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October 3, 2008

VIA ELECTRONIC FILING

EX PARTE NOTICE

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

Re: Applications Relating to the Transfer of Control of Time Warner Cable Inc. from Time Warner Inc., MB Docket No. 08-120, WC Docket No. 08-157

Dear Ms. Dortch:

On October 2, 2008, representatives of Time Warner Inc. and Time Warner Cable Inc. ("Time Warner Cable") met with Commission personnel to discuss the above-referenced transaction. Specifically, Edward J. Weiss, Senior Vice President and Deputy General Counsel, Time Warner Inc.; Susan Mort, Senior Counsel, Time Warner Inc.; Michael G. Jones, Willkie Farr & Gallagher LLP, counsel for Time Warner Inc.; David Christman, Senior Vice President and Deputy General Counsel, Time Warner Cable; Steven Teplitz, Senior Vice President, Government Relations, Time Warner Cable; Cristina Pauzé, Vice President, Federal Regulatory Affairs, Time Warner Cable; and Arthur H. Harding, Fleischman and Harding LLP, counsel for Time Warner Cable, participated in a meeting attended by Commission staff from the following Bureaus/Offices:

- Media Bureau: Sarah Whitesell, Royce Sherlock, Elvis Stumbergs, Steve Broeckaert, David Konczal, David Brown, Tom Hutton, Taft Snowdon, John Wong, and Jeffrey Neumann.
- Office of General Counsel: Jim Bird, Neil Dellar, Joel Rabinovitz, and Virginia Metallo.

The purpose of the meeting was to explain the proposed separation in greater detail and to provide an overview of the various agreements related to the separation. In response to questions from the staff, the parties confirmed that, while Time Warner Cable is incurring certain new debt in connection with the transaction, neither Time Warner Cable nor Time Warner Inc. will be assuming any preexisting debt incurred by the other. Moreover, the parties reiterated that regardless of whether the distribution of Time Warner Cable shares to Time Warner Inc. shareholders is accomplished through a spin-off or a split-off, the end result will be that Time Warner Inc. will no longer hold any shares or other attributable interest in Time Warner Cable. In particular, the parties explained that if a split-off mechanism is selected, it is likely that a subsequent *pro rata* spin-off would be needed to distribute any remaining shares. Finally, the parties distributed copies of the Pre-Closing and Post-Closing ownership structure charts that were included with the various applications on file in these dockets.

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

Respectfully submitted,



Arthur H. Harding

Counsel for Time Warner Cable Inc.

cc:	Sarah Whitesell	Royce Sherlock
	Elvis Stumbergs	Steve Broeckaert
	David Konczal	David Brown
	Tom Hutton	Taft Snowdon
	John Wong	Jeffrey Neumann
	Jim Bird	Neil Dellar
	Joel Rabinovitz	Virginia Metallo

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