



November 22, 2011

Hon. Greg Fischer
Mayor, Louisville-Jefferson County Metro Government
527 W. Jefferson Street
Louisville, Kentucky 40202

Dear Mayor Fischer:

I am writing in response to the letter dated Nov. 17, 2011 from Jefferson County Attorney Mike O'Connell in which he transmitted your Notice of Termination of Franchise advising us that the Louisville-Jefferson County Metro Government ("Metro") has elected to terminate the Insight franchises for the City of Louisville and Jefferson County. Needless to say, we were both surprised and dismayed by this seemingly adversarial action.

As you may know, Time Warner Cable has made a major commitment to the economic future of Kentucky. We recently completed our \$260 million purchase of cable systems from New Wave Communications, and now serve an additional 47 communities in Kentucky. In addition, we are close to completion of our \$3 Billion acquisition of Insight Communications, which will add another 193 Kentucky communities, making Time Warner Cable among the most significant providers of video, voice and broadband Internet service throughout the state.

We are gratified that the vast majority of Kentucky communities have demonstrated a commitment to promote economic development and job creation, and thus have welcomed Time Warner Cable's investment with open arms. In fact, not a single local government in this entire process has raised even the slightest question regarding Time Warner Cable's unparalleled legal, financial and technical capabilities.

We are greatly disappointed, however, that Metro has been a notable exception to the near universal warm reception received by Time Warner Cable thus far throughout Kentucky, especially after our very cordial meeting back in mid-October. In particular, we are confounded by your unlawful attempt, apparently without consultation with the Metro Council and without warning to Insight, to terminate Insight's franchises, an act that would violate federal law, local ordinances, and Insight's fundamental right to due process.

On the other hand, Time Warner Cable truly appreciates the willingness expressed in Mr. O'Connell's letter "to discuss the possibility of extending the expired franchises with

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Time Warner Cable and Insight." Time Warner Cable hereby expressly reaffirms the proposal, as set forth in the November 16, 2011 letter to Linda Ain that:

1. Insight will agree to an extension of the expired franchises, on the existing terms and conditions, running from the expiration date through closing of the transfer of control to Time Warner Cable.
2. Time Warner Cable will agree to a six month extension of those franchises, on the existing terms and conditions, and will agree to abide by those terms and conditions until a mutually acceptable renewal is in place.
3. All parties retain their rights under applicable law, including renewal rights afforded by 47 U.S.C. § 546.

Our joint letter explained why continued renewal negotiations with Insight would be impracticable and counter-productive, particularly in light of the time constraints and the fact that any renewal ultimately must apply to Time Warner Cable's ownership of the Metro system. Six months should provide ample opportunity for productive negotiations, as well as allow us to gain a more concrete understanding of community needs and economic considerations. Recognizing the importance of this matter, we hereby commit to an additional six month extension in the event more time is needed to achieve a mutually acceptable renewal, while assuring that Time Warner Cable remains subject to all existing franchise terms and conditions until a renewal is adopted. In other words, we are prepared to step directly into Insight's shoes and assume all of Insight's obligations.

But productive negotiations cannot take place in the hostile and contentious atmosphere created by your threat to unlawfully terminate Insight's franchises. The current process with Metro is at a crossroads. We both can either continue down a path of bitter, costly and prolonged litigation, an approach that will only harm consumers, or you can rescind the termination notice, thereby allowing for meaningful renewal negotiations to commence immediately after closing.

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To the extent you elect this latter path, an approach that will allow Louisville Metro residents to immediately benefit from the innovation and service quality that is Time Warner Cable's hallmark, we are prepared to promptly provide the necessary documents to implement the proposal outlined in our November 16 letter.

Very truly yours,



Ed Kozelek
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