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March 23, 2007

VIA ELECTRONIC FILING

REDACTED - FOR PUBLIC INSPECTION

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:

In its letter to the Commission dated March 16, 2007, Time Warner Cable Inc. ("TWC") indicated that, as of April 2, 2007, it would be able to certify compliance with the cable/SMATV cross-ownership rule for 38 of the total 48 SMATV properties acquired in the above-referenced transactions in TWC service areas in accordance with the Commission's order in this proceeding. TWC further explained that, despite having diligently pursued integration efforts, there were nine Los Angeles area SMATV properties and one Bakersfield area SMATV property with respect to which TWC would likely not be able to achieve compliance by the required deadline due to circumstances beyond its control.

As indicated in that letter, TWC has reviewed the 10 remaining properties to determine if any have been found to be subject to effective competition. Pursuant to Section 76.501(f) of the Commission's rules, the cable/SMATV cross-ownership restriction does not apply to cable operators in franchise areas where effective competition is present.¹ After careful review of FCC effective competition orders, including the significant number of orders issued in the last 60 days as well as orders previously issued with respect to Adelphia, Comcast, and Bright House, TWC has concluded that seven of the 10 properties, as identified in Attachment A, are subject to a Commission finding of effective competition, and thus TWC may continue to serve these properties as stand-alone SMATV systems.²

¹ See 47 C.F.R. §76.501(f).

² The identities of the affected properties have been redacted from the public version of this filing due to their confidential and competitively sensitive nature and are being provided to the Commission in accordance with the

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While the cable/SMATV cross-ownership restriction does not apply to these seven properties, TWC does not intend to abandon any ongoing discussions with property owners where, as indicated in its March 16th letter, an agreement remains likely. TWC is hopeful that continued negotiations with those property owners will result in authorization for TWC to provide levels of service comparable to that offered to TWC subscribers throughout the Los Angeles region on a commercially reasonable basis.

That leaves only three SMATV properties in the Los Angeles area where TWC will not be able to certify compliance by the required April 2nd deadline. The current status of TWC's integration process with respect to these three remaining properties, described in detail in TWC's March 16th letter, can be summarized as follows:

- One property, representing approximately 291 subscribers, where TWC had reached final, execution drafts of an agreement, but where TWC was forced to commence negotiations essentially from scratch due to an unexpected sale of the property. TWC continues to participate in meetings and discussions with the new owner to review the scope of the work.
- One property, representing approximately 241 subscribers, where, upon request, the property owner sent a letter to TWC indicating that it would like for TWC to continue to provide service to its residents, and thus would welcome a 90-day extension of the FCC deadline to facilitate the agreements and construction necessary for interconnection.
- One property, representing approximately 112 subscribers, where TWC has been unable to achieve a final agreement with the property owner despite numerous conversations and meetings and where TWC has requested, but to date has not received, the above-described letter expressing a desire for an extension of time to facilitate continued negotiations.

In short, without additional time for negotiations, TWC would have no choice but to terminate service to these three properties in order to achieve compliance. In light of the inconvenience and disruption that would undoubtedly be experienced by the approximately 644 affected subscribers as a result of such action, TWC hereby respectfully requests an additional extension of time, for at least 90 days, or until July 2, 2007, to enable TWC to fulfill its obligations under the order by means other than termination of service to these customers.

TWC remains hopeful that, where an agreement is possible, the parties will be able to arrive at mutually acceptable terms that will permit interconnection within this period of time such that a further extension request is in the best interest of the affected subscribers. Moreover, should it become apparent that TWC will be unable to complete integration of any of these properties within the proposed 90-day period, TWC pledges to seek guidance from the Commission, at least 45 days prior to the July 2nd deadline, as to whether the Commission

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would prefer for TWC to seek additional time to achieve compliance rather than discontinuing service to any remaining properties.

Please do not hesitate to contact the undersigned with any questions regarding this matter.

Sincerely,



Arthur H. Harding
Counsel for Time Warner Cable Inc.

cc: Monica Desai
Sarah Whitesell
Royce Sherlock
Julie Salovaara
Best Copy and Printing, Inc.

ATTACHMENT A

| No. | Property | LFA | Subscribers | Subject to Effective Competition? | FCC Order No. |
|------------|-----------------|-------------|--------------------|------------------------------------------|----------------------|
| 1 | | Carson | 207 | Yes | DA 07-160 |
| 2 | | Los Angeles | 291 | No | |
| 3 | | Carson | 134 | Yes | DA 07-160 |
| 4 | | LA County | 127 | Yes | DA 07-160 |
| 5 | | LA County | 107 | Yes | DA 07-160 |
| 6 | | La Verne | 185 | Yes | DA 03-419 |
| 7 | | LA County | 241 | No | |
| 8 | | LA County | 187 | Yes | DA 07-160 |
| 9 | | LA County | 112 | No | |
| 10 | | Delano | 47 | Yes | DA 04-1994 |

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