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REDACTED - FOR PUBLIC INSPECTION

September 22, 2006

VIA ELECTRONIC FILING

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

Re: Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, MB Docket No. 05-192

Dear Ms. Dortch:

As a condition of its approval of the above-referenced applications, the Commission required Time Warner Cable ("TWC") to certify compliance with the cable/SMATV cross-ownership rule, 47 C.F.R. § 76.501(d), within 60 days after consummation of the transactions, or by September 29, 2006. The purpose of this letter is to provide compliance certification as to the majority of SMATV properties acquired by affiliates of TWC in these transactions. Where TWC expects to be unable to achieve compliance due to circumstances described herein, TWC respectfully requests an extension of time.

Section 76.501(d) of the Commission's rules states that "[n]o cable operator shall offer satellite master antenna television service ("SMATV") ... separate and apart from any franchised cable service in any portion of the franchise area served by that cable operator's cable system, either directly or indirectly through an affiliate owned, operated, controlled or under common control with the cable operator." In the Public Interest Statement filed in this proceeding, the Applicants noted that certain SMATV systems to be acquired from affiliates of Adelphia Communications Corporation ("Adelphia") might fall within a TWC franchise area post-closing, and if so, TWC would take immediate steps to integrate any such SMATV systems into TWC's cable distribution facilities, thus eliminating any cross-ownership issue.¹

¹ Public Interest Statement, MB Docket No. 05-192 (May 18, 2005) ("Public Interest Statement") at 76. Once a stand-alone SMATV property is technically integrated with a cable operator's franchised cable system that occupies

Upon closing of the transactions as of July 31, 2006, TWC acquired a total of 92 SMATV properties from Adelphia: 2 in the Cincinnati, OH area, 1 in the Columbus, OH area, 32 in the San Diego, CA area and 57 in the Los Angeles, CA area.² Of these, as set forth in the attached declarations of Bill Spies, Bob Jones and Jose Leon, one SMATV property in the Cincinnati area, 25 SMATV properties in the San Diego area and 18 SMATV properties in the Los Angeles area have been determined to fall entirely outside of TWC's franchise areas, and thus are not subject to the cable/SMATV cross-ownership restriction. TWC submits herewith a certification that the remaining seven SMATV properties in the San Diego area that fall within TWC's franchise territory will be interconnected with TWC's cable system plant on or before September 29, 2006.³

One of the SMATV properties in the Los Angeles area, although not within a TWC franchise area, is within a franchise area served by Bright House Networks, LLC ("BHN"). TWC believes that, because it is not responsible for supervision of the day-to-day operations of the BHN-managed systems, the cable/SMATV cross-ownership restriction should not apply to this situation. Nevertheless, in an abundance of caution, TWC has entered into discussions to divest this property to BHN, and TWC understands that BHN would then interconnect that facility with its franchised cable plant. TWC requests an extension of time of six months to complete this divestiture.⁴

public rights-of-way, the property no longer qualifies for the SMATV exception to the cable system definition, and thus is no longer subject to the cable/SMATV cross-ownership restriction. *See Implementation of Sections 11 and 13 of the Cable Television Consumer Protection and Competition Act of 1992, Horizontal and Vertical Ownership Limits, Cross-Ownership Limitations and Anti-Trafficking Provisions*, Memorandum Opinion and Order on Reconsideration of the First Report and Order, 10 FCC Rcd 4654 (1995) at ¶ 12.

² The assets acquired by TWC from Adelphia and Comcast Corporation include facilities serving literally hundreds of multiple dwelling unit ("MDU") properties, including apartment buildings, condominiums, hotel/motels, mobile home parks, gated communities, etc. Based on its inspection of acquired facilities undertaken by TWC to date, no additional SMATV properties have been discovered, *i.e.*, the other MDU properties acquired appear to be currently interconnected with the adjacent franchised cable system facilities. To the extent TWC discovers any additional SMATV properties among the acquired assets, it will promptly notify the Commission.

³ *See* attached declaration of Bob Jones. Included with Mr. Jones' declaration is a chart identifying each of the 32 San Diego area SMATV properties and their compliance status. TWC faces intense competition for the right to serve MDU properties from overbuilders such as RCN, local SMATV operators, ILEC cable operators such as AT&T and Verizon, and DBS providers such as DirecTV and EchoStar. The identity of the affected SMATV properties is confidential and competitively sensitive. Accordingly, such information has been redacted and is being submitted in accordance with the Protective Order adopted in this proceeding. *See* Order Adopting Protective Order, DA 05-1673, 20 FCC Rcd 10751 (rel. June 16, 2005).

⁴ *See, e.g.,* *Shareholders of the Ackerley Group, Inc. (Transferor) and Clear Channel Communications, Inc. (Transferee)*, Memorandum Opinion and Order, 17 FCC Rcd 10828, ¶ 45 (2002) (granting merger applicants 12 months to come into compliance with the radio/television cross-ownership rule); *Application of Fidelity Television, Inc. (Assignor) and Viacom Television Stations Group of Los Angeles, LLC (Assignee)*, Memorandum Opinion and Order, 17 FCC Rcd 8567, ¶ 10 (2002) (granting six months to come into compliance with radio/television cross-ownership rule); *Telemundo Communications Group, Inc. (Transferor) and TN Acquisition Corp. (Transferee)*, Memorandum Opinion and Order, 17 FCC Rcd 6958, ¶ 57 (2002) (granting 12 months to come into compliance with the television duopoly rule); *Application of Counterpoint Communications, Inc. (Transferor) and Tribune Television Company (Transferee)*, Memorandum Opinion and Order, 16 FCC Rcd 15044, ¶ 13 (2001) (granting six months to come into compliance with the television/newspaper cross-ownership rule).

As to the 38 remaining SMATV properties in the Los Angeles area, TWC submits herewith a certification that three of these properties will be interconnected with TWC's franchised cable system plant on or before September 29, 2006.⁵ TWC was able to get a head start in the interconnection of these SMATV properties because they are located in pre-existing TWC franchise areas, and thus TWC had unfettered access to the outside plant that will serve these properties, thereby allowing preparatory work for the interconnection process prior to closing.

Interconnection is in the final stages of completion with respect to an additional 16 properties in the Los Angeles area. While TWC would likely be able to complete interconnection of these additional properties to the "legacy" line-ups currently available to surrounding areas served by former Adelphia or Comcast systems shortly, TWC is in the process of rolling out more uniform line-ups throughout its Los Angeles region. Accordingly, rather than institute one line-up change for the subscribers in these properties in a few weeks, only to be followed by another line-up change a month or two later as TWC phases in more uniform offerings, we believe that it would be far less disruptive for consumers to implement a single change for these properties at the same time as the line-up changes are implemented in the surrounding areas. A similar situation exists with respect to the SMATV property acquired by TWC in the Columbus, OH area.⁶ TWC respectfully requests an extension through December 31, 2006 to achieve compliance with respect to these 17 SMATV properties.⁷

Due to circumstances beyond TWC's control, as detailed below, TWC will be unable to complete the integration process with respect to the one remaining SMATV property in the Cincinnati area and the remaining 19 SMATV properties in the Los Angeles area on or before September 29, 2006. To appreciate why this is so, it is necessary to describe the various steps typically required to accomplish integration of a stand-alone SMATV with a franchised cable system.⁸

The first major step is the property owner design review process. Before TWC can install any additional facilities at a SMATV location, it is necessary to obtain the permission and approval of the property owner. Because these are recently acquired facilities, and because MDU properties are sold from time to time, determining the identity of the right person to contact can be challenging, and the property owner is sometimes not even located in the area and typically is busy with numerous other pressing matters.

⁵ See attached declaration of Jose Leon. For the reasons noted above, confidential and competitively sensitive information regarding the 38 Los Angeles area SMATV properties has been redacted and is being submitted in accordance with the Protective Order in this proceeding.

⁶ See the attached declaration of Randy Hall.

⁷ TWC expects that ten of these Los Angeles area SMATV properties will be cut over to the "final" line-up by October 24th, another two properties by November 14th, and the final four by December 12th. TWC expects that the Columbus, OH area SMATV property will be cut over to the TWC line-up available in Delaware County, OH by December 31, 2006.

⁸ See the attached declarations of Bill Spies and Jose Leon.

Once TWC is able to make contact with the correct party, the property owner understandably often takes a very active role in this process, raising numerous questions, such as the following:

- What exact path will the cable system facilities follow once they enter the property?
- Will they be aerial, underground, or both?
- Will any asphalt or pavement cuts be required?
- Will any landscaping be disturbed?
- Once the distribution line reaches the building, how and where will it enter?
- How can structural damage be avoided?
- What steps will be taken to ensure against incursion of moisture, pests, etc.?
- Where will any facilities be installed within the interior of the building?
- Is the existing internal wiring system sufficient? If not, will new facilities be installed via wall fish, conduit, hallway moldings, or some other technique?
- Will additional facilities need to be installed on the property?
- Will TWC require an equipment closet or similar space on the site?
- Will facilities need to be installed or removed from the roof of the property?
- What steps will TWC take to avoid disruption or inconvenience to residents?
- Will the right-of-entry ("ROE") agreement with the property owner need to be modified to address these or other issues?

While the process of addressing such issues is ongoing, and as soon as the property owner is comfortable in allowing TWC access to the property, TWC typically requires 5-10 working days to inspect the existing configuration and condition of the facilities on the premises. An additional five working days are required to draft detailed as-built drawings for the property, and then three to five more days is required to determine the best method for tying the SMATV property into TWC's existing plant, whether additional power or nodes will be required at the site, and other such logistical issues. Upon completion of this process, the detailed design and construction plan is presented to the property owner for final approval.

This is just an overview of the types of issues that typically arise in the property owner design review process. The key point, however, is that TWC cannot move forward with SMATV integration until the property owner has provided full approval of the proposed design. Of the 19 Los Angeles area SMATV properties for which an extension of time is being sought, 13 are still in the property owner design review process, as is the one remaining SMATV property in the Cincinnati area.

Once the property owner design review process has been completed, TWC must then obtain local permits. This process cannot be commenced until completion of the property owner design review process because only then is the actual point of entry on the property known, as well as the entry configuration (e.g., aerial vs. underground). Local permit obligations fall into any combination of three basic categories: underground, aerial and special. Permits to install facilities underground in public rights-of-way require approval from local governmental

authorities. Moreover, depending on the location of the TWC headend that will feed the SMATV property, permits might be necessary from multiple local jurisdictions. Before local trenching applications can even be filed, TWC must undertake appropriate substructure research, *e.g.*, to determine the location of any preexisting utility facilities and the composition of the surface to be disturbed (*e.g.*, asphalt, concrete, curb cuts, municipal landscaping, median strips, etc.). Once the applications are filed, local authorities typically take 30 to 60 days or longer to issue permits.

For aerial construction, permits are required from the utility owning the necessary poles, *e.g.*, the telephone company, electric utility, or both. Pole permit applications typically require numerous issues to be addressed, such as pre-engineering, make-ready, rearrangement of preexisting attachments, safety code compliance, wind loading, etc. Depending on the utility, the process of obtaining permits for aerial construction can take 60 to 90 days or longer.

Finally, although more rare, there is always the possibility that “special” permits might be required, for example, to cross a freeway, state highway, flood control route, or railroad track. While timing varies, special permits typically take even longer than obtaining permits for aerial or underground construction. Six of the Los Angeles area SMATV properties are in the local permit process.

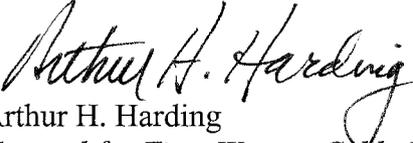
Once the property owner has approved the design and all necessary local permits have been obtained, TWC must complete any physical construction necessary to achieve interconnection. Crews need to be scheduled and materials need to be deployed to the project site. In many cases, customized electronics need to be special ordered to meet the unique needs of particular properties -- a process that can take six to eight weeks for delivery. The physical construction process often involves addition or modification of “outside” plant, *i.e.*, facilities located in public rights-of-way leading up to the SMATV property. This process can require street or pavement cuts, trenching, pole make-ready and other time consuming activities. Similarly, interconnection can also require construction activities on the site of the SMATV property, both outside and inside the structure of the affected building. TWC will proceed expeditiously to complete final construction, but the process nevertheless can be time consuming and is often subject to unexpected delays, and in any event cannot be commenced until the proposed design has been approved by the property owner and all necessary local permits have been obtained.

TWC will continue to work diligently to integrate as soon as possible the 20 SMATV properties that are currently in the property owner design review or local permitting process, and will provide updates to the Commission every 90 days, noting those SMATV properties that have obtained property owner design review and those that have obtained all necessary local permits, until such time as TWC is able to certify that all remaining SMATV properties have been integrated into its franchised cable system facilities. In addition, we also note that as of closing, even before integrating the 46 SMATV properties within its franchise areas, TWC began to voluntarily include applicable revenues in its franchise fee payment calculations and they have been operated subject to local customer service requirements.

Ms. Marlene H. Dortch
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For the reasons set forth above, TWC respectfully requests an extension of time to come into compliance with the cable/SMATV cross-ownership restriction through interconnection with TWC's franchised cable system facilities, thereby avoiding any disruption in service to subscribers.

Respectfully submitted,


Arthur H. Harding
Counsel for Time Warner Cable Inc.

cc: Heather Dixon
Donna Gregg
Sarah Whitesell
Royce Sherlock
Julie Salovaara
Best Copy and Printing, Inc.

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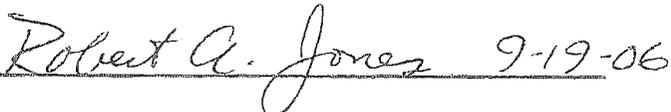
DECLARATION
OF ROBERT A. JONES

I, Robert A. Jones, declare and affirm the following:

1. I am Vice President of Engineering for Time Warner Cable San Diego Division [TWC] and have been employed by TWC since June 1974. I have been a Vice President of Engineering for 19 years within TWC.
2. I have been the Vice President of Engineering for the TWC San Diego Division since April 2003. My responsibilities include all aspects of cable system engineering and construction activity in the TWC San Diego Division.
3. Upon closing of the transactions with Adelphia Communications Corporation and Comcast Corporation on July 31, 2006, TWC acquired a total of 32 stand-alone SMATV properties from Adelphia in the San Diego area. Of these, 25 have been determined to fall entirely outside of TWC's franchise areas. TWC expects that the remaining 7 will be interconnected with TWC's franchised cable system plant on or before September 29, 2006. Attached hereto is a chart that accurately identifies each of the 32 San Diego area SMATV properties and their compliance status.

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: September 19, 2006



Robert A. Jones

SAN DIEGO SMATV PROPERTIES

Property No.	Property	Units	LFA	Status
1		108	Alpine	Cox territory
2		307	Alpine	Cox territory
3		120	Bonita	Cox territory
4		40	Chula Vista	Cox territory
5		40	El Cajon	Cox territory
6		200	El Cajon	Cox territory
7		150	Escondido	Cox territory
8		325	Escondido	Cox territory
9		225	Escondido	Cox territory
10		60	Escondido	Cox territory
11		347	Escondido	Cox territory
12		196	Escondido	Cox territory
13		148	Escondido	Cox territory
14		172	Spring Valley	Cox territory
15		156	Escondido	Cox territory
16		299	San Diego	Cox territory
17		214	El Cajon	Cox territory
18		72	Escondido	Cox territory
19		190	Escondido	Cox territory
20		36	El Cajon	Cox territory
21		120	El Cajon	Cox territory
22		85	Chula Vista	Cox territory
23		159	El Cajon	Cox territory
24		26	San Diego	Cox territory
25		160	Chula Vista	Cox territory
26		246	San Diego	Interconnection expected by 9/29
27		384	San Diego	Interconnection expected by 9/29
28		237	San Diego	Interconnection expected by 9/29
29		248	San Diego	Interconnection expected by 9/29
30		132	San Diego	Interconnection expected by 9/29
31		234	San Diego	Interconnection expected by 9/29
32		332	San Diego	Interconnection expected by 9/29

DECLARATION
OF JOSE LEON

I, Jose Leon, declare and state under penalty of perjury as follows:

1. I am Regional Vice President of Engineering for the Los Angeles Region of Time Warner Cable ("TWC"). I have held this position for 1 year and have worked at TWC since 1997.

2. My responsibilities include all aspects of cable system engineering and construction activity in the TWC Los Angeles Region.

3. Upon closing of the transactions with Adelphia Communications Corporation and Comcast Corporation on July 31, 2006, TWC acquired a total of 57 stand-alone SMATV properties from Adelphia in the Los Angeles area. Attached hereto is a chart identifying each of the 57 Los Angeles area SMATV properties and their compliance status.

4. Of these, 19 have been determined to fall entirely outside of TWC's franchise areas. One of these properties, however, falls within a franchise area served by BrightHouse Networks ("BHN"). Because of the technical ownership attribution between BHN and TWC, TWC has entered into discussions to divest this property to BHN, and TWC understands that BHN would then interconnect that facility with its franchised cable plant. The divestiture process is expected to be completed within six months.

5. Of the remaining 38 properties, TWC expects that three will be interconnected with TWC's franchised cable system plant on or before September 29, 2006. An additional 16 properties are in the final stages of completion of

interconnection. However, in order to avoid the subscriber disruption that would result from first providing the "legacy" channel line-up offered by former Adelphia or Comcast systems, only to again change to the more uniform line-up being rolled out by TWC in its Los Angeles Region, an extension through December 12, 2006 will be required to complete the integration of these properties.

6. As to the remaining 19 properties, TWC has been unable to complete the interconnection process due to circumstances beyond its control, as explained in the letter from Arthur H. Harding and addressed to the FCC Secretary to which this declaration is attached. I have carefully reviewed this letter, and it contains an accurate description of the types of hurdles TWC faces in completing SMATV integration, including the necessity to obtain the property owners' approvals and consents, delays in obtaining local permits, and pre-construction modifications to outside plant. Of these remaining 19 properties, 13 are currently in the property owner design review process and six are in the local permitting process.

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: September 19, 2006



José Leon

LOS ANGELES SMATV PROPERTIES

Property No.	Property	Units	LFA	Status
1		243	Los Angeles	Interconnection expected by 10/24
2		446	Los Angeles	Interconnection expected by 10/24
3		138	LA County	Design review by owner
4		280	LA County	Local permits pending
5		1,279	Los Angeles	Design review by owner
6		883	Los Angeles	Interconnection expected by 10/24
7		249	Los Angeles	Interconnection expected by 10/24
8		5	Los Angeles	Interconnection expected by 9/29
9		279	Los Angeles	Local permits pending
10		420	Carson	Local permits pending
11		268	Los Angeles	Interconnection expected by 10/24
12		687	Los Angeles	Local permits pending
13		404	Carson	Local permits pending
14		512	LA County	Local permits pending
15		511	LA County	Design review by owner
16		84	Los Angeles	Interconnection expected by 12/12
17		31	Los Angeles	Interconnection expected by 12/12
18		111	Los Angeles	Interconnection expected by 10/24
19		583	LA County	Design review by owner
20		124	Los Angeles	Design review by owner
21		470	Harbor City	Design review by owner
22		99	Los Angeles	Interconnection expected by 12/12
23		170	Los Angeles	Interconnection expected by 9/29
24		146	LA County	Design review by owner
25		120	Los Angeles	Design review by owner
26		376	Laverne	Design review by owner
27		700	Los Angeles	Design review by owner
28		349	Santa Ana	Design review by owner
29		192	Tustin	Interconnection expected by 11/14
30		412	Corona	Interconnection expected by 10/24
31		316	Corona	Interconnection expected by 10/24
32		549	Seal Beach	Interconnection expected by 12/12
33		336	Corona	Interconnection expected by 10/24
34		227	Costa Mesa	Interconnection expected by 11/14
35		276	Costa Mesa	Design review by owner
36		335	Stanton	Interconnection expected by 9/29
37		468	Costa Mesa	Design review by owner
38		206	Corona	Interconnection expected by 10/24
39		403	Atascadero	Charter territory
40		401	Paso Robles	Charter territory
41		252	Kern County	BrightHouse territory
42		264	Glendale	Charter territory
43		309	Alta Loma	Charter territory
44		196	Riverside	Charter territory
45		714	Corona	Charter territory

LOS ANGELES SMATV PROPERTIES

Property No.	Property	Units	LFA	Status
46		350	Pasadena	Charter territory
47		258	West Covina	Charter territory
48		159	Riverside	Charter territory
49		112	Glendale	Charter territory
50		120	Riverside	Charter territory
51		318	Long Beach	Charter territory
52		320	Montebello	Charter territory
53		120	Riverside	Charter territory
54		128	Riverside	Charter territory
55		112	Riverside	Charter territory
56		179	Orange County	Cox territory
57		303	Cerritos	Wave Broadband territory

DECLARATION
OF BILL SPIES

I, Bill Spies, declare and state under penalty of perjury as follows:

1. I am Vice President of Engineering for the Southwest Ohio Division of Time Warner Cable ("TWC"). I have held this position for ten years and have worked at TWC since 1989.

2. My responsibilities include all aspects of cable system engineering and construction activity in the TWC Southwest Ohio Division.

3. Upon closing of the transactions with Adelphia Communications Corporation and Comcast Corporation on July 31, 2006, TWC acquired two stand-alone SMATV properties from Adelphia in the Cincinnati area. Attached hereto is a chart identifying the two Cincinnati area SMATV properties and their compliance status.

4. As shown on the attached chart, one of these two properties is entirely outside of any TWC franchise area, and therefore will not be integrated with a TWC franchised cable system.

5. As to the remaining property, TWC has been unable to complete the process of interconnection with TWC's surrounding franchised cable system due to circumstances beyond its control, as explained in the letter from Arthur H. Harding and addressed to the FCC Secretary to which this declaration is attached. I have carefully reviewed this letter, and it contains an accurate description of the types of hurdles TWC faces in completing SMATV integration, including the necessity to obtain the property owners' approvals and consents, delays in obtaining local permits, and pre-construction modifications to outside plant. The property is currently in the property owner design

review process and it is uncertain when the property owner will complete its review and grant its approval.

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: September 19, 2006

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Bill Spies

CINCINNATI SMATV PROPERTIES

Property	Units	LFA	Status
	155	Colerain Township, OH	Design review by owner
	200	Boone County, KY	Outside TWC franchise area

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DECLARATION
OF RANDY HALL

I, Randy Hall, declare and state under penalty of perjury as follows:

1. I am (VP, Engineering) for the Mid-Ohio Division of Time Warner Cable ("TWC"). I have held this position for 16 years and have worked at TWC since 1980 .

2. My responsibilities include all aspects of cable system engineering and construction activity in the TWC Mid-Ohio Division.

3. Upon closing of the transactions with Adelphia Communications Corporation and Comcast Corporation on July 31, 2006, TWC acquired one stand-alone SMATV property from Adelphia in the Columbus, OH area, as identified on the chart attached hereto.

4. TWC is in the process of interconnecting this SMATV property with TWC's surrounding franchised cable system. An extension through December 31, 2006 will be required to complete the integration of this property.

5. I have reviewed the letter from Arthur H. Harding and addressed to the FCC Secretary to which this declaration is attached, and it contains an accurate description of the types of hurdles TWC faces in completing SMATV integration, including the necessity to obtain the property owners' approvals and consents, delays in obtaining local permits, and pre-construction modifications to outside plant.

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: September 19, 2006



Randy Hall

COLUMBUS SMATV PROPERTIES

Property	Units	LFA	Status
	175	Delaware Township, OH	Interconnection expected by 12/31

190428_2