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January 28, 2009

Marlene H. Dortch  
 Secretary  
 Federal Communications Commission  
 Room TW-A325  
 445 12th Street, SW  
 Washington, DC 20024

**FILED/ACCEPTED**

**JAN 28 2009**

Federal Communications Commission  
 Office of the Secretary

Re: MB Docket No. 08-120

Dear Ms. Dortch:

By a Public Notice released on July 1, 2008 (DA 08-1574), the Commission established a pleading cycle for a series of associated license transfer and assignment applications filed by Time Warner Inc. ("TWX"), Time Warner Cable Inc. ("TWC") and certain indirect subsidiaries of TWC, in connection with the proposed Separation Transaction described in the above-referenced proceeding and in the associated Separation Agreement filed with the Securities and Exchange Commission. Among the applications identified in the Appendix to the Public Notice are applications requesting consent to *pro forma* assignments of certain licenses held by indirect subsidiaries of TWC. As explained below, each of the proposed TWC *pro forma* assignment applications reflect steps in an internal consolidation of TWC's numerous license-holding entities that were to be undertaken for business expediency purposes in conjunction with the closing of the larger Separation Transaction. Certain of these *pro forma* assignment applications (the "Assignment Applications"), involving five of TWC's license-holding subsidiaries, are the subject of this letter, as follows:

**CARS Licenses**

<b><u>File No.</u></b>	<b><u>Licensee</u></b>	<b><u>Call Sign</u></b>
20080701CY-08	C-Native Exchange III, LLC	KA-80623
20080701CZ-08	C-Native Exchange III, LLC	WGV-990
20080701DA-08	C-Native Exchange III, LLC	WHZ-677
20080701DB-08	C-Native Exchange III, LLC	WLY-812
20080701DC-08	C-Native Exchange III, LLC	WLY-815
20080701DD-08	C-Native Exchange III, LLC	WLY-816
20080701DE-08	C-Native Exchange III, LLC	WLY-817
20080701DG-08	KCCP Trust	KD-55034

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20080701DF-08                      Staten Island Cable, LLC                      WHZ-455

**Earth Station Licenses**

<b><u>File No.</u></b>	<b><u>Licensee</u></b>	<b><u>Lead Call Sign</u></b>
SES-ASG-2008-661-00781	KCCP Trust	E040257

**Land Mobile Licenses**

<b><u>File No.</u></b>	<b><u>Licensee</u></b>	<b><u>Lead Call Sign</u></b>
0003469667	CAP Exchange I, LLC	KFM729
0003469675	CAT Holdings, LLC	KRU795
0003469684	C-Native Exchange III, L.P.	WNYE223
0003469688	Staten Island Cable, LLC	WPOB447

In the Description of Transaction exhibit filed with each of the above *pro forma* Assignment Applications, the parties show that the station Licensee (“Assignor”) is a 100% owned subsidiary of the Assignee designated in the application and that both parties to the application are indirect subsidiaries of TWC. The assignments result from each Assignor being rolled up and folded into (by merger or dissolution) its respective parent, the Assignee (the “Roll-Ups”). As assignments of licenses from a subsidiary to its 100% owner, with no change in ultimate control of the licensee, the Roll-Up transactions constitute *pro forma* assignments pursuant to the Commission’s Rules.

The Roll-Up transactions were structured to satisfy internal TWC financial and tax-related considerations. They are not directly related to the Separation Transaction and were not conditioned (for business purposes) upon consummation of the Separation Transaction.<sup>1</sup> TWX and TWC proposed to consummate the Roll-Ups in conjunction with the Separation Transaction because they believed the latter would be approved and consummated by the December 31, 2008, deadline set by TWC for completing the internal Roll-Ups and thus all transactions could be closed on or about the same day. In the months following the July 1 Public Notice, the Roll-Ups continued on their internal clock toward a December 31, 2008, closing date. Through administrative inadvertence, however, on December 31, 2008, the Roll-Ups associated with the above-named subsidiaries were completed as previously scheduled, in accordance with their description in the Assignment Applications, without an understanding of the implications of this premature action to the pending Assignment Applications.

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<sup>1</sup> Upon consummation of the Separation Transaction, TWX will transfer to its shareholders its entire ownership of TWC, either through a “spin-off” or a “split-off” or a combination thereof.

Accordingly, the licenses subject to the Assignment Applications are now held by the Assignees designated in those Assignment Applications.<sup>2</sup> TWC is promptly bringing this matter to the Commission's attention. This notwithstanding, consistent with the *pro forma* nature of the transactions, and as described in the applications, there have been no changes whatsoever in the management or operations of the subject facilities, and they remain today, as they did before the Roll-Ups, under ultimate indirect ownership and control by TWC. TWC sincerely regrets the premature internal restructuring activity that lead to this inadvertent error and seeks direction from the staff regarding the most appropriate course of action, if any, with respect to the Assignment Applications at this time.

To that end, in the interest of conserving Commission resources, TWC respectfully submits that the most efficient course appears to be the issuance of a single order that disposes of the applications relating to the Separation Transaction and grants, *nunc pro tunc*, the Assignment Applications at the same time. All of these applications have been pending over 210 days, and a full and complete record upon which to base a decision exists.<sup>3</sup> Should there be any questions concerning this correspondence, or TWC, generally, please feel free to contact Cristina Pauzé (202-729-6309 or [cristina.pauze@twcable.com](mailto:cristina.pauze@twcable.com)), Terri Natoli (202-729-6312 or [terri.natoli@twcable.com](mailto:terri.natoli@twcable.com)) or the undersigned counsel for Time Warner Cable Inc.

Respectfully submitted,



John R. Wilner  
Counsel for Time Warner Cable Inc.

JRW/dlk

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<sup>2</sup> TWC notes that of TWC's nine Land Mobile Radio licenses associated with File. Nos. 0003469667, 0003469675, 0003469684 and 0003469688, seven are IG-Industrial/Business Pool Licenses assigned frequencies below 470 MHz. As such, pursuant to 47 C.F.R. § 90.159 (c), the Assignee may operate the stations subject to these licenses pursuant to Conditional Authority for a period not to exceed 180 days once the assignment application associated with the stations was properly filed. Thus, TWC submits that except for Call Signs KNJH360 and WNAU571 associated with File No. 0003469667 (which are 800 MHz band licenses), Assignees' operation of the IG Land Mobile Radio stations requires no remedial action.

<sup>3</sup> Alternatively, a separate order could be issued granting the Assignment Applications *nunc pro tunc* (or without prejudice to later enforcement action) while review of the applications relating to the Separation Transaction is finalized. Finally, if the individual Bureaus deem it necessary or desirable, TWC will request Special Temporary Authority for each of the Assignees to operate the stations involved pending approval of the Assignment Applications.