UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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In the Matter of

AMERICA ONLINE, INC., and

TIME WARNER INC.

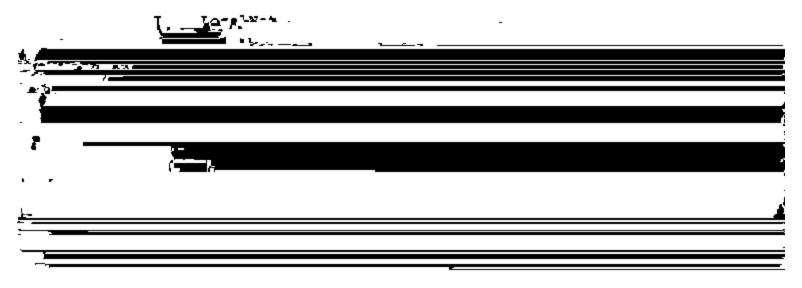
Docket No. C-3989

Motion for Approval of Non-Affiliated ISP and Alternative Cable Broadband ISP Service Agreement

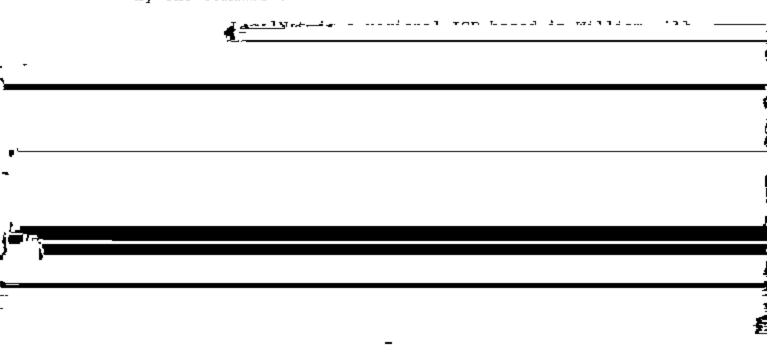
Pursuant to Paragraph II.A.2. of the Decision and Order ("the Consent Decree") finalized by the Federal Trade Commission (the "Commission") on April 17, 2001, AOL Time Warner Inc. ("AOLTW") moves the Commission for approval of (1) LocalNet Corp. ("LocalNet"), and (2) the Alternative Cable Broadband ISP Service Agreement entered into between Time Warner Cable ("TWC") and LocalNet to provide cable broadband ISP service in TWC's Albany, Binghamton, Liberty, Rochester and Syracuse, New York divisions.

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Alternative Cable Broadband Agreement between TWC and LocalNet dated November 2, 2001. That Agreement is based on the same economic model as the Agreement between TWC and EarthLink, Inc. ("EarthLink") that already has been approved by the Commission.



New York. LocalNet currently provides dial-up service to subscribers in Connecticut, Indiana, Massachusetts, New

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LocalNet has indicated that it is viable from a financial standpoint.

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LocalNet distinguishes itself from other ISPs by

Service at the lowest sustainable rate per month".4 As a

vigorous competition as a provider of cable broadband ISP service over TWC's cable systems.

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III. Conclusion.

Albany and Rochester on September 24, October 15, and October 22, 2001, respectively.

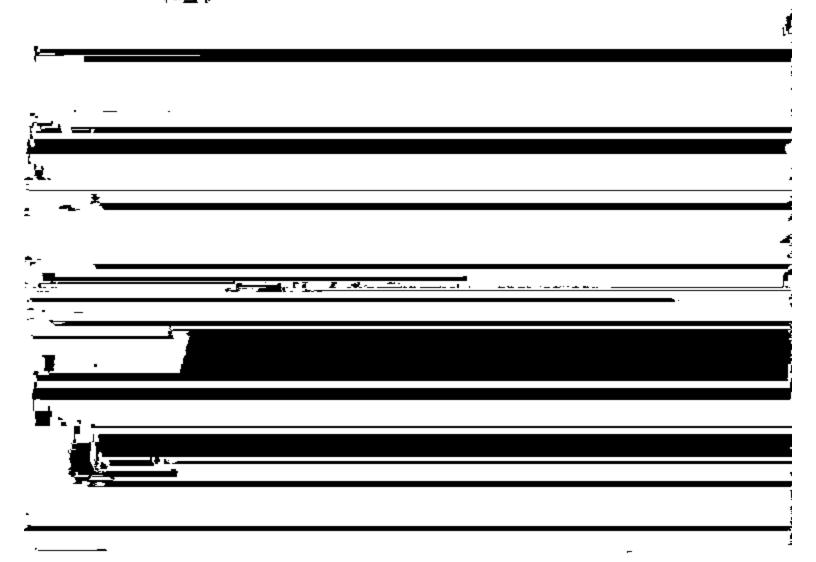
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TWC believes that

the addition of LocalNet's service to the list of ISPs that provide Cable Broadband ISP Service in the Albany,
Binghamton, Liberty, Rochester and Syracuse divisions will benefit consumers by enhancing the range of service and

For the foregoing reasons, the approval of

LocalNet by the Commission is warranted and in the public



and provide further information in connection with any of the foregoing matters.

November 8, 2001.

Respectfully submitted, CRAVATH, SWAINE & MOORE,

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