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REDACTED - FOR PUBLIC INSPECTION

April 2, 2007

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:

The Commission's orders in the above-referenced proceeding¹ establish periodic deadlines for Time Warner Cable Inc. ("TWC") to provide status reports and to certify compliance with the cable/SMATV cross-ownership rule² with respect to certain SMATV properties acquired in the subject transactions. As of January 3, 2007, TWC was able to certify compliance regarding 27 of 48 such properties,³ leaving the following 21 properties with respect to which TWC was required to come into compliance by today's reporting deadline:

¹ See, e.g., *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); Order Granting Request for Extension of Time, DA 06-1951 (rel. Sept. 29, 2006); Order Granting Request for Further Extension of Time, 22 FCC Rcd 80 (rel. Jan. 5, 2007) ("*Further Extension Order*").

² 47 C.F.R. § 76.501(d).

³ See Letter from Arthur H. Harding, Fleischman and Walsh, L.L.P., Counsel for Time Warner Cable Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission, MB Docket No. 05-192 (filed Jan. 3, 2007) ("*January 3rd Compliance Filing*"). Please note that, as indicated in the attached Declaration of Robert A. Jones (Attachment 1), TWC discovered during the course of ongoing operational activities that one of the former SMATV properties in the San Diego area was actually two separate, but nearby, properties, both of which were

- One Cincinnati area SMATV property, where, because of the circumstances described in TWC's January 3rd compliance filing, TWC had no alternative but to come into compliance by terminating service.⁴ TWC's March 16, 2007 *ex parte* notice in this proceeding indicated that after a final, unsuccessful attempt to contact the property owner, TWC provided the required 30-day notice to its active subscribers at the property, explaining that it was unable to reach an agreement with the property owner that would enable it to continue providing service.⁵ TWC submits herewith a certification that service to this property has been terminated.⁶
- Four Los Angeles Area SMATV properties (the "LA Group A SMATVs") for which interconnection was originally due by December 31, 2006, but where TWC requested an extension of time for compliance due to circumstances beyond TWC's control that delayed integration.⁷ The FCC granted TWC until April 2, 2007 to achieve compliance with respect to these four properties.⁸ TWC submits herewith a certification that interconnection of the LA Group A SMATVs has been completed.⁹
- 15 Los Angeles area SMATV properties (the "LA Group B SMATVs") and one Bakersfield area SMATV for which TWC was required to come into compliance by April 2, 2007. TWC submits herewith a certification that interconnection of six of the LA Group B SMATVs has been completed.¹⁰

interconnected as of September 29, 2006. Thus, from a technical standpoint, TWC was in compliance with the cable/SMATV cross-ownership restriction with respect to 28 of 49 properties as of its January 3rd compliance filing.

⁴ See January 3rd Compliance Filing at 4.

⁵ See Letter from Arthur H. Harding, Fleischman and Walsh, L.L.P., Counsel for Time Warner Cable Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission, MB Docket No. 05-192, p. 2 (filed Mar. 16, 2007).

⁶ See attached Declaration of Pamela McDonald (Attachment 2).

⁷ See January 3rd Compliance Filing at 2-3.

⁸ See *Further Extension Order*.

⁹ See attached Declaration of Jose Leon ("Jose Leon Decl.") (Attachment 3). For ease of reference, included with Mr. Leon's declaration is a chart identifying the current compliance status of all Los Angeles region SMATVs (including the Bakersfield area SMATV that TWC has been attempting to sell to Bright House Networks) for which TWC had not certified compliance as of its January 3rd compliance filing. 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 protective order adopted in this proceeding. See *Order Adopting Protective Order*, DA 05-1673, 20 FCC Rcd 10751 (rel. June 16, 2005) ("*Order Adopting Protective Order*").

¹⁰ Jose Leon Decl.

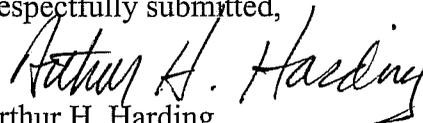
Based on guidance from FCC staff, TWC requested a further extension until July 2, 2007 with respect to three of the remaining LA Group B SMATVs.¹¹ In that same *Further Extension Request*, TWC reported that six additional LA Group B SMATVs as well as the one Bakersfield area SMATV, are subject to a Commission finding of effective competition such that, pursuant to Section 76.501(f) of the Commission's rules, the cable/SMATV cross-ownership restriction is inapplicable.¹²

Pursuant to telephone conversations between Royce Sherlock of the Media Bureau and Susan Mort of Time Warner Inc. and the undersigned, respectively, the FCC staff has requested information to verify that the seven affected SMATV properties are located in communities that have been found by the FCC to be subject to effective competition, the name of the preexisting franchisee (prior to consummation of the Adelpia transactions) and the specific franchise area covering the SMATV properties in unincorporated portions of Los Angeles County.¹³ Accordingly, submitted herewith are Exhibit A, which identifies the franchise area and preexisting franchisee,¹⁴ as well as declarations of Stephen D. Sawyer (Attachment 4) and Michael Mariott (Attachment 5), which verify the locations of the affected SMATV properties.

TWC's *Further Extension Request* was granted on March 30, 2007.¹⁵ Negotiations continue with the owners of each of the three affected properties, and TWC remains hopeful that the parties will be able to reach an agreement that will permit interconnection by July 2, 2007. TWC has committed to provide a further status report at least 45 days prior to the July 2, 2007 deadline, *i.e.*, on or before May 18, 2007.

Please contact the undersigned with any questions regarding this letter.

Respectfully submitted,



Arthur H. Harding

Counsel for Time Warner Cable Inc.

cc: Monica Shah Desai
Sarah Whitesell
Royce Sherlock

Julie Salovaara
Best Copy and Printing, Inc.

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¹¹ See Letter from Arthur H. Harding, Fleischman and Walsh, L.L.P., Counsel for Time Warner Cable Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission, MB Docket No. 05-192, p. 1 (filed Mar. 23, 2007) ("*Further Extension Request*").

¹² 47 C.F.R. § 76.501(f).

¹³ This letter is intended to satisfy any requirements of 47 C.F.R. § 1.1206(b)(2).

¹⁴ The names and addresses of the 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 protective order adopted in this proceeding. See *Order Adopting Protective Order*.

¹⁵ Order Granting Additional Request for Further Extension of Time, DA 07-1566 (rel. Mar. 30, 2007).

EXHIBIT A
SMATV PROPERTIES
SUBJECT TO EFFECTIVE COMPETITION

No.	Property	Address	Franchise Area	Preexisting Franchisee	Effective Competition Order
1			City of Carson	Comcast of Los Angeles, Inc.	DA 07-160
2			City of Carson	Comcast of Los Angeles, Inc.	DA 07-160
3			Los Angeles Co. (South)	Comcast of Los Angeles, Inc.	DA 07-160
4			Los Angeles Co. (South)	Comcast of Los Angeles, Inc.	DA 07-160
5			City of La Verne	Century-TCI California, L.P.	DA 03-419
6			Los Angeles Co. (South)	Comcast of Los Angeles, Inc.	DA 07-160
7			City of Delano	Bright House Networks	DA 04-1994

Attachment 1

DECLARATION OF ROBERT A. JONES

I, Robert A. Jones, declare and affirm as follows:

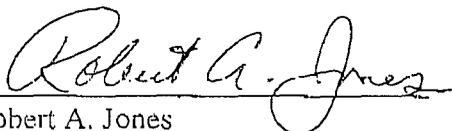
1. My declarations dated September 19 and September 29, 2006 that were submitted to the FCC in this proceeding are incorporated herein by reference.

2. As indicated in the letter from Arthur H. Harding and addressed to the FCC Secretary to which this declaration is attached, Time Warner Cable Inc. ("TWC") discovered during the course of ongoing operational activities relating to the former SMATV properties in the San Diego area that one of the properties, identified as number 28 on the chart attached to my September 19, 2006 declaration, was actually two separate, but nearby, properties.

3. Both properties, however, were interconnected with TWC's franchised cable plant as of September 29, 2006.

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: April 2, 2007


Robert A. Jones

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Attachment 2

DECLARATION OF PAMELA MCDONALD

I, Pamela McDonald, hereby declare under penalty of perjury as follows:

1. I am Vice President of Government Affairs for the Southwest Ohio Division of Time Warner Cable ("TWC"). I have been employed with TWC since 1982 and have served in my current role for approximately two years. Prior to 2005, I was Director of Government Affairs for TWC's Cincinnati Ohio Division from 1993 through 2004.

2. My responsibilities include oversight of compliance with Federal Communications Commission regulations as well as local franchising requirements.

3. The declarations of Bill Spies, dated September 19, 2006, and Ronald Daniel, dated December 28, 2006, that were submitted to the FCC in this proceeding are incorporated herein by reference.

4. The chart attached to the declaration of Bill Spies identified one SMATV property in the Cincinnati, Ohio area that was expected to be interconnected with TWC's franchised cable plant on or before April 2, 2007 (the "Property").

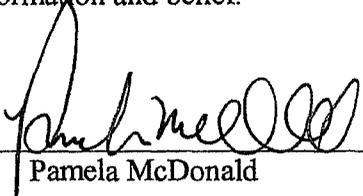
5. The declaration of Ronald Daniel indicated that TWC would likely be unable to complete the process of interconnection of this Property with TWC's surrounding franchised cable system due to circumstances beyond its control, including a lack of response from the Property owner, Heritage Management, after repeated attempts to discuss proposed interconnection construction activities.

6. On or about December 29, 2006, TWC again attempted to contact Heritage Management by letter, indicating that if we could not interconnect the facilities with TWC's surrounding franchised cable system in compliance with FCC regulations on

a timely basis, we would have no option but to notify our customers at the Property of our intent to discontinue service. As with our previous efforts to engage in discussions with Heritage Management, this final endeavor was unsuccessful. Accordingly, on March 1, 2007, we hand delivered notification to our customers at the Property to advise them that, because we were unable to reach an agreement with Heritage Management, we would have to discontinue service after thirty (30) days. Effective April 1, 2007, TWC terminated service to the Property.

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: April 1, 2007



Pamela McDonald

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Attachment 3

DECLARATION OF JOSE LEON

I, Jose Leon, declare and affirm the following:

1. My declarations dated September 19, September 29, and December 26, 2006, that were submitted to the FCC in this proceeding are incorporated herein by reference.

2. Attached hereto is a chart identifying each of the Los Angeles region SMATV properties with respect to which Time Warner Cable Inc. ("TWC") had not achieved compliance with the cable/SMATV cross-ownership rule as of January 3, 2007, as well as their current compliance status.

3. The Media Bureau granted an extension until April 2, 2007 for interconnection of four of these properties, numbered 5-6, 9, and 13, due to the existence of circumstances beyond TWC's control that prevented integration by the original December 31, 2006 deadline. Interconnection of these four properties has been completed.

4. With respect to the remaining 16 properties, TWC was required to certify compliance by April 2, 2007. Interconnection of six of these properties, numbered 4, 7-8, and 10-12, has now been completed.

5. As explained in the letter from Arthur H. Harding and addressed to the FCC Secretary to which this declaration is attached, 7 of the 10 remaining properties, numbered 14 through 20, are subject to a Commission finding of effective competition, and thus the cable/SMATV cross-ownership restrictions are inapplicable.

6. On March 30, 2007, the Media Bureau granted TWC a further extension to achieve compliance with respect to the three remaining properties, numbered 1 through 3. TWC remains hopeful that interconnection of these properties will be completed on or before July 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: April 2, 2007



Jose Leon

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SMATV Compliance Status

04/02/2007

No.	Property	LFA	Units	Status
1		Los Angeles	687	Further extension until 7/2 granted
2		LA County	700	Further extension until 7/2 granted
3		LA County	280	Further extension until 7/2 granted
4		Santa Ana	349	Interconnection completed
5		Los Angeles	446	Interconnection completed
6		Los Angeles	279	Interconnection completed
7		LA County	138	Interconnection completed
8		Seal Beach	549	Interconnection completed
9		LA County	583	Interconnection completed
10		Los Angeles	883	Interconnection completed
11		Costa Mesa	276	Interconnection completed
12		LA County	146	Interconnection completed
13		Corona	206	Interconnection completed
14		Delano	252	Subject to effective competition
15		Carson	420	Subject to effective competition
16		Carson	404	Subject to effective competition
17		LA County	512	Subject to effective competition
18		LA County	511	Subject to effective competition
19		La Verne	376	Subject to effective competition
20		LA County	470	Subject to effective competition

Attachment 4

DECLARATION OF STEPHEN D. SAWYER

I, Stephen D. Sawyer, declare and affirm the following:

1. I am Director, Government Affairs, for the Los Angeles South Division of Time Warner Cable (“TWC”). I have held this position for 8 years and have worked at TWC since August 1, 2006.

2. My responsibilities include overseeing franchise compliance and acting as the primary point of contact for local franchising authorities, elected officials and their staff for all franchise related matters.

3. I have been asked to assist in determining whether certain Los Angeles area properties, numbered 1-4 and 6, as identified in Attachment A accompanying this filing, are located within franchise areas that have been found to be subject to effective competition by the FCC.

4. To accomplish this task, I have reviewed the franchise territorial boundaries specified in the various relevant franchise documents, I have consulted with TWC field personnel familiar with the location of these SMATV properties, and I have relied upon my general knowledge of the geography of the Los Angeles area. Based upon this review, I have reached the following findings:

5. Properties 1-2 are both located within the franchise area of the City of Carson. I understand that this franchise area was determined to be subject to effective competition in DA 07-160, released on January 24, 2007.

6. Properties 3-4 and 6 fall within the Los Angeles County (South) franchise area. This franchise is a consolidation of six previously separate franchise areas: Baldwin Hills/Ladera Heights; Lennox; East Compton; Harbor; Lakewood; and South

Central. The two properties with Compton mailing addresses fall within the former East Compton franchise area, and the property with the Harbor City mailing address falls within the former Harbor franchise area. I understand that the entire Los Angeles County (South) franchise area was determined to be subject to effective competition in DA 07-160, released on January 24, 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: April 2, 2007


Stephen D. Sawyer

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Attachment 5

DECLARATION OF MICHAEL MARIOTT

I, Michael Mariott, declare and affirm the following:

1. I am Area Manager - Technical Operations, for the Los Angeles North Division of Time Warner Cable Inc. ("TWC"). I joined TWC as a former Adelphia Communications Corporation ("Adelphia") employee when TWC acquired certain assets from Adelphia in July 2006 (the "Adelphia Transaction"). Previously, from September 1995 to October 2000, I was General Manager for Optel Inc., with oversight of operations at all California properties, including the SMATV properties acquired by Adelphia in 2000 and transferred to TWC in the Adelphia Transaction (the "former Optel properties"). I have had continued oversight of these properties throughout my employment with all three companies.

2. Based on my extensive experience with the former Optel properties, including numerous on-site visits, I am familiar with the locations of each property. I have confirmed with TWC government affairs personnel that TWC holds a city-wide franchise for the City of La Verne. Moreover, although the cable franchise for the City of Delano is not held by TWC, I have particular knowledge of the Bakersfield area (including the cable system serving the City of Delano) for two reasons. First, I served for a number of years early in my career as construction manager for Warner Cable Communications Inc. ("WCCI") with respect to its properties in this area, including the city-wide franchise for the City of Delano then held by WCCI. Additionally, I grew up in the Bakersfield area.

3. I have been asked to assist in determining whether the two former Optel properties, numbered 5 and 7, as identified in Attachment A accompanying this filing, are located within franchise areas that have been found to be subject to effective competition by the FCC.

4. Based upon my personal knowledge, as described above, I have reached the following findings:

5. Property 5 is located within the franchise area of the City of La Verne. I understand that this franchise area was determined to be subject to effective competition in DA 03-419, released on February 13, 2003.

6. Property 7 is located within the City of Delano. Based on my experience with WCCI, I understand that the Delano cable franchise is city-wide. I understand that this franchise area was determined to be subject to effective competition in DA 04-1994, released on June 30, 2004.

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: April 2, 2007
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Michael Marriott