

FLEISCHMAN AND WALSH, L. L. P.

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
1919 PENNSYLVANIA AVENUE, N. W.
SUITE 600
WASHINGTON, D. C. 20006
TEL (202) 939-7900 FAX (202) 745-0916
INTERNET www.fw-law.com

SETH A. DAVIDSON
(202) 939-7924
SDAVIDSON@FW-LAW.COM

November 17, 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:

On November 16, 2005, Beverly Greenberg, Vice President of Public Affairs for Time Warner Cable's ("TWC" or "Company") Southeast Wisconsin Division, Lynn Yaeger, TWC's Executive Vice President, Corporate Affairs, and Susan Patten, Vice President of Government and Public Affairs for TWC's Southwest Division; Steven Teplitz and Susan Mort of Time Warner Inc.; Seth Davidson of Fleischman and Walsh, LLP; Jim Coltharp of Comcast Corporation; Larry Secrest of Wiley Rein and Fielding LLP; and Michael Hammer and Megan Anne Stull of Willkie Farr and Gallagher LLP met with Donna Gregg, Royce Sherlock, Sarah Whitesell, Amy Brett, Roy Stewart, Alison Greenwald, Wayne McKee, and Mania Baghdadi of the Media 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. Attached hereto as Exhibits 1-4 are copies of Power Point slides and a brochure relating to TWC's education-related public service activities that were distributed during the meeting. Supporting declarations relating to the presentations are attached as Exhibits 5-8.

The purpose of the meeting was to provide the Commission with information regarding certain public interest benefits that will accrue to local communities as a result of the proposed transactions, focusing specifically on local programming, local community involvement and public service, and local emergency preparedness and response.

Mr. Teplitz began the discussion by briefly reiterating TWC's commitment to introducing advanced services in its cable systems, including Video on Demand ("VOD"), which is available to virtually all TWC subscribers and Local Video on Demand, which currently is available in approximately two-thirds of the Company's divisions and is expected to be made available in the

remaining divisions by the end of 2006. Mr. Teplitz contrasted TWC's VOD and LVOD rollout with that of Adelphia, which offers VOD only to around 60 percent of its subscribers and does not offer any LVOD programming.

Ms. Greenberg then provided a detailed description of Wisconsin on Demand ("WIoD"), the LVOD service that TWC offers to subscribers of its Southeast Wisconsin and Green Bay divisions. Ms. Greenberg helped to develop WIoD (which was TWC's first LVOD channel) and continues to oversee the local promotion of the channel and to work with the channel's production team to produce new programming. Consequently, she is well-positioned to describe the public interest benefits associated with the provision of LVOD service in general, and WIoD in particular.

Ms. Greenberg explained that WIoD's programming consists primarily of locally created content that is digitally stored on servers at the cable system headend and is made available to digital cable customers at any time of their choosing, 24 hours a day, seven days a week. Like other VOD programming, WIoD allows TWC's digital cable customers not only to access content on demand, but also to use their remote controls to fast forward, rewind, and pause the programming. There is no additional charge for digital customers to receive WIoD and TWC does not charge any fee to the suppliers of content offered on the channel. Approximately 221,000 digital cable subscribers in TWC's Southeast Wisconsin division, and more than 50,000 digital cable subscribers in TWC's Green Bay/Appleton division, have access to WIoD.

Ms. Greenberg emphasized that while WIoD is a "free" service for digital cable customers, its creation required a significant commitment of resources by TWC, particularly to develop and promote the varied sources of content made available. Ms. Greenberg then reviewed the program offerings on WIoD, which include some 120 hours of high school sports, local college sports, tourism information, restaurant reviews, school plays and concerts, community arts programs and other local events. Ms. Greenberg described some of the top series and most frequently viewed programs on WIoD, such as "The Rockstar Project" and the "Hang Tough Video Contest" (an Emmy-award winning competition for students to produce anti-drug/anti-violence PSAs). The use of WIoD as a vehicle for political and public service programming also was described, along with the interactive component of LVOD, which allows customers to participate in program-related competitions and surveys. Another way in which WIoD contributes to the local community is through the creation of educational opportunities, such as TWC VIP (Video Internship Program) for high school students and the Kidz Biz Reporters program for middle school students.

As evidence of the strong community support for WIoD, Ms. Greenberg described the initial launch event for the channel in October 2003, which attracted 5,000 people to Miller Park. Even more significantly, in just two years of operation, WIoD is on pace to reach 1 million views before the end of 2005 for just the Southeast Wisconsin division. Ms. Greenberg also described some of the awards and honors that have been conferred on WIoD and discussed TWC's plans to expand the channel in the future by partnering with local colleges and universities to provide educational programming (including continuing education credits for professionals such as

attorneys, nurses, and teachers), and by pursuing state-wide and regional sharing of programming, particularly with respect to tourism-related content.

In response to questions from the staff, Ms. Greenberg and Mr. Teplitz discussed TWC's plans for further deployment of LVOD. Ms. Greenberg indicated that other TWC divisions offering (or planning to offer) LVOD were employing a similar model to WIOD. Ms. Greenberg also noted that while the amount of local content on each LVOD channel varies, it is typically between 85 to 120 hours. Mr. Teplitz explained that one of the benefits of the transaction is that TWC intends to expand LVOD service to Adelphia customers (who currently do not have access to any LVOD programming) in relatively short order. Specifically, TWC hopes to rollout LVOD to Adelphia systems that are VOD-enabled and adjacent to TWC systems within 60 days of closing. Where an Adelphia system is VOD-enabled, but is not adjacent to a TWC system, it is hoped that LVOD can be rolled out within six months, with the additional time needed in order to develop new arrangements with local schools, governments, and other community-based content sources. Mr. Teplitz reiterated that, as previously indicated, TWC expects to begin the process of upgrading and/or hardening Adelphia systems that are not currently VOD-enabled within 120-180 days and hopes to rollout LVOD as those upgrades are completed.

Following Ms. Greenberg's presentation, Ms. Yaeger discussed TWC's extensive community and public service activities. As Executive Vice President, Corporate Affairs, Ms. Yaeger's responsibilities include overseeing the Company's government, community, and media activities and encouraging TWC's divisions to actively participate in the life of the communities they serve through, among other things, the involvement of division management and employees in community non-profit organizations, the local education establishment, and civic leadership.

Ms. Yaeger explained that TWC's philosophy of community involvement flows from the fact that the Company is, at its core, a local business. TWC's principal assets are "bricks and mortar" on the ground in the local communities that have granted TWC the right to do business. TWC serves 11 million customers in 27 states and its 34,000 employees typically live and work in the communities that they serve. Ms. Yaeger stressed that, at TWC, quality service and community involvement begins and ends with its employees.

Ms. Yaeger noted that TWC is committed to the communities in ways that go beyond providing cable service. In particular, the cornerstone of TWC's community service philosophy has for many years been local education. Ms. Yaeger described TWC's signature national programs, the National Teacher Awards and Time to Read. The National Teacher Awards, which are in their 17th year, annually rewards 20 local educators with an all-expenses paid trip to Washington, D.C., where they are recognized at an awards banquet, presented with a crystal sculpture and cash awards, and meet with their local congressional delegation. Time to Read is a tutoring and mentoring program that is part of the nation's oldest corporate literacy initiative. Over 3,000 of TWC's employees (nearly ten percent) give of their time (as often as once a week) to help over 7000 learners. Both of these programs are national in scope, but are implemented by TWC's local systems working with their local schools.

TWC also is an avid supporter of the industry-wide Cable in the Classroom initiative, providing free cable connectivity to 13,000+ schools and 540 hours of commercial-free educational programming monthly. TWC has expanded on its Cable in the Classroom commitments and also provides access to Road Runner high speed broadband service to libraries and community centers as well as public and private schools. In response to a question from the staff, Ms. Yaeger and Ms. Greenberg confirmed that the programming offered through Cable in the Classroom is separate from LVOD content (although, as schools are upgraded to digital cable service, they too gain free access to LVOD programming).

Ms. Yaeger then described some of the many community-specific educational initiatives that TWC's divisions sponsor in partnership with dozens of other community based non-profit charitable organizations, community service organizations, youth clubs, cultural and arts institutions, and other local service organizations. In response to a question from the staff, Ms. Yaeger noted that some of TWC's community-specific activities are sponsored in conjunction with other local media, including broadcasters and local newspapers. For example, the Southeast Wisconsin's Hang Tough anti-drug/anti-violence video production competition is featured not only on WIoD but also on all of the local broadcast network affiliates. Similarly, TWC, the local newspaper and a local radio station worked together to jointly promote WIoD's "Rockstar Project."

Ms. Yaeger emphasized that TWC is committed to giving back to the communities where it does business. For example, TWC encourages employees to take an active part in community life through service on boards and support for local non-profit organizations. One way that TWC backs up this philosophy is by providing grants to employees for their hands-on involvement in community public service activities.

Another way in which TWC devotes local resources to community service is through charitable giving. In 2004, TWC's divisions across the country donated \$32 million in direct cash contributions to local non-profit organizations and community groups. The divisions provided more than \$100 million in additional in-kind support, including PSAs, as well as an additional \$7 million in free service and supplies donated to schools libraries, youth and community centers. Highlighting just a portion of the numerous non-profit organizations that partner with or otherwise benefit from TWC's local community service activities, Ms. Yaeger pointed out that when TWC has acquired systems in the past it has moved quickly to make them part of the Company's culture of public service and that TWC expects to follow that pattern with the Adelphia systems. Moreover, by acquiring systems that complement TWC's existing footprint, the Company will be able to expand its public service efforts. For example, TWC currently serves only a small part of the greater Los Angeles area. With the acquisition of additional Los Angeles area properties, TWC will be able to undertake public service projects that will reach beyond the scope of its current service area, thereby offering more expansive assistance to the greater Los Angeles community than either TWC or Adelphia could otherwise accomplish individually.

Finally, Ms. Patten reviewed for the Commission staff how the clustering of TWC's Texas systems benefited the public by facilitating TWC's successful preparation for and

response to Hurricane Rita in September 2005. Ms. Patten explained that TWC has five separate operating divisions in Texas: Houston, San Antonio, Austin, Waco, and Southwest. The division most directly and severely impacted by Hurricane Rita is the Southwest division and, as Vice President of Government and Public Affairs for that division, Ms. Patten is well-aware of both the impact that the storm had on local communities and of TWC's preparations in advance of, and its response following, the disaster.

As Ms. Patten explained, the Southwest Division is comprised of five relatively large systems, one of which – the Southeast Texas system – encompasses the area hardest hit by Hurricane Rita. Despite the devastating blow landed by Hurricane Rita, however, TWC was able to restore service to virtually all 91,000 of its customers within seven weeks of the storm.

Ms. Patten identified three factors, all related to the geographic proximity of TWC's Texas cable systems, that facilitated the Southeast Texas system's successful preparation for and response to Hurricane Rita: the physical structure and redundancies of the system; the organizational, management, manpower, and other resources readily available for the system's use; and the regional investment in technologies and communications resources.

First, Ms. Patten described how the Southeast Texas system's interconnected physical plant provided built-in redundancy that allowed the system to effectively prepare for the storm and address its aftermath. The Southeast Texas system was created in 2001 when five previously separate headends were collapsed into a single integrated facility and the areas were interconnected with a fiber backbone. The deployment of concentric fiber rings provides redundant paths and nearly instantaneous, automatic rerouting of services in the event of problems. The "self-healing" properties of this construction not only ensure fewer outages during normal operations, but also facilitate faster recovery in a crisis. Interconnection also has other benefits, including the standardization of materials and hardware and the integration of phone systems over a broader area.

As Ms. Patten explained, initially it was not clear exactly where Hurricane Rita would strike. Because the storm's projected path ranged from the Rio Grande Valley into western Louisiana, TWC systems in both its Houston and Southwest Divisions were at risk. TWC personnel from all of these areas coordinated to secure supplies that could be deployed wherever needed, including thousands of gallons of water, tens of thousands of feet of cable and fiber, as well as quantities of fuel, generators and other equipment. As Hurricane Rita approached landfall, it became clearer that the Southeast Texas system would likely feel the greatest impact from the storm. The system's 225 employees focused on "battening down the hatches" and then on evacuating themselves and their families to safety.

TWC's broad presence in Texas came into play as key system management was able to relocate to a TWC regional office where they could continue to focus on storm preparation and response. In addition, some line employees were evacuated to other Southwest Division systems to facilitate their temporary reassignment if needed after the storm passed. Southwest Division managers continued to focus on pre-storm preparations up until the last minute. These preparations included (1) establishment of an employee hotline and website to ensure two-way

communication with employees; (2) arranging for the temporary rerouting of customer phone calls to TWC's El Paso call center; and (3) prefabrication of new hub buildings and a new headend for use if needed. These extensive preparations were possible (along with the securing of sufficient supplies) because TWC had the manpower and other resources available within relatively close proximity and because of the integrated headend and standardized hubs serving the Southeast Texas system. As Ms. Patten pointed out, it simply would not have been possible to prefabricate five separate headends in anticipation of storm damage.

Hurricane Rita made landfall at Sabine Pass, a part of the Southeast Texas system, early on September 24, 2005. The category 3 storm's 120 mph winds destroyed or rendered uninhabitable nearly all of the homes in Sabine Pass and knocked out power and did extensive damage to other areas of the system. Residents were not allowed to return to the least damaged areas until September 30, and until October 5 in the case of the most heavily damaged areas.

TWC's headend and hub buildings, which were designed to withstand hurricane force winds, survived the storm. However, some 50,000 drops (representing over half of the system total) required repair. Repairs also were needed to thousands of utility poles, hundreds of miles of coaxial cable and fiber plant, and a 500-foot tower at the headend was blown over. However, the physical infrastructure and coordinated management of the regionalized operations in Texas allowed TWC to undertake an impressive restoration effort. The fiber ring was the priority for repair because its restoration would reconnect many customers living in areas with minimal damage to their drops. Within a little more than two weeks after people were allowed back into the area, TWC had restored service to nearly 60 percent of the homes passed and service to the remaining homes (apart from those that were destroyed) was restored within seven weeks after the storm struck.

Ms. Patten pointed out that the benefits of TWC's regional presence were particularly notable during the restoration effort. More than 500,000 man-hours were logged in the seven weeks following the storm. Managers and employees from neighboring systems, as well as contractors familiar with TWC construction practices and system design were called upon to assist in the effort. Without the ability to draw on this skilled and experienced assistance from nearly 900 workers, it would have taken the employees of the Southeast Texas system up to two years to complete the restoration effort.

Ms. Patten stressed that the post-storm effort benefited not just from the physical interconnection of the facilities and the availability of management and manpower resources from neighboring TWC divisions and systems, but also from the company's pre-storm investment in technology that provides more effective monitoring and response to outages and emergencies. It is the scale of TWC's Texas operations that has made the investment in such technologies possible.

The resources of TWC's regional office also came into play during the post-storm period in facilitating communications with the public through daily press releases and briefings, daily website postings, and emails to Road Runner customers accessing email accounts via web mail. TWC also established a specialized customer service email address for reporting troubles and

utilized the El Paso call center to handle over 12,000 calls in the first 11 days following the storm. TWC also used less conventional means of reaching out to and informing the community regarding the reconstruction effort. For example, the system sponsored "viewing" parties during the World Series (which featured the Houston Astros), setting up large screens, providing refreshments, and providing information about the progress of restoration efforts.

Ms. Patten concluded her presentation by emphasizing again the crucial role played by TWC's regional presence and resources in facilitating the local systems' ability to prepare and respond to Hurricane Rita, particularly in light of the fact that many of the employees of the system most directly impacted by the storm themselves suffered devastating losses. She pointed out that operators with more fragmented service areas have had a far more difficult time coping with the effects of the storm; indeed, one nearby cable operator has recently announced that it does not intend to rebuild its systems, leaving 1,600 subscribers without service.

Mr. Teplitz then wrapped up by noting that the benefits described during this presentation will accrue to Adelphia's customers as a result of the transactions. Some of these benefits, such as the amounts contributed in cash and in-kind donations, are readily quantifiable. Others, such as the value to subscribers of being able to see their children performing in a high school band concert on LVOD, or the sense of community created by TWC's support of local public service, or the ability to promptly restore vital communications links to a storm-struck community, are more difficult to quantify, but no less real and substantial.

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,



Seth A. Davidson

Counsel for Time Warner Inc.

cc: Best Copy and Printing, Inc.

Donna Gregg
Sarah Whitesell
Royce Sherlock
Amy Brett
Roy Stewart
Alison Greenwald
Wayne McKee
Mania Baghdadi
Leslie Marx
Jonathan Levy

Attachments

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