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September 17, 1999

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* VA BAR ONLY
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Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, DC 20554

Re: MM Docket No. 92-264 (Horizontal Ownership Limits)
CS Docket No. 98-92 (Cable Attribution Rules)

Dear Ms. Salas:

On September 16, 1999, the undersigned, along with Cathy Nolan of Time Warner Inc. ("Time Warner"), met with each of the following to discuss issues raised in Time Warner's comments submitted in the above-referenced proceedings. Mr. Joseph Collins, Chairman and CEO of Time Warner Cable, participated by telephone in the oral ex parte presentation to Commissioner Ness.

- 1) Bill Johnson
Queyn Truong
Darryl Cooper
Clint Odom
Cable Services Bureau
- 2) Howard Shelanski
Robert Pepper
Jonathan Levy
Office of Plans and Policy
- 3) Commissioner Susan Ness
David Goodfriend

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4) Tom Power
Office of Chairman Kennard

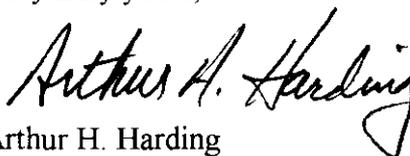
Time Warner stressed the following points in its presentation:

- Policy differences underlying the broadcast ownership rules and the cable horizontal ownership cap justify use of different attribution criteria.
- The TWE partnership cannot be restructured to satisfy the broadcast attribution rules for limited partnerships, particularly the requirement barring an insulated limited partner from “performing any services for the partnership materially relating to its media activities.”
- A narrowly tailored attribution rule for cable horizontal cap purposes would provide as follows:
 - An insulated limited partner should be allowed to supply video programming services to the partnership, so long as the insulated limited partner does not participate in partnership decisions relating to purchase or carriage of video programming services, and so long as the partnership does not receive volume discounts based on the size of the limited partner.
 - So long as the foregoing video programming safeguards are satisfied, the insulated limited partner should be allowed to freely participate in the provision of video programming and other services to the partnership, and to communicate with the partnership with respect to any services provided by the limited partner materially relating to the partnership’s media activities.
- If the FCC is unable to craft an appropriately tailored attribution rule in this proceeding, Time Warner urges the FCC to build in flexibility to its attribution rules so that case-by-case determinations of non-attribution can be issued in appropriate circumstances.

Ms. Magalie Roman Salas
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Should there be any questions regarding this matter, kindly contact the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Arthur H. Harding". The signature is written in black ink and is positioned above the printed name and title.

Arthur H. Harding
Counsel for Time Warner Inc.

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