



John R. Wilner
Voice: (202) 508-6041
JWILNER@BRYANCAVE.COM

DOCKET FILE COPY ORIGINAL

May 18, 2005

Via Courier

FCC/MELLON

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
700 Thirteenth Street NW
Washington, DC 20005-3980
Tel (202) 508-6000
Fax (202) 508-6200
www.bryancave.com

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

- Chicago
- Hong Kong
- Irvine
- Jefferson City
- Kansas City
- Kuwait
- Los Angeles
- New York
- Phoenix
- Riyadh
- Shanghai
- St. Louis
- United Arab Emirates (Dubai)
- Washington, DC

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.

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: Michael Hammer

jrww/0187344/277482v1

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)

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

- | | | | |
|---|---|---|--|
| <input type="checkbox"/> New License | <input type="checkbox"/> Major Amendment of Application | <input type="checkbox"/> Add Channel(s) | <input type="checkbox"/> Change Antenna Height |
| <input type="checkbox"/> Transfer of Control | <input type="checkbox"/> Minor Amendment of Application | <input type="checkbox"/> Change Transmitter | <input type="checkbox"/> Change Antenna Structure Height |
| <input checked="" type="checkbox"/> Assignment of License | <input type="checkbox"/> Modification of License | <input type="checkbox"/> Change Transmit Site | <input type="checkbox"/> Change Antenna System |
| <input type="checkbox"/> Renewal of License | | <input type="checkbox"/> Increase Operating Power | <input type="checkbox"/> Add Receive Site(s) |
| | | <input type="checkbox"/> Change Emission Code | <input type="checkbox"/> Change Receive Site(s) |
| | | <input type="checkbox"/> Minor Modifications | <input type="checkbox"/> 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 0013-4299-56		EIN or SSN 20-2602643	
Legal Name Cable Holdco II, Inc.		Business Name (if applicable)	
Mailing Address c/o Time Warner Cable, 290 Harbor Drive			
City Stamford	State CT	Zip Code 06902	Telephone (203) 328-0600

(b) Contact Information *

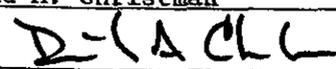
Contact Name John R. Wilner		Business Name Bryan Cave LLP	
Mailing Address 700 Thirteenth Street, N.W., Suite 700		E-mail Address jwilner@bryancave.com	
City Washington	State DC	Zip Code 20005	Telephone (202) 508-6041

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

Address 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? If "YES," attach as Exhibit A-1 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>		X
<p>4. (a) Has the applicant or any of its controlling parties had any FCC station license, permit, or authorization revoked? If "YES," attach as Exhibit A-2 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.</p>		X
<p>(b) Is the applicant or any of its partners, members, or owners, a foreign government or the representative thereof?</p>		X
<p>5. If this is a renewal, indicate whether legal or engineering changes have been made since the last license application.</p>		X
<p>6. Attach as Exhibit A-3 a statement showing that the applicant is eligible pursuant to 47 C.F.R. § 78.13 to be a licensee.</p>		
<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 Exhibit A-4 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>		
<p>8. List all attachments, exhibits, and or specifications that will be included on this schedule: Exhibit 1: List of Licensees/Licenses Exhibit 2: Additional Contacts Exhibit A-3: Eligibility Statement Exhibit B-1: Family Tree Exhibit B-2: Description of Transaction</p>		

CERTIFICATION		
<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. 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 David A. Christman</p>	<p>Print Title Vice President and Assistant Secretary</p>	
<p>Signature </p>	<p>Date (mm/dd/yyyy) 05/18/2005</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.

Legal Name (if person, last name first)	EIN or SSN	Entity Code	State
Cable Holdco II, Inc.	20-2602643	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 0007-5562-51			
Legal Name (if person, last name first) Time Warner Cable Inc.		Business Name	
Mailing Address 290 Harbor Drive	City Stamford	State CT	Zip Code 06902
Telephone No. (203) 328-0600	E-mail Address		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.			
Print Full Name David A. Christman		Print Title Vice President and Assistant Secretary	
Signature <i>David A. Christman</i>		Date (mm/dd/yyyy) 05/18/2005	

EXHIBIT 1

CALL SIGN

WHZ-238

WHZ-244

LOCATION

Eden Prairie, MN

Minneapolis, MN

EXHIBIT A-3

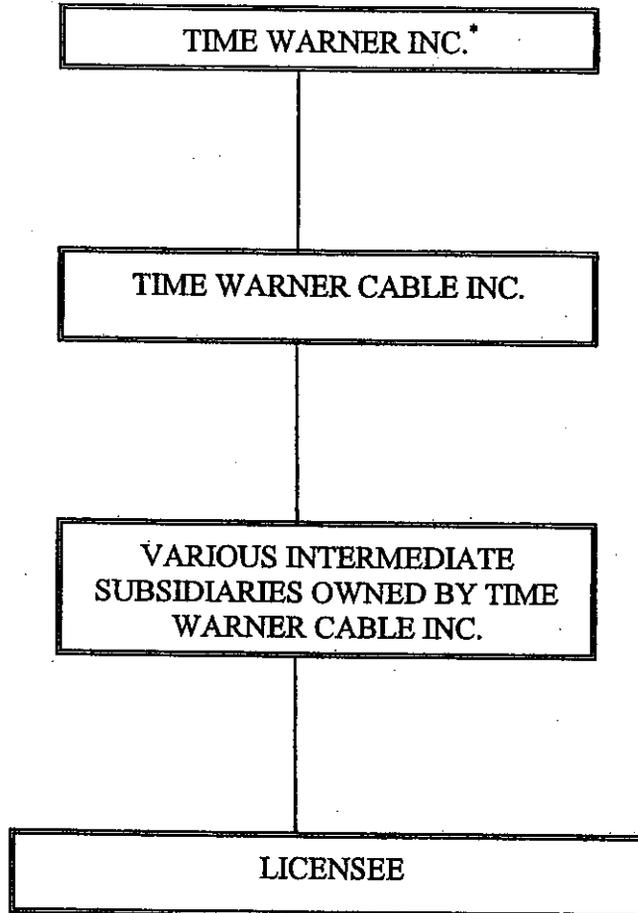
ELIGIBILITY

Section 78.13 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. As described in Exhibit B-2 hereto, the Applicant herein is acquiring the assets of the cable television systems served by the subject CARS stations. Accordingly, Applicant is eligible to be the licensee of the subject CARS stations.

The Applicant's ownership and operation of the subject CARS stations will not contravene any of the Commission's cross-ownership rules.

EXHIBIT B-1

FAMILY TREE



* Final Controlling Entity
277229v1

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 Redemption Transactions. It is being submitted pursuant to a Redemption Agreement, dated as of April 20, 2005, by and among Comcast Cable Communications Holdings, Inc.; MOC Holdco II, Inc.; TWE Holdings II Trust; Cable Holdco II Inc.; Time Warner Cable Inc.; and for certain limited purposes, Comcast Corporation, Time Warner Inc. and TWE Holdings I Trust. As a preliminary step to accomplish the Redemption Transactions, this application seeks pro forma approval to assign licenses from certain Time Warner Cable subsidiaries to other Time Warner Cable subsidiaries.