

Exhibit 5

Letter from Comcast to CM Quincy



VIA ELECTRONIC AND U.S. MAIL

February 23, 2015

Hon. John Quincy
Chair, Ways and Means Committee
City of Minneapolis, Communications Department
350 South Fifth Street, Rm. 307
Minneapolis, MN 55415

Re: CenturyLink Video Franchise Application

Dear Councilman Quincy:

The City of Minneapolis (the “City”) issued a Notice of Intent to Franchise (herein the “Notice”) an additional cable system operator last month. The Notice states that the City will hold a public hearing on February 23, 2015, at 1:30 p.m. “to consider any franchise applications it receives...” I am writing to provide you with Comcast’s position in regard to the process and limited record in front of you today.

At the outset, let me state clearly that Comcast welcomes a fair and robust competitive marketplace made up of responsible competitors, and we do not oppose the granting of an equitable cable franchise to CenturyLink. Consumers can choose from numerous video options today, including Comcast, DirectTV, DISH Network, and “over the top”-services like Netflix, Amazon, Apple TV and Hulu. This fiercely competitive landscape is challenging, but it brings out the best in each company – at least when competitors face a level playing field that treats similar providers in a similar manner.

I. Comcast’s Interest in This Proceeding.

Comcast has made substantial financial investments in its cable system over the years to serve the City with a state-of-the-art network. In order to provide cable services and locate its cable system within public rights-of-way, Comcast has operated since December 2009 under a cable franchise issued by the City (the “Comcast Franchise”). The Franchise Agreement has required much of Comcast, including notably:

- A requirement that Comcast offer cable service to customers throughout the corporate boundaries of the City and, specifically, to every residential dwelling unit within those boundaries where the density is at least thirty (30) dwelling units per mile and within one mile of the cable system in existence at the time the franchise was granted (Comcast Franchise, sections 1.1 and 1.2);
- Line extension requirements, requiring Comcast to extend its cable system plant, subject to that same density threshold, to any new or previously unserved homes within 125 feet

- of Comcast's feeder cable (Comcast Franchise, section 1.1);
- Dark fiber connecting sites throughout the City of Minneapolis; and
- A franchise fee equal to 5% of Comcast's gross revenue from its cable services (Comcast Franchise, section 4).

CenturyLink's franchise application either rejects or is silent regarding whether and to what extent it will agree to many of the franchise obligations that have been required of Comcast.

II. Due Process.

The process by which the City considers the award of an additional franchise to CenturyLink must be transparent, adequate, thorough, and fair. Comcast fully expects that the same level of due diligence and scrutiny that the City would apply—and has applied—to Comcast and its predecessors will also be applied to CenturyLink.

By way of example, with respect to the renewal of a cable franchise, Comcast has come to expect extensive needs assessment studies, consisting of surveys and focus groups, technical reports, and examinations of Comcast's financial, legal and technical qualifications. Just recently, with respect to Comcast's proposed transfer of ownership to GreatLand Connections, the City participated in an extensive study of the financial qualifications of GreatLand Connections.

Minn. Stat. § 238.081, governing cable communications franchise procedure, provides for exactly this sort of basic procedural due process. If indeed cable franchise proceedings in accordance with Minn. Stat. § 238.081 are quasi-judicial in nature, then they must “involve an investigation into a disputed claim that weighs evidentiary facts, applies those facts to a prescribed standard, and results in a binding decision.” *In re Dakota Telecomm. Group*, 590 N.W.2d 644, 647 (Minn. Ct. App. 1999); *see also Barton Contracting Co. v. Afton*, 268 N.W.2d 712, 715 (Minn. 1978). At this point, CenturyLink's franchise application features several disputed questions. We thus urge the City to engage in the kind of proceeding described in *Barton, Dakota Telecom Group* and section 238.08 in order to answer those questions.

III. LEVEL PLAYING FIELD REQUIREMENTS AND THE FCC 621 ORDER.

Minnesota's extensive cable franchising statutory scheme provides, among other things, that “No municipality shall grant an additional franchise for cable service for an area included in an existing franchise on terms and conditions more favorable or less burdensome than those in the existing franchise pertaining to: (1) the area served; (2) public, educational, or governmental access requirements; or (3) franchise fees.” Minn. Stat. § 238.08, subd. 1(b).

Of particular concern is CenturyLink's build-out commitment that appears to stand in direct conflict with state law. While CenturyLink says its service will be “available” to over thirty

percent (30%) of households within the City, it gives no indication of where within the City it will offer cable service. Which households or communities within the City will CenturyLink choose to serve?

While we have not yet seen an actual draft CenturyLink franchise, we expect it to contain a reasonable full-service requirement – consistent with Minnesota law and the FCC’s 621 Order – so that, eventually, all neighborhoods in the City would have the same availability of service and access to cable competition, and so that all providers bare similar obligations.

The 621 Order only applies to actions or inactions at the local level where a state has not specifically circumscribed the LFA’s authority. This is not the case in Minnesota, where the law specifically requires non-discriminatory treatment on conditions such as build-out requirements. We have observed CenturyLink’s entry into other markets, such as Phoenix, Arizona, and their record raises concerns that build-out will be based upon income considerations of the selected areas. Only a thorough, open process, including meaningful hearings, can properly address these concerns, CenturyLink’s real intentions and the expectations of the community.

IV. CONCLUSION.

As stated above, Comcast does not oppose CenturyLink’s entry into the local market. But we are concerned that competitive providers who make use of the same rights-of-way as Comcast, and who are subject to the same federal law, the same state law and the same local regulatory authority, should be held to the same reasonable level of due diligence and procedure, as well as city-wide service requirement standards, similar to what Comcast has been held to.

There are many factual and legal questions raised by CenturyLink’s franchise application. Comcast has important interests at stake in this proceeding and requests that the City establish a fair, orderly, and open process that allows for meaningful public review and input.

Again, thank you for the opportunity to share our views with you on this important issue. Please do not hesitate to contact me if you have any questions, or if you need any additional information.

Sincerely,

Emmett V. Coleman
Vice President Government Affairs

Exhibit 6

Letter from CenturyLink to CM Glidden



James P. Campbell
Regional Vice President
Phone 303-992-5809

February 27, 2015

Elizabeth Glidden
Minneapolis City Council
350 S. 5th Street
Minneapolis, MN 55415

Re: Qwest Broadband Services, Inc. d/b/a CenturyLink Application to Provide Cable Communications Services to Citizens in Minneapolis

Dear Council Member Glidden:

During the hearing on Monday, February 23, 2015 regarding the above CenturyLink's application to bring cable communications competition to citizen of Minneapolis, you requested additional information on what deployment of Prism would look like pursuant to a "market success" model. The following describes the two key elements of this model: (1) an initial commitment to build to a certain percentage of the households in the City in a defined period of time; and (2) an obligation to build out to an additional percentage of households once a defined percentage of citizens in the initial footprint subscribe to our cable communications service.

Market Success. Franchisee will agree to build to a defined percent (usually 15 percent) of the City within three years of the franchise effective date. This establishes the minimum requirement, but Franchisee is free to expand its service footprint voluntarily. When the take rate (penetration) within the enabled footprint exceeds a defined percentage (generally 27.5 percent), then Franchisee has an obligation to build and extend its service to an additional 15 percent of the living units in the City.

CenturyLink has negotiated and implemented this model in cable franchises in Omaha, the Denver metropolitan area and Colorado Springs.

Thank you again for your time and attention.

Very truly yours,

A handwritten signature in blue ink that reads "James P. Campbell" with a stylized flourish at the end.

James P. Campbell

Cc: Peter Ginder
Matt Laible

1801 California Street
Denver, CO 80202
www.centurylink.com

Exhibit 7

Letter from CenturyLink to CM Quincy



James P. Campbell
Regional Vice President
Phone 303-992-5809

February 27, 2015

John Quincy
Chair, Ways and Means Committee
Minneapolis City Council
350 S. 5th Street, Room 307
Minneapolis, MN 55415

Councilmember Quincy,

First, thank you again for your time and attention to CenturyLink's application for a cable communications franchise before the Committee. As you are aware, Comcast submitted a letter, dated February 23, 2015, as part of the record.

In the letter, Comcast overtly accuses CenturyLink of discrimination stating that we based the build-out of the Prism network in Phoenix, Arizona, "upon income considerations of the selected areas". As you are further aware, if this allegation were true, CenturyLink would be violating Federal Law. While we understand Comcast's advocacy in this proceeding is designed to significantly delay and potentially impede CenturyLink's entry into the Twin Cities video market, making such an allegation into the public record of a quasi-judicial proceeding without any factual support is, at best, grossly irresponsible. This type of allegation could significantly harm the brand and reputation of our company. Further, having reviewed our rollout of Prism in the Phoenix metro area, this allegation is completely without any factual support or merit.

As a result, we would respectfully request that the Committee require Comcast to submit factual evidence into the record supporting this inflammatory allegation. If, as expected, no evidence is submitted, we respectfully request that the Committee order Comcast to immediately retract this statement from the record, and issue an apology to the Committee for deliberately and knowingly filing false and misleading information.

Thank you for your consideration in this matter.

Very truly yours,

A handwritten signature in blue ink that reads "James P. Campbell". The signature is written in a cursive style with a large initial "J".

James P. Campbell

Cc: Peter Ginder
Matt Laible

1801 California Street
Denver, CO 80202
www.centurylink.com

Exhibit 8

Testimony, Letters, E-Mails and other comments from the Public

Sign up List of Speakers at Public Hearing

Written Testimony of Pete Rhodes

Letter from Mahamoud Wardere to CM Quincy

Letter from Nasro Nur and 23 others to CM Quincy

Letter from Communications Workers of America Minnesota State Council, AFL-CIO to CM Quincy

Letter from Greater Friendship Missionary Baptist Church to CM Quincy

E-Mail from Andy Thompson to Minneapolis City Council Members

Comment from Robert Frame via phone

E-Mail from "amcgrane" to Council Committee Coordinators

E-Mail from Barry Walhof

name

address

Pete Rhodes

2214 Blaisdell Ave MPLS

Amanda Axvig

2016th Ave. NE MPLS



MY NAME IS PETE RHODES MY ADDRESS IS 2214 BLAISDELL AVE, MPLS.

I AM HERE TODAY NOT TO OBJECT TO COMPETITION BUT TO REQUEST FAIR AND EQUITABLE DISTRIBUTION OF ANY NEW CABLE FRANCHISE GRANTED IN MINNEAPOLIS AS REQUIRED BY STATE STATUE 238.08 SUBDIVISION 1B OF THE FRANCHISE REQUIREMENT

I BELEIVE ADHERENCE TO THESE CONDITIONS ARE IMPORTANT FOR THE COMMUNITIES I SERVE AND TO MY COMPANY FOR ANY CABLE FRANCHISE LICENSE GRANTED IN MINNEAPOLIS.

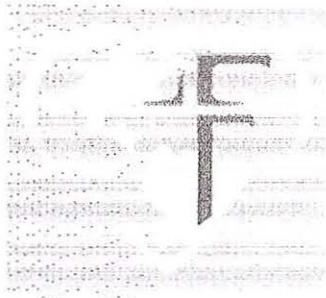
MY COMPANY BMA NETWORKS IS A PIONEER IN DELIVERING CULTURAL SPECIFIC MUSIC, ENTERTAINMENT, LOCAL NEWS AND EXCULSIVE FEATURES THROUGH PARTNERSHIP WITH OUR MINORITY MEDIA PARTNERS, BUSINESSES, CIVIC, SOCIAL AND RELIGIOUS ORGANIZATION SINCE 1984. OUR 24 HOUR CABLE CHANNEL IS DISTRIBUTED CURRENTLY ON COMCAST CHANNEL 937 REACHING 500,000 SUBSCRIBERS THROUGH THEIR ENTIRE SERVICE FOOT PRINT.

TODAY 65% OF AFRICAN AMERICANS AND OTHER DIVERSE COMMUNITIES TELEVISION VIEWING IS SPENT ON CABLE AND THE AFRICAN AMERICAN AUDIENCE DELIVERS 20% OF ALL CABLE IMPRESSIONS IN PRIME TIME VIEWING.

THIS IS MY AUDIENCE AND IF ANY NEW CABLE FRANCHISE IS NOT MANDATED TO COVER THE ENTIRE MARKET IT PLACES A ECONOMIC DISADVANTAGE TO MY COMMUNITY AND THE SERVICE I PROVIDE.

UNFAIR AND EQUITABLE SERVICE DISTRIBUTION AS PRESCRIBED IN STATE STATUE 238.08 IMPACTS AN ALREADY UNDERSERVED COMMUNITY AGAINST COMPETITIVE PRICING OPPORTUNITIES, BROADBAND SERVICES, CULTURAL SPECIFIC PROGRAMMING AND IT WOULD HAVE THE POTENTIAL OF TAKING AWAY AUDIENCE DEVELOPED OVER THE YEARS BY MY COMPANY BMA NETWORKS.

IN CLOSING, I WANT TO SUBMIT A LETTER FROM ONE OF OUR PARTNERS PASTOR BILLY G. RUSSELL PRESIDENT OF THE 10,000 MEMBER MINNESOTA BAPTIST CONVENTION. FINALLY I WOULD SUPPORT CABLE COMPETITION, ITS GOOD FOR OUR CONSUMERS AND MINORITY COMMUNITIES, AS LONG AS IT IS PROVIDES MINORITY BUSINESS AND PROGRAMMING OPPORTUNITIES AND A FAIR AND EQUITABLE DISTRIBUTION OF SERVICES AS REQUIRED.



February 23, 2015

Greater Friendship Missionary Baptist Church
Pastor Billy G. Russell

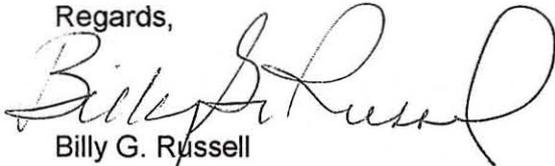
To Whom It May Concern,

It has been brought to my attention that Qwest communications dba Centurylink is petitioning the City of Minneapolis to grant a cable franchise license for its Prism cable service. Although I am in support of broader competition, I am concern by language in their proposed agreement to the city that indicates their cable service will be available to to only thirty percent of the market upon launch if granted. This would not adhere to existing franchise terms and conditions as prescribed by state law 238.08 Franchise Requirement section (B)

In addition, this would place an economic, programming and information disadvantage and potentially impact the communities that I and my colleagues service not covered in Centurylink's Prism cable service. I also support BMA Cable Networks who has provided local cultural specific programming for arts, music, education and information since 1984 to communities underserved by general media outlet.

Therefore, I will consult and discuss with other concerned members and congregations within my circle to promote these issues. I respectfully ask that this committee hold this and any future petition for cable franchise to current franchise requirements and furthermore use their authority to insure equitable service deployment, minority programming and economic opportunities be an integral provision to granting an agreement within our city.

Regards,



Billy G. Russell
Pastor/resident
Greater Friendship Missionary Baptist Church
Minnesota Baptist Convention

2600 East 38th Street, Minneapolis, MN 55406(612) 827-7928

February 19, 2015

Councilmember John Quincy
Chair, Ways and Means Committee
350 S. 5th St., Room 307
Minneapolis, MN 55415

Councilmember Quincy,

As a group of concerned citizen of Minneapolis we would like to share our concerns about a topic that has been brought to our attention. As active advocates of the local Somali community, We are very appreciative of the opportunity to be part of the democratic process at the local level.

Our current Mayor Betsy Hodges and this City Council has revived the important issue of ensuring that equity is a core part of moving our city forward. As a group of modern day immigrants, we welcome Minneapolis' commitment to equity.

Your committee will be reviewing a proposal by CenturyLink for a future franchise agreement with the City of Minneapolis to deliver video services. This would provide another competitive option for Minneapolis. But, the current application would make this option available to only 30% Minneapolis residents. We feel that this type of an agreement would allow Century Link to decide who gets service and could leave behind those that might not have a lot of resources. We are also concerned that there is no guarantee this competitive option would ever be made available to the remaining 70% of the city.

As the city moves forward, we hope you continue with your commitment to equity and continue to make decisions that reflect that commitment.

Sincerely,

Nasro Nur	2910 E. Franklin Ave # 1312 Minneapolis MN 55454
Fartun Abdulle	2910 E. Franklin Ave # 1616 Minneapolis MN 55406
Rakia Rage	2910 E. Franklin Ave # 414 Minneapolis MN 55406
Khadija Mohamud	2910 E. Franklin Ave # 2114 Minneapolis MN 55406
Manasiti Qulatin	2910 E. Franklin Ave # 1211 Minneapolis MN 55406
Hana Abdi	2910 E. Franklin Ave # 2106 Minneapolis MN 55406
Abdio Ahmed	2910 E. Franklin Ave # 410 Minneapolis MN 55406
Maryan Shirwa	2910 E. Franklin Ave # 1506 Minneapolis MN 55406
Muna Mohamed	2910 E. Franklin Ave # 509 Minneapolis MN 55406
Ruman Yusuf	2910 E. Franklin Ave # 2101 Minneapolis MN 55406
Habibo Dirie	2910 E. Franklin Ave # 205 Minneapolis MN 55406
Shukri Mohamed	2910 E. Franklin Ave # 1911 Minneapolis MN 55406
Dega Magan	2910 E. Franklin Ave # 809 Minneapolis MN 55406

Farhiya Abdi	1530 S. 6 th Street # C504 Minneapolis MN 55454
Hodan Jama	1530 S. 6 th Street # C1106 Minneapolis MN 55454
Abdigani Abdi	1615 S. 4 th Street # M901 Minneapolis MN 55454
Asha Abdi	1615 S. 4 th Street # M1107 Minneapolis MN 55454
Farhia Adan	2515 S. 9 th Street # 302 Minneapolis MN 55406
Faisa Ali	2515 S. 9 th Street # 1109 Minneapolis MN 55406
Khadija Mohamud	2929 Chicago Ave # 514 Minneapolis MN 55407
Fowsiya Yusuf	2929 Chicago Ave # 303 Minneapolis MN 55407
Fardowsa Ahmed	2929 Chicago Ave # 704 Minneapolis MN 55407
Mahamoud Wardere	2929 Chicago Ave # 303 Minneapolis MN 55407



**Communications Workers of America
Minnesota State Council, AFL-CIO**

Mona Meyer, President

3737 Minnehaha Ave South
Minneapolis, MN 55406

February 23, 2015

Chairman John Quincy
Ways & Means Committee
Minneapolis City Council
350 South 5th Street, Room 307
Minneapolis, Minnesota 55415

Dear Chairman Quincy and Committee Members,

I am writing of behalf of the Communications Workers of America (CWA) Minnesota State Council, in support of CenturyLink's application to construct a video system and provide a competitive alternative to the city's only wireline cable service. CenturyLink is the only union provider of wireline telecommunications services in Minneapolis.

Founded in 1938, the CWA is largest telecommunications union in the world representing over 700,000 workers in private and public sector employment in diverse industries including telecommunications, broadcast and cable television, and information technology. In Minnesota, the CWA represents over 1,700 telecommunications professionals, at CenturyLink, in a variety of positions. The CWA is proud of our members and the critical roles in supporting a telecommunications network that facilitates Minnesota's public safety, economy, and quality of life.

A goal of the CWA is to support policy that creates an environment of investment in good quality jobs, and ensure a stable future for the growth of our members' jobs. CenturyLink's application represents a significant investment in our community, immediate job creation, and a vision for continued job creation through growth.

Another goal of the CWA is to promote deployment of high speed broadband services to all Americans. In addition to offering a competitive wire-line video service, CenturyLink's proposed investment would greater investment in broadband services to homes and businesses in Minneapolis.

CWA MN State Council supports CenturyLink's application and encourages members of the Ways and Means committee to bring a competitive alternative to the market.

Sincerely,

Mona Meyer

President

Armstrong, Diana L

From: Quincy, John
Sent: Wednesday, February 25, 2015 11:06 AM
To: Council Comment
Subject: FW: Cable competition

-----Original Message-----

From: Andy Thompson [<mailto:andythompson123@gmail.com>] On Behalf Of Andy Thompson
Sent: Wednesday, February 25, 2015 10:50 AM
To: Council Members
Cc: Melissa Thompson
Subject: Cable competition

Dear Minneapolis City Council Members-

I'm writing to express my support for cable internet and TV competition in Minneapolis.

I've had exactly one option for cable service during my time in Minneapolis. When I heard Century Link was going to offer high-performance fiberoptic service in my neighborhood, I was ecstatic. I work at home as a creative professional, and I have no doubt this service would help my business day-to-day.

The possibility of Comcast quashing the only true competition they've faced in the last decade, before their competitor even gets off the ground, is frankly ridiculous.

Of course, Century Link should be pressured to offer their service to all Minneapolis residents over time. But it makes no sense to deny the service to some residents now on the pretense that it might not expand to cover all residents quickly enough, especially given that it will likely expand rapidly and organically if it proves to be a far better deal for consumers (which, if other consumers are in the boat I'm in, I'm guessing it will be).

The infrastructure-related barriers to entry in the broadband market are great, and incoming competition needs to be given the opportunity to gain a foothold before expanding. Given the lack of federal regulation in the broadband market, competition and choice will always be better for the consumer than no competition.

The lack of competition in the broadband market is a national problem, and we must embrace the opportunity to rectify the situation, and set an example for other cities and states. And while I'm excited about the prospect of ditching Comcast, I can guarantee I would be writing this letter even if Century Link wasn't offering their service on my street.

Sincerely,
Andy Thompson
3315 W 46th St
Minneapolis, MN 55410

Armstrong, Diana L

From: Somogyi, Ben
Sent: Wednesday, February 25, 2015 1:23 PM
To: Council Comment
Subject: Public Comment on City Franchise

From Mr. Robert Frame of south Minneapolis:

"Concerned that Century Link won't release information and locations for their rollout. Thinks that it is concerning that only Century Link believes that the federal laws can preempt state laws and therefore Century Link should be out of the running."

Ben Somogyi

Senior Policy Aide

Office of Council Member Lisa Bender

ben.somogyi@minneapolismn.gov

350 South Fifth Street, Room 307 | Minneapolis, MN 55415

(612) 673-3197

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Armstrong, Diana L

From: amcgrane <amcgrane7@comcast.net>
Sent: Thursday, February 26, 2015 10:41 AM
To: Council Committee Coordinators
Subject: CenturyLink's Proposal

As a customer of Comcast forever, it is about time that another company gives the public some choice. How Comcast has remained a monopoly in Minneapolis this long is amazing, considering their horrible service. If any other utility operated as poorly as they do and charged the prices they do the government would step in and do something. Lets give CenturyLink the ability to do just that and grant them a cable franchise even if only a part of the city benefits to start with.

Hanson, Jackie A.

From: Glidden, Elizabeth A.
Sent: Sunday, March 01, 2015 7:53 AM
To: barry; Hanson, Jackie A.; Kasper, Irene M.
Subject: Re: Fully Support Having CenturyLink Minneapolis

Thank you for submitting your comment. I have forwarded it to the clerk's office for inclusion in the record.

Elizabeth

Elizabeth Glidden
Council Vice President

From: barry <zevan999@gmail.com>
Sent: Friday, February 27, 2015 5:20 PM
To: Council Members
Subject: Fully Support Having CenturyLink Minneapolis

As a long time resident of Minneapolis (18+ years) I would LOVE to have a choice in cable companies.

Even if CentruyLink is only 30 of the homes to start it will still put Comcast on notice. Both companies competing means the consumer wins!

Over the years Comcast has become complacent. They need some competition to ignite them back to a responsive company. CenturyLink is just that company.

Thanks for your time.

Barry

Barry Walhof
1211 Lagoon Ave Unit 407
Minneapolis MN 55408
612.239.2244
zevan999@gmail.com