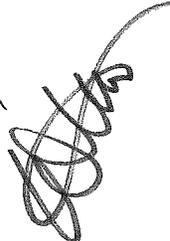


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STATE OF INDIANA

INDIANA UTILITY REGULATORY COMMISSION

APPLICATION OF TIME WARNER) ENTERTAINMENT COMPANY, L.P.) FOR A CERTIFICATE OF FRANCHISE) AUTHORITY TO PROVIDE VIDEO) SERVICE IN THE STATE OF INDIANA)	CAUSE NO. 43153 VSP 02 APPROVED: MAY 11 2010
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BY THE COMMISSION:
DeAnna L. Brunner, Administrative Law Judge

On March 12, 2010, Time Warner Entertainment Company, L.P. (“Applicant”) filed with the Indiana Utility Regulatory Commission (“Commission”) its Application for a Certificate of Franchise Authority (“Application”) to provide video service within the State of Indiana pursuant to Ind. Code § 8-1-34 *et seq.* On April 30, 2010, Applicant filed amendments to the Application.

Based upon information contained in the Application and applicable law, the Commission makes the following findings:

1. Commission Notice and Jurisdiction. Notice of the Application was provided on the Commission’s website in accordance with General Administrative Order 2006-5. The Applicant requests the issuance of a Certificate of Franchise Authority (“CFA”) pursuant to Ind. Code § 8-1-34-17 and, therefore, the Commission has jurisdiction over the Applicant and the subject of this Cause.

2. Commission Discussion and Findings. The Applicant filed an application for a CFA on the application form prescribed by the Commission and provided information describing the video service that it is proposing to provide in (a) designated service area(s) within the State of Indiana as reflected on Amended Exhibit C, a copy of which is attached hereto.

Based upon the information provided by the Applicant in its Application, the Commission finds the Application to be complete and properly verified. Therefore, in accordance with Ind. Code § 8-1-34-17(a), the Commission finds that a CFA for the video services within the designated service area(s) as identified in the Application should be issued to the Applicant and that the Applicant should be authorized to use and occupy public rights-of-way in the delivery of the requested video services, subject to state and local laws and regulations governing the use and occupancy of public rights-of-way and the police powers to enforce such laws and regulations. The granting of this CFA is subject to the Applicant’s lawful provision and operation of video service.

In addition, as a condition of receiving this CFA, the Commission finds the Applicant shall comply with all applicable legal requirements pertaining to the construction and operation of video services authorized by this CFA, including without limitation, the following:

- a. Notice to the Commission of any changes involving the Applicant or this CFA pursuant to Ind. Code § 8-1-34-20(a);
- b. Ten (10) days advance notice to any unit or unincorporated area included in the designated service area covered by this CFA in which the Applicant does not already provide video service, that the Applicant intends to provide video service in the unit's or unincorporated area's jurisdiction as required by Ind. Code § 8-1-34-20(b);
- c. Advance notice to customers in the event of a change in rates and charges for video service in accordance with Ind. Code § 8-1-34-20(c)(1);
- d. Advance notice to customers in the event the Applicant will cease to offer video service or any specific video programming that it currently offers in any of the Applicant's designated service areas in Indiana pursuant to Ind. Code § 8-1-34-20(c)(2);
- e. Annual filing, by March 1 of each year, of a report indicating changes (e.g., deletions and additions) in video programming or other programming service during the previous calendar year pursuant to Ind. Code § 8-1-34-20(a)(6);
- f. Quarterly filing with the Commission of updated maps indicating, at the census block level, the portion of authorized designated service areas in which the Applicant is actually offering video service or a statement indicating that no changes occurred during the quarter pursuant to Ind. Code § 8-1-34-20(a)(7);
- g. Ensure that access to video service is not denied to any group of potential residential video subscribers because of the income of the residents of the local area in which such group resides in accordance with Ind. Code § 8-1-34-28(b) and 47 USC § 541(a)(3);
- h. Payment and performance of any rights, duties, and obligations owed to any private person as required by Ind. Code § 8-1-34-22(c);
- i. Payment of all fees owed to units and unincorporated areas included within Applicant's service area as required by Ind. Code § 8-1-34-24; and
- j. Compliance with any requirements that may be imposed by the Commission regarding channels for public, educational and governmental programming ("PEG Channels") as set forth in Ind. Code §§ 8-1-34-25, 26, 26.5, and 27 that may be required at the time of, or subsequent to, issuance of the Certificate by Commission rules, upon petition of a unit or an unincorporated area included in the Applicant's designated service area or upon the Commission's own motion.

IT IS THEREFORE ORDERED BY THE INDIANA UTILITY REGULATORY COMMISSION that:

1. Subject to the Findings set forth in this Order, the Applicant, Time Warner Entertainment Company, L.P. it is hereby granted a Certificate of Franchise Authority to provide the requested video services in the Applicant's designated service areas within the State of Indiana.

2. Pursuant to Ind. Code § 8-1-34-17(a)(2), Applicant is granted authority to use and occupy public rights-of-way, subject to state and local laws and regulations and the police powers of local units to enforce such local laws governing the use and occupancy of public rights-of-way.

3. The authority granted in Order paragraphs 1 and 2 above is subject to the Applicant's lawful provision and operation of the video service.

4. This Order shall be effective on and after the date of its approval.

HARDY, ATTERHOLT AND MAYS CONCUR; LANDIS AND ZIEGNER ABSENT:

APPROVED: MAY 11 2010

I hereby certify that the above is a true and correct copy of the Order as approved.



**Brenda A. Howe
Secretary to the Commission**

Amended Exhibit C

DESIGNATED SERVICE AREA OF VIGO COUNTY, IN

Time Warner Cable Entertainment Company, L.P. ("Time Warner Cable") seeks authority to provide video service in the unincorporated areas of Vigo County, IN due to the expiration of its local franchise. Time Warner Cable provides this detailed description of the franchise area that was granted by the Vigo County local franchise authority, and this franchise area is so requested in this application for a Certificate of Franchise Authority.

COMMUNITY	COUNTY	TOWNSHIPS	ZIP CODES	FCC CUID
The unincorporated areas of Vigo County	Vigo County	Fayette	47802	IN0577
		Honey Creek	47803	
		Linton	47804	
		Lost Creek	47805	
		Nevins	47807	
		Otter Creek	47809	
		Pierson	47869	
		Prairie Creek	47870	
		Prairieton	47871	
		Riley	47874	
Sugar Creek	47876			
			47885	

In addition, Time Warner Cable provides a printed map of the requested service area with the unincorporated areas of Vigo County shaded in **Yellow**, and an electronic shape file that depicts these boundaries.

The following are municipal areas within Vigo County where Time Warner Cable currently provides service under a local franchise agreement.¹

Town of West Terre Haute, IN
 CUID IN0366
 Local franchise term 11/03/1996 to 11/02/2011

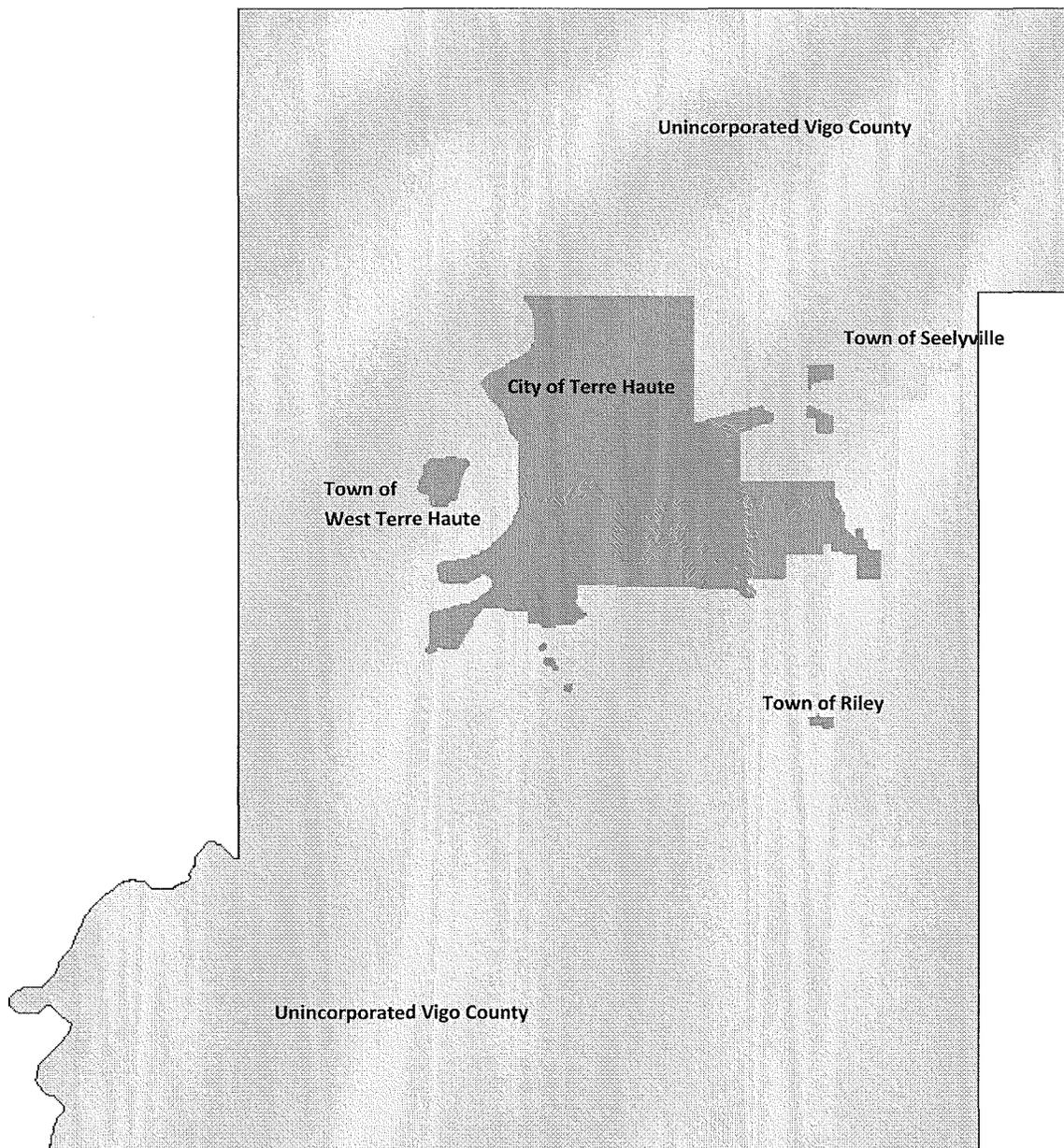
Town of Riley, IN
 CUID IN0613
 Local franchise term 01/03/1999 to 01/02/2014

City of Terre Haute, IN
 CUID IN0027
 Local franchise term 02/13/2006 to 02/12/2021

¹ If, at a subsequent date, Time Warner Cable wishes to increase the territory within this Designated Service Area to provide video service due to the expiration of a local franchise, Time Warner Cable will file the required Notice of Change with a detailed description of the change requested, including an updated map of the area to be served under the applicable Certificate of Franchise Authority.

Amended Exhibit C

DESIGNATED SERVICE AREA OF VIGO COUNTY, IN



-  State Franchise Areas Requested
-  Local Franchise Areas
-  No Operations