



One Comcast Center
Philadelphia, Pennsylvania 19103

April 9, 2014

The Honorable Chris Beutler
City of Lincoln
555 South 10th Street
Lincoln, NE 68508

Re: Time Warner Cable/Comcast Corporation Transaction

Dear Mayor Beutler:

As you may have read, Time Warner Cable Inc. ("Time Warner Cable") has entered into an agreement to become a wholly-owned subsidiary of Comcast Corporation ("Comcast"). Upon conclusion of the transaction, your local Franchisee (currently an indirect subsidiary of Time Warner Cable) will remain in place but will be ultimately owned by Comcast.

Attached are charts to assist you in understanding how the transaction will be completed. Time Warner Cable will merge with Tango Acquisition Sub, Inc., a wholly-owned subsidiary of Comcast, with Time Warner Cable as the surviving company. Time Warner Cable will thereby become a 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.

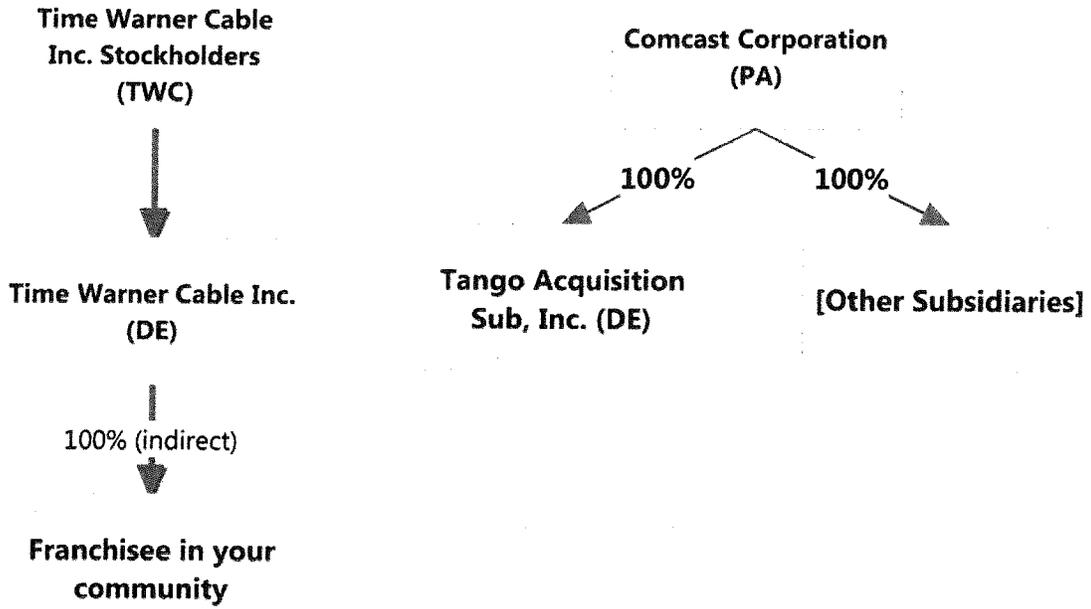
- **FCC Form 394.** FCC Form 394 (required copies enclosed) is designed to provide you with the relevant information needed to assess the financial, legal, and technical qualifications of Comcast to be the ultimate parent entity of your Franchisee.
- **Timing.** According to the FCC's rules, you have 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.

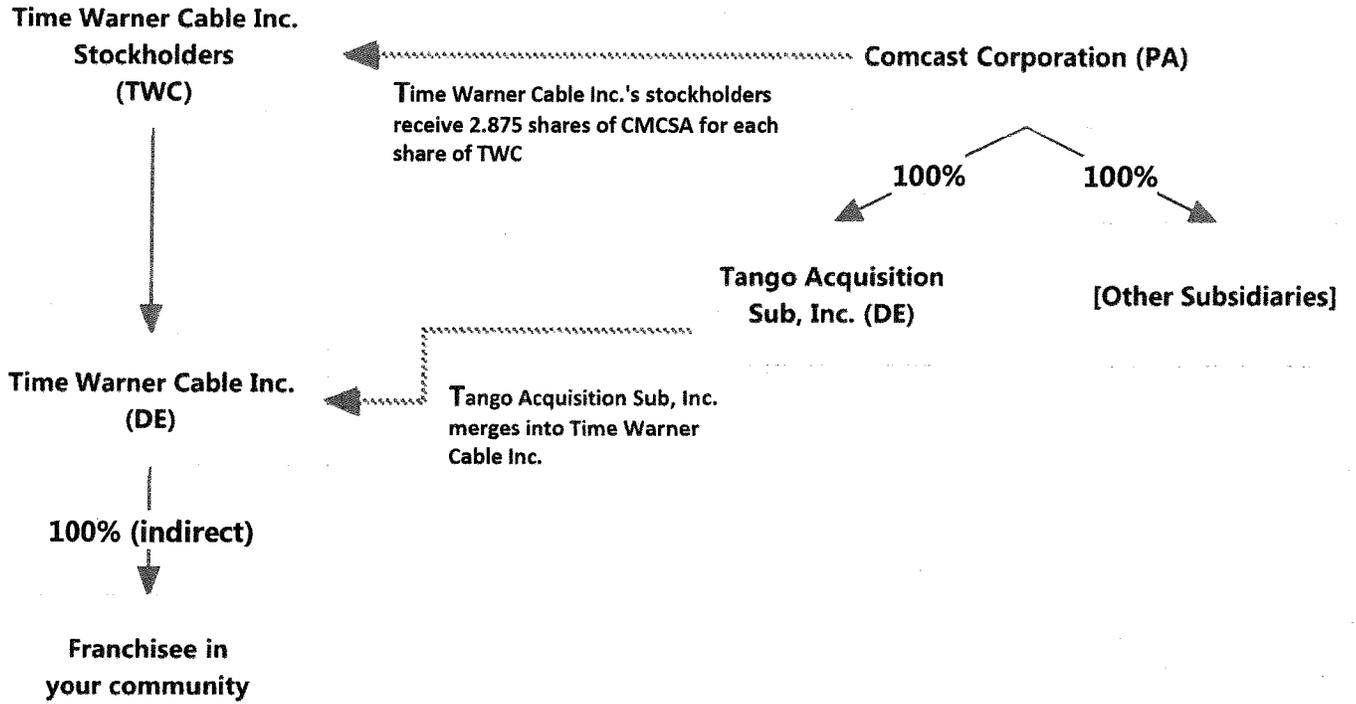
Sincerely,

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

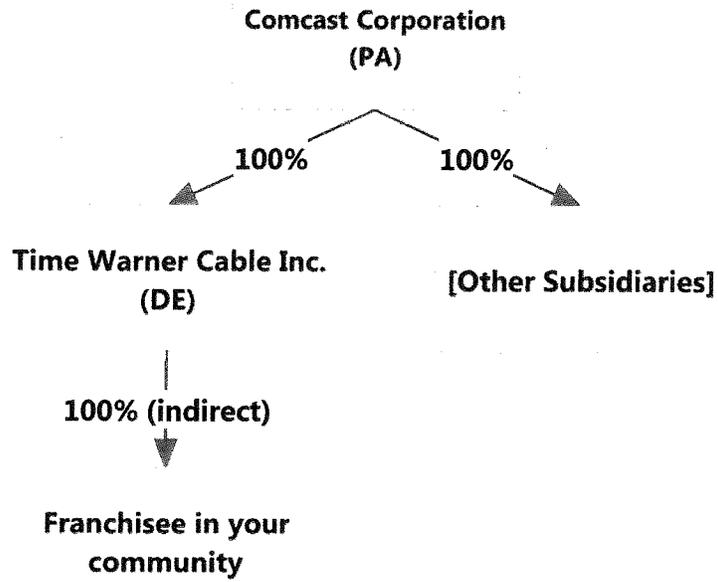
TWC 394 Structure Before Merger



TWC 394 Structure at Time of Merger



TWC 394 Structure After Merger



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 April 9, 2014 | 1. Community Unit Identification Number: NE0032 |
|--------------------|--|

2. Application for: Assignment of Franchise Transfer of Control

| | |
|--|---|
| 3. Franchising Authority: City of Lincoln, NE | |
| 4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: Lincoln, NE | |
| 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) Time Warner Cable Inc. | | | |
| Assumed name used for doing business (if any) Time Warner Cable | | | |
| Mailing street address or P.O. Box 60 Columbus Circle | | | |
| City New York | State NY | ZIP Code 10023 | Telephone No. (include area code) (212) 364-8200 |

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: |
|--|-----------------------|

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</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 April 9, 2014</p> |
| | <p>Print full name Gary R. Matz</p> |
| <p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other. Explain: </p> <p style="text-align: center;">(Indicate Title)</p> <p style="text-align: center;">Senior Vice President of Government Relations</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.

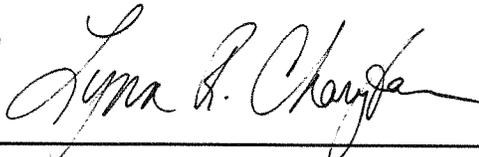
| | |
|---|---|
| <p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p> | <p>Signature</p>  |
| <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p> | <p>Date April 9, 2014</p> |
| | <p>Print full name Lynn R. Charytan</p> |
| <p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer <input type="checkbox"/> Other. Explain: </p> <p style="text-align: center;">(Indicate Title)</p> <p style="text-align: center;">Senior Vice President, Legal Regulatory Affairs and Senior Deputy Counsel</p> | |

Exhibit 1

Time Warner Cable Inc., Comcast Corporation and Tango Acquisition Sub, Inc., entered into an Agreement and Plan of Merger dated as of February 12, 2014. Briefly stated, pursuant to the Agreement and Plan of Merger, Time Warner Cable Inc. will merge with and into Tango Acquisition Sub, Inc., a wholly-owned subsidiary of Comcast Corporation, with Time Warner Cable Inc. as the surviving company. Time Warner Cable Inc. will thereby become a wholly-owned subsidiary of Comcast Corporation. A copy of the Agreement and Plan of Merger as filed with the Securities and Exchange Commission (Form 8-K) is available at www.comcastcorporation.com/together under "Official Filings." Certain information, including Exhibits and Schedules to the Agreement and Plan of Merger, have been omitted, as the information is not necessary in order to understand the terms of the Agreement and Plan of Merger or contain confidential trade, business, pricing or marketing information, or other information not otherwise publicly available. In addition, Comcast Corporation filed a Securities and Exchange Commission Form S-4 Registration Statement on March 20, 2014. A copy is available at www.comcastcorporation.com/together under "Official Filings." Hard copies of either document will be provided upon request.

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. Comcast Corporation holds a 100% interest in Tango Acquisition Sub, Inc. Time Warner Cable Inc., which is currently the ultimate parent company of the entity that holds the franchise that is the subject of this transaction, will merge with and into Tango Acquisition Sub, Inc., with Time Warner Cable Inc. as the surviving company.

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 |
| A. Melissa Maxfield | Senior Vice President - Congressional and Federal Government Affairs |
| Jennifer Khoury Newcomb | Senior Vice President - Corporate and Digital Communications |
| D'Arcy F. Rudnay | Senior Vice President - Corporate Communications |
| | Chief Communications Officer |
| Robert S. Pick | Senior Vice President - Corporate Development |

| Officer Name | Title |
|--------------------------|--|
| 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 |
| Karen Dougherty Buchholz | Senior Vice President - Administration |
| 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 |
| Bret Perkins | Vice President - External and Government Affairs |
| Kevin P. O'Connor | Vice President - Federal Tax |
| Joseph F. DiTrolio | Vice President - Financial Operations |
| Leonard J. Gatti | Vice President - Financial Reporting |
| Rebecca Arbogast | Senior Vice President - Global Public Policy |
| Maria Arias | Vice President - Diversity and Inclusion |
| Sena Fitzmaurice | Vice President - Government Communications |

| Officer Name | Title |
|-------------------------------------|--|
| Beth Arnholt | Vice President - Integrated Talent Management |
| Rudy Brioché | Vice President and Counsel, Global Public Policy |
| Lindsey Dickinson | Vice President - Legislative Affairs |
| Sam Lancaster | Vice President - Legislative Affairs |
| David Don | Vice President - Regulatory Policy |
| Jordan Goldstein | Vice President - Regulatory Affairs |
| James J. Finnegan | Vice President - Strategic Intellectual Property |
| Thomas J. Donnelly | Vice President - Taxation |
| 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.