



One Comcast Center
Philadelphia, Pennsylvania 19103

2014 JUN 18 PM 5:28

June 17, 2014

Jacqueline Beaudry
Clerk
City of Ann Arbor
301 E. Huron St.
P.O. Box 8647
Ann Arbor, MI 48107

Re: Comcast Corporation/Midwest Cable, Inc. Transaction

Dear Ms. Beaudry:

As you may have read, Comcast Corporation ("Comcast"), the ultimate parent of the entity holding the cable franchise in your community, is divesting its ownership of certain cable systems in connection with its acquisition of Time Warner Cable. Pursuant to an agreement with Charter Communications, Inc. ("Charter"), Comcast will spin off a new, independent company, which will become Midwest Cable, Inc. ("Midwest Cable," currently known as "SpinCo"), a publicly traded company that will be the ultimate owner of your franchise. Upon completion of the transaction, Comcast shareholders (but not Comcast itself) will own approximately two-thirds (2/3) of Midwest Cable, and Charter will own approximately one-third (1/3) of Midwest Cable.

As a preliminary matter, Comcast will undertake certain pro forma internal restructurings, and your cable franchisee will become Comcast of Michigan IV, LLC, (still remaining entirely under the ownership and control of Comcast). Immediately thereafter, in connection with the spin-off, your cable franchisee will become an indirect, wholly-owned subsidiary of Midwest Cable.

With over 2.5 million cable customers, Midwest Cable will begin operations as the fifth largest cable television provider in the United States. Moreover, Midwest Cable's strategic regionalized footprint will allow for a focused and efficient delivery of high quality and innovative services to its customers. Midwest Cable will be led by President and CEO Michael Willner, a 40-year cable industry leader and the co-founder and former CEO of Insight Communications. Further, Midwest's Cable's Board of Directors will include leading communications industry executives and innovators, with current Charter Communications CEO Tom Rutledge serving as Board Chairman. In addition, through a services agreement with Charter, Midwest Cable will be able to take advantage of Charter's expertise in technology and provision of services.

As you are aware, the Michigan Uniform Video Services Local Franchise Act of 2006 ("Franchise Act") established a new "uniform" local franchise, and required that all existing non-uniform franchises be modified to conform to the terms of the uniform franchise. Pursuant to the Franchise Act, the Michigan Public Service Commission established a uniform franchise provision governing all forms of franchise transfer that requires only a notice be sent to local franchising authorities within 15 days of completion of the franchise transfer. In 2012, a federal district court ruling in the *City of Detroit* case addressed certain provisions of the Franchise Act and created uncertainty about the application of the Michigan uniform franchise to certain situations. In light of this uncertainty, we are providing this filing for your review. However, the district court's *City of Detroit* decision is currently under review by the United States Court of Appeals for the Sixth Circuit. In making this filing, Midwest Cable does not waive any argument that consent is not required and that it may proceed exclusively under the Franchise Act.

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 Midwest Cable to be the ultimate parent entity of your cable franchisee.

- **Timing.** According to the FCC's rules, where 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.

We invite you to visit the "Recent Official Transaction Communications" section of <http://corporate.comcast.com/twctransaction/official-filings-together> for additional information about the transaction. 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. You may also contact Mark Brown, Vice President, Government Affairs, at Charter by phone at (202) 621-1900, by email at mark.brown@chartercom.com, or by facsimile at (202) 733-5960.

Sincerely,

A handwritten signature in black ink that reads "Klayton F. Fennell". The signature is written in a cursive, flowing style.

Klayton F. Fennell
Vice President, Government Affairs

Attachment and Enclosures