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REDACTED – FOR PUBLIC INSPECTION

November 10, 2005

By Electronic Delivery

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

Re: MB Docket No. 95-192

Dear Ms. Dortch:

Yesterday, Peter Stern, Executive Vice President of Product Management for Time Warner Cable Inc. (“TWC”); Steven Teplitz and Susan Mort of Time Warner Inc.; Arthur Harding and Craig Gilley of Fleischman and Walsh, LLP; Jim Coltharp of Comcast Corporation; Martha Heller of Wiley Rein and Fielding LLP; and Michael Hammer and Angie Kronenberg of Willkie Farr and Gallagher LLP met with Donna Gregg, Royce Sherlock, Sarah Whitesell, Amy Brett, Roy Stewart, Patrick Webre, Julie Salovaara, Daniel Shiman, Jamila Bess Johnson, Tim May, William Johnson, Wayne McKee, and Alison Greenwald of the Media Bureau; Ann Bushmiller, Neil Dellar and Jim Bird of the Office of General Counsel; Bill Dever of the Wireless Competition Bureau; and Leslie Marx and Jonathan Levy of the Office of Strategic Planning and Policy Analysis to discuss the proposed transactions whereby TWC will acquire certain cable systems from affiliates of Adelphia Communications Corporation and Comcast Corporation.

Pursuant to the Protective Order¹ adopted in this proceeding, Time Warner is submitting this notice letter and attached exhibits in redacted form. Both contain proprietary and confidential information that other MVPDs, including both parties and non-parties in this proceeding, could use to discern proprietary business and marketing strategies of TWC, causing the company substantial competitive harm. In accordance with the Protective Order, an unredacted version of this notice letter and exhibits will be submitted under separate cover to the

¹ Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order Adopting Protective Order, DA 05-1673 (rel. June 16, 2005).

Secretary's office with two copies delivered to Julie Salovaara of the Media Bureau. Under the terms of the Protective Order, the unredacted version of this submission should not be placed in the public record in this proceeding.

At the meeting, Mr. Stern made a presentation to the Commission staff members discussing why the proposed transactions are in the public interest. Specifically, Mr. Stern addressed two primary issues: (1) how the proposed transactions will accelerate the deployment of advanced services on the cable systems that TWC will acquire from Adelphia, and (2) how the geographic rationalization of TWC service footprints in various portions of the country will lead to increased efficiencies that will ultimately enhance MVPD competition and benefit consumers.

A hard copy of the Power Point slides used in Mr. Stern's presentation is attached to this letter as Exhibit 1 and supporting declarations from Mr. Stern and other TWC employees knowledgeable about the information contained in the presentation and the information below are attached as Exhibits 2-6.

Mr. Stern is well positioned at TWC to discuss these issues. In his current position, Mr. Stern has responsibility for overseeing product management of TWC's video and high-speed Internet services, including analog and digital video, video on demand, interactive TV, advanced advertising, digital video recorders, high-speed data services such as Road Runner and other online services. Mr. Stern works closely with the company's operations, technology, marketing, programming, and finance organizations to deploy new products, and he partners with the regional operations to support the growth of existing products. As such, Mr. Stern is well qualified to explain the impact the transactions will have on TWC's businesses, as well as its ability to upgrade and integrate acquired systems in order to deliver the above-described services to subscribers obtained from Adelphia and Comcast.

Mr. Stern began by discussing TWC's history and ongoing commitment to innovation and the introduction of new technologies and services. Mr. Stern discussed how TWC has consistently led the cable industry in this regard, and was the first operator to offer/launch numerous cutting edge services on its cable systems, including: (1) an interactive cable trial (Qube) in 1977, (2) a Video on Demand ("VOD") and Interactive TV trial ("Full Service Network") in 1994, (3) commercial Video on Demand – in 2000 and Subscription Video on Demand ("SVOD") in 2001, (4) a integrated Digital Video Recorder ("DVR") in 2002, (5) complete deployment of VOD in 2002, (6) a Voice over IP phone offering in 2003 which has been offered in all divisions as of 2004, (7) synchronous voting and polling via interactive television in 2003, (8) a multi-room DVR in 2004, (9) Caller ID on TV in 2005, (10) an IPTV trial in 2005, and (11) Start Over in 2005.

Mr. Stern then described some of TWC's newest services, including both commercial offerings and things "on the drawing board." For example, TWC is the first MSO to commercially offer "Start Over" service, launched just this month in TWC's South Carolina division. Start Over, enabled by a software upgrade to VOD and digital set-top boxes, allows customers to instantly go back to the beginning of any program in progress being aired on over 60 television and cable programming networks, thereby enabling the viewing of the program in its entirety, as long as they tune in before the show ends. When customers tune to a show

enabled with this feature, they are alerted of their ability to start the program over through an on-screen prompt.

In the past year, TWC also became the first MSO to launch an IPTV trial in its San Diego division. Called "Time Warner Cable Broadband TV," this service enables existing video customers to view 75 of the most popular channels on a broadband connected Windows PC within their home. This service, provided at no additional charge to customers, is an extension of TWC's video service providing subscribers with an additional outlet to receive their cable programming over their PC. It is a video simulcast — not a new tier — as customers will receive programming over IP that they have already paid for and receive via traditional video delivery. TWC is evaluating subscribers' reaction to this trial in order to determine whether to extend or expand it.

Another example of recent TWC innovation involves interactive TV ("iTV"). In 2003, TWC became the first MSO to utilize iTV to offer synchronous voting and polling. iTV provides subscribers with unique opportunities to interact with their televisions, including: access to local and national news; sports scores and statistics; weather, entertainment and community calendar information; eBay on TV; and interactive games. The iTV service suite also offers customers an advanced navigation system, caller ID on the television, instant and customizable news "tickers" and the ability to upgrade to premium channels and subscription-on-demand services through a click of the remote.

Mr. Stern then discussed how since 1996 TWC has invested over \$17 billion upgrading, enhancing, and growing its plant into a sophisticated, broadband distribution infrastructure. TWC undertook this transformation years ahead of most other cable MSOs, becoming in 2001 the first MSO to complete a digital upgrade of all of its cable systems. As a result, TWC subscribers are now served by systems capable of two-way broadband communications and over 99% are currently served by systems with at least 750 MHz capacity. Mr. Stern explained that it is this investment that has transformed TWC's systems into highly-advanced digital networks capable of bringing consumers a "triple-play" of advanced video, high speed data, and voice communications.

Mr. Stern emphasized that TWC possesses the management expertise, marketing savvy, and customer service infrastructure needed to rapidly deploy advanced services. Mr. Stern reiterated TWC's commitment to bring its demonstrated technological expertise and leadership to the acquired systems. Mr. Stern explained that TWC has earmarked more than \$600 million in capital expenditures primarily for the upgrade and hardening of systems to be acquired from Adelphia, but also partially for additional modifications to the systems to be acquired from Comcast. Notably, these estimated amounts apply primarily to plant-related capital expenses, and do not include incremental digital boxes and other customer premises equipment related to the roll-out of advanced services. TWC will replace any incompatible set-top box currently used by an Adelphia or Comcast subscriber in an acquired system at no additional charge beyond the standard monthly set-top box fee.

Mr. Stern explained that even for those acquired systems already rebuilt to 750 MHz capacity, additional work and expenditures likely will be required to bring the acquired systems to TWC standards ("hardening") in order to effectively deliver many of the advanced services

offered by TWC. "Hardening" might include such modifications as "splitting" particular nodes, replacement of certain fiber and coaxial cables, protecting against signal ingress, and installing new network equipment (such as more efficient Cable Modem Termination Systems ("CMTS")) needed to launch voice service. After the transactions have closed, and once the acquired systems can be fully inspected and tested, it is likely that many will need to be modified to meet TWC's standards. TWC anticipates that the process for any necessary upgrade and/or hardening of the systems to be acquired from Adelphia and Comcast will commence as soon as 120-180 days after closing of the transactions.

Mr. Stern then discussed how TWC has quickly and successfully launched a facilities-based alternative in voice communications. TWC began VoIP technical trials in Portland, ME in 2000, years before most other MSOs. In 2003, TWC launched its VoIP based Digital Phone service in Portland, North Carolina and Kansas City. Digital Phone includes unlimited local and domestic long-distance calling, along with a number of vertical services, including Call Waiting, Caller ID, and Call Forwarding. Digital Phone service provides almost all functionality of traditional circuit-switched service including toll-free 800 calling, directory assistance, operator services, E911 service, and Telecommunications Relay Services for the disabled. Local number portability allows new Digital Phone subscribers to keep their existing phone numbers, and subscribers may also keep a regular directory listing. In addition, Digital Phone is compliant with the Communications Assistance for Law Enforcement Act. Today, Digital Phone has been launched in all 31 TWC divisions and is currently available to 75% of TWC homes passed. TWC has signed up over 854,000 Digital Phone subscribers as of September 30, 2005, and fully expects one million Digital Phone subscribers by year end. By way of comparison, Adelphia has no VoIP service and no plans to introduce VoIP.

Mr. Stern demonstrated that TWC is uniquely positioned to roll-out its Digital Phone service in the acquired systems due to its industry-leading track record. Furthermore, he explained that the increased regionalization from the transactions will give TWC the ability to rollout Digital Phone services in newly acquired systems that are in close proximity to its existing operations since TWC can leverage: the people it has already trained (installers, sales force, customer service representatives, etc.); its existing infrastructure (e.g., soft switches); its established back office operations; its existing backbone network; and its connectivity to ILEC rate centers. Mr. Stern explained that because of these factors, the first areas where Digital Phone will be launched are likely to be those acquired systems with adequate plant condition and billing systems that are to be folded into existing TWC operations (e.g., _____). Mr. Stern's presentation included a declaration from Gerald Campbell, Senior Vice President, Voice for TWC explaining that it is TWC's goal to use commercially reasonable efforts to launch Digital Phone service on systems to be acquired in these areas as soon as 90 to 180 days after closing, and in the _____

_____ as soon as _____ after closing.

Mr. Stern further explained how in 2000, TWC became the first MSO to launch VOD service and that VOD is now available to virtually all TWC subscribers. Current offerings provide subscribers with access to a substantial and diverse amount of content, including an average of 50 hours of local content and over 1,300 hours of national programming. Mr. Stern

emphasized that TWC expects to accelerate the roll-out of VOD offerings on the acquired systems within 120 to 180 days after closing.

Mr. Stern then turned to a review of how both the Adelphia system acquisitions and the system swaps between TWC and Comcast will bring about the geographic rationalization of TWC's service areas, producing significant public interest benefits that include increased competitiveness with national and regional providers of video, voice, and data services, as well as improved efficiencies that will redound to the benefit of consumers.

Mr. Stern described how the geographic rationalization of existing Adelphia and Comcast areas with TWC's existing divisions and service footprints will produce significant efficiencies. Mr. Stern explained, for example, that the estimated \$200 million in efficiencies will include the elimination of redundant corporate and regional operations, a direct result of geographic rationalization. He also stated that savings in programming costs are expected in the acquired systems. Mr. Stern explained that these efficiency savings will benefit consumers through investment in systems and services as well as by reducing upward pressure on prices. Mr. Stern noted that as TWC has proceeded with the transaction process, the estimated savings are continually being refined. TWC continues to have a high degree of confidence that the \$200 million in estimated cost savings will be met.

Mr. Stern then explained how the geographic rationalization will more directly impact TWC's competitiveness. TWC currently faces intense competition for video, voice, and data customers from, among others, services that operate with national (e.g., DBS) or expansive regional (e.g., ILEC) footprints. The DBS providers, DirecTV and the Dish Network, now serve 25% of all MVPD subscribers and continue to grow their subscriber base at a strong pace. Mr. Stern explained how, as a result of the proposed transactions, TWC will be able to deploy new services more efficiently and to mount more effective marketing campaigns and promotional efforts aimed at attracting and retaining customers for those services. As a result, consumers will benefit from greater choice and more effective competition.

Mr. Stern then elaborated on some of the marketing efficiencies that can be expected due to the transactions with a case study of the Los Angeles and upstate New York divisions' marketing strategies. Mr. Stern explained that TWC currently serves less than 10% of the Los Angeles DMA, making it extremely inefficient to purchase local mass media advertising to generate awareness of its services. As a result, TWC has placed no radio, print or television ads in Los Angeles over the last two years. By contrast, due to their broad reach in Southern California, Verizon, SBC, Dish Network and DIRECTV are able to regularly purchase full page newspaper ads, radio airtime, and local television spots. Because TWC cannot purchase media as efficiently as its competitors in Los Angeles, it is difficult to respond to their marketing campaigns in a meaningful way.

By contrast, TWC's operations in upstate New York are fairly well clustered today, offering service throughout substantial portions of the Albany, Rochester, and Syracuse DMAs and some surrounding areas. TWC also faces intense competition in these areas from DIRECTV and Dish Network, as well as other providers like Verizon and Frontier Telephone. As in Los Angeles, these competitors make extensive use of local and regional media, including newspaper, radio, and television, to market their services. But because TWC's footprint in these

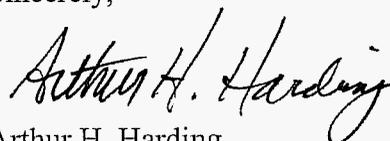
areas approaches the size of its larger competitors, TWC is able to use local and regional media efficiently and effectively to design marketing campaigns to remain competitive. Mr. Stern explained that the increased geographic rationalization in areas like Los Angeles will allow that division to enjoy the scale similar to the upstate New York divisions, enhance TWC's ability to engage in mass marketing and advertising, and thereby effectively respond to the mass marketing of the DBS providers and the telcos. This will ultimately lead to more vigorous competition and greater choice and consumer awareness of competitive offerings.

Mr. Stern also noted that larger service footprints will promote emergency preparedness, enable TWC to provide greater support for the communities it serves, and provide greater support for regional and state-wide programs, including cultural and community service programs.

In conclusion, Mr. Stern emphasized the unique location of systems involved in the transactions. Neither a swap of existing systems independent of the Adelphia system acquisitions, nor the acquisition of Adelphia systems independent of systems swaps, would produce the level of benefits and efficiencies described above.

Pursuant to Section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. Should there be any questions, please contact the undersigned.

Sincerely,

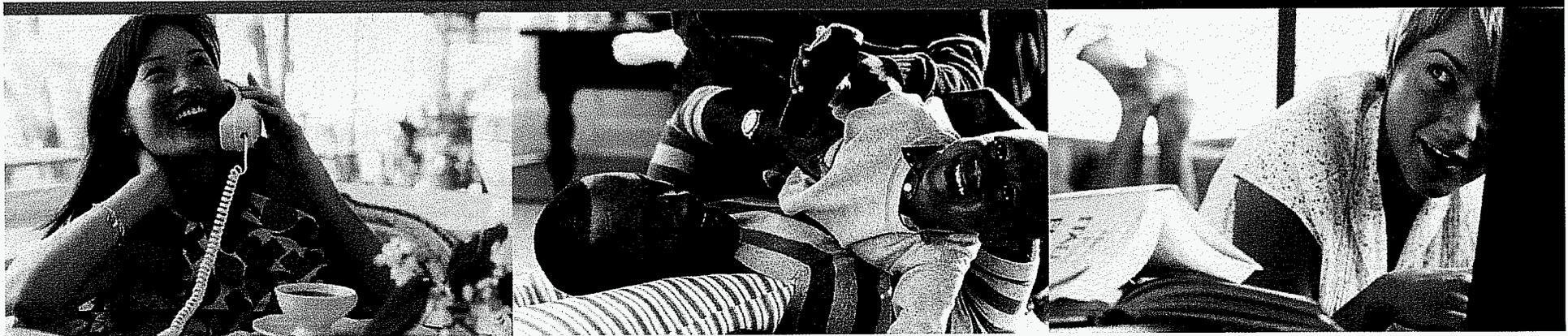


Arthur H. Harding
Counsel for Time Warner Inc.

cc: Best Copy and Printing, Inc.	Amy Brett
Donna Gregg	Roy Stewart
Sarah Whitesell	Patrick Webre
Erin Dozier	Daniel Shiman
Tracy Waldon	Jamila Bess Johnson
Royce Sherlock	Tim May
Marcia Glauberman	William Johnson
Julie Salovaara	Alison Greenwald
Wayne McKee	Leslie Marx
Jim Bird	Jonathan Levy
Jeff Tobias	Neil Dellar
JoAnn Lucanik	Ann Bushmiller
Kimberly Jackson	
Bill Dever	

Attachments
175861_6

Exhibit 1



Time Warner Cable
Adelphia Transaction – Benefits Presentation
Advanced Services and Geographic Rationalization

Federal Communications Commission
November 9, 2005

Today's presentation

TWC is an industry leader in new technologies and services

Adelphia subscribers acquired by TWC will benefit from TWC's stability and innovation

Geographic rationalization will promote competition and benefit subscribers

Today's presentation

TWC is an industry leader in new technologies and services

Why we lead in innovation

Our customers expect the best and we strive to provide it to them

It's how we grow our business

TWC Has Consistently Led the Cable Industry in Innovation

- **First interactive cable trial – Qube - 1977**
- **First MSO VOD and ITV trial – Full Service Network - 1994**
- **First MSO to launch VOD – 2000**
- **First MSO to complete digital upgrade - 2001**
- **First MSO to launch SVOD – 2001**
- **First MSO to offer a DVR – 2002**
- **First MSO to complete deployment of VOD – 2002**

TWC Has Consistently Led the Cable Industry in Innovation

- **First MSO to commercially launch Voice over IP Phone – 2003**
- **First MSO to offer synchronous voting & polling – 2003**
- **First MSO to commercially offer multi-room DVR – 2004**
- **First major MSO to commercially offer Caller ID on TV – 2005**
- **First major MSO to offer IPTV trial – 2005**
- **First MSO to commercially offer Start Over - 2005**

How we lead in innovation today

Cable Architecture

Digital Cable

VOD/SVOD

DVR

HSD

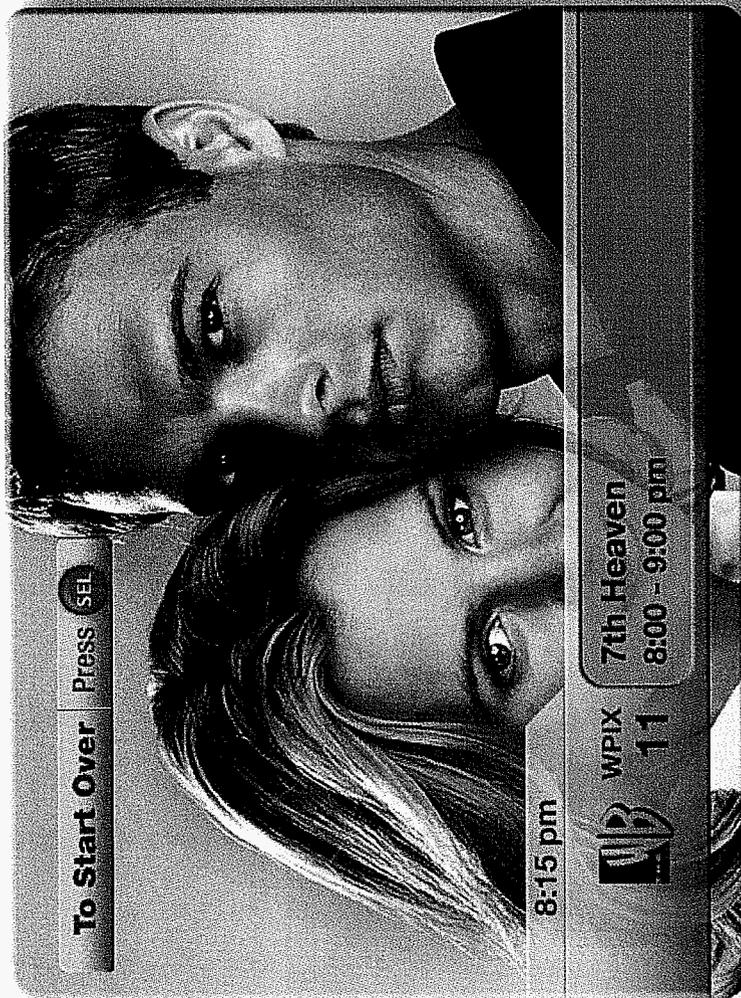
Voice

Start Over

IPTV

Interactive TV

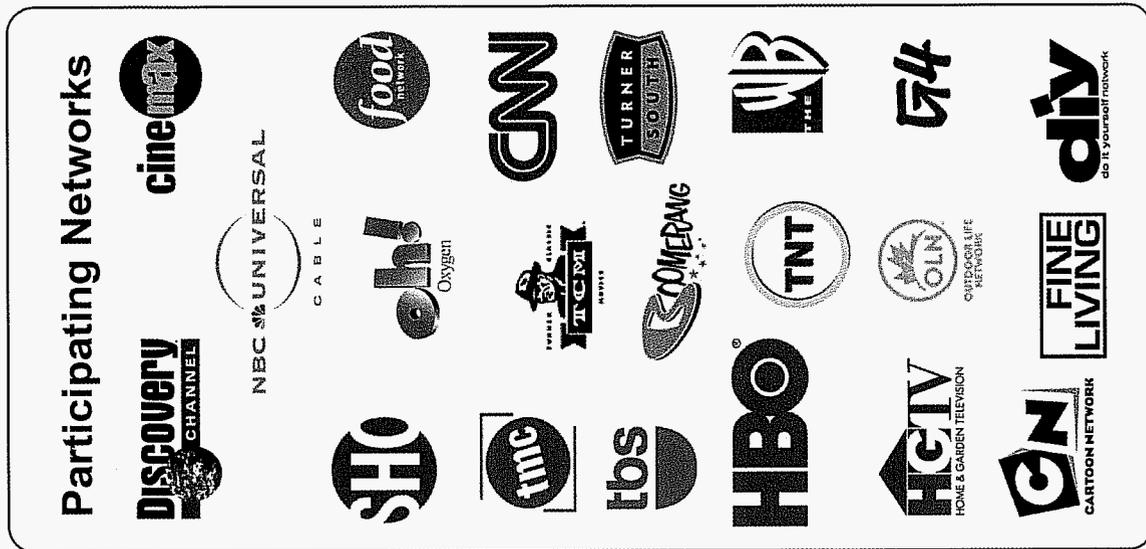
TWC Is An Industry Leader In New Technologies and Services



startover

TWC South Carolina • November 1, 2005

- Simply press a button to restart from the beginning
- Included with digital cable service
- Launch line-up = greater than 60 Channels
- 11 Network Groups involved
- 3 local broadcast channels NBC, WB, & PBS

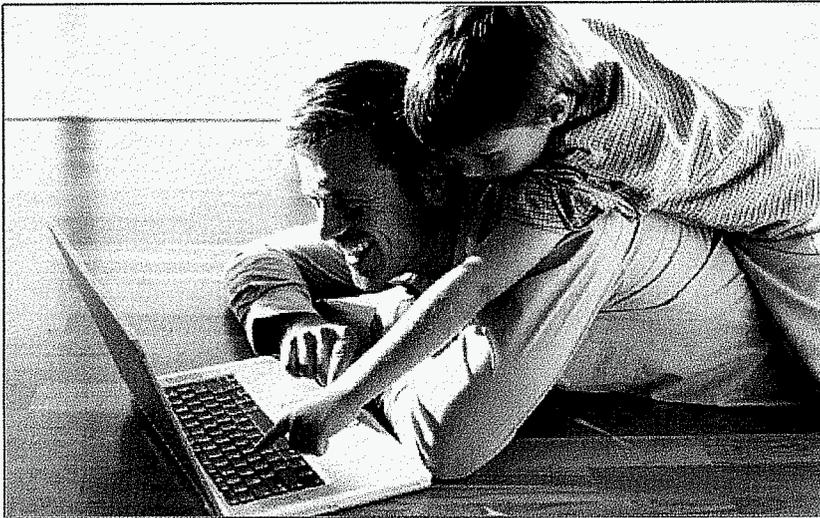


TWC Is An Industry Leader In New Technologies and Services



Time Warner Cable Broadband TV

- 6 month IPTV trial in San Diego
- Allows existing video customers to view a simulcast of their lineup on a broadband connected Windows PC in their home
- Provides subscribers with an additional outlet for video programming at no charge

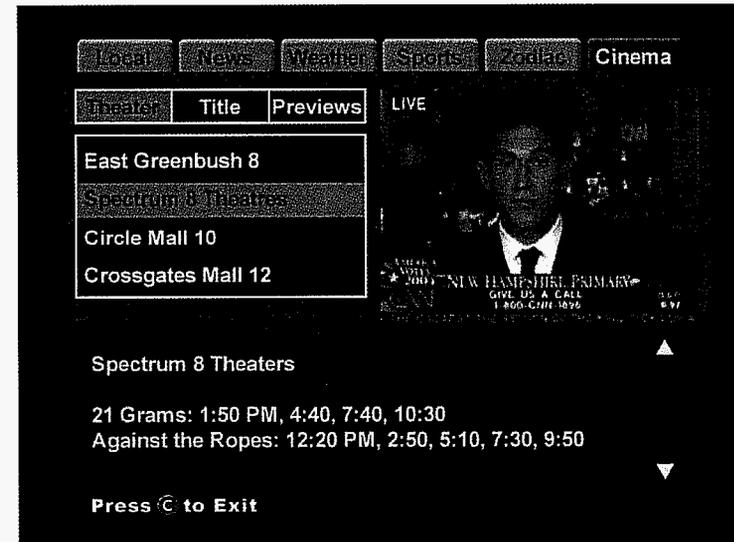


TWC Is An Industry Leader In New Technologies and Services

Interactive TV

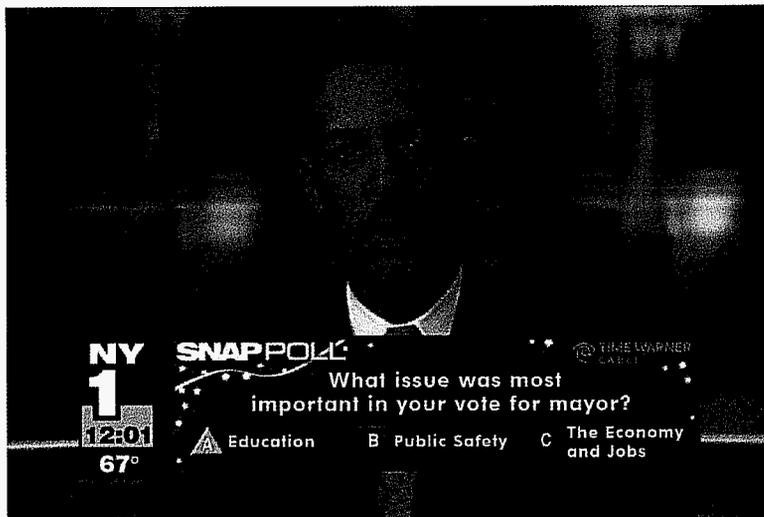
Provides subscribers with unique opportunities to interact with their televisions, including:

- Access to local and national news, sports scores and statistics, weather, entertainment and community calendar information
- eBay on TV allows subscribers to bid on items and receive alerts on auction status
- Games



NY1 "Snap Poll" – NYC Mayoral Primary September 13th, 2005

- More than 17,000 votes were tallied via set-top box in one night on one channel
- Results were posted within 15 minutes of each vote, and the on-air talent spoke to the result



Today's presentation

Adelphia subscribers acquired by TWC will benefit from TWC's stability and innovation

Case Study – Infrastructure Investment

TWC:

- Since 1996, TWC has invested over \$17 billion upgrading, enhancing, and growing its plant into sophisticated, broadband distribution infrastructure
- As a result, all TWC subscribers are served by systems capable of two-way broadband communications and over 99% are currently served by systems with at least 750 MHz capacity
- This has transformed TWC's systems into digital networks capable of bringing consumers a "triple-play" of advanced video, high speed data, and voice communications
- TWC undertook this transformation years ahead of most other cable MSOs and was recognized by the National Academy of Television Arts and Sciences in 1994 with an Emmy award for its HFC architecture

Case Study – Infrastructure Investment

Adelphia:

- Based on information provided by Adelphia when the Transactions were announced, approximately 15% of existing Adelphia plant that will be acquired by TWC still had not been upgraded to 750 MHz
- In addition, not all 750 MHz Adelphia systems are state of the art
 - A number of Adelphia systems were upgraded before current industry standards were established
 - As a result, work still needs to be done to “harden” the systems to bring them to industry standards, such as:
 - Installing new network equipment, such as CMTSs, needed to launch voice
 - Splitting nodes in areas where capacity is not adequate
 - Replacing drop cable in certain areas, such as MDUs, and cable not done at time of original upgrade

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Case Study – Infrastructure Investment

TWC will move expeditiously to upgrade and harden current Adelphia and Comcast systems to accelerate the rollout of advanced services

- **\$650 million has been earmarked for these purposes**
 - **An estimated \$275 million will be devoted to upgrade systems to 750 MHz**
 - **Provisioning for other system improvements to be determined once a full plant assessment has been conducted**
- **TWC hopes to begin the upgrade and hardening process within 120 to 180 days post-closing**

Case Study – Voice Communications

TWC:

- TWC has quickly and successfully launched a facilities-based alternative in voice communications

TWC's new home phone service



Unlimited local, regional and national calling (including Puerto Rico & Canada) for as low as **\$39.95/mo.**

2000	Technical trials begin in Portland, ME – years before most other MSOs
2003	TWC rolls out Digital Phone to residences in Portland, ME; North Carolina; and Kansas City
Today	Digital Phone launched in all 31 divisions and currently available to 3/4 of TWC homes passed

- With 854,000 Digital Phone subscribers as of September 30, 2005, and thousands more taking service each month, TWC leads the cable industry in VoIP subscribers

Case Study – Voice Communications

Adelphia:

- **Voice service offerings – NONE**
- **Plans to launch voice service – NONE**

Case Study – Voice Communications

TWC plans to swiftly rollout Digital Phone to current Adelphia systems

- TWC hopes to begin rollout within 90 to 180 days post-closing
- The initial rollout will likely be in newly-acquired systems contiguous to current TWC systems given the presence of existing:
 - Trained CSRs and technicians
 - Infrastructure and backbone network
 - Back office systems and rate centers
- The introduction of reliable, facilities-based voice competition in Adelphia service areas will bring significant benefit to consumers – increased choice and competition will lead to lower prices and more innovation

Case Study – Video-on-Demand

TWC:

- **TWC was the first MSO to launch VOD in 2000**
- **VOD is available to virtually all TWC subscribers**
- **Current offerings provide subscribers with access to a substantial and diverse amount of content, including over 1,300 hours of programming, with an average of 50 hours of local content**
- **The amount of available content is expected to grow to over 2,000 hours in the next year**

Adelphia Subscribers Acquired by TWC Will Benefit From TWC's Stability and Innovation

Transactional Movies	SVOD Premium	FOD Cable Networks	FOD Music	FOD Kids	FOD Local
575 hrs	350 hrs	225 hrs	25 hrs	50 hrs	50 hrs
Transactional movies on demand from: Disney Dreamworks Fox MGM New Line Paramount Sony Universal Warner Bros Free movies from: Turner Classic Movies Universal (Jan. '06)	Cinemax HBO Showtime TMC	A&E Adult Swim Anime Answers OD BBC America CNN Comedy Central Court TV Discovery DIY Fine Living Food Network G4 Golf HGTV Lifetime National Geo. NBC Oxygen OLN Sleuth Speed TBS TNT TV Guide Spot	AOL Music GAC Havoc Soundtrack	BBC Kids Boomerang Cartoon Network Classic Kids	Albany Austin Binghamton Desert Cities Green Bay Hawaii Houston Kansas City Los Angeles Milwaukee NE Ohio New York City (SI) Raleigh Rochester San Antonio San Diego Shreveport South Carolina Syracuse Waco

Case Study – Video-on-Demand

Adelphia:

- **VOD launched in two communities in 2001; no further launches until 2004**
- **Nationwide, VOD is available to approximately 60% of Adelphia subscribers**
- **Current offerings contain no local content**

Case Study – Video-on-Demand

TWC will accelerate the rollout of VOD to current Adelphia systems

- **TWC hopes to accelerate rollout within 120 to 180 days post-closing**
- **Consumers will benefit from flexibility and greater programming choice, including substantial local offerings, which will foster innovation as satellite and telco competitors respond through investment and innovation**

In sum, TWC will bring its stability and technological leadership to Adelphia systems

- TWC has earmarked \$650 million for capital improvements to bring the current Adelphia and Comcast systems to TWC's standards
- TWC possesses the management expertise, marketing savvy, and customer service infrastructure needed to rapidly deploy advanced services
- At the end of the day, current Adelphia subscribers can expect to receive more advanced, reliable, and higher quality services
- These subscriber benefits will spur a competitive response from satellite providers and telcos, leading to a continuing cycle of investment and innovation

Today's presentation

Geographic rationalization will promote competition and benefit subscribers

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Significant efficiencies will be realized from the geographic rationalization of existing Adelphia and Comcast areas with TWC's regions

- TWC estimates that the Transactions will result in \$200 million in efficiencies, principally from the:
 - Elimination of redundant corporate and regional operations
 - Reduction in programming costs
- Savings from these efficiencies will benefit consumers through investment in systems and services, such as the upgrade and hardening of infrastructure and the deployment of advanced services

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Geographic rationalization will promote competition with DBS providers and telcos

- **DBS providers and telcos already enjoy national and expansive regional footprints that far eclipse any cable cluster to be created by these Transactions**
- **DBS providers now serve 25% of all MVPD subscribers and continue to grow their subscriber base at a strong pace**
- **The telcos have announced aggressive plans to rollout video services to complement their voice and HSD products**
- **Geographic rationalization will position TWC to better compete with DBS and the telcos**

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Case Study: Marketing

TWC in Los Angeles

- **TWC currently serves less than 10% of the Los Angeles DMA, making it extremely inefficient to purchase local mass media advertising**
- **As a result, TWC has placed very few radio, print or television ads over the last two years**
- **Due to their broad reach in Southern California, Verizon, SBC, Dish Network and DIRECTV are able to regularly purchase full page newspaper ads, radio airtime, and local television spots**
- **Because TWC cannot purchase media efficiently, it is difficult to respond to our competitors in a meaningful way**
- **Geographic rationalization in markets like Los Angeles will enhance TWC's ability to advertise and compete with DBS and the telcos, leading to greater choice and competitive pricing which will benefit subscribers**

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Case Study: Marketing, cont.

TWC in Upstate New York

- **TWC's operations in upstate New York are fairly well clustered today, offering service throughout substantial portions of the Albany, Rochester, and Syracuse DMAs and some surrounding areas**
- **TWC faces intense competition in these areas from DIRECTV and Dish Network, as well as other providers like Verizon and Frontier Telephone**
- **TWC's competitors make extensive use of local and regional media, including newspaper, radio, and television, to market their services**
- **Because TWC's footprint in these areas approaches the size of its larger competitors, TWC is able to use local and regional media efficiently and effectively to design marketing campaigns to remain competitive**

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Additional Benefits Will Result From Geographic Rationalization

- **Emergency preparedness will be furthered by coordinated regional operations**
- **TWC will have an enhanced ability to support community, regional and state events and programs, including cultural and community service activities**

Exhibit 2

DECLARATION OF PETER STERN

I, Peter Stern, declare and state as follows:

1. I am Executive Vice President of Product Management for Time Warner Cable (“TWC”). I am responsible for overseeing TWC’s video and high-speed Internet services, including analog and digital video, video on demand, interactive TV, advanced advertising, digital video recorders, Road Runner, and other online services. In conducting these responsibilities, I work closely with the company’s operations, technology, marketing, programming, and finance organizations to deploy new products, and partner with the regional operations to support the growth of existing products. I submit this declaration in support of application by Time Warner Inc. (“Time Warner”) for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corporation (“Adelphia”) and Comcast Corporation (“Comcast”).

2. TWC has consistently led the cable industry in innovation and the introduction of new technologies and services. TWC was the first operator to offer/launch: (1) an interactive cable trial – Qube – 1977, (2) a VOD and ITV trial – Full Service Network – 1994, (3) Video on Demand (“VOD”) – 2000 / Subscription Video on Demand (“SVOD”) – 2001, (4) an integrated Digital Video Recorder (“DVR”) – 2002, (5) complete deployment of VOD – 2002, (6) a Voice over IP phone offering – 2003/in all divisions 2004, (7) synchronous voting and polling via interactive television – 2003, (8) multi-room DVR – 2004, (9) Caller ID on TV – 2005, (10) IPTV trial – 2005, and (11) Start Over – 2005. As this track record demonstrates, TWC continually devotes substantial resources to the creation, development and deployment of advanced services.

3. Since 1996, TWC has invested over \$17 billion upgrading, enhancing, and growing its plant into a sophisticated, broadband distribution infrastructure, employing TWC’s Emmy-award winning HFC architecture. TWC undertook this transformation years ahead of

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most other cable MSOs and in 2001 was the first MSO to complete its digital upgrade. As a result, TWC subscribers are now served by systems capable of two-way broadband communications and over 99% are currently served by systems with at least 750 MHz capacity. This has transformed TWC systems into digital networks capable of bringing consumers a “triple-play” of advanced video, high speed data, and voice communications.

4. In 2000, TWC became the first MSO to launch VOD service. VOD is now available to virtually all TWC subscribers. Current offerings provide subscribers with access to a substantial and diverse amount of content, including an average of 50 hours of local content and over 1,300 hours of national programming, expected to grow to over 2,000 hours next year.

5. TWC hopes to accelerate the roll-out of VOD offerings on systems acquired from Adelphia within 120 to 180 days after closing.

6. TWC became the first MSO to commercially offer “Start Over” service, launched just this year in our South Carolina division. Start Over, enabled by a software upgrade to VOD and digital set-top boxes, allows customers to record programs being aired on over 60 television and cable programming networks in progress, as long as they tune in before the show ends. Thus, a viewer who tunes in to a program enabled with this feature, even as the program is ending, can start the program over and view it in its entirety. When customers tune to a show enabled with this feature, they are alerted of their ability to start the program over through an on-screen prompt.

7. In 2005, TWC became the first MSO to launch an IPTV trial in San Diego. Called “TWC Broadband TV,” this service enables existing video customers to view 75 of the most popular channels on a broadband connected Windows PC within their home. Expected to last approximately six months and at no additional charge to eligible subscribers, the service for trial is an extension of TWC’s video service providing subscribers with an additional outlet for

their programming. It is a video simulcast — not a new tier — as customers will receive programming over IP that they have already paid for and receive via traditional video delivery.

8. In 2003, TWC became the first MSO to utilize interactive TV (“iTV”) to offer synchronous voting and polling. TWC’s iTV service was used to conduct a “snap poll” for the New York City Mayoral Primary on September 13, 2005. More than 17,000 votes were tallied via set-top box in one night on one channel. Results were posted within 15 minutes of each vote, and the on-air talent discussed the result. iTV also provides subscribers with unique opportunities to interact with their televisions, including:

- Access to local and national news, sports scores and statistics, weather, entertainment and community calendar information;
- eBay on TV allows subscribers to bid on items and receive alerts on auction status; and
- interactive games.

The iTV service suite offers customers an advanced navigation system, caller ID on the television, instant and customizable news “tickers” and the ability to upgrade to premium channels and subscription-on-demand services through a click of the remote.

9. TWC expects to bring its stability and technological leadership to Adelphia systems. TWC possesses the management expertise, marketing savvy, and customer service infrastructure needed to rapidly deploy advanced services. Upon completion of the transactions, current Adelphia subscribers can expect to receive more advanced, reliable, and higher quality services.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: November 9, 2005
175837_4

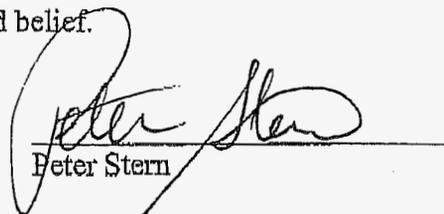

Peter Stern

Exhibit 3

DECLARATION OF SATISH ADIGE

I, Satish Adige, declare and state as follows:

1. I am Senior Vice President of Investments for Time Warner Cable ("TWC"), where my primary responsibilities involve the merger and acquisition activities of TWC. I have been with TWC and its predecessor companies for the past 20 years, holding executive positions in several disciplines, including finance and accounting, mergers and acquisitions and business affairs. I submit this declaration in support of the application by Time Warner Inc. ("Time Warner") for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corp. ("Adelphia") and Comcast Corporation ("Comcast").

2. In connection with the preparation of Time Warner's bid to acquire cable systems from Adelphia and Comcast, I worked with my colleagues at Time Warner, TWC, our investment bankers and other outside advisers to develop the estimate of approximately \$200 million in revenue synergies and cost reductions anticipated to flow to TWC from the TWC/Adelphia/Comcast transactions. The bulk of these savings are expected to be realized principally in two general areas:

a. Elimination of redundant corporate and regional operations. This would include consolidation of many of the general and administrative functions currently performed at Adelphia headquarters in Denver, CO; Coudersport, PA; and Buffalo, NY, into the TWC structure, such as corporate management, legal, accounting, tax, human resources, corporate engineering, new product development, among others. It also includes the consolidation of certain functions currently performed at Adelphia's regional and area offices into TWC's existing divisional or regional structure. Notably, this estimate does not

anticipate reductions in customer care, technical, or other staff at the local system level.

b. Cost savings through purchase of programming under TWC's existing contractual relationships. In particular, due to its larger scale and scope, TWC enjoys volume discounts from many of the same programming services currently carried on Adelphia systems.

3. As TWC has proceeded with the integration planning process, these estimated savings have been further refined and continue to evolve. Final figures cannot be developed until after closing, e.g., due to restrictions on pre-closing coordination under the Hart-Scott-Rodino Act and our inability to obtain unrestricted access to existing Adelphia operations and plant. Nevertheless, TWC continues to have a high degree of confidence that the approximate \$200 million in estimated revenue synergies and cost savings will be met.

4. As part of the due diligence process and the valuation analysis in connection with the preparation of Time Warner's bid for the Adelphia systems, TWC also conducted an analysis of the costs involved in 1) upgrading the approximately 15% of Adelphia's plant miles that had not yet been upgraded to at least 750 MHz capacity and 2) "hardening" Adelphia systems to TWC technical standards, thereby facilitating the expedited roll-out of advanced services.

5. "Hardening" might include such modifications as reduction in the number of nodes, replacement of certain fiber and coaxial cables, protecting against signal ingress, and installing new network equipment (such as more efficient Cable Modem Termination Systems ("CMTS")) needed to launch voice service.

6. TWC anticipates that certain systems to be acquired that have already been upgraded to 750 MHz, particularly those upgraded more than three years ago, will require additional "hardening" to meet TWC technical standards for the roll-out of advanced services.

7. Accordingly, TWC has earmarked approximately \$600 million in capital expenditures ("cap ex") for the upgrade and hardening of systems to be acquired from Adelphia. Of this amount, we estimate that approximately \$275 million would be required for the upgrade of Adelphia systems not yet at 750 MHz capacity. An additional approximate \$50 million in cap ex has been earmarked for systems to be acquired from Comcast. Notably, these estimated amounts apply primarily to plant-related cap ex, and do not include incremental digital boxes and other customer premises equipment related to the roll-out of advanced services. TWC anticipates commencing the process for any necessary upgrade and/or hardening of the systems to be acquired from Adelphia and Comcast as soon as 120-180 days after closing of the transactions.

8. By upgrading and/or hardening systems to be acquired from Adelphia and Comcast, TWC expects to provide benefits to consumers by accelerating the roll-out of advanced services such as interactive television, VOD and residential telephone service.

Pursuant to 28 U.S.C, § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: November 10, 2005
175840_5



Satish Adige

Exhibit 4

DECLARATION OF GERALD D. CAMPBELL

I, Gerald D. Campbell, declare and state as follows:

1. I am Senior Vice President, Voice for Time Warner Cable (“TWC”). I have been responsible for managing the rollout of Digital Phone service for TWC since January 2002. Prior to joining TWC, I was with Comcast Corporation (“Comcast”) for ten years, where I spent seven years developing Comcast’s cable/telephony business in the United Kingdom. I submit this declaration in support of the application by Time Warner Inc. (“Time Warner”) for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corporation (“Adelphia”) and Comcast.

2. TWC has quickly and successfully launched a facilities-based alternative in voice communications. TWC began Voice-over Internet Protocol (“VoIP”) technical trials in Portland, ME in 2000, years before most other Multiple System Operators (“MSOs”). In 2003, TWC launched its VoIP based Digital Phone service in Portland, North Carolina and Kansas City. Digital Phone includes unlimited local and domestic long-distance calling, along with a number of vertical services, including Call Waiting, Caller ID, and Call Forwarding. Today, Digital Phone has been launched in all 31 TWC divisions and is currently available to 75% of TWC homes passed. TWC has signed up over 854,000 Digital Phone subscribers as of September 30, 2005.

3. Digital Phone service provides almost all functionality of traditional circuit-switched service including toll-free 800 calling, directory assistance, operator services, E911 service, and Telecommunications Relay Services for the disabled. Local number portability allows new Digital Phone subscribers to keep their existing phone numbers. Subscribers may

also keep a regular directory listing. Digital Phone is compliant with the Communications Assistance for Law Enforcement Act (“CALEA”).

4. TWC is uniquely positioned to roll-out our Digital Phone service in various systems to be acquired from Adelphia and Comcast due to our industry-leading track record.

5. Clustering gives TWC a natural ability to rollout Digital Phone services in newly acquired systems that are in close proximity to our existing operations since we can leverage:

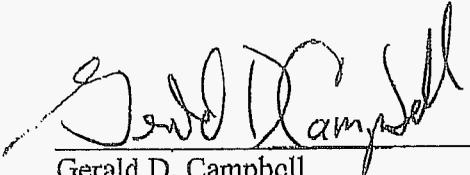
- a. the people we have already trained (installers, sales force, customer service representatives, etc.);
- b. existing infrastructure (e.g., soft switches);
- c. established back office operations;
- d. backbone network; and
- e. rate center connectivity with incumbent LEC networks.

6. While we have not yet established a firm rollout schedule for Digital Phone on the systems to be acquired, and taking the above-listed factors into account, the first areas where Digital Phone will be launched are likely to be those acquired systems with adequate plant condition and billing systems that are to be folded into existing TWC operations, e.g., in _____ . It is our goal to use commercially reasonable efforts to begin the roll out of Digital Phone service on systems to be acquired in one or more of these areas as soon as 90 to 180 days after closing.

7.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: November 9, 2005
175875_2



Gerald D. Campbell

Exhibit 5

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INSPECTION

DECLARATION OF DAWN CALLAHAN

I, Dawn Callahan, declare and state as follows:

1. I am the Vice President – Marketing at Time Warner Cable (“TWC”) – Los Angeles Division. My duties include the advertising and marketing strategies associated with all of the services offered on TWC systems in the Los Angeles area. I have worked in the TWC marketing organization for the past eight years. I submit this declaration in support of the application by Time Warner Inc. (“Time Warner”) for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corporation (“Adelphia”) and Comcast Corporation (“Comcast”).

2. Mass advertising campaigns in the Los Angeles metropolitan area are extremely expensive. A market-wide full-page black and white advertisement in the Los Angeles Times would cost in the range of \$95,000 to \$120,000 (daily vs. Sunday). A prime-time 30 second advertising spot on a network affiliated television station such as KABC would cost approximately \$16,000 to \$17,000. A 30-second radio advertisement on a top LA-based radio station in prime drive time would cost anywhere from approximately \$800 to \$900.

3. Because our cable systems cover less than 10% of the Los Angeles DMA, it is extremely inefficient to purchase mass advertising. For this reason, TWC has ceased almost all radio, print or television (broadcast) advertising in the Los Angeles metropolitan area, with the following exceptions: (1) limited (i.e., 4-6 flights per year) radio and broadcast as part of the LA Cable Co-Op (generic, typically not TWC branded), and (2) print ads in very small, targeted newspapers (i.e., Hispanic or International press).

4. Verizon, SBC, Dish Network and DirecTV serve large portions of the metropolitan Los Angeles area and even larger portions of the entirety of Southern California. As such, each is able to purchase media much more efficiently. For this reason, these companies

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INSPECTION

regularly purchase full-page newspaper ads, flights of radio spots, and broadcast television spots. The following examples are submitted with this declaration: full-page, full color Verizon FiOS ad, Orange County Register, July 7, 2005; full-page, black and white Dish ad, Los Angeles Times, July 9, 2005; full-page, two color Dish ad, Los Angeles Times, August 25, 2005.

Because we cannot purchase mass media advertising as efficiently, TWC is hamstrung in its ability to respond to these types of regional marketing campaigns typically employed by our competitors.

5. Acquisition of the Los Angeles area systems from Adelphia and Comcast would expand our service footprint to cover a larger portion of the Los Angeles metropolitan area, allowing us to more efficiently use mass media and thus become a much more effective competitor to Verizon, SBC, Dish Network and DirecTV.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: November 9, 2005
175831_1

Dawn Callahan*

*Executed declaration to be submitted upon receipt.



Los Angeles Times
August 25, 2005

**THE LONGER YOU IGNORE IT, THE
HARDER YOUR TV WILL SUCK.**

Nothing sucks as much as high monthly cable bills and bad customer service. Fortunately DISH Network can make the viewing fun. With DISH Network, you get the best of both: digital television and award-winning customer service to boot. It's called better TV. Your TV doesn't have to suck. Get better TV. Get DISH Network.

Get over 60 channels for about a dollar a day.

**Plus, ask how to get 25 movie channels
FREE for 3 months.**

1-888-DISH-941

dishnetwork.com

Better TV for all.



Exhibit 6

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INSPECTION

DECLARATION OF JOHN H. KEIB

I, John H. Keib, declare and state as follows:

1. I am the New York Regional Vice President of marketing for Time Warner Cable ("TWC"). I have been with TWC since 1998 in a variety of marketing and sales functions. Previously, I was employed by DirecTV. I submit this declaration in support of the application by Time Warner Inc. ("Time Warner") for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corporation ("Adelphia") and Comcast Corporation ("Comcast").

2. TWC offers video, High Speed Data and Digital Phone service throughout substantial portions of a geographically efficient footprint covering nearly all of upstate New York and Northern New York State, with certain exceptions including the Cities of Utica, Plattsburgh, Buffalo and various smaller pockets. Our key top-100 DMAs include Albany, Rochester and Syracuse, with additional coverage in the smaller Binghamton, Utica/Rome, Watertown and Elmira DMAs.

3. Due to TWC's significant serviceability across these DMAs, we are able to efficiently market our services through local and regional mass media, including local television, radio and print. These media provide a strong vehicle for generating effective reach and frequency at a highly affordable cost per point.

4. Set forth below is an overview of TWC media buys for the period December, 2004 through November, 2005 in the principal DMAs in this area:

Print (daily newspaper only)

- | | |
|----------------------|---------------|
| • Syracuse/Watertown | column inches |
| • Rochester | column inches |
| • Albany | column inches |

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Radio

- Syracuse/Watertown spots
- Rochester spots
- Albany spots

Local TV

- Syracuse/Watertown spots
- Rochester spots
- Albany spots

5. I believe that TWC's efficient use of local and regional mass media covering our geographically rational footprint in these DMAs has contributed to our ability to compete more effectively with satellite TV, regional telephone companies and other competitors in these service areas. If our service footprints in these areas were not well clustered, it would be inefficient for TWC to make such extensive use of DMA-wide mass media because we would have to pay for coverage of large numbers of consumers who would be unable to buy our products.

Pursuant to 28 U.S.C, § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: November 9, 2005
175877_2



John H. Keib

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