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December 12, 2005

REDACTED – FOR PUBLIC INSPECTION

VIA HAND DELIVERY

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

Re: Submission of Confidential Documents Under Seal Pursuant to Protective Order (DA 05-1673) Issued in MB Docket No. 05-192

Dear Ms. Dortch:

The Media Bureau has requested that Time Warner Inc. (“Time Warner”) submit to the Commission certain system level information relating to Time Warner Cable cable systems including subscriber totals, community locations, PSID/CUID identification numbers, management units and Nielsen designated market area (“DMA”) information. In addition, they asked for a breakdown, by system and community, of Time Warner’s economic interest in these cable systems, both before and after completion of the transactions involving Adelphia Communications Corporation (“Adelphia”) and Comcast Corporation (“Comcast”) that are the subject of MB Docket No. 05-192.

In response to this request, Time Warner hereby files the majority of this information in unredacted form organized in the chart attached as Exhibit A. In accordance with the staff’s request, we have color-coded the far right hand column to highlight those systems to be acquired by an affiliate of Comcast. Exhibit A reflects a compilation of data obtained from internal company sources as well as Commission records, and thus may include certain minor discrepancies. In addition, attached as Exhibit B is a DMA reference chart, which lists each of Nielsen’s 210 DMA’s in order of rank in terms of size. This chart can be used to cross-reference the DMA listings on the Exhibit A system charts which are provided numerically (*i.e.*, the New York DMA is listed as “1,” the Los Angeles DMA is listed as “2,” etc.). As requested by the staff, we are also providing information for all cable systems in which Time Warner Cable holds an attributable ownership interest, but that are not managed by Time Warner Cable. The information relating to such systems, which are managed by Bright House Networks, LLC (“BHN”), is based on internal Time Warner Cable records and has not been verified by BHN.

The subscriber totals by system, with bulk subscribers included in these totals and also broken out separately, are submitted on Exhibit B in redacted form for public inspection pursuant to the Protective Order adopted in this proceeding.¹ Under separate cover and pursuant to the Protective Order, Time Warner has filed one unredacted copy of this subscriber information with the Secretary's Office, and two unredacted copies of this filing will also be delivered to Julie Salovaara. Unredacted versions of these documents will also be made available for inspection, pursuant to the terms of the Protective Order, at the offices of Fleischman and Walsh, L.L.P. Arrangements for inspection may be made by contacting Craig A. Gilley (202-939-7928); Fleischman and Walsh, L.L.P., 1919 Pennsylvania Avenue, N.W., Suite 600, Washington, DC 20006.

As has been explained previously to the Commission,² Time Warner Cable applies an occupiable unit approach in counting customers residing in multiple dwelling units ("MDUs") and similar commercial/governmental/institutional accounts that are served pursuant to a "bulk" contract or similar discount.³ In a bulk service arrangement, Time Warner Cable provides basic cable service to a building or group of people as a whole, for a specified price, and individual units then have their cable service distributed from a central point within the building. If under a bulk arrangement only one bill can be issued, then such arrangement is counted as a single subscriber. However, if individual bills can be issued to separate units for optional services above basic cable service, then each separate unit represents a single subscriber. This is essentially the same approach utilized by the Commission in making effective competitive determinations under Section 623(l)(1) of the Communications Act.⁴

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). Time Warner does not routinely report subscriber information at the system or division level, so these figures have not been subjected to the same level of rigorous review that would apply to publicly reported data. Accordingly, this information is being withheld from public inspection based upon both competitive and Securities Law considerations.

² See Applicant's Public Interest Statement at n.186.

³ Time Warner Cable understands that other cable operators serving bulk and/or commercial accounts may use the "equivalent billing unit" (or "EBU") approach to count such subscribers. Under this approach, which is employed by the Commission for reporting purposes on Form 325, total revenues from these non-standard accounts are divided by the retail basic rate to derive an "equivalent" subscriber count.

⁴ *C-TEC Cable Systems of Michigan, Inc.*, DA 95-43 (CSB, Jan. 12, 1995) at ¶ 7. See also *Report and Order*, MM Docket No. 92-266, 8 FCC Rcd 5631, 5662 (1993).

Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted.


Arthur H. Harding
Counsel for Time Warner Inc.

cc: Best Copy and Printing, Inc.

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