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*NOT AN ACTIVE MEMBER OF THE DC BAR.

October 15, 2004

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: *Ex Parte:*

*A La Carte and Themed Programming and Pricing Options for
Programming Distribution on Cable Television and Direct
Broadcast Satellite Systems, MB Docket No. 04-207*

Dear Ms. Dortch:

On October 14, 2004, Marc Lawrence-Apfelbaum, Executive Vice-President, General Counsel and Secretary, Time Warner Cable Inc.; Steven Teplitz, Vice President and Associate General Counsel, Time Warner Inc.; and the undersigned, of Paul, Weiss, Rifkind, Wharton & Garrison LLP, met with Kenneth Ferree, Ben Golant, Deborah Klein, Tracy Waldon, and Mary Beth Murphy, all of the Media Bureau, to discuss issues relating to the above-captioned proceeding.

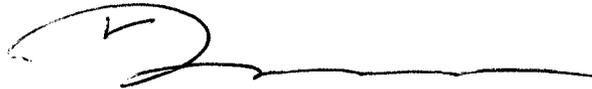
As explained in greater detail in our written submissions, we addressed how a government mandated a la carte requirement would increase the costs of both cable operators and video-programming services. For example, cable operators would be required to provide a digital set-top box to every subscriber, create a vast new billing infrastructure, and expend considerably more resources addressing customer service issues. In addition, cable operators would face higher license fees from video-programming services, who would likely face a decline in advertising revenue, and who would have to

embark on a vast new marketing program. We argued that all of these incremental costs would eventually be passed on to consumers, leading to an increase in the bills for most subscribers.

We further argued that a compelled a la carte requirement would likely violate the First Amendment. Unquestionably, any such requirement would be subject to at least intermediate scrutiny, which it could not satisfy. An indecency rationale plainly would not work: blocking unwanted channels is a much less speech-burdening alternative. And a rate-regulation rationale would likewise fail: there is no evidence that an a la carte requirement would do anything to lower rates, and it might raise them.

Pursuant to Section 1.1206(b) of the Commission's rules, a copy of this notice is being filed electronically in the above-captioned proceeding for inclusion in the public record. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to be "Henk Brands", written over a horizontal line.

Henk Brands
*Counsel for Time Warner Inc. and
Time Warner Cable Inc.*

cc: Kenneth Ferree
Ben Golant
Deborah Klein
Tracy Waldon
Mary Beth Murphy