/ _____

Fax: (310) 647-3036

Email: Deane.Leavenworth@twcable.com

8. Attach as Appendix A the names and titles of the Applicant's principal officers.

√ Please see the attached Appendix A.

Build-Out Information

Answer questions 9 through 12 only if the Applicant or one of its Affiliates is a Telephone Corporation. Other Applicants should go to Question 13.

9. Does the Applicant alone or together with its Affiliates have more than 1,000,000 telephone customers in California?

Yes No

10. Does the Video Service Area include areas outside of the Telephone Service Area of the Applicant and its Affiliates?

Yes No

11. Is the Applicant primarily deploying fiber optic facilities to the customer's premise?

Yes No

12. Excluding direct-to-home satellite, is Video Service currently offered by another Video Service Provider in the Video Service Area proposed in this Application?

Yes No

Existing Local Cable or Video Franchise Holder Information

13. Does the Applicant alone or together with its Affiliates currently hold a local franchise, or has the Applicant held a local franchise in the Video Service Area in the last six months?

Yes No

If "Yes," then download and complete the electronic template available on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov

√ Please see the data sheets on the accompanying CD.

Video Service Area Information

14. a. Utilizing the template (as applicable) provided on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov provide a geographic description of the Video Service Area and input the expected date for the deployment of each Area in the Video Service Area. Please select the method by which the geographic description shall be detailed:

- A collection of U.S. Census Bureau Census Block Groups, or
 - o *If Applicant chooses "a," then download and complete the electronic template available on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov*
- A geographic information system digital boundary meeting or exceeding national map accuracy standards.
 - o *If Applicant chooses "b," then submit the geographic information system digital boundary as a polygon shapefile (.shp), in State Plane coordinate system in digital format electronically to the Commission*

√ Please see the GIS Maps on the accompanying CD.

b. If a consultant was used to compile the geographic description data, please provide the following:

Consultant Company's Full Legal Name: Timberline GeoTek, Inc dba Frontier GeoTek Inc.

Address: 6377 South Revere Parkway, Suite 300
Centennial, CO 80111

Phone: (303) 350-4104

15. Socioeconomic status information of residents within the Video Service Area

- o *If applicable, the Applicant shall provide this information utilizing the templates available on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov*

a. Provide the following baseline description of residents in the Video Service Area:

- i. *Number of Households:* The number of Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.
- ii. *Number of Low-Income Households:* The number of Low-Income Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.

√ Please see the data sheets on the accompanying CD.

b. Provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Video Service Area on a Census Tract Basis:

- i. *Wireline Broadband:*
 - 1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
 - 2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.

- ii. *Non-Wireline Broadband:*
 - 1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
 - 2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
 - 3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards, provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available.
 - iii. *Video service:* The number of Households in each Census Tract that are offered Access by the Company.
 - iv. *Low-Income* (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households): The number of Low-Income Households that are offered Access by the Company.
- √ The information requested in question 15.b.i, iii, and iv will be provided no later than 90 calendar days after the Commission's issuance of a state Video Franchise. Question 15.b.ii is not applicable.
16. Socioeconomic status information of residents within the Telephone Service Area
- o *If applicable, the Applicant shall provide this information utilizing the templates available on the Communications Division's section of the CPUC's web site at www.cpuc.ca.gov.*
 - a. If the Applicant or any of its Affiliates is a Telephone Corporation, provide the following baseline description of residents in the Telephone Service Area:
 - i. *Number of Households:* The number of Households in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.
 - ii. *Number of Low-Income Households:* The number of Low-Income Households in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.
- √ Please see the data sheets on the accompanying CD.
- b. If the Applicant or any of its Affiliates is a Telephone Corporation, provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Telephone Service Area:
- i. *Wireline Broadband:*
 - 1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
 - 2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.
 - ii. *Non-Wireline Broadband:*
 - 1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
 - 2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
 - 3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards, provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available

iii. *Video service*: The number of Households in each Census Tract that are offered Access by the Company.

iv. *Low-Income* (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households): The number of Low-Income Households that are offered Access by the Company.

√ The information requested in question 16.b.i, iii, and iv will be provided no later than 90 calendar days after the Commission's issuance of a state Video Franchise. Question 16.b.ii is not applicable.

17. If a consultant was used to compile the geographic description data, please provide the following:

Consultant Company's Full Legal Name: Timberline GeoTek, Inc dba Frontier GeoTek Inc.

Address: 6377 South Revere Parkway, Suite 300
Centennial, CO 80111

Phone: (303) 350-4104

Financial, Legal, and Technical Qualifications

18. Provide or attest in the attached Affidavit that Applicant shall provide a copy of a fully executed bond in the amount of \$100,000 per 20,000 households in the Video Service Area, with a \$100,000 minimum and a \$500,000 maximum per State Video Franchise Holder, to the Executive Director prior to initiating video service and no later than 5 business days after the date of the Commission's issuance of a State Video Franchise to the Applicant. The bond must list the Commission as obligee and be issued by a corporate surety authorized to transact a surety business in California.

√ Please see the signed Affidavit attached as Appendix B, and note that a bond was previously provided.

Local Entity Contact Information

19. Utilizing the template provided on the Video Franchise main page of the CPUC website, the Applicant shall provide the contact name and information for a representative from each Local Entity within the Video Service Area.

√ Please see the data sheets on the accompanying CD.

Application Fee

20. Attach to this Application a check in the amount of \$2,000 made payable to the "California Public Utilities Commission."

√ Please note that a check in the amount of \$2,000 was previously provided.

Affidavit

21. Complete and submit the affidavit attached as Appendix B to this Application.

√ Please see the signed Affidavit attached as Appendix B.

A COMPLETE APPLICATION MUST INCLUDE:

√	Completed Application form
√	CD(s) containing completed templates available on the Commission website
√	Appendix A: Applicant's Principal Officers
√	Appendix B: Affidavit
√	Check in the amount of \$2,000

APPENDIX A - APPLICANT'S PRINCIPAL OFFICERS

Applicant is a General Partnership with headquarters at 60 Columbus Circle, New York, NY 10023, and it does not have executive officers. However, Applicant does have the following Executive Committee.

EXECUTIVE COMMITTEE

Glenn A. Britt	Landel C. Hobbs
Robert J. Miron	Samuel I. Newhouse, III

Applicant's General Manager is Time Warner Entertainment Company, L.P., and the Executive and key Regional Officers for this entity follow.

EXECUTIVE OFFICERS

Glenn A. Britt	President & Chief Executive Officer
Landel C. Hobbs	Chief Operating Officer
Robert D. Marcus	Senior Executive Vice President & Chief Financial Officer
Marc Lawrence-Apfelbaum	Executive Vice President, General Counsel & Secretary
Gerald D. Campbell	Executive Vice President, 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, Northeast Region
Michael T. Hayashi	Executive Vice President, Architecture, Development & Engineering
Carol A. Hevey	Executive Vice President, Carolina Region
Sam Howe	Executive Vice President & Chief Marketing Officer
Michael L. LaJoie	Executive Vice President & Chief Technology Officer
Kevin J. Leddy	Executive Vice President, Technology Policy & Product Management
James Ludington	Executive Vice President, National Network Operations
Gail MacKinnon	Executive Vice President & Chief Government Affairs Officer
Tomas Mathews	Executive Vice President, Human Resources
Terrence D. O'Connell	Executive Vice President, Midwest Region
Stephen Pagano	Executive Vice President, West Region
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

WEST REGION

William R. Goetz, Jr.	Executive Vice President, West Region
Amos Smith	Regional Chief Financial Officer, West Region
John Keib	President, Residential Services, West Region
John Owen	President, Commercial Services, West Region
Matthew Stanek	President, Network Operations & Engineering, West Region
Pat Berry	Regional Vice President, Human Resources, West Region
Eric Burton	Regional Vice President, Customer Care & IT, West Region
Clarence Caldwell	Regional Vice President, Engineering, West Region
Kim Congdon	Regional Vice President, Human Resources, West Region
Bill Erickson	Regional Vice President, Marketing, West Region
Patricia Fregoso	Regional Vice President, Local Programming, West Region
Jim Gordon	Regional Vice President, Communications, West Region
Deane Leavenworth	Regional Vice President, Government Affairs, West Region
Lee Short	Vice President & Regional Controller, West Region
David Montierth	Regional Vice President, Commercial Services, So. Cal., Mountain West, Hawaii
Debi Picciolo	Regional Vice President, Operations, Southern California
Harlan Cook	Vice President, Operations, Commercial Services, Los Angeles
Scott Petre	Vice President, Commercial Services, Los Angeles
Gordon Harp	President, Residential Services, Texas
Nina Facini	Regional Vice President, Finance, Texas
Marie T. Grumbles	Regional Vice President, Customer Care & IT, Texas
Jon Gary Herrera	Regional Vice President, Communications, Texas
Ronald N. McMillan	Regional Vice President, Government Relations, Texas
Juan L. Munoz	Regional Vice President, Human Resources, Texas
Michael Petty	Regional Vice President, Commercial Services, Texas
Corky Roth	Regional Vice President, Marketing, Texas
Kenneth Miller	Vice President & Regional Controller, Texas
Joseph Morris	Vice President of Community Solutions, Texas

**APPENDIX B
AFFIDAVIT**

STATE OF NEW YORK

COUNTY OF NEW YORK

My name is William R. Goetz, Jr. I am the Executive Vice President, West Region of Time Warner Entertainment Company, L.P., the Managing Partner of Time Warner Entertainment-Advance/Newhouse Partnership ("Applicant"). My personal knowledge of the facts stated herein has been derived from my employment with Time Warner Entertainment-Advance/Newhouse Partnership.

I swear or affirm that I have personal knowledge of the facts stated in this Application for a California State Video Franchise to provide Video Service, I am competent to testify to them, and I have the authority to make this Application on behalf of and to bind the Company.

I further swear or affirm that Time Warner Entertainment-Advance/Newhouse Partnership shall fulfill the following requirements:

1. Applicant has filed or will timely file with the Federal Communications Commission all forms required by the Federal Communications Commission before offering Video Service in this state.
2. Applicant agrees to comply with all lawful city, county, or city and county regulations regarding the time, place, and manner of using the public rights-of-way, including but not limited to, payment of applicable encroachment, permit, and inspection fees.
3. Applicant will concurrently deliver a copy of this Application to any Local Entity in the Video Service Area.
4. Applicant possesses the financial, legal, and technical qualifications necessary to construct and operate the proposed system and promptly repair any damage to the public rights-of-way caused by Applicant.
5. Applicant is not in violation of any final non appealable order relating to either the Cable Television and Video Providers Customer Service and Information Act (California Public Utilities Code Article 3.5 (commencing with § 53054) of Chapter 1 of Part 1 of Division 2 of Title 5 of the Government Code) or the Video Customer Service Act (California Public Utilities Code Article 4.5 (commencing with § 53088) of Chapter 1 or Part 1 of Division 2 of Title 5 of the Government Code).
6. If it has not done so in the Application, Applicant shall provide the Commission, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, a complete description of residents' socioeconomic status information, as required by and detailed in Questions 14 and 15 of the Application.
7. If it has not done so in the Application, Applicant shall provide a copy of a fully executed bond in the amount of \$500,000 (five hundred thousand dollars) to the Executive Director prior to initiating video service and no later than 5 business days after the date of Commission issuance of a State Video Franchise to the Applicant. The bond shall list the Commission as obligee and be issued by a corporate surety authorized to transact a surety business in California.

I further swear or affirm Time Warner Entertainment-Advance/Newhouse Partnership agrees to comply with all federal and state statutes, rules, and regulations, including, but not limited to, the following:

1. As provided in Public Utilities Code § 5890, Applicant will not discriminate in the provision of Video Service.
2. Applicant will abide by all applicable consumer protection laws and rules as provided in Public Utilities Code § 5900.
3. Applicant will remit the fee required by California Public Utilities Code § 5860(a) to the Local Entity.
4. Applicant will provide public, educational, and governmental access channels and the required funding as required by Public Utilities Code § 5870.

5. Applicant and any and all of its Affiliates' operations in California now and in the future shall be included for the purposes of applying Public Utilities Code §§ 5840, 5890, 5960, and 5940. Applicant specifically attests to the following:
 - a. Reporting Requirements: Either (i) Applicant or (ii) the parent company of Applicant shall produce Commission-mandated reports for and on behalf of Applicant and any and all of its Affiliates that operate in California. Only one report required pursuant to Public Utilities Code § 5960 shall be filed annually, such report to include all pertinent data for the Company.
 - b. Antidiscrimination:
 - i. If Applicant and its Affiliates together have more than 1,000,000 telephone customers in California, Applicant shall satisfy the build-out requirements set forth in Public Utilities Code § 5890(b) & (e).
 - ii. If Applicant and its Affiliates together have less than 1,000,000 telephone customers in California, Applicant shall satisfy any build-out requirements established pursuant in Public Utilities Code § 5890(c).
 - c. Cross-subsidization: If Applicant or its Affiliates provide stand-alone, residential, primary-line basic telephone service, Applicant shall refrain from using any increase of the rate of this service to finance the cost of deploying a network to provide video service.
 - d. "Affiliate," as referenced herein, means any company 5 per cent or more of whose outstanding securities are owned, controlled, or held with power to vote, directly or indirectly either by a state video franchise holder or any of its subsidiaries, or by that state video franchise holder's controlling corporation and/or any of its subsidiaries as well as any company in which the state video franchise holder, its controlling corporation, or any of the state video franchise holder's affiliates exert substantial control over the operation of the company and/or indirectly have substantial financial interests in the company exercised through means other than ownership.
6. Applicant shall fulfill all other requirements imposed by the Digital Infrastructure and Video Competition Act.
7. Time Warner Entertainment-Advance/Newhouse Partnership is a single identifiable entity that is qualified to do business in California and has verifiable assets. This entity shall accept service of process, either directly or through an agent, and submit to the jurisdiction of California courts.

I swear or affirm that all of the statements and representations made in this Application are true and correct.

William R. Goetz, Jr., Executive Vice President, West Region
Time Warner Entertainment-Advance/Newhouse Partnership

State of New York)
)
County of New York)

Subscribed and sworn to (or affirmed) before me on this 11th day of November 2010, by William R. Goetz, Jr., Executive Vice President, West Region, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

ROSE COBURN
Notary Public, State of New York
No. 31-5005506
Qualified in New York County
Commission Expires Dec. 7, 2012

Seal _____

Signature Rose Coburn