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December 13, 2006

VIA ELECTRONIC FILING

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, SW, Room TWB-204
Washington, DC 20554

Re: *Ex Parte Presentation in MB Docket No. 05-311, Implementation of Section 621(a)(1) of the Cable Communications Policy Act of 1984 as Amended by the Cable Television Consumer Protection and Competition Act of 1992*

Dear Ms. Dortch:

On December 13, 2006, Gary Matz, Vice President and Assistant General Counsel of Time Warner Cable Inc. ("TWC"), Steven Teplitz and Susan Mort of Time Warner Inc., and Seth Davidson of Fleischman and Walsh, L.L.P., met with Commissioner Jonathan Adelstein and Rudy Brioche, Legal Advisor to Commissioner Adelstein, and in a separate meeting, with Cristina Pauze, Legal Advisor to Commissioner Robert McDowell, to discuss the above-referenced rulemaking proceeding.

The presentation focused on the absence of a legal or policy justification for the Commission's adoption of rules "implementing" Section 621(a)(1) of the Communications Act, a provision that by its terms provides for a judicial, rather than administrative, process for resolving disputes regarding the grant of competing franchises. The presentation also addressed TWC belief that, as a matter of law and policy, any action that the Commission takes with regard to "reforming" the franchising process should be designed to create a level playing field and should not distinguish between incumbent operators and new entrants. For example, there is no basis for any action that the Commission might take with regard to the application of the franchise fee provision of the Communications Act to treat incumbents differently from new entrants. Finally, it was pointed out that if the adoption of rules authorizing new entrants to provide service upon the expiration of a "shot clock" without a locally-granted franchise would create incentives for new entrants not to agree to a local franchise and would create a significant disparity between incumbent operators and new entrants.

Ms. Marlene H. Dortch, Secretary

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In accordance with section 1.1206 of the Commission's rules, an electronic copy of this notice is being submitted for inclusion in the record of each of the above-referenced proceedings.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Seth A. Davidson". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Seth A. Davidson

Counsel for Time Warner Inc.

cc: Commissioner Adelstein
Rudy Brioche
Cristina Pauze

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