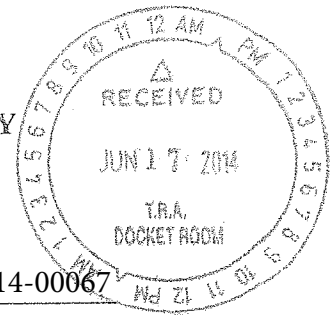


BEFORE THE
TENNESSEE REGULATORY AUTHORITY



PETITION OF
MIDWEST CABLE PHONE OF
TENNESSEE, LLC
FOR A CERTIFICATE AS A
COMPETING TELECOMMUNICATIONS
SERVICE PROVIDER

)
)
) Docket No. 14-00067
)
)

PETITION OF MIDWEST CABLE PHONE OF TENNESSEE, LLC
FOR A CERTIFICATE AS A COMPETING
TELECOMMUNICATIONS SERVICE PROVIDER

Comcast Corporation (“Comcast”) and Midwest Cable Phone of Tennessee, LLC (“Midwest Cable Phone-Tennessee”) request that the Tennessee Regulatory Authority (“TRA”) issue a certificate of public convenience and necessity (“CPCN”) to Midwest Cable Phone-Tennessee to operate as a competing telecommunications service provider throughout Tennessee. Midwest Cable Phone-Tennessee is an indirect, wholly owned subsidiary of Comcast. Midwest Cable Phone-Tennessee is an affiliate of Midwest Cable, LLC (“Midwest Cable”), which is currently a wholly-owned subsidiary of Comcast. However, in conjunction with the closing date of a transaction with Charter Communications Inc. (“Charter”), described herein, Midwest Cable will be spun off as an independent entity, with Midwest Cable Phone-Tennessee as an indirect, wholly owned subsidiary of Midwest Cable. Only after that spin-off will Midwest Cable Phone-Tennessee begin serving customers in Tennessee, so this petition seeks certification of the

independent Midwest Cable Phone-Tennessee post-spin-off.¹ Comcast and Midwest Cable Phone-Tennessee respectfully request that the TRA grant certification to Midwest Cable Phone-Tennessee, with that certification becoming effective automatically upon consummation of the spin-off. Midwest Cable Phone-Tennessee also provides notice to the TRA that, once operational, it intends to operate pursuant to Market Regulation, as permitted by T.C.A. § 65-5-109.

I. INTRODUCTION

The requested certification is related to the transaction by which Comcast plans to acquire Time Warner Cable Inc. ("TWC"). When that transaction was announced, Comcast stated its intention to reduce the combined company's video subscribers by approximately three million so that the number of Comcast's managed residential video subscribers would be less than 30 percent of the total U.S. multichannel video programming distributor ("MVPD") market. The proposed spin-off of Comcast cable systems into a new, independent, publicly traded cable company, Midwest Cable, together with two other transactions involving an exchange of systems between Comcast and Charter, will effectuate and indeed exceed Comcast's proposal, resulting in a divestiture of almost four million residential video subscribers.

Subsidiaries of Midwest Cable, including Midwest Cable Phone-Tennessee, will, when certificated, offer regulated and unregulated telecommunications services using assets contributed by Comcast. The newly created Midwest Cable will serve approximately 2.5

¹ Midwest Cable currently exists as a limited liability company that is a subsidiary of Comcast. As part of the spin-off described herein, Midwest Cable will be converted to a corporation. Midwest Cable Phone-Tennessee will remain as a limited liability company that is a subsidiary of the newly-converted corporation. Following the spin-off, the name of Midwest Cable Phone-Tennessee may be changed. Appropriate filings will be made with the TRA on a timely basis.

million legacy Comcast video subscribers in geographically aligned systems located in the Midwest and Southeast.

Immediately following the closing of the spin-off, Charter will acquire approximately one-third of the equity of Midwest Cable, with the remainder owned by Comcast shareholders at the time of closing (including former TWC shareholders). Comcast itself will have no ownership interest in or management or control of Midwest Cable after the spin-off is complete and, for the first eight years thereafter, will be prohibited from owning more than 1 percent of Midwest Cable's shares. In addition to its equity investment in Midwest Cable, Charter will support Midwest Cable's operations with a Services Agreement ("SA"), discussed below,² that will provide support for Midwest Cable's infrastructure and operations.

The Midwest Cable transaction will create substantial public interest benefits. While Midwest Cable will be a new company, it will be larger than all but four other cable companies in the United States and will have a tightly integrated, contiguous service footprint. This regional scale and geographic scope will facilitate investment in innovation and high-quality services within Midwest Cable's footprint. Furthermore, from the outset, Midwest Cable will be well positioned to compete aggressively in the highly competitive markets for high-speed Internet, voice, transport, and video services. The Midwest Cable systems will consist of the technologically advanced systems Comcast has deployed in Tennessee, which have been providing state-of-the-art voice, video and broadband services for years. In addition, a transition services agreement ("TSA") with Comcast will ensure seamless provision of high-quality service through the transition. Going forward, the services agreement ("SA") with Charter will ensure that Midwest Cable, and its subsidiary Midwest Cable Phone-Tennessee, will be able to take

² See *infra* Section V.

advantage of Charter's expertise in technology and provision of services, further ensuring that Midwest Cable will be able to provide excellent products and services to its customers. That arrangement, together with Charter's financial investment in Midwest Cable, also will allow Midwest Cable to leverage Charter's scale and scope — spurring joint investment in innovation, lowering shared input costs, and enhancing each company's ability to offer high-quality programming and advanced communications services.

II. DESCRIPTION OF THE PARTIES

A. Comcast

Comcast is a publicly traded corporation organized under the laws of Pennsylvania. Its principal offices are located at One Comcast Center, 1701 JFK Boulevard, Philadelphia, Pennsylvania 19103 and its telephone number is (215) 286-1700. Comcast is a global media and technology company with approximately 136,000 employees. Comcast's network facilities cover portions of 39 states and the District of Columbia. Comcast Cable is a leading provider of video, high-speed Internet, digital voice, and other next-generation services and technologies to millions of residential customers and small- and medium-sized businesses. Comcast currently owns and operates cable systems serving approximately 22.6 million video customers, including residential and business customers. It also delivers high-speed Internet service to approximately 21.1 million customers, including residential and business customers. Comcast also owns NBCUniversal, a global media, news, and entertainment company.

Using voice over Internet protocol ("VoIP") technology, Comcast provides facilities-based, digital-quality phone service to approximately 10.9 million customers, including residential and business customers. Comcast subsidiary Comcast Phone of Tennessee, LLC, and prospective Comcast subsidiary Time Warner Cable Information Services (Tennessee), LLC, are certificated as competitive local exchange carriers ("CLECs") in Tennessee. Prospective

subsidiary Time Warner Cable Business, LLC is certificated as an intrastate interexchange provider in Tennessee.

B. Midwest Cable

As part of this transaction, Comcast has created Midwest Cable and its affiliate Midwest Cable Phone-Tennessee, both of which currently are structured as limited liability companies that are wholly-owned subsidiaries of Comcast. After it is spun off from Comcast, however, Midwest Cable will be a publicly traded cable company structured as a corporation.³ Midwest Cable will have a seasoned management team, an advantageous footprint, and sufficient scale, enabling it and Midwest Cable Phone-Tennessee to compete vigorously to provide voice, Internet, and video services to residential and business customers. Charter will make available to Midwest Cable an array of services under a three-year SA (with automatic renewals for one-year terms unless terminated by either party). In conjunction with the SA between Midwest Cable and Charter, a TSA between Midwest Cable and Comcast will ensure that the customers moving from Comcast to Midwest Cable Phone-Tennessee experience minimal or no disruption of service. After Comcast spins Midwest Cable off to Comcast shareholders, Charter will acquire an approximate one-third stake in Midwest Cable, which it will obtain from Comcast shareholders (including former TWC shareholders) in exchange for Charter stock representing an approximate 13 percent stake in Charter (as of the time the Midwest Cable transaction was announced). The rest of Midwest Cable's equity will be held by Comcast shareholders (including former TWC shareholders) as of the closing of the spin-off.

³ Until the spinoff is consummated, Midwest Cable and its subsidiaries, including Midwest Cable Phone-Tennessee, will not be providing any service to customers. At consummation, Midwest Cable and its subsidiaries will receive assets and customers and begin providing service. Consequently, this application requests CPCN authority for the post-spin-off entity.

Midwest Cable will be entirely independent of Comcast and Charter. Comcast itself will not own shares in Charter or Midwest Cable following the closing of the spin-off. Charter, meanwhile, will be prohibited from increasing its stake in Midwest Cable for the first two years following the closing of the spin-off and, absent approval from Midwest Cable's non-Charter appointed directors or its non-Charter shareholders, from owning more than 49 percent of the company for the first four years following the closing of the spin-off. Midwest Cable will have a nine-member board of directors, with six independent directors and three directors designated by Charter, and core management consisting of the respected industry veterans identified below.

Charter will have strong incentives to see Midwest Cable – and its subsidiaries including Midwest Cable Phone-Tennessee – prosper, and Midwest Cable Phone-Tennessee will enjoy significant benefits from utilizing Charter's expertise, technology, and increased scale. Midwest Cable's success is thus further supported by the fact that Midwest Cable has strong incentives to use Charter's services, and Charter will be highly motivated to increase Midwest Cable's gross revenues. Finally, the two companies will have contiguous services areas which will allow them to collaborate efficiently in services and marketing.

III. DESIGNATED CONTACTS

Questions, correspondence, or other communications concerning this Petition should be directed to the following contacts:

For Comcast:

Brian A. Rankin
Senior Deputy General Counsel
Vice President, Chief Regulatory Counsel – Cable
Comcast Corporation
1701 John F. Kennedy Boulevard, 55th Floor
Philadelphia, PA 19103
(215) 286-7325 (tel)
(215) 286-5039 (fax)
Brian_Rankin@comcast.com

With copies to:

Henry Walker
Bradley, Arant, Boult, Cummings
Roundabout Plaza
1600 Division Street, Suite 700
Nashville, TN 37203
(615) 252-2363 (tel)
(615) 252-6363 (fax)
hwalker@babco.com

Jonathan V. Cohen
Wilkinson Barker Knauer LLP
2300 N Street, NW, Suite 700
Washington, DC 20554
(202) 783-4141 (tel)
(202) 783-5851 (fax)
joncohen@wbklaw.com

For Midwest Cable and Midwest Cable Phone-Tennessee:

Brian A. Rankin
1701 John F. Kennedy Boulevard, 55th Floor
Philadelphia, PA 19103
(215) 286-7325 (tel)
(215) 286-5039 (fax)
Brian_Rankin@comcast.com

With copies to:

Henry Walker
Bradley, Arant, Boult, Cummings
Roundabout Plaza
1600 Division Street, Suite 700
Nashville, TN 37203
(615) 252-2363 (tel)
(615) 252-6363 (fax)
hwalker@babco.com

Jonathan V. Cohen
Wilkinson Barker Knauer LLP
2300 N Street, NW, Suite 700
Washington, DC 20554
(202) 783-4141 (tel)
(202) 783-5851 (fax)
joncohen@wbklaw.com

IV. DESCRIPTION OF THE TRANSACTION

This petition is in anticipation of one of three transactions between Comcast and Charter that are related to the Comcast-TWC transaction. In this transaction, after the close of the Comcast-TWC transaction, Comcast plans to contribute to Midwest Cable assets and liabilities associated with cable systems serving approximately 2.5 million legacy Comcast video customers in Alabama, Georgia, Illinois, Indiana, Tennessee, Michigan, Minnesota, Ohio,

Tennessee, Virginia, and Wisconsin.⁴ Midwest Cable Phone-Tennessee will receive the telecommunications assets in Tennessee contributed by Comcast.⁵ As explained above, Comcast will then spin off Midwest Cable by distributing shares of Midwest Cable to the shareholders of Comcast, thereby establishing Midwest Cable as a new, independent, publicly traded cable company and Midwest Cable Phone-Tennessee as its telecommunications operating subsidiary in Tennessee.

In addition to the divestiture of cable systems to Midwest Cable, Comcast will divest to Charter cable systems serving approximately 1.5 million former TWC video customers across multiple states, and Comcast and Charter will exchange cable systems such that approximately 1.5 million former TWC video customers will be transferred to Charter and approximately 1.6 million Charter video customers will be transferred to Comcast, also across multiple states. These three transactions will (1) make good on, and in fact exceed, Comcast's offer to divest cable systems serving approximately three million customers, (2) create a new company with a rational and geographically well-aligned footprint and strong leadership and support, and (3) rationalize Comcast's footprint while allowing Midwest Cable and Charter to benefit from their contiguous geography.

V. MIDWEST CABLE WILL HAVE THE FINANCIAL, MANAGERIAL, AND TECHNICAL QUALIFICATION TO HOLD A CPCN AND THE TRANSFERRED CUSTOMERS AND ASSETS

Midwest Cable will be the fifth largest cable company, with a compact, geographically rational footprint and scale and leadership in its own right that will enable it to compete aggressively on price, quality, innovation, and service with incumbent local exchange carriers

⁴ Comcast also will contribute two local programming channels: (1) the Comcast Television Network, which primarily serves systems in Michigan; and (2) Hoosier TV, which primarily serves systems in Indiana.

⁵ The necessary filing(s) for that transfer will be made with the TRA at the appropriate time.

("ILECs"), other telco video providers, direct broadcast satellite ("DBS") providers, and other service providers.

Midwest Cable's leadership team, which will be comprised of industry veterans, will guide the new company's effort. Michael Willner, a 40-year cable industry veteran and former Insight Communications, Inc. co-founder and CEO, will serve as President and CEO of Midwest Cable. Matthew Siegel, currently Time Warner Cable SVP and Treasurer, will serve as Chief Financial Officer. Tom Rutledge, President and CEO of Charter, will serve as Chairman of Midwest Cable's Board of Directors, a non-executive position. Mr. Rutledge will be joined by a team of industry-leading directors, including Rick D'Avino, Dennis S. Hersch, Wendell F. Holland, Greg Doody, James Chiddix, Gregory Maffei, Christopher L. Winfrey, and Jill Greenthal.⁶ Together, they will assemble a team of seasoned executives who will shepherd Midwest Cable's delivery of high-quality, advanced services, and establish its reputation for high-return investment and innovation.

Midwest Cable also will be a financially sound company. Attached in Exhibit 6 are *pro forma* financial statements for Midwest Cable. These statements give effect to the spin-off of cable systems serving approximately 2.5 million current Comcast subscribers into the newly formed public entity. The Midwest Cable pro forma financial information provided in this Exhibit includes: (1) an Unaudited Pro forma Condensed Combined Balance Sheet as of March 31, 2014; (2) an Unaudited Pro Forma Condensed Combined Statement of Income for the three months ended March 31, 2014; (3) an Unaudited Pro Forma Condensed Combined Statement of Income for the year ended December 31, 2013; and (4) the Notes to the Unaudited Pro Forma Information. The Unaudited Pro Forma Condensed Combined Balance Sheet and Statements of

⁶ The relevant biographies of Midwest Cable's directors are provided in Exhibit 5.

Income should be read in concert with the Notes provided, and with the basic understanding that the Midwest Cable unaudited pro forma financial information is based upon the subject cable systems' past integrated operation with Comcast. Notwithstanding, there are certain fundamental financial factors that should be highlighted from the unaudited pro forma financial information and accompanying Notes:

- The estimated enterprise value of the cable systems to be spun-off to Midwest Cable is \$14.7 billion.
- Midwest Cable's assets will include cable systems serving approximately 2.5 million video customers.
- The 2013 annual revenue in the unaudited pro forma financial information for the systems to be spun off to Midwest Cable was over \$4.5 billion

Midwest Cable also will benefit from a compact, geographically aligned service area of contiguous communities. In addition, its service area will be aligned with that of Charter, thereby facilitating the companies' collaboration pursuant to the SA. These contiguous service areas will create operational, procurement, and marketing efficiencies both for Midwest Cable on its own and for Midwest Cable and Charter working together, which will substantially benefit consumers over the long run through more innovation, better quality services, and competitive prices. Midwest Cable will own valuable systems concentrated primarily in Alabama, Indiana, Kentucky, Michigan, Minnesota, and Tennessee. It will also have a strong presence in important Midwestern population centers, including Detroit, Minneapolis/St. Paul, Indianapolis, and Grand Rapids. Midwest Cable's compact service area also will reduce the cost of delivering services over fixed networks and improve returns on additional investments in physical infrastructure and associated labor. For example, a contiguous service area can minimize driving distances to and between customers and service centers, enabling Midwest Cable's workforce (including any

functions outsourced to Charter under the SA) to respond quickly and cost effectively to customer care requests.

As noted above, under the SA, Charter will provide a robust array of services and support to Midwest Cable, under the supervision and authority of Midwest Cable's independent executive management team, including in the following areas:

- Programming management services
- Procurement
- Product development and strategy
- Internet connectivity
- Fiber connectivity, collocation, and other business services
- Operational support for voice, video, and data products
- Operational support for internal infrastructure and back-office transition
- Local number management and portability
- Field operations
- Order entry and provisioning
- Subscriber service agent call answering and training
- Subscriber billing and billing system management
- Marketing services and database support
- Residential and commercial sales
- Licensing of trademarks and IP

This substantial support from Charter, an industry leader in deploying next-generation technology and services, will enhance Midwest Cable's ability to serve as an effective provider of broadband Internet, video, and voice services.

The economic efficiencies Midwest Cable will realize from its geographic rationalization and scale, as well as the significant support available to it through its SA with Charter, will in turn yield substantial benefits for residential and business customers. Midwest Cable will be a strong competitor to regional ILECs, which have long dominated the market for voice services. Midwest Cable will provide voice services using VoIP technology within its service areas, stepping into the shoes of Comcast as a key competitor in those markets, and succeeding to Comcast's sophisticated VoIP technology and offerings. Because of its collaboration with Charter, Midwest Cable will be in the unique position of being able to combine the best of

Comcast's VoIP offerings and technology with Charter's high-quality, advanced voice service offerings, and will be able to rely on the expertise of former Comcast employees and current Charter support. This will ensure that Midwest Cable is a strong VoIP competitor in Tennessee, offering customers a significant alternative to the other wireline and VoIP offerings offered by AT&T, CenturyLink and other established operators.

Business customers in Midwest Cable's footprint, including Metro Ethernet customers and wireless carriers seeking competitive backhaul alternatives, will benefit from Midwest Cable's and Charter's strategically aligned regional scope and scale. Lack of scale and geographic scope have traditionally complicated efforts by cable providers to compete with incumbents for small to mid-sized businesses, as well as regional and super-regional businesses. To serve larger business customers with multiple sites across a given geographic region effectively, business service providers typically must have a correspondingly broad regional footprint, and one without significant gaps in coverage areas. The Midwest Cable transaction addresses this particular issue by carving out a sufficiently contiguous footprint and including within it areas in and/or around the major Midwestern business hubs of Detroit, Minneapolis/St. Paul, Indianapolis, and Grand Rapids. This scale will enhance Midwest Cable Phone-Tennessee's ability to be an effective competitor in Tennessee. Furthermore, and as previously noted, because Midwest Cable's systems will largely be adjacent to Charter's, the two companies will have the ability and incentive to work together in offering high-quality services to regional and super-regional businesses and wireless carriers across a broader geographic footprint, thereby positioning the companies to compete aggressively with the ILECs in Tennessee in serving these communications needs – producing lower prices and innovative, high quality services for the business community and wireless carriers.

Comcast had already begun to compete for this business in the Midwest cable markets, and had made small inroads on which Midwest Cable, with Charter's assistance, can meaningfully build, becoming a significant regional competitor. Relatedly, with its concentrated scale, Midwest Cable will have incentives to bring more of the region's business's locations "on net" through fiber build-outs, which in turn will allow the company to serve smaller businesses and wireless backhaul providers.

VI. ADDITIONAL REQUIREMENTS

Midwest Cable intends to comply with all rules, regulations, and orders of the TRA regarding the provision of telecommunications services in Tennessee applicable to the services it plans to provide. Midwest Cable Phone will not provide regulated voice services and therefore many of the TRA's rules and policies concerning the provision of voice service are not applicable.

Midwest Cable does not require customer deposits and does not at this time plan to conduct any telemarketing in Tennessee.

Pursuant to Tennessee Code Annotated § 65-5-212, Midwest Cable's small and minority owned telecommunications business participation plan is attached as an exhibit.

A bond is attached as an exhibit. The original will be filed separately.

The pre-filed testimony of Beth Choroser, Executive Director of Regulatory Affairs, Cable Division, Comcast Cable, is attached as an exhibit.

Midwest Cable has served notice of this Application to the eighteen ILECs in Tennessee. A certificate of service is attached.

VII. CONCLUSION

The foregoing demonstrates that the public interest will be served by granting Midwest Cable Phone-Tennessee a CPCN as requested. Because Midwest Cable Phone-Tennessee will begin serving customers in Tennessee only after the spin-off, it is respectfully requested that the TRA promptly grant certification to Midwest Cable Phone-Tennessee, with that certification becoming effective for the purpose of providing service to customers automatically upon consummation of the spin-off.

Respectfully submitted,

By: Henry Walker with permission JJD
Henry Walker (B.P.R. No. 000272)
Bradley Arant Boult Cummings, LLP
1600 Division Street, Suite 700
Nashville, TN 37203
Phone: 615-252-2363
Email: hwalker@babco.com

June 17, 2014

LIST OF EXHIBITS

1. List of incumbent telephone companies to whom a copy of the application is being sent
2. Certificate of Formation
3. Authorization to do business in Tennessee
4. Corporate Organizational Charts
5. Managerial and Technical Resources
6. Financial Information
7. Small and Minority-Owned Business Participation Plan
8. Surety Bond
9. Pre-Filed Testimony

EXHIBIT 1

INCUMBENT TELEPHONE COMPANIES TO WHOM A COPY OF THE
APPLICATION IS BEING SENT

CERTIFICATE OF SERVICE

I hereby certify that on the 17th day of June, 2014, a copy of the Application for Certificate of Public Convenience and Necessity was served on the parties of record, via hand-delivery, overnight delivery or U.S. Mail, postage prepaid, addressed as follows:

Ardmore Telephone Company, Inc.
P.O. Box 549
Ardmore, TN 38449

BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201

CenturyTel of Adamsville
P.O. Box 4065
Monroe, LA 71211

CenturyTel of Claiborne, Inc.
P.O. Box 4065
Monroe, LA 71211

CenturyTel of Ooltewah-Collegedale, Inc.
P.O. Box 4065
Monroe, LA 71211

Frontier Communications of Tennessee
f/k/a Citizens Communications of Tennessee
300 Bland Street
P.O. Box 770
Bluefield, WV 24701

Frontier Communications of the Volunteer State
f/k/a Citizens Communications of the Volunteer State
300 Bland Street
P.O. Box 770
Bluefield, WV 24701

Concord Telephone Exchange (TDS Telecom)
P.O. Box 22995
Knoxville, TN 37933

Crockett Telephone Company, Inc. (TEC)
c/o TSI Processing Center

P.O. Box 24207
Jackson, MS 39225

Humphrey's County Telephone Company
P.O. Box 22995
Knoxville, TN 37933

Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
4880 Navy Road
Millington, TN 38053

Peoples Telephone Company, Inc. (TEC)
c/o TSI Processing Center
P.O. Box 24207
Jackson, MS 39225

Embarq Communications, Inc.
14111 Capital Blvd.
Wake Forest, NC 27587

Tellico Telephone Company (TDS Telcom)
P.O. Box 22995
Knoxville, TN 37933

Tennessee Telephone Company (TDS Telecom)
P.O. Box 22995
Knoxville, TN 37933

United Telephone Company
P.O. Box 38
Chapel Hill, TN 37034

West Tennessee Telephone Company (TEC)
c/o TSI Processing Center
P.O. Box 24207
Jackson, MS 39225

Henry Walker with permission

JKJ

Henry Walker (B.P.R. No. 000272)
BRADLEY ARANT BOULT CUMMINGS LLP
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, Tennessee 37203
(615) 252-2363

EXHIBIT 2

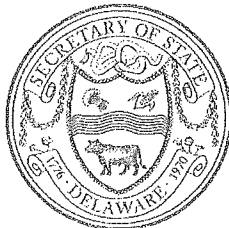
CERTIFICATE OF FORMATION

Delaware

PAGE 1

The First State

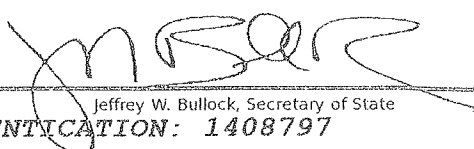
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MIDWEST CABLE PHONE OF TENNESSEE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 2014, AT 4:20 O'CLOCK P.M.



5540181 8100

140719927

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1408797

DATE: 05-29-14

CERTIFICATE OF FORMATION

OF

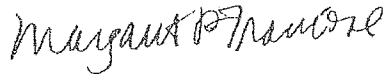
MIDWEST CABLE PHONE OF TENNESSEE, LLC

This Certificate of Formation of Midwest Cable Phone of Tennessee, LLC, dated May 27, 2014, is being duly executed and filed by Margaret P. Francione, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-201, et seq.).

FIRST: The name of the limited liability company formed hereby is Midwest Cable Phone of Tennessee, LLC.

SECOND: The name and address of the registered agent for service of process in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.



Margaret P. Francione, Authorized Person

EXHIBIT 3

AUTHORIZATION TO DO BUSINESS IN TENNESSEE



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Midwest Cable Phone of Tennessee, LLC
1701 JOHN F KENNEDY BLVD
PHILADELPHIA, PA 19103-2838

June 6, 2014

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	760338	Formation Locale:	DELAWARE
Filing Type:	Limited Liability Company - Foreign	Date Formed:	05/27/2014
Filing Date:	06/06/2014 12:22 PM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2015
Duration Term:	Perpetual	Image # :	7349-1755
Managed By:	Member Managed		

Document Receipt

Receipt # : 1529649	Filing Fee:	\$300.00
Payment-Account - CFS-1, NASHVILLE, TN		\$300.00

Registered Agent Address:
C T CORPORATION SYSTEM
STE 2021
800 S GAY ST
KNOXVILLE, TN 37929-9710

Principal Address:
1701 JOHN F KENNEDY BLVD
PHILADELPHIA, PA 19103-2838

Congratulations on the successful filing of your Application for Certificate of Authority for Midwest Cable Phone of Tennessee, LLC in the State of Tennessee which is effective on the date shown above. Visit the TN Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.


Tre Hargett
Secretary of State

Processed By: Tammy Morris

349.1756, 06/06/2014, 12:22:46, Received by Tennessee Secretary of State Tre Hargett

APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

For Office Use Only

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

The name of the Limited Liability Company is: Midwest Cable Phone of Tennessee, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: _____

City: _____ State: _____ Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.

☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

6/06/2014

Signature Date

Senior Vice President

Signer's Capacity (if other than individual capacity)

Signature

Arthur R. Block

Name (printed or typed)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDWEST CABLE PHONE OF TENNESSEE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JUNE, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MIDWEST CABLE PHONE OF TENNESSEE, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 2014.

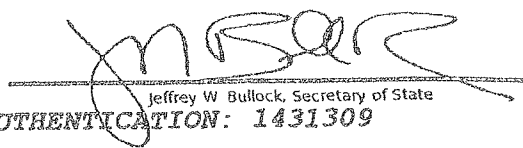
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



5540181 8300

140805501

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1431309

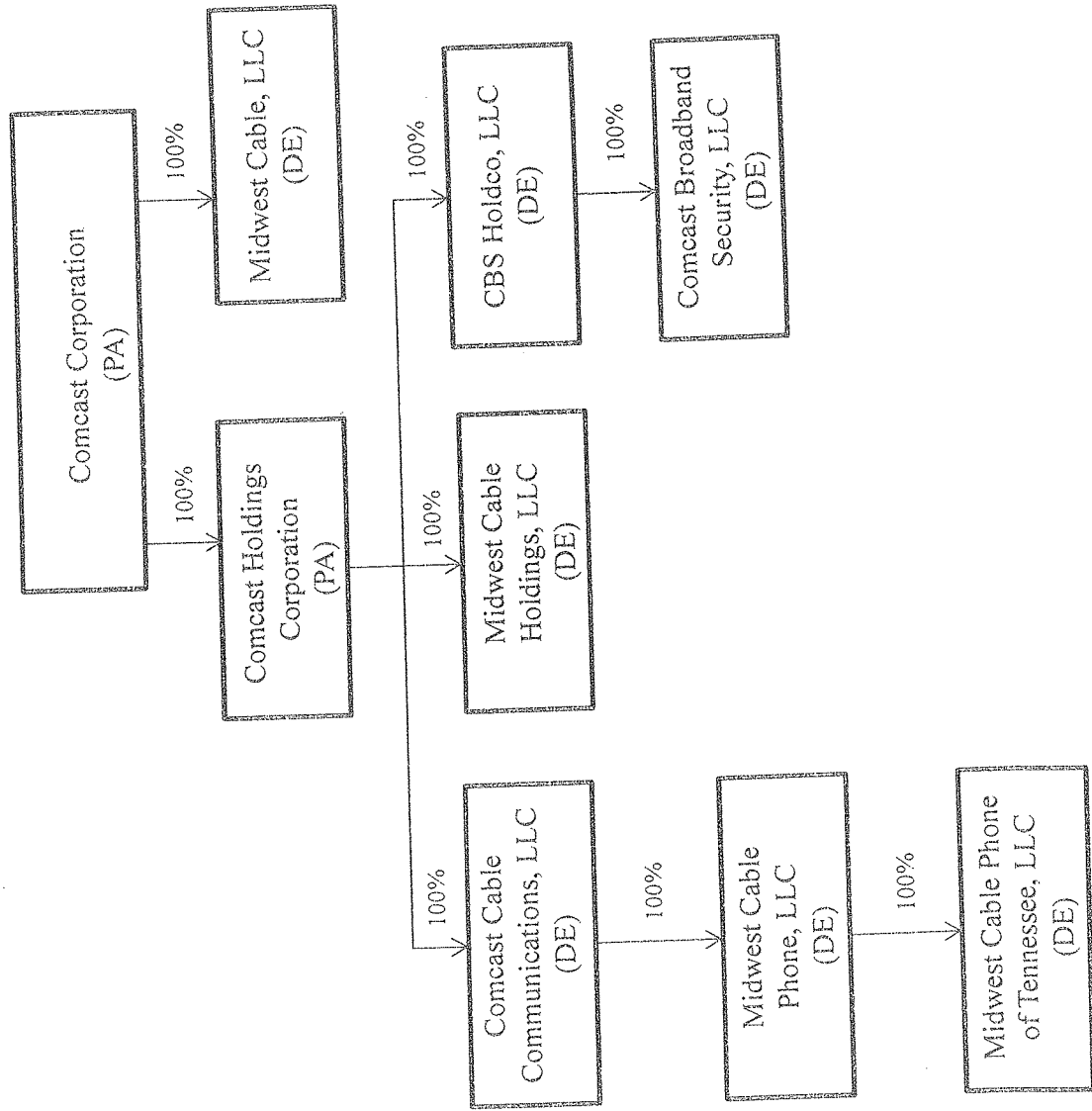
DATE: 06-06-14

143.1757, 06/06/2014, 12:22:47, Received by Tennessee Secretary of State Tre Hargett

EXHIBIT 4

CORPORATE ORGANIZATIONAL CHARTS

Midwest Cable - Pre-Transaction Structure -- Tennessee



Midwest Cable - Post-Transaction Structure - Tennessee

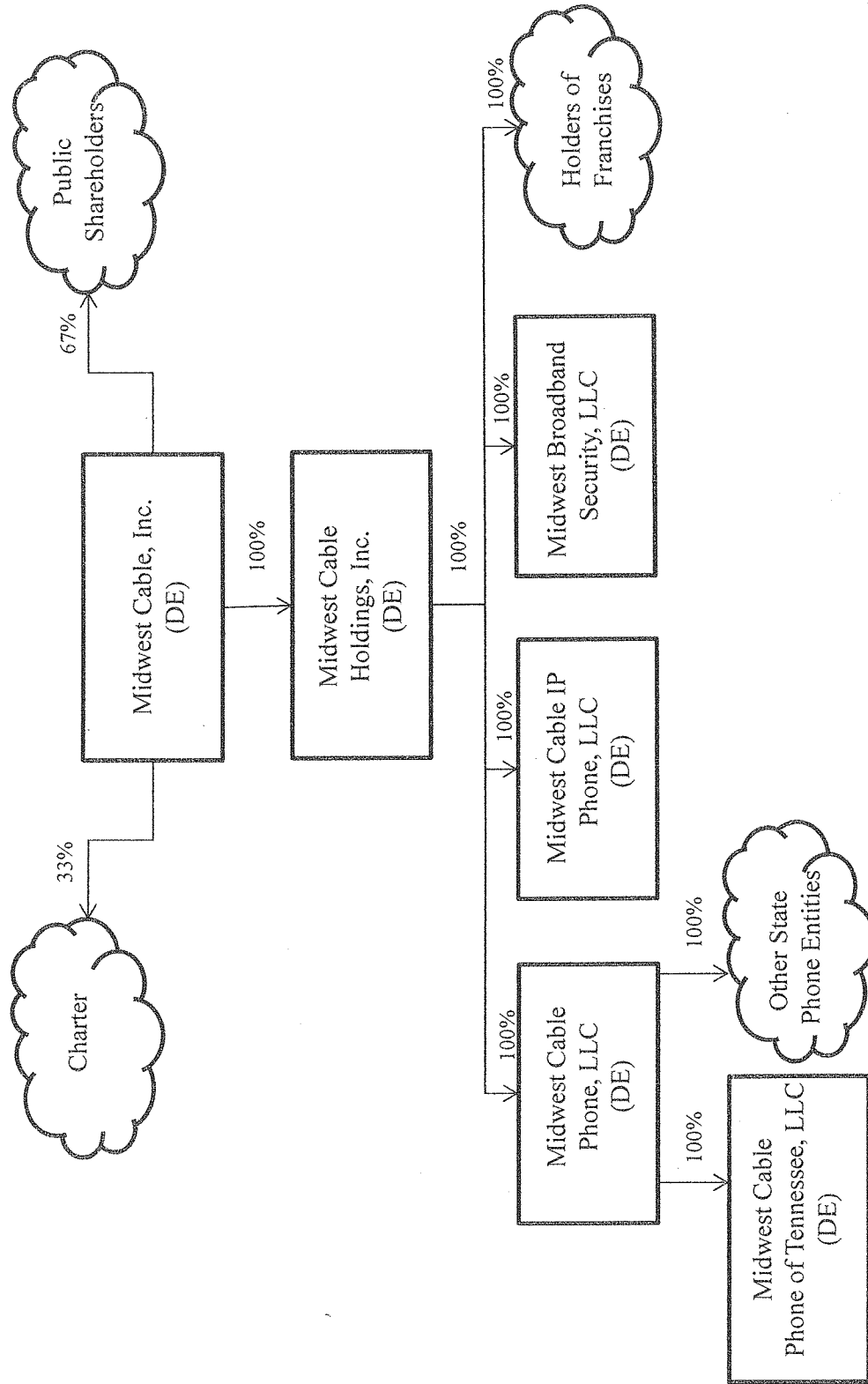


EXHIBIT 5

MANAGERIAL AND TECHNICAL RESOURCES

Biographies of Directors of Midwest Cable¹

Rick D'Avino joined General Atlantic in 2014 and works closely with the Resources Group, investment teams and portfolio companies on all matters related to taxes. Mr. D'Avino served as Vice President and Senior Tax Counsel of the General Electric Company from 1991 through 2013. He was on the Boards of Directors of GE Capital Corporation and GE Capital Services, and of GE SeaCo, a joint venture between GE and Sea Containers Ltd. Prior to GE, Mr. D'Avino was a tax partner at King & Spalding, and served as an Attorney-Advisor and the Deputy Tax Legislative Counsel in the U.S. Treasury Department.

James Chiddix has spent a career of 35 years in the cable industry, including senior roles at both major service providers and equipment suppliers. He was the Chairman and Chief Executive Officer of OpenTV Corporation prior to his retirement in 2007, having served in this position from March 2004 until April 2007. From 2007 to 2009, he served as the Vice-Chairman of the Board of OpenTV. Prior to 2004, his previous roles included President at MystroTV (a division of Time Warner) and Chief Technology Officer and Senior Vice President, Engineering and Technology at Time Warner Cable. Mr. Chiddix has served as a director of Arris Group, Inc. since July 2009, and of Magnum Semiconductor Inc. since October 2010. Mr. Chiddix previously served on the boards of Virgin Media Inc., Symmetricom Inc., Dycom Industries Inc., and Vyvyo Inc. Mr. Chiddix attended the School of Electrical Engineering at Cornell University.

Gregory L. Doody became Senior Vice President, Business Affairs for Vineyard Brands in January 2014. He previously served as Executive Vice President, Programming and Legal Affairs for Charter Communications, a position to which he was appointed in January 2011 after having previously served as Executive Vice President and General Counsel since December 1, 2009. He also served as Charter's Chief Restructuring Officer and Senior Counsel in connection with its Chapter 11 proceedings after being appointed on March 25, 2009. Prior to coming to work for Charter, Mr. Doody served as Executive Vice President, General Counsel, and Secretary of Calpine Corporation from July 2006 through August 2008. From July 2003 through July 2006, Mr. Doody held various positions at HealthSouth Corporation, including Executive Vice President, General Counsel, and Secretary. Mr. Doody served as an executive officer of Charter during the pendency of its Chapter 11 cases in 2009. Mr. Doody earned a J.D. degree from Emory University School of Law and received a bachelor's degree in management from Tulane University. Mr. Doody is a certified public accountant.

Dennis S. Hersch is President of N.A. Property, Inc., through which he acts as a business advisor to Mr. and Mrs. Wexner, and has done so since February 2008. He also serves as a trustee of several trusts established by Mr. and Mrs. Wexner. He was a Managing Director of J.P. Morgan Securities Inc., an investment bank, from December 2005 through January 2008, where he served as the Global Chairman of its Mergers & Acquisitions Department. Mr. Hersch was a partner of Davis Polk & Wardwell LLP, a New York law

¹ One additional Midwest Cable director will be named at a later date.

firm, from 1978 until December 2005. Mr. Hersch has served as a director at Sprout Foods, Inc., a producer of organic baby food, since 2009. Mr. Hersch also served as a director of NBCUniversal Enterprise, Inc., a subsidiary of Comcast Corporation from 2013 to May 2014, and Clearwire Corporation, a wireless, high-speed Internet service provider, from November 2008 to 2013.

Wendell F. Holland served as Chairman of the Pennsylvania Public Utilities Commission and as Treasurer of the National Association of Regulatory Utility Commissioners (NARUC), in addition to serving on NARUC's Executive Committee, its Board of Directors, and as Chairman of its Audit and Investment committees. He is an attorney in private practice. Mr. Holland has organized and participated in several international programs relating to regulatory reform and energy sustainability. He has represented clients and advised governments on utility matters in more than 25 countries. Between his terms as PUC Chairman, Mr. Holland was Of Counsel at Obermayer Rebmann Maxwell & Hippel LLP from 1999 to 2003; Vice President of American Water Works Company from 1996 to 1999, and a Partner at Leboeuf Lamb Greene and Macrae LLP from 1993 to 1995, and at Saul Ewing LLP from 2009 to 2013. Mr. Holland holds a B.S. from Fordham University and a J.D. from the Rutgers University School of Law, Camden.

Gregory Maffei is the President and CEO and a director of Liberty Media Corporation and Liberty Interactive Corporation. Liberty Media owns interests in a broad range of media, communications and entertainment businesses, including SiriusXM, Charter Communications, Live Nation Entertainment and the Atlanta Braves. Liberty Interactive has interests in digital commerce businesses, including TripAdvisor, QVC, Provide Commerce, Backcountry.com, Bodybuilding.com, CommerceHub, BuySeasons, Evite, Expedia, Tree.com, Interval Leisure Group, and HSN. Liberty's stocks have significantly outperformed the major stock indices and comparable companies under his tenure. Mr. Maffei also serves as Chairman of the Liberty-related companies Live Nation Entertainment, SiriusXM, Starz and TripAdvisor, and as a director of Charter Communications and Zillow. Prior to his joining Liberty in 2005, Mr. Maffei served as President and CFO of Oracle, Chairman, President and CEO of 360networks, CFO of Microsoft and Chairman of the Board of Expedia. Additionally, he has served as a director of Barnes & Noble, Citrix, DIRECTV, Dorling Kindersley, Electronic Arts and Starbucks Coffee. He has an MBA from Harvard Business School, where he was a Baker Scholar, and an AB from Dartmouth College.

Thomas M. Rutledge was appointed as a director and President and Chief Executive Officer of Charter Communications effective on February 13, 2012. A 34 year cable industry veteran, Mr. Rutledge served as Chief Operating Officer of Cablevision from April 2004 until December 2011 and previously served as president of Time Warner Cable. He began his career in 1977 at American Television and Communications ("ATC"), a predecessor company of Time Warner Cable. Mr. Rutledge currently serves on the board of the National Cable and Telecommunications Association ("NCTA").

He served as Chairman of the NCTA from 2008 to 2010 and currently serves on the boards of CableLabs, C-SPAN, and the Cable & Telecommunications Association for Marketing (“CTAM”) Educational Foundation. In 2011, Mr. Rutledge received NCTA’s Vanguard Award for Distinguished Leadership, the cable industry’s highest honor. He is a member of the Cable Hall of Fame and was inducted into the Broadcasting and Cable Hall of Fame in 2011. He received a B.A. in economics from California University in California, Pennsylvania in 1977.

Christopher L. Winfrey joined Charter Communications as Executive Vice President and Chief Financial Officer on November 1, 2010. Mr. Winfrey is responsible for all of Charter’s financial functions, including accounting, financial planning and analysis, tax and treasury, mergers and acquisitions, capital structure activities, and investor relations. He also directs Charter’s supply chain management, facilities, revenue assurance, and business intelligence teams. Prior to joining Charter, Mr. Winfrey served as Chief Financial Officer and Managing Director of Unitymedia GmbH, Germany’s second-largest provider of media and communications services via broadband cable, from March 2006 through October 2010. Mr. Winfrey was also appointed Managing Director of Unitymedia Management GmbH, Unitymedia Hessen Verwaltung GmbH, and Unitymedia NRW GmbH in March 2006 and arena Sport Rechte und Marketing GmbH in April 2008. He has held leadership and finance positions with Cablecom and NTL Europe, assuming a key role in the operational turnaround, triple-play services rollout, and capital markets development at these companies over the last decade. Mr. Winfrey graduated from the University of Florida, with a B.S. degree in Accounting. He also received his M.B.A. from the University of Florida.

EXHIBIT 6

FINANCIAL INFORMATION

Midwest Cable
Unaudited Pro Forma Financial Information
As of and for the Three Months Ended March 31, 2014 and
for the Twelve Months Ended December 31, 2013

Midwest Cable
Unaudited Pro Forma Condensed Combined Balance Sheet
As of March 31, 2014

(in millions)	Comcast Cable Systems in Spin-Off Transaction	Midwest Cable Indebtedness	Combined Midwest Cable
Assets			
Current Assets:			
Cash and cash equivalents	\$ -	\$ 600	\$ 600
Receivables, net	152	-	152
Other current assets	27	-	27
Total current assets	179	600	779
Property and equipment, net	1,957	-	1,957
Franchise rights	6,231	-	6,231
Goodwill	1,391	-	1,391
Other intangible assets, net	90	-	90
Other noncurrent assets, net	7	-	7
Total assets	\$ 9,855	\$ 600	\$ 10,455
Liabilities and Equity			
Current Liabilities:			
Accounts payable and accrued expenses related to trade creditors	\$ 294	\$ -	\$ 294
Deferred revenue	3	-	3
Accrued expenses and other current liabilities	204	-	204
Total current liabilities	501	-	501
Long-term debt, less current portion	-	8,800	8,800
Deferred income taxes	3,053	-	3,053
Other noncurrent liabilities	34	-	34
Equity	6,267	(8,200)	(1,933)
Total liabilities and equity	\$ 9,855	\$ 600	\$ 10,455

Midwest Cable
Unaudited Pro Forma Condensed Combined Statement of Income
For the Three Months ended March 31, 2014

	Comcast Cable Systems in Spin-Off Transaction	Midwest Cable Indebtedness	Combined Midwest Cable
(in millions)			
Revenue	\$ 1,134	\$ -	\$ 1,134
Cost and Expenses:			
Programming and production	258	-	258
Other operating and administrative	278	-	278
Advertising, marketing and promotion	54	-	54
Depreciation	130	-	130
Amortization	7	-	7
	727	-	727
Operating income	407	-	407
Other Income (Expense):			
Interest Expense	-	(121)	(121)
	-	(121)	(121)
Income before income taxes	407	(121)	286
Income tax (expense) benefit	(159)	47	(112)
Net Income	\$ 248	\$ (74)	\$ 174

Midwest Cable
Unaudited Pro Forma Condensed Combined Statement of Income
For the Year ended December 31, 2013

	Comcast Cable Systems in Spin-Off Transaction		Midwest Cable Indebtedness	Combined Midwest Cable
(in millions)				
Revenue	\$	4,557	\$ -	\$ 4,557
Cost and Expenses:				
Programming and production		971	-	971
Other operating and administrative		1,152	-	1,152
Advertising, marketing and promotion		241	-	241
Depreciation		518	-	518
Amortization		34	-	34
		2,916	-	2,916
Operating income		1,641	-	1,641
Other Income (Expense):				
Interest Expense		(1)	(484)	(485)
		(1)	(484)	(485)
Income before income taxes		1,640	(484)	1,156
Income tax expense		(640)	189	(451)
Net Income	\$	1,000	\$ (295)	\$ 705

Midwest Cable
Notes to Unaudited Pro Forma Financial Information

Note 1. Basis of Presentation

The unaudited pro forma financial information is provided to give effect to a spin-off of cable systems serving approximately 2.5 million Comcast Corporation (“Comcast”) subscribers (the “spin-off transaction”) into a newly formed public entity (“Midwest Cable”). The Unaudited Pro Forma Condensed Combined Balance Sheets are presented as if the spin-off transaction had occurred on March 31, 2014. The Unaudited Pro Forma Condensed Combined Statements of Income for the three months ended March 31, 2014 and the year ended December 31, 2013 are presented as if the spin-off transaction had occurred on January 1, 2013, the beginning of the earliest period presented. The unaudited pro forma financial information has been developed from and should be read in conjunction with the Comcast unaudited interim condensed consolidated financial statements contained in the Comcast Quarterly Report on Form 10-Q for the three months ended March 31, 2014, and the Comcast audited consolidated financial statements contained in the Comcast 2013 Annual Report on Form 10-K, as well as the unaudited pro forma financial information included in the Comcast Corporation Registration Statement on Form S-4/A filed with the Securities and Exchange Commission on May 23, 2014 and the assumptions and adjustments set forth in the explanatory notes contained therein. The spin-off transaction is presented from the historical perspective of Comcast and the unaudited pro forma financial information may not be indicative of how this business would operate as a stand-alone entity.

The unaudited financial information for the Midwest Cable cable systems is integrated with Comcast and is not for a stand-alone entity. The unaudited pro forma financial information reflects the preliminary allocations of assets, liabilities, revenue and expenses directly attributable to these cable systems, as well as certain other preliminary allocations deemed reasonable by management, to present the unaudited pro forma financial information. The financial information does not include costs associated with shared facilities (e.g., corporate headquarters and related administrative overhead allocations). Accordingly, the financial information in these columns does not fully reflect the financial position or results of operations as if these cable systems were stand-alone entities for the periods presented. The preliminary estimate of the amount of such costs to be allocated to the Comcast cable systems in the spin-off transaction is \$245 million for the year ended December 31, 2013.

The unaudited pro forma financial information is provided for illustrative purposes only and is based on available information and assumptions that Comcast believes are reasonable.

Note 2. The Charter Divestiture Transactions

The Charter divestiture transactions consist of the following three transactions: (1) the spin-off transaction, (2) an exchange of cable systems serving approximately 1.5 million TWC subscribers for cable systems serving approximately 1.7 million Charter subscribers (the “exchange transaction”), and (3) a sale to Charter of cable systems serving approximately 1.5 million TWC subscribers for cash (the “sale transaction”). In connection with the spin-off transaction, Comcast will form Midwest Cable, which will hold and operate cable systems currently serving approximately 2.5 million Comcast subscribers.

Under the terms of the Comcast/Charter Transactions Agreement, the value for the spin-off transaction will be based on 7.125 times of the divested systems’ Carveout 2014 EBITDA (as defined in the Comcast/Charter Transactions Agreement). This would equate to an enterprise value estimated to be \$14.7 billion. The Carveout 2014 EBITDA was estimated using the 2013 results of the cable systems included in this unaudited pro forma financial information, adjusted for overhead allocations (as defined in the Comcast/Charter Transactions

Agreement), and applying a 2014 growth rate to the 2013 amounts. The 5.10% growth rate used is based on Wall Street research consensus estimates for 2014 EBITDA for Comcast's Cable Communications segment.

EXHIBIT 7

SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-112, as amended, Midwest Cable Phone of Tennessee, LLC ("Midwest Cable Phone-Tennessee") submits this small and minority-owned telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of § 65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Midwest Cable Phone-Tennessee is committed to the goals of § 65-5-112 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. Midwest Cable Phone-Tennessee will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Midwest Cable Phone-Tennessee will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Midwest Cable Phone-Tennessee of such opportunities. Midwest Cable Phone-Tennessee's representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Midwest Cable Phone-Tennessee will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in § 65-5-112.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Midwest Cable Phone-Tennessee's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Midwest Cable Phone-Tennessee's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Richard R. Wolfe
Vice President, Government & Regulatory Affairs
Central Division, Comcast Cable
600 Galleria Parkway, Suite 1100
Atlanta, GA 30339
678.385.5178

The administrator's responsibilities will include:

1. Maintaining an updated Plan in full compliance with § 65-5-112 and the rules and orders of the Tennessee Regulatory Authority;
2. Establishing and developing policies and procedures necessary for the successful implementation of the Plan;

3. Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates;
4. Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in § 65-5-112;
5. Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts;
6. Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority; and
7. Providing information and educational activities to persons within Midwest Cable Phone-Tennessee and training such persons to seek out, encourage and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

1. **National Minority Supplier Diversity Council ("NMSDC"):** We are national members of this organization. Additionally, we partner with seven of the local councils in order to find qualified minority-owned businesses with which to partner.
2. **Women in Cable and Telecommunications ("WICT"):** This is a cable-specific organization that assists Comcast in identifying women-owned businesses specific to the cable industry, among other things.

3. **National Association for Minorities in Cable ("NAMIC"):** This is a cable-specific organization that assists Comcast in identifying minority-owned businesses specific to the cable industry, among other things.

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Midwest Cable Phone-Tennessee will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Midwest Cable Phone-Tennessee will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Midwest Cable Phone-Tennessee will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Midwest Cable Phone-Tennessee will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

By: _____

Richard R. Wolfe

Vice President, Government & Regulatory Affairs
Central Division, Comcast Cable

Dated: JUNE 16, 2014

EXHIBIT 8

SURETY BOND

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 09152524

MIDWEST CABLE PHONE OF TENNESSEE, LLC
WHEREAS, 1701 John F. Kennedy Blvd, 49th Floor, Philadelphia, PA 19103-2838 (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

FIDELITY AND DEPOSIT COMPANY OF MARYLAND
WHEREAS, 1400 American Lane, Schaumburg, IL 60196-1056 (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 9th day of June, 2014, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

MIDWEST CABLE PHONE OF TENNESSEE, LLC

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL

Name:

Title:

SURETY

FIDELITY AND DEPOSIT COMPANY OF MARYLAND

Name of Surety

1400 American Lane
Schaumburg, IL 60196-1056

Address of Surety

SIGNATURE OF SURETY AGENT

Name: Wayne G. McVaugh

Title: Attorney-in-Fact

Address of Surety Agent:

Aon Risk Services Central, Inc.

One Liberty Place, 1650 Market Street

Philadelphia, PA 19103

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF _____
COUNTY OF _____

Before me, a Notary Public of the State and County aforesaid, personally appeared _____
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of _____, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this _____ day of _____, _____.

My Commission Expires:

Notary Public

ACKNOWLEDGMENT OF SURETY

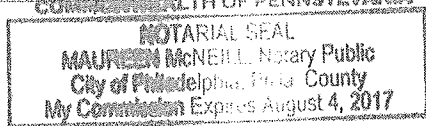
STATE OF PA _____
COUNTY OF Philadelphia _____

Before me, a Notary Public of the State and County aforesaid, personally appeared Wayne G. McVaugh
_____ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of FIDELITY AND DEPOSIT COMPANY OF MARYLAND, the within named Surety, a corporation licensed to do business in the
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 9th day of June, 2014.

My Commission Expires:

August 4, 2017



Maureen McNeill
Notary Public Maureen McNeill

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
Authority, State of Tennessee, this _____ day of _____, 20____.

Name:

Title:

ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the ZURICH AMERICAN INSURANCE COMPANY, a corporation of the State of New York, the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, a corporation of the State of Maryland, and the FIDELITY AND DEPOSIT COMPANY OF MARYLAND a corporation of the State of Maryland (herein collectively called the "Companies"), by THOMAS O. MCCLELLAN, Vice President, in pursuance of authority granted by Article V, Section 8, of the By-Laws of said Companies, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, do hereby nominate, constitute, and appoint Douglas R. WHEELER, Mary C. O'LEARY, Maureen MCNEILL, Wayne G. MCVAUGH, Elizabeth MARRERO, Jaquanda LONG and Marina TAPIA, all of Philadelphia, Pennsylvania, EACH its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: any and all bonds and undertakings, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Companies, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the ZURICH AMERICAN INSURANCE COMPANY at its office in New York, New York., the regularly elected officers of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at its office in Owings Mills, Maryland., and the regularly elected officers of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at its office in Owings Mills, Maryland., in their own proper persons.

The said Vice President does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article V, Section 8, of the By-Laws of said Companies, and is now in force.

IN WITNESS WHEREOF, the said Vice-President has hereunto subscribed his/her names and affixed the Corporate Seals of the said ZURICH AMERICAN INSURANCE COMPANY, COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, and FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 20th day of February, A.D. 2013.

ATTEST:

ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND



By:

Gregory E. Murray

Assistant Secretary
Gregory E. Murray

Thomas O. McClellan

Vice President
Thomas O. McClellan

State of Maryland
City of Baltimore

On this 20th day of February, A.D. 2013, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, THOMAS O. MCCLELLAN, Vice President, and GREGORY E. MURRAY, Assistant Secretary, of the Companies, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and acknowledged the execution of same, and being by me duly sworn, depose and saith, that he/she is the said officer of the Company aforesaid, and that the seals affixed to the preceding instrument are the Corporate Seals of said Companies, and that the said Corporate Seals and the signature as such officer were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

Maria D. Adamski

Maria D. Adamski, Notary Public
My Commission Expires: July 8, 2015



EXTRACT FROM BY-LAWS OF THE COMPANIES

"Article V, Section 8, Attorneys-in-Fact. The Chief Executive Officer, the President, or any Executive Vice President or Vice President may, by written instrument under the attested corporate seal, appoint attorneys-in-fact with authority to execute bonds, policies, recognizances, stipulations, undertakings, or other like instruments on behalf of the Company, and may authorize any officer or any such attorney-in-fact to affix the corporate seal thereto; and may with or without cause modify or revoke any such appointment or authority at any time."

CERTIFICATE

I, the undersigned, Vice President of the ZURICH AMERICAN INSURANCE COMPANY, the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, and the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that Article V, Section 8, of the By-Laws of the Companies is still in force.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the ZURICH AMERICAN INSURANCE COMPANY at a meeting duly called and held on the 15th day of December 1998.

RESOLVED: "That the signature of the President or a Vice President and the attesting signature of a Secretary or an Assistant Secretary and the Seal of the Company may be affixed by facsimile on any Power of Attorney...Any such Power or any certificate thereof bearing such facsimile signature and seal shall be valid and binding on the Company."

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at a meeting duly called and held on the 5th day of May, 1994, and the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seals of the said Companies,
this 9th day of June, 20 14.



A handwritten signature in cursive script, reading "James M. Carroll".

James M. Carroll, Vice President

EXHIBIT 9

PRE-FILED TESTIMONY

BEFORE THE
TENNESSEE REGULATORY AUTHORITY

PETITION OF
MIDWEST CABLE PHONE OF
TENNESSEE, LLC
FOR A CERTIFICATE AS A
COMPETING TELECOMMUNICATIONS
SERVICE PROVIDER

)
)
) Docket No. _____
)
)

DIRECT TESTIMONY OF BETH CHOROSER

Q. PLEASE STATE YOUR NAME, BUSINESS ADDRESS AND POSITION.

A. My name is Beth Choroser. I am currently employed by Comcast Corporation as Executive Director of Regulatory Affairs – Cable Division. I am authorized to testify on behalf of Midwest Cable Phone of Tennessee, LLC ("Midwest Cable Phone-Tennessee" or "Applicant") in support of this Application. My business address is One Comcast Center, 1701 JFK Boulevard, 55th Floor, Philadelphia, PA 19103.

Q. PLEASE DESCRIBE YOUR EDUCATIONAL AND BUSINESS BACKGROUND.

A. I received a Bachelor of Arts degree from Pennsylvania State University and a Master of Business Administration from Syracuse University. I have worked in various capacities in both the communications industry and the electric utility industry. My experience includes work in the areas of rates, billing, taxation, regulatory reporting, tariffs, interconnection, numbering, universal service, regulatory policy, and regulatory compliance. From 1985 to 1988, I worked for New England Electric System as a rate analyst and later as staff assistant to the Chief Operating Officer. In those roles, I performed cost of service studies and fuel cost studies, and testified before the state commission on fuel cost charges. I also oversaw budgeting for the Chief Operating Officer. From 1997 to 1999, I was with ATX Telecommunications. Initially I had responsibility for billing specifications and revenue assurance. Subsequently, I managed the end-user taxation and regulatory functions. I have been with the Comcast organization since 2000. From 2000 to 2003, I was the Manager of Regulatory Compliance for the company's start-up commercial voice business, Comcast Business Communications, LLC. I had responsibility for tariffs, billing compliance, interconnection, regulatory reporting, end-user taxation, and surcharging. From 2003 to the present, I have held positions of increasing responsibility for regulatory matters related to the company's residential and commercial voice and telecommunications business, including promotion to my current position.

Q. ARE ALL STATEMENTS IN MIDWEST CABLE PHONE-TENNESSEE'S APPLICATION TRUE AND CORRECT TO THE BEST OF YOUR KNOWLEDGE?

A. Yes.

Q. DOES THE APPLICANT POSSESS THE REQUISITE MANAGERIAL, FINANCIAL, AND TECHNICAL ABILITIES TO PROVIDE THE SERVICES FOR WHICH IT HAS APPLIED FOR AUTHORITY?

Yes. The Applicant's managerial, financial and technical abilities are described in the Petition and accompanying exhibits.

Q. WHAT SERVICES WILL THE APPLICANT OFFER?

A. Applicant intends to offer competitive voice and data telecommunications services throughout Tennessee. All voice services will be provided using unregulated, VOIP technology. The Applicant will also offer Metro Ethernet data services.

Q. WILL THE GRANTING OF A CERTIFICATE OF CONVENIENCE AND NECESSITY TO MIDWEST CABLE PHONE-TENNESSEE SERVE THE PUBLIC INTEREST?

A. Yes. The TRA's grant of the Certificate requested by the Applicant would serve the public interest because the Applicant is technically, managerially, and financially qualified to provide quality services to consumers within the State of Tennessee. Moreover, the grant of applications for competing licenses to provide telecommunications service promotes the public interest by expanding the variety and availability of alternative sources of telecommunications services in the State of Tennessee. It is well-established that increased competition leads to lower prices, service innovation and more responsive customer service, which over time stimulates consumer utility and demand for the services supplied by all providers, including the incumbents. Incumbent providers also respond to robust competition by improving the efficiency of their operations and expanding the market to which they offer their services, ultimately benefiting consumers and the Tennessee economy statewide. Accordingly, granting the Applicant the authority to provide competitive telecommunications services will lead to an increase in the range of competitive choices available to users of telecommunications services and create an incentive for existing service providers to improve quality and decrease prices, thereby creating multiple public benefits.

Q. DOES THE APPLICANT INTEND TO COMPLY WITH ALL TRA RULES, STATUTES, AND ORDERS PERTAINING TO THE PROVISION OF REGULATED TELECOMMUNICATIONS SERVICES IN TENNESSEE, INCLUDING THOSE FOR THE DISCONNECTION AND RECONNECTION OF SERVICE?

A. Yes.

Q. HAS ANY STATE EVER DENIED THE APPLICANT, OR ONE OF ITS AFFILIATES, AUTHORIZATION TO PROVIDE INTRASTATE SERVICE?

A. No.

Q. HAS ANY STATE EVER REVOKED THE CERTIFICATION OF THE APPLICANT, OR ONE OF ITS AFFILIATES?

A. No.

Q. HAS THE APPLICANT, OR ONE OF ITS AFFILIATES, EVER BEEN INVESTIGATED OR SANCTIONED BY ANY REGULATORY AUTHORITY FOR SERVICE OR BILLING IRREGULARITIES?

A. No.

Q. WHO IS KNOWLEDGEABLE ABOUT THE APPLICANT'S OPERATIONS AND WILL SERVE AS THE APPLICANT'S REGULATORY AND CUSTOMER SERVICE CONTACT?

A. I am the regulatory contact.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

A. Yes.

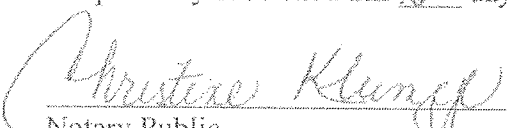
I swear that the foregoing testimony is true and correct to the best of my knowledge.



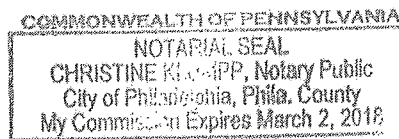
BETH CHOROSER

Executive Director of Regulatory Affairs – Cable Division
Comcast Corporation

Respectfully submitted this 16th day of JUNE, 2014.


Notary Public

Commonwealth of Pennsylvania
County of Philadelphia



My commission expires: March 2, 2018