



One Comcast Center  
Philadelphia, Pennsylvania 19103

June 17, 2014

Timothy Bragan  
Town of Harvard  
13 Ayer Road  
Harvard, MA 01451

Re: Charter Communications/Comcast Corporation Transaction

Dear Mr. Bragan:

As you may have read, Charter Communications, Inc. ("Charter"), the ultimate parent of the entity holding the cable franchise in your community, has entered into an agreement with Comcast Corporation ("Comcast"). Pursuant to this agreement, Comcast will become the ultimate owner of your franchisee.

As a preliminary matter, Charter will undertake certain pro forma internal restructurings, and your cable franchisee will become CCO Transfers, LLC, (still remaining entirely under the ownership and control of Charter). Immediately thereafter, your cable franchisee will become an indirect, 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 cable franchisee.
- **Timing.** According to the FCC's rules, if you decide 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.

All of us at Comcast are excited about the opportunity to serve your community. We invite you to visit [www.comcastcorporation.com/together](http://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](mailto:klay_fennell@comcast.com), or send a facsimile to (215) 286-8408.

Sincerely,

A handwritten signature in black ink that reads "Klayton F. Fennell".

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

**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
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(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
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**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:
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Individual

Other. Describe in an Exhibit.

Exhibit No. N/A
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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
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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
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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
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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
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### 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.

Yes  No

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.

Exhibit No. 6
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### 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
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**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.

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:

<b><u>Title of Voting Class</u></b>	<b><u>Name of Beneficial Owner</u></b>	<b><u>Amount Beneficially Owned</u></b>	<b><u>% of Class</u></b>
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.

<b>Officer Name</b>	<b>Title</b>
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
Karen Dougherty Buchholz	Senior Vice President - Administration
A. Melissa Maxfield	Senior Vice President - Congressional and Federal Government Affairs
Jennifer Khoury Newcomb	Senior Vice President - Corporate and Digital Communications

<b>Officer Name</b>	<b>Title</b>
D'Arcy F. Rudnay	Senior Vice President - Corporate Communications
	Chief Communications Officer
Robert S. Pick	Senior Vice President - Corporate Development
Rebecca Arbogast	Senior Vice President - Global Public Policy
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
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
Maria Arias	Vice President - Diversity and Inclusion
Bret Perkins	Vice President - External and Government Affairs
Kevin P. O'Connor	Vice President - Federal Tax



**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](http://www.cmcsa.com) under "Financials." A hard copy will be provided upon request.

# XFINITY TV

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**Overview** Xfinity TV brings customers more of the content they love, wherever they are, on any device. The X1 platform is an Entertainment Operating System that gives customers an interactive TV experience, providing instant access to all of their entertainment. Leveraging Internet Protocol (IP) technology and Comcast's cloud-enabled servers and network, the X1 platform enables customers to get integrated search, personalized recommendations and apps on TV. As part of cloud technology innovation, Comcast is currently rolling out the X1 DVR with cloud technology and live in-home streaming.

- Key Offerings**
- View 300+ TV channels from major broadcast, cable and premium networks on TV, plus more than 100 HD channels.
  - Access more than 50,000 of the best and latest TV shows and movies across Xfinity On Demand
  - Stream 50+ live TV channels and thousands of TV shows and movies from Xfinity On Demand at Xfinity.com/TV and the Xfinity TV Go app.
  - Download popular TV shows and movies from Xfinity On Demand to the Xfinity TV Go app.
  - Watch practically your entire channel line-up of live TV in any room in the house on any device with live in-home streaming.
  - Access DVR recordings anywhere in your home through Xfinity.com/TV or the new Xfinity TV app on mobile devices, and download them to your device to watch anytime, anywhere.
  - Enjoy a huge selection of current season TV content, the best new release movies from all the major studios, and one of the broadest selections of independent films across platforms on Xfinity On Demand.
  - Access to a deep library of movies and TV shows across screens from Xfinity Streampix.
  - Schedule the DVR remotely, search live TV and On Demand listings, change the channel on the TV and select favorites online at Xfinity.com/TV and with the Xfinity TV Remote app.
  - Use motion and gesture controls to seamlessly find what to watch on live TV and Xfinity On Demand while viewing TV with the X1 Remote Control app.
  - Catch popular Spanish-language TV shows, movies, and kids' and music programming online at Xfinity.com/latinotv.
  - Watch Xfinity On Demand on the Xbox 360, and quickly find TV shows and movies with voice-activated commands or the wave of a hand via Kinect.
  - Access the Xfinity TV app on 2012 Samsung Smart TVs (planned for 2013 SmartTV models in 2014)

For more information about Xfinity TV, visit [www.xfinity.com/TV](http://www.xfinity.com/TV).



# XFINITY Internet

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**Overview** Comcast is the nation's largest Internet provider and delivers the fastest Internet speeds, along with reliable service. As the owner and operator of one of the most-advanced fiber-based networks in the country, our scale enables us to deliver more speed to more homes than any other service provider in the U.S. We've also invested in an advanced broadband technology platform, called DOCSIS 3.0. In the past 13 years, we have increased broadband speeds 12 times and we now offer a variety of speed tiers to best fit every customer's needs — from 3 Mbps to the ultra-fast 505 Mbps. Today we deliver up to 10 Gbps speeds to business customers.

**Key Offerings** Our service is more than just speed. For no additional cost, Internet customers also receive:

- **In-Home Wi-Fi:** Experience the fastest in-home Wi-Fi with our latest XFINITY Wireless Gateway, which can connect dozens of wireless devices.
- **Security:** Connect safely to the Internet with the most comprehensive online security offering in the industry, the Constant Guard Protection Suite (a \$360 value), which includes the top rated Norton Security Suite.
- **XFINITY Wi-Fi:** Stay connected on the go through hundreds of thousands of Wi-Fi hotspots today and even more in the future.
- **XFINITY Connect:** Communicate with family and friends either online or via the XFINITY Connect App, which enables users to send and receive email, access voicemail or manage contacts and digital calendars.

Comcast is also committed to closing the digital divide. We are spearheading an ambitious and comprehensive broadband adoption program called Internet Essentials. Through February 2014, this \$9.95/month service has connected more than 1.2 Million low-income Americans or 300,000 families to broadband Internet at home. For more information, visit [InternetEssentials.com](http://InternetEssentials.com) (for English) or [InternetBasico.com](http://InternetBasico.com) (for Spanish).

For more information about **XFINITY Internet**, visit <http://www.comcast.com/xfinity>.

\*As of Q4 2013



# XFINITY Voice

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**Overview** XFINITY Voice gives you reliable home phone service with more ways to connect and save. It's an innovative service that delivers unlimited nationwide calling with the best call clarity plus, enhanced features that can help lower your wireless bill. Find your everywhere voice and stay more connected with XFINITY Voice.

**Key Offerings**

- Unlimited Nationwide Calling and Texting:** With XFINITY Voice you not only get the best call clarity but also Unlimited nationwide calling and texting on Wi-Fi enabled devices at home and on the go. Simply use the free XFINITY Connect app to call and text as much as you like via Wi-Fi without a wireless plan.
- Readable Voicemail:** See what you can't hear and have your voicemails converted to email messages that you can check from anywhere, on any device.
- Assign a Number:** With the free XFINITY Connect app, your iPod Touch and tablet can call and text like a smartphone, without a wireless plan. Assign a personal phone number to up to five Wi-Fi enabled devices and turn your devices into a phone.
- Advanced Call Forwarding:** Whether you're in the car or at work you can still answer your home phone. Connect up to four Wi-Fi enabled devices to your home phone and your calls will always find you.
- Universal Caller ID:** See who's calling your home phone on your TV, computer, home phone and smartphone.

For more information about XFINITY Voice, visit <http://www.comcast.com/xfinity>.

\*As of Q4 2013



# Comcast Business

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**Overview** Backed by industry-leading, 24/7 tech-class support, Comcast Business provides advanced communication solutions to help companies meet their business objectives. Comcast Business leverages Comcast's powerful, next generation network, our technical and operational expertise and our local resources to offer a wide range of products and services, an enhanced fiber-based network and experienced customer service, all to help a business's bottom line.

## Key Offerings

### Data Solutions

**Comcast Business Internet** offers businesses a feature-rich, reliable and secure Internet solution. Comcast offers its business customers four tiers of Internet service with download speeds starting at 16 Mbps downstream and 3 Mbps upstream and going up to 150 Mbps downstream and 20 Mbps upstream via next-generation DOCSIS 3.0. Customers also get additional features such as Cloud Services by Microsoft, advanced security with Norton Business Suite and Website Hosting services at no extra charge.

**Comcast Business Ethernet** delivers secure, scalable, high-performance point-to-point and multipoint connectivity over a fully owned, national fiber-based network. Optimized for mid-sized business with multiple locations in a metropolitan area or region, Comcast Business Ethernet provides an entirely new level of reliable, scalable and secure Internet connectivity that is significantly faster than legacy technologies.

### Voice Solutions

**Comcast Business Voice** is a reliable voice alternative with integrated and advanced features for businesses that has been rated best in call clarity\*. Customers get unlimited local and long-distance calling, and advanced call management and voicemail options including hunt group, call holding, call transfer, three-way calling, call forwarding, business directory listings, the ability to receive email or text notifications of voicemail, the ability to listen and manage voicemail online, and more.

**Comcast Business VoiceEdge** is a cloud-based voice and unified communications (UC) solution that delivers a common user experience, high-definition (HD) quality voice service and a full suite of productivity-enhancing features that are fully-managed and delivered over Comcast's advanced network. The service comes in complete, affordable packages that include Polycom HD phones, unlimited nationwide calling, professional installation, training options, and a mobile app for Android and iOS.

**Comcast Business Trunks** provide connectivity between a customer's Private Branch Exchange (PBX) and Comcast's advanced network. The scalable service allows customers to purchase based on the concurrent calls the business needs.

### Video Solutions

**Comcast Business TV** provides reliable and cost-effective video solutions to satisfy a variety of customers' business needs at office locations such as conference rooms and waiting areas. Packages run from basic TV to upgrades including the Sports Pack, Canales Selecto (Hispanic networks) and Music Choices.

### Upware

Upware is a suite of business-grade cloud solutions that can be purchased and managed through one integrated web portal. The Upware marketplace ([business.comcast.com/Upware](http://business.comcast.com/Upware)) contains business applications from industry-leading companies in key categories, including Data Backup, Data Security, Collaboration, and eSignature. Major Upware partners include DocuSign, Norton, Carbonite, Box, Microsoft and Cisco.

For more information about **Comcast Business**, visit [www.business.comcast.com](http://www.business.comcast.com).



*\*Call clarity claim based upon January 2012 call clarity analysis by Tektronix*

Updated Q4 2013