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May 18, 2005

Via Courier

MAY 18 2005

Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
Media Bureau  
P.O. Box 358205  
Pittsburgh, PA 15251-5205

Bryan Cave LLP  
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Washington, DC 20005-3960  
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- Washington, DC

Re: MB Docket No. 05-192  
Application for License Transfer

Dear Ms. Dortch:

Enclosed please find an application (and associated Form 159 and required filing fees) requesting authority for the transfer of certain identified Cable Television Relay Station licenses associated with the above-referenced docket. This is a "second step" application pertaining to licenses for which a separate "first step" application is being submitted to the Commission concurrently herewith.

Should you have any questions regarding this matter, please contact the undersigned.

Very truly yours,

John R. Wilner  
Counsel for Time Warner Inc. and  
Time Warner Cable Inc.

And Bryan Cave,  
A Multinational Partnership,  
London

JRW/vih

Enclosures

cc: Steven J. Horvitz

jrww0187344/277481v1

**FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, DC 20554**

**APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION  
LICENSE**

FCC Form 327

**SCHEDULE A. Type of Application, Applicant Information, Contact Information, and Station Record Information**

1. (a) Type of Application: (Check only one box)

- New License  
 Transfer of Control  
 Assignment of License  
 Major Amendment of Application  
 Minor Amendment of Application  
 Modification of License  
 Renewal of License

(b) Type(s) of Amendment(s) or Modification(s):  
(Check the appropriate box(es)).

- Add Channel(s)  
 Change Transmitter  
 Change Transmit Site  
 Increase Operating Power  
 Change Emission Code  
 Minor Modifications  
 Change Antenna Height  
 Change Antenna Structure Height  
 Change Antenna System  
 Add Receive Site(s)  
 Change Receive Site(s)  
 Other (specify in item 8)

(c) If this application modifies an existing station, provide the call sign: See Exhibit 1

If this application amends a pending application, provide the file number: \_\_\_\_\_

2. (a) Applicant Information

|   |             |                               |                             |
|---|-------------|-------------------------------|-----------------------------|
| FRN<br>0003-4799-61                     |             | EIN or SSN<br>13-4099534      |                             |
| Legal Name<br>Time Warner Inc.          |             | Business Name (if applicable) |                             |
| Mailing Address<br>1 Time Warner Center |             |                               |                             |
| City<br>New York                        | State<br>NY | Zip Code<br>10019             | Telephone<br>(212) 484-8000 |

(b) Contact Information \*

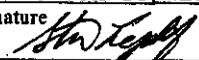
|   |             |   |                             |
|---|-------------|---|-----------------------------|
| Contact Name<br>John R. Wilner                            |             | Business Name<br>Bryan Cave LLP         |                             |
| Mailing Address<br>700 Thirteenth Street, N.W., Suite 700 |             | E-mail Address<br>jwilner@bryancave.com |                             |
| City<br>Washington  | State<br>DC | Zip Code<br>20005                       | Telephone<br>(202) 508-6041 |

(c) Address where Station's Records will be Maintained

|                                |       |          |           |
|--------------------------------|-------|----------|-----------|
| Address<br>ON FILE - NO CHANGE |       |          |           |
| City                           | State | Zip Code | Telephone |

\*See Exhibit 2 for additional contact names.

|   |                                     |
|---|-------------------------------------|
| <p>3. Will the applicant provide program material to eligible systems other than those which the applicant owns or operates?<br/>If "YES," attach as <b>Exhibit A-1</b> a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.</p>                            | <input checked="" type="checkbox"/> |
| <p>4. (a) Has the applicant or any of its controlling parties had any FCC station license, permit, or authorization revoked?<br/>If "YES," attach as <b>Exhibit A-2</b> a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.</p>   | <input checked="" type="checkbox"/> |
| <p>(b) Is the applicant or any of its partners, members, or owners, a foreign government or the representative thereof?</p>   | <input checked="" type="checkbox"/> |
| <p>5. If this is a renewal, indicate whether legal or engineering changes have been made since the last license application.</p>  | <input checked="" type="checkbox"/> |
| <p>6. Attach as <b>Exhibit A-3</b> a statement showing that the applicant is eligible pursuant to 47 C.F.R. § 78.13 to be a licensee.</p>   | <input type="checkbox"/>            |
| <p>7. For a new station or major change, (e.g., a change in azimuth or transmit antenna or an increase in power or frequency, etc.) attach as <b>Exhibit A-4</b> a statement or showing detailing the results of a frequency coordination study performed pursuant to 47 C.F.R. § 78.36 by a technically qualified person or entity (e.g., local coordinating committees, frequency coordinator, etc.).</p> | <input type="checkbox"/>            |
| <p>8. List all attachments, exhibits, and or specifications that will be included on this schedule:<br/> <b>Exhibit 1: List of Licensees/Licenses</b><br/> <b>Exhibit 2: Additional Contacts</b><br/> <b>Exhibit A-3: Eligibility Statement</b><br/> <b>Exhibit B-1: Family Tree</b><br/> <b>Exhibit B-2: Description of Transaction</b></p>  | <input type="checkbox"/>            |

|  |   |
|--|---|
| <b>CERTIFICATION</b>   |   |
| <p>All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.</p>  |   |
| <p>The applicant certifies that neither the applicant nor any other part to the application is subject to a denial of Federal benefits pursuant to 47 C.F.R. § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under 47 C.F.R. § 1.2002(c). See 47 C.F.R. § 1.2002(b) for the definition of "party to the application" as used in this certification.</p> |   |
| <p>The applicant certifies that the applicant has a current copy of the Commission's rules governing the Cable Television Relay Service (CARS).</p>  |   |
| <p>The applicant waives any claim to the use of any particular frequency 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.</p>   |   |
| <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH.<br/>See 18 U.S.C. § 1001.</p>  | <p>I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.</p> |
| <p>Print Full Name<br/><b>Steven Teplitz</b></p>   | <p>Print Title<br/><b>Vice President and Associate General Counsel</b></p>  |
| <p>Signature<br/></p>   | <p>Date (mm/dd/yyyy)<br/><b>05/18/2005</b></p>  |

**APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE**

**SCHEDULE B. Control and Ownership Information** *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

**SECTION I. Control and Ownership**

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the entity (if the entity has no EIN use Social Security Number (SSN)), the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); the Internal Revenue Service Employer Identification Number (EIN) used by the entity (if the entity has no EIN, use the applicant's Social Security Number (SSN)). If the entity is a non-governmental corporation, indicate the state under whose laws the corporation is organized.

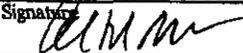
|                   |            |   |    |
|-------------------|------------|---|----|
| Time Warner, Inc. | 13-4099534 | 3 | DE |
|-------------------|------------|---|----|

2. Attach as Exhibit B-1 the information requested of the applicant in item 1 for each entity which either directly or indirectly controls the applicant. Place this information in a detailed block diagram or family tree showing the direct or indirect control of the applicant, including percentage of control, including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

**SECTION II. Assignment of License or Transfer of Control**

Attach as Exhibit B-2 a statement describing the proposed assignment of license or transfer of control. The assignment of license or transfer of control shall not be completed until authorized by the Commission. The Commission must be notified of consummation no later than 30 days after it occurs.

**Licensee Information**

|   |  |                                      |                                |
|---|--|--------------------------------------|--------------------------------|
| FRN<br>0006-3292-47   |  |                                      |                                |
| Legal Name (if person, last name first)<br>CAC Exchange I, LLC  |  | Business Name                        |                                |
| Mailing Address<br>1500 Market Street   |  | City<br>Philadelphia                 | State   Zip Code<br>PA   19102 |
| Telephone No.<br>(215) 665-1500   |  | E-mail Address                       |                                |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH.<br>See 18 U.S.C. § 1001. |  |                                      |                                |
| Print Full Name<br>Arthur R. Block  |  | Print Title<br>Senior Vice President |                                |
| Signature<br>                    |  | Date (mm/dd/yyyy)<br>5/12/05         |                                |

**APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE**

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| Legal Name of the Entity | EIN or SSN | Entity Code | State |
|--------------------------|------------|-------------|-------|
| Time Warner, Inc.        | 13-4099534 | 3           | DE    |

2. Attach as Exhibit B-1 the information requested of the applicant in item 1 for each entity which either directly or indirectly controls the applicant. Place this information in a detailed block diagram or family tree showing the direct or indirect control of the applicant, including percentage of control, including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

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**Licensee Information**

|   |  |                                      |                                |
|---|--|--------------------------------------|--------------------------------|
| FRN<br>0006-3292-47   |  |                                      |                                |
| Legal Name (if person, last name first)<br>CAP Exchange I, LLC  |  | Business Name                        |                                |
| Mailing Address<br>1500 Market Street   |  | City<br>Philadelphia                 | State   Zip Code<br>PA   19102 |
| Telephone No.<br>(215) 665-1500   |  | E-mail Address                       |                                |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH.<br>See 18 U.S.C. § 1001. |  |                                      |                                |
| Print Full Name<br>Arthur R. Block  |  | Print Title<br>Senior Vice President |                                |
| Signature<br>                    |  | Date (mm/dd/yyyy)<br>5/12/05         |                                |

**EXHIBIT 1**

**LICENSEE**

CAC Exchange I, LLC  
FRN: 0006-3292-47

**CALL SIGN**

WHZ-879  
WHZ-880  
WHZ-886

**LOCATION**

Baldwin Hills, CA  
Santa Monica, CA  
Pine Cove, CA

CAP Exchange I, LLC  
FRN: 0006-3292-47

WGH-439

West Seneca, NY

**EXHIBIT 2**

In addition to the contact person shown in response to Item 2(b) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit 1 should be directed to:

Marc J. Apfelbaum, Esq.  
General Counsel  
Time Warner Cable  
290 Harbor Drive  
Stamford, CT 06902

Steven J. Horvitz, Esq.  
Cole, Raywid & Braverman LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 200  
Washington, DC 20006

**EXHIBIT A-3**

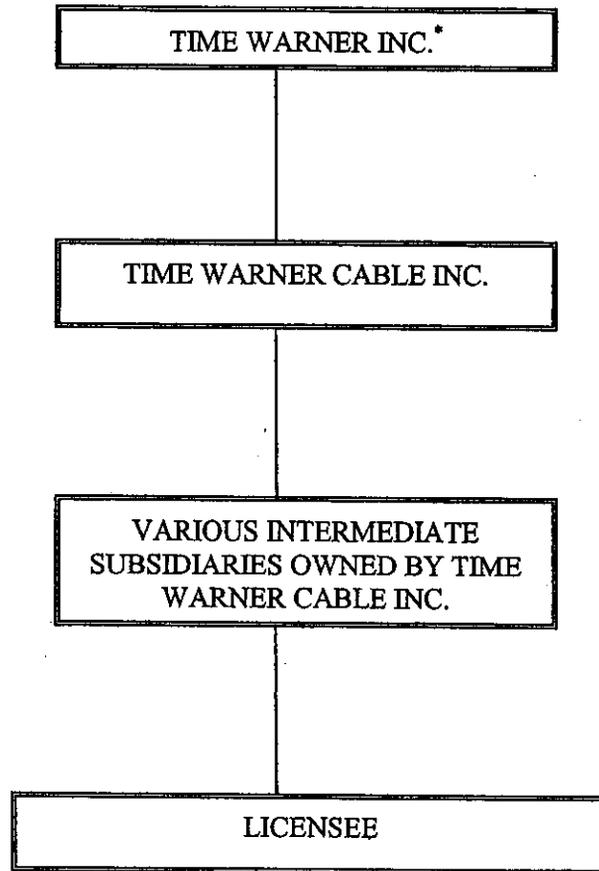
**ELIGIBILITY**

Section 78.13(a) of the Commission's rules provides that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensees are authorized to use the subject CARS facilities in connection with their cable television operations and will continue to do so following completion of the transaction. As described in Exhibit B-2 hereto, control of the Licensees is being transferred to the Applicant. Accordingly, that company will be eligible in the CARS service.

The acquisition of ultimate control of the licensees by the Applicant will not contravene any of the Commission's cross-ownership rules.

**EXHIBIT B-1**

**FAMILY TREE**



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\* Final Controlling Entity  
277229v1

## 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, seeks 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 Swap Transactions. (This is actually the "second step" in a two-part transaction. It assumes a grant of a companion application seeking approval to assign the referenced licenses currently held by Adelphia subsidiaries to Comcast subsidiaries.) It is being submitted pursuant to an Exchange Agreement, dated as of April 20, 2005, among Time Warner Cable Inc., Comcast Corporation, and certain related entities. This application seeks approval to transfer control of the Comcast subsidiaries and associated licenses to Time Warner Inc.