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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 9, 2008, representatives of Time Warner Cable Inc. ("TWC"), including Glenn A. Britt, President and Chief Executive Officer; Gail G. MacKinnon, Executive Vice President and Chief Government Relations Officer; Steven N. Teplitz, Senior Vice President, Government Relations, together with Justin W. Lilley, TeleMedia Policy Corp., met with Chairman Kevin Martin; Michelle Carey, Senior Legal Advisor, Media Issues for Chairman Martin; and Monica Desai, Chief of the Media Bureau, to discuss the above-referenced transaction.

During this meeting, TWC summarized arguments already on the record in these proceedings and urged the prompt and unconditional approval of the Applications. TWC also noted that the comments filed did not contest the public interest benefits that would flow from the separation, but rather focused on unrelated programming issues. Specifically, commenters argue that the Commission should extend program access and program carriage requirements as a condition of approving the license transfers. Given that the proposed separation will result in the elimination of the circumstances that gave rise to the program access and program carriage requirements in the first instance (*i.e.*, "vertical integration" and "affiliation") such arguments have no basis in fact, law, or policy.

TWC also noted that the FCC previously rejected similar arguments in the News Corp./DIRECTV transaction when Dish Network urged the Commission to extend program access conditions to News Corp. after its divestiture of DIRECTV. The Commission found that once the sale occurred, "News Corp. will no longer have an attributable interest in DIRECTV," and "[t]hus, the program access conditions would no longer apply to News Corp."[1]

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[1] *News Corporation and the DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee*, Memorandum Opinion and Order, 23 FCC Rcd 3265, ¶ 126 (2008).

The topic of the possible "backstop" loan from Time Warner Inc. was also discussed. TWC explained, as described in the *ex parte* notice dated October 9, 2008, that the total amount that might be borrowed has been reduced from $3.5 billion to $2.52 billion. Moreover, this is a one-time option that is anticipated to be utilized only in the event that, upon maturity, credit market conditions do not allow TWC to refinance the Bridge Credit Agreement through ordinary course third party financing.[2] In addition, even if the full $2.52 billion is advanced, it would fall far below the 33 percent benchmark under the debt/equity rule. In its SEC Form 10-Q as of June 30, 2008, the TWC balance sheet reflects total debt plus equity of $60.453 billion, and $2.52 billion represents less than 5 percent of that amount.

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

Respectfully submitted,

Arthur H. Harding

Arthur H. Harding
Counsel for Time Warner Cable Inc.

cc: Hon. Kevin Martin
Michelle Carey
Monica Desai
Royce Sherlock
Sarah Whitesell

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[2] *See* Letter from Arthur H. Harding, Fleischman and Harding LLP, Counsel for Time Warner Cable Inc., to Marlene H. Dortch, Secretary, FCC, MB Docket No. 08-120, WC Docket No. 08-157 (Oct. 9, 2008).