

05-192

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|----------------|---|---|
| <b>FCC 603</b> | <b>FCC Wireless Telecommunications Bureau<br/>Application for Assignments of Authorization<br/>and Transfers of Control</b> | Approved by OMB<br>3060 - 0800<br>See instructions for<br>public burden estimate<br><br>Submitted 05/18/2005<br>at 06:22PM<br><br>File Number:<br><b>0002164364</b> |
|----------------|---|---|

|   |              |
|---|--------------|
| <b>1) Application Purpose: Assignment of Authorization</b>  |              |
| 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. | File Number: |
| 2b) File numbers of related pending applications currently on file with the FCC:  |              |

**Type of Transaction**

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|---|
| 3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No   |
| 3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?  |
| 4) For assignment of authorization only, is this a partition and/or disaggregation? No  |
| 5a) Does this filing request a waiver of the Commission rules?<br>If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No   |
| 5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.   |
| 6) Are attachments being filed with this application? Yes   |
| 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes |
| 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes   |

**Transaction Information**

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| 8) How will assignment of authorization or transfer of control be accomplished? <b>Sale or other assignment or transfer of stock</b><br>If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. |
| 9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>   |

**Licensee/Assignor Information**

|  |                      |  |         |
|--|----------------------|--|---------|
| 10) FCC Registration Number (FRN): <b>0007869639</b>   |                      |  |         |
| 11) First Name (if individual):  | MI:                  | Last Name:                                     | Suffix: |
| 12) Entity Name (if not an individual): <b>Chelsea Communications, LLC; Debtor-in-Possession</b> |                      |  |         |
| 13) Attention To: <b>Jalyn D. Tezik</b>  |                      |  |         |
| 14) P.O. Box:  | And / Or             | 15) Street Address: <b>1 North Main Street</b> |         |
| 16) City: <b>Coudersport</b>   | 17) State: <b>PA</b> | 18) Zip Code: <b>16915</b>                     |         |
| 19) Telephone Number: <b>(814)274-6426</b>   |                      | 20) FAX Number:                                |         |
| 21) E-Mail Address:  |                      |  |         |

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

|            |                                   |                         |                            |  |        |
|------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| Race:      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| Ethnicity: | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| Gender:    | Female:                           | Male:                   |                            |  |        |

**Transferor Information (for transfers of control only)**

|   |            |                     |         |
|---|------------|---------------------|---------|
| 23) FCC Registration Number (FRN):      |            |                     |         |
| 24) First Name (if individual):         | MI:        | Last Name:          | Suffix: |
| 25) Entity Name (if not an individual): |            |                     |         |
| 26) P.O. Box:                           | And / Or   | 27) Street Address: |         |
| 28) City:                               | 29) State: | 30) Zip Code:       |         |
| 31) Telephone Number:                   |            | 32) FAX Number:     |         |
| 33) E-Mail Address:                     |            |                     |         |

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

|                       |            |                     |         |
|-----------------------|------------|---------------------|---------|
| 34) First Name:       | MI:        | Last Name:          | Suffix: |
| 35) Company Name:     |            |                     |         |
| 36) P.O. Box:         | And / Or   | 37) Street Address: |         |
| 38) City:             | 39) State: | 40) Zip Code:       |         |
| 41) Telephone Number: |            | 42) FAX Number:     |         |
| 43) E-Mail Address:   |            |                     |         |

**Assignee/Transferee Information**

|   |                      |   |          |
|---|----------------------|---|----------|
| 44) The Assignee is a(n): <b>Trust</b>  |                      |   |          |
| 45) FCC Registration Number (FRN): <b>0013487202</b>                                |                      |   |          |
| 46) First Name (if individual):   | MI:                  | Last Name:  | Suffix:  |
| 47) Entity Name (if other than individual): <b>Charter Holdco Exchange V, Trust</b> |                      |   |          |
| 48) Name of Real Party in Interest:   |                      |   | 49) TIN: |
| 50) Attention To: <b>Don Sambol</b>   |                      |   |          |
| 51) P.O. Box:   | And / Or             | 52) Street Address: <b>13241 Woodland Park Road</b> |          |
| 53) City: <b>Herndon</b>  | 54) State: <b>VA</b> | 55) Zip Code: <b>20171</b>                          |          |
| 56) Telephone Number: <b>(703)345-3549</b>  |                      | 57) FAX Number: <b>(703)345-3503</b>                |          |
| 58) E-Mail Address: <b>don.sambol@twcable.com</b>                                   |                      |   |          |

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

|  |                      |   |         |
|--|----------------------|---|---------|
| 59) First Name: <b>John</b>                      | MI: <b>R</b>         | Last Name: <b>Wilner</b>  | Suffix: |
| 60) Company Name: <b>Bryan Cave LLP</b>          |                      |   |         |
| 61) P.O. Box:                                    | And / Or             | 62) Street Address: <b>700 Thirteenth Street, N.W., Suite 700</b> |         |
| 63) City: <b>Washington</b>                      | 64) State: <b>DC</b> | 65) Zip Code: <b>20005</b>  |         |
| 66) Telephone Number: <b>(202)508-6041</b>       |                      | 67) FAX Number: <b>(202)508-6200</b>                              |         |
| 68) E-Mail Address: <b>jwilner@bryancave.com</b> |                      |   |         |

**Alien Ownership Questions**

|  |    |
|--|----|
| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?  | No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien?  | No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?  | No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?   | No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | No |

**Basic Qualification Questions**

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|---|----|
| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If "Yes", attach exhibit explaining circumstances.  | No |
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining circumstances.   | No |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If "Yes", attach exhibit explaining circumstances. | No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If "Yes", attach exhibit explaining circumstances.  | No |

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

|                   |                                   |                         |                            |  |        |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| <b>Race:</b>      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| <b>Ethnicity:</b> | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| <b>Gender:</b>    | Female:                           | Male:                   |                            |  |        |

**Fee Status**

|   |
|---|
| 79) Is the applicant exempt from FCC application fees? No |
| 80) Is the applicant exempt from FCC regulatory fees? Yes |

**Assignor/Transferor Certification Statements**

|  |       |                    |         |
|--|-------|--------------------|---------|
| 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998). |       |                    |         |
| 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  |       |                    |         |
| Typed or Printed Name of Party Authorized to Sign  |       |                    |         |
| 81) First Name: James  | MI: N | Last Name: Zerefos | Suffix: |
| 82) Title: Vice President, Law and Assistant Sec'y   |       |                    |         |
| Signature: James N Zerefos   |       | 83) Date: 05/18/05 |         |

**Assignee/Transferee Certification Statements**

|   |
|---|
| 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998). |
| 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.  |
| 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*<br>*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.  |
| 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.  |
| 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.   |
| 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.  |
| 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.  |

**Typed or Printed Name of Party Authorized to Sign**

|  |       |                      |         |
|--|-------|----------------------|---------|
| 84) First Name: David  | MI: A | Last Name: Christman | Suffix: |
| 85) Title: Vice President and Assistant Secretary  |       |                      |         |
| Signature: David A Christman   |       | 86) Date: 05/18/05   |         |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). |       |                      |         |

**Authorizations To Be Assigned or Transferred**

| 87) Call Sign | 88) Radio Service | 89) Location Number | 90) Path Number (Microwave only) | 91) Frequency Number | 92) Lower or Center Frequency (MHz) | 93) Upper Frequency (MHz) | 94) Constructed Yes / No | 95) Assignment Indicator |
|---------------|-------------------|---------------------|----------------------------------|----------------------|-------------------------------------|---------------------------|--------------------------|--------------------------|
| KUW324        | IG                |                     |                                  |                      |                                     |                           | Yes                      | Full                     |
| WNFD851       | IG                |                     |                                  |                      |                                     |                           | Yes                      | Full                     |
| WNSN605       | IG                |                     |                                  |                      |                                     |                           | Yes                      | Full                     |

|                            |   |  |
|----------------------------|---|--|
| FCC Form 603<br>Schedule A | Schedule for Assignments of Authorization<br>and Transfers of Control in Auctioned Services | Approved by OMB<br>3060 - 0800<br>See instructions for public<br>burden estimate |
|----------------------------|---|--|

**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

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| Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)? |
| If 'Yes', is the Assignee applying for installment payments?  |

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

|                                 |                       |                       |               |
|---------------------------------|-----------------------|-----------------------|---------------|
| Year 1 Gross Revenues (current) | Year 2 Gross Revenues | Year 3 Gross Revenues | Total Assets: |
|---------------------------------|-----------------------|-----------------------|---------------|

**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

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| Assignee certifies that they are eligible to obtain the licenses for which they apply. |
|--|

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

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| Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules. |
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**For Assignees Claiming Eligibility Using a Control Group Structure**

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| Assignee certifies that they are eligible to obtain the licenses for which they apply.                     |
| Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable. |

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

|  |
|--|
| Assignee certifies that they are eligible to obtain the licenses for which they apply.                     |
| Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable. |

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in item 4 are true and correct.

**Attachment List**

| Attachment Type | Date     | Description                    | Contents                      |
|-----------------|----------|--------------------------------|-------------------------------|
| Other           | 05/17/05 | blank doc                      | 0180184276733973290093404.pdf |
| Other           | 05/18/05 | Description of the Transaction | 0180186716733973290093404.pdf |

**EXHIBIT B-2**

**DESCRIPTION OF THE TRANSACTION**

This application arises from a series of agreements involving Adelphia, Comcast, and Time Warner Cable. As a result of the transactions contemplated by these agreements: (1) Time Warner Cable and Comcast will each acquire various cable systems that, in the aggregate, comprise substantially all of the domestic cable systems now owned or managed by Adelphia (the "Adelphia Transactions"); (2) Time Warner Cable and Comcast will swap certain cable systems, including certain cable systems newly acquired from Adelphia and certain cable systems that they each currently own (the "Swap Transactions"); (3) Time Warner Cable will redeem Comcast's existing equity and partnership interests in Time Warner Cable and Time Warner Entertainment Company, LP, in exchange for the distribution to Comcast of certain cable systems and cash (the "Redemption Transactions"); and (4) Time Warner Cable will emerge as a publicly traded company, voting control of which will continue to be held by Time Warner Inc.

This application, and the applications being filed concurrently herewith, seek Commission consent to accomplish the various license assignments and/or transfers of control necessary to effectuate the Adelphia Transactions, the Swap Transactions, and the Redemption Transactions. A Public Interest Statement and copies of the agreements referenced above are being submitted to the Commission concurrently herewith and can be found in MB Docket No.05-192.

This particular application pertains to the Adelphia Transactions. It is being submitted pursuant to an Asset Purchase Agreement, dated as of April 20, 2005, between Adelphia Communications Corporation and Time Warner NY Cable LLC ("TWNY"), an indirect wholly-owned subsidiary of Time Warner Cable Inc. TWNY has assigned its right to purchase certain Adelphia cable systems to wholly-owned subsidiaries of TWNY. The application seeks approval to assign the referenced licenses held by Adelphia subsidiaries to Time Warner Cable subsidiaries.