

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

ARTHUR H. HARDING
(202) 939-7900
AHARDING@FW-LAW.COM

REDACTED - FOR PUBLIC INSPECTION

January 3, 2007

VIA ELECTRONIC DELIVERY

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, 2006.¹ In a letter dated September 22, 2006 ("Extension Request"), TWC provided certifications indicating that, of the 92 SMATV properties acquired from affiliates of Adelphia Communications Corporation ("Adelphia"), 44 fall outside TWC's franchise areas and thus are not subject to the cable/SMATV cross-ownership rule and 10 would be in compliance by the September 29, 2006 deadline. An extension of time was requested to achieve compliance with respect to the remaining SMATV properties.

¹ *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*, Memorandum Opinion and Order, 21 FCC Rcd 8203 (rel. July 21, 2006).

By its order dated September 29, 2006 (“Extension Order”), the Media Bureau (the “Bureau”) granted TWC’s request for an extension of time with respect to certain SMATV properties expected to be interconnected with Time Warner Cable’s franchised cable plant serving the Los Angeles, Columbus, and Cincinnati areas and required submission of a status report by January 2, 2007.² The purpose of this letter is to provide compliance certification as to those properties where integration has been completed, and an interconnection status update as to the remaining properties. In addition, TWC respectfully requests additional time to interconnect four SMATV properties where interconnection was initially expected to be completed on or before December 31, 2006, but where TWC encountered circumstances beyond its control that have delayed integration.

Pursuant to the Extension Order, TWC was granted until December 31, 2006 to complete the integration of 16 SMATV properties in the Los Angeles area and one SMATV property in the Columbus, OH area (the “Group A SMATVs”). TWC was also granted until April 2, 2007 to complete the integration for 19 additional SMATV systems in the Los Angeles area and one system in the Cincinnati, OH area (the “Group B SMATVs”). TWC has made substantial progress in meeting these objectives, integrating nearly all of the Group A SMATVs, and has also completed interconnection of several of the Group B SMATVs ahead of schedule. Unfortunately, and as explained in further detail below, TWC has encountered circumstances beyond its control delaying the integration of four of the Group A SMATVs in the Los Angeles area beyond the originally anticipated target of December 31, 2006.

TWC submits herewith a certification that interconnection of all but four of the 16 Los Angeles Group A SMATVs has been completed.³ TWC respectfully requests until April 2, 2007 to complete integration of the four remaining Los Angeles Group A SMATVs.⁴ Two of these

² See Order Granting Request for Extension of Time, DA 06-1951 (rel. Sept. 29, 2006). Since the Commission was closed by Executive Order on January 2, 2007 in remembrance of President Ford, this letter is being filed the next business day pursuant to Section 1.4(j) of the Commission’s rules.

³ See attached declaration of Jose Leon. Included with Mr. Leon’s declaration is a chart identifying each of the 35 Los Angeles SMATV properties for which an extension was granted for interconnection to TWC’s franchised cable systems, 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).

four properties are commonly owned, and TWC is still engaged in negotiations with respect its plans for completion of the physical construction necessary for interconnection. TWC remains hopeful that it will reach an agreement with the owner as to the design and plans for modification to allow interconnection to be completed by April 2, 2007. Since TWC is awaiting approval to proceed, these properties are now appropriately categorized as being in the owner design review process. As explained in the September 22, 2006 Extension Request, the design review process and other steps required to complete integration can be time consuming and are often subject to unexpected delays.⁵ Due to the uncertainty surrounding the anticipated date of completion of this process, TWC submits that an extension of time until April 2, 2007 for interconnection of these two properties is warranted.

The design review process is complete with respect to the remaining two Group A SMATVs; however, the owners of each property requested that TWC briefly delay the construction necessary for modifications so as to avoid disruption to residents during the holidays. Since construction of the properties is at various stages of completion, TWC anticipates that interconnection of one of the properties will be complete by January 31, 2007 and that interconnection of the second property will occur on or before February 28, 2007. TWC believes that the owners' requests to delay construction present circumstances beyond TWC's control that justify a brief additional extension of time to complete interconnection.

With respect to the SMATV property in the Columbus area for which interconnection was expected to be completed by December 31, 2006, TWC submits herewith a certification that integration of this system has been completed.⁶

As indicated above, TWC was granted until April 2, 2007 to interconnect 19 Group B SMATV properties in the Los Angeles area and one SMATV in the Cincinnati area due to the existence of circumstances beyond TWC's control, including the necessity to obtain approvals and consents from property owners and delays in obtaining local permits. In its Extension Order, the Bureau requested that TWC provide an interconnection status update concerning these properties and certify compliance as to any properties where interconnection has been completed as of the date of this filing.

TWC has diligently pursued integration efforts with respect to each of these properties. As for the 19 Los Angeles area Group B SMATV properties, 13 were in the design review process and 6 were in the permit process at the time the Extension Order was issued. TWC submits herewith a certification that interconnection of four of these properties has been completed. Interconnection of an additional two properties is expected by January 31, 2007. Furthermore, TWC has obtained all local permits necessary for interconnection, such that all of the remaining 13 properties are presently in the owner design review process. TWC continues to anticipate completion of integration of these 13 Group B SMATVs by April 2, 2007.⁷

⁵ See Extension Request at 3-4.

⁶ See attached declaration of Randy Hall.

⁷ See attached declaration of Jose Leon.

With respect to the Group B SMATV property in the Cincinnati area, TWC will likely be unable to complete the process of interconnection in a timely fashion. This property consists of approximately 126 mobile home dwelling units, of which only 11 are currently active TWC subscribers. It is TWC's practice not to commence significant construction activities on MDU property without conducting a thorough design review process with the property owner, as TWC described in its Extension Request. This process allows TWC to understand and address any specific property owner concerns, and often leads to an updated agreement between the parties. Accordingly, immediately upon closing of the Adelphia transaction, TWC began making numerous unsuccessful attempts to contact the property owner, Heritage Management, in order to discuss the proposed interconnection construction activities.⁸

In light of the lack of response from Heritage Management and absent a meeting of the minds as to the scope of any necessary facility modifications, TWC will be unable to achieve compliance with the cable/SMATV cross-ownership rule. Unfortunately, TWC believes that its only remaining option is to notify Heritage Management and the affected subscribers that service will be terminated thirty days after the date of such notice. In the event that Heritage Management becomes more responsive and engages in the design review process before service is terminated, TWC will notify the Commission and request an appropriate further extension to achieve compliance. Otherwise, TWC intends to discontinue service within the next 30 to 60 days.⁹

To recap, TWC has been working diligently in its interconnections efforts, integrating nearly all of the Group A SMATV properties for which interconnection was expected on or before December 31, 2006, as well as early completion of integration of several Group B SMATV properties for which it received an extension until April 2, 2007. There are now only 19 Los Angeles area SMATV properties where TWC has been unable to complete interconnection to date due to circumstances beyond its control. Of these, TWC expects to complete integration of three SMATV properties by January 31, 2007 and one additional SMATV property by February 28, 2007. Thus, the number of properties where TWC seeks until April 2, 2007 to complete integration has been reduced from 20 to 15.¹⁰ Accordingly, for the reasons set forth above, TWC respectfully requests an extension of time to come into compliance

⁸ First, a TWC representative contacted the on-site property manager, and was told to deal with Laurie Dover at the Heritage Management office in Cincinnati. Repeated telephone calls to Ms. Dover in an effort to set up a meeting were unavailing. Indeed, on the only two occasions when TWC was promised a meeting, the representative of Heritage Management failed to show up for the appointment. In the most recent call to Heritage Management, the TWC representative was informed that Ms. Dover is no longer an employee. TWC was instructed to direct any further communications by facsimile, and not by telephone, to "Paula."

⁹ See attached declaration of Ronald Daniel.

¹⁰ As to the 15 Los Angeles area SMATV properties now in the "design review by owner" category, TWC is continuing to diligently address any remaining concerns raised by the property owners so that mutually acceptable agreements can be achieved to allow completion of integration by April 2, 2007. However, the possibility remains that if productive negotiations are ongoing but have not been concluded, TWC may be required to seek a further extension, or if the parties are unable to reach a mutually acceptable agreement, TWC may be required to terminate service to the affected SMATV.

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with the cable/SMATV cross-ownership restriction for the remaining Los Angeles area SMATV properties as described herein.

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 JOSE LEON

I, Jose Leon, declare and affirm the following:

1. My declarations dated September 19 and September 29, 2006 that were submitted to the FCC in this proceeding are incorporated herein by reference.
2. On September 29, 2006, the Media Bureau (the "Bureau") granted Time Warner Cable ("TWC") an extension of time to complete integration of 35 SMATV properties in the Los Angeles area to be interconnected with TWC's franchised cable plant. Attached hereto is a chart identifying each of these properties and their compliance status.
3. With respect to 16 of these properties, the Bureau granted an extension through December 31, 2006 for interconnection in order to avoid subscriber disruption relating to anticipated channel line-up changes.
4. Interconnection of all but four of these properties, numbered 25, 27, and 34-35 on the attached chart, has now been completed. The four remaining properties have not been integrated due to circumstances beyond TWC's 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 changed circumstances that have prevented, and thus justify an extension of time for, interconnection.
5. The two properties numbered 25 and 27 are commonly owned. TWC is still engaged in the design review process with the owner of these properties, as described in the letter from Arthur H. Harding dated September 22, 2006 in this proceeding. TWC anticipates completion of interconnection of these properties on or before April 2, 2007.

6. With respect to the properties numbered 34-35 on the attached chart, the owner has requested that TWC briefly delay construction so as to avoid disruption to residents during the holidays. Integration of property number 34 is anticipated to be completed on or before January 31, 2007, and integration of property number 35 is anticipated to be completed on or before February 28, 2007.

5. As for the remaining 19 properties, the Bureau granted an extension until April 2, 2007 for TWC to complete integration due to the existence of circumstances beyond TWC's control, including the necessity to obtain approvals and consents from property owners, delays in obtaining local permits, and pre-construction modifications to outside plant. At the time of grant of the extension, 13 properties were in the property owner design review process and six properties were in the local permit process.

6. Interconnection of four of these properties, numbered 9 and 13-15 on the attached chart, has now been completed. Integration of two additional properties, numbered 32-33, is anticipated on or before January 31, 2007. Furthermore, TWC has obtained all local permits necessary for interconnection, such that all of the 13 remaining properties are presently in the property owner design review process, and TWC continues to anticipate completion of interconnection of these properties on or before April 2, 2007.

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: December ~~26~~, 2006



Jose Leon

LOS ANGELES SMATV PROPERTIES

Property No.	Property	Units	LFA	Status
1		243	Los Angeles	Completed
2		192	Tustin	Completed
3		268	Los Angeles	Completed
4		412	Corona	Completed
5		316	Corona	Completed
6		31	Los Angeles	Completed
7		111	Los Angeles	Completed
8		336	Corona	Completed
9		124	Los Angeles	Completed
10		227	Costa Mesa	Completed
11		99	Los Angeles	Completed
12		84	Los Angeles	Completed
13		468	Costa Mesa	Completed
14		120	Los Angeles	Completed
15		1,279	Los Angeles	Completed
16		249	Los Angeles	Completed
17		349	Santa Ana	Design review by owner
18		420	Carson	Design review by owner
19		687	Los Angeles	Design review by owner
20		404	Carson	Design review by owner
21		512	LA County	Design review by owner
22		511	LA County	Design review by owner
23		376	Laverne	Design review by owner
24		138	LA County	Design review by owner
25		549	Seal Beach	Design review by owner
26		700	Los Angeles	Design review by owner
27		883	Los Angeles	Design review by owner
28		276	Costa Mesa	Design review by owner
29		470	Harbor City	Design review by owner
30		280	LA County	Design review by owner
31		146	LA County	Design review by owner
32		279	Los Angeles	Interconnection expected by 1/31/07
33		583	LA County	Interconnection expected by 1/31/07
34		206	Corona	Interconnection expected by 1/31/07
35		446	Los Angeles	Interconnection expected by 2/28/07

DECLARATION OF RANDY HALL

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

1. My declaration dated September 19, 2006 that was submitted to the FCC in this proceeding is incorporated herein by reference.
2. The chart attached to that declaration identified one SMATV property in the Columbus, Ohio area that was expected to be interconnected with Time Warner Cable's franchised cable plant on or before December 31, 2006.
3. Interconnection of that SMATV property has now been completed.

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: December 27, 2006



Randy Hall

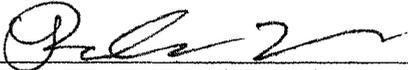
DECLARATION OF RONALD DANIEL

I, Ronald Daniel, declare and state under penalty of perjury as follows:

1. I am Sales Manager for the Southwest Ohio Division of Time Warner Cable ("TWC"). I have worked at TWC for approximately ten years.
2. My responsibilities include the negotiation of arrangements for TWC to serve multiple dwelling unit properties.
3. The declaration of Bill Spies dated September 19, 2006 that was submitted to the FCC in this proceeding is incorporated herein by reference.
4. The chart attached to that declaration identified one SMATV property in the Cincinnati, Ohio area that was expected to be interconnected with Time Warner Cable's ("TWC") franchised cable plant on or before April 2, 2007.
5. TWC will likely be unable to complete the process of interconnection of this property 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 circumstances that are expected to result in termination of service at this property after the requisite 30-day notice has been provided to subscribers.

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: December 28, 2006



Ronald Daniel