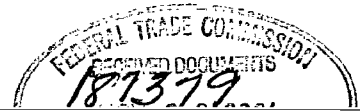


[REDACTED VERSION]



BEFORE THE FEDERAL TRADE COMMISSION

SECRETARY

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,<sup>1</sup> AOL Time Warner Inc. ("AOLTW") moves the Commission for approval of (1) Digital Communications Networks Inc. ("DCN"), and (2)

provide cable broadband ISP service in TWC's Los Angeles

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I. DCN.

AOLTW seeks approval of DCN and the Alternative Cable Broadband Agreement between TWC and DCN dated November 9, 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.

DCN is a regional ISP based in Woodland Hills, California. Founded in 1986, DCN is best known as an established reseller of wireless telephony. DCN currently

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Sacramento, San Diego, San Francisco, San Jose, Santa Barbara, Santa Rosa/Napa, Stockton and Ventura/Oxnard.

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DCN began offering DSL service in areas served by Pacific Bell and Verizon in mid-July 2000.

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In addition, DCN will be

strongly positioned to compete against other ISPs because of its ability to cross-sell cable broadband ISP service to its large base of wireless subscribers.

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DCN also has three retail stores in Los Angeles.

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Although DCN is a recent entrant as an ISP, TWC believes that DCN's sound financial position, large wireless subscriber base, and existing infrastructure to widely market ISP services will enable it to compete effectively as a cable broadband ISP.

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III. Conclusion.

The Cable Broadband ISP Service Agreement between TWC and DCN is yet another example of AOLTW's continuing efforts to facilitate the launch of regional ISPs across TWC's cable divisions. TWC believes that the addition of

Angeles division will benefit consumers by enhancing the

the Commission of DCN will permit DCN to move quickly to begin offering cable broadband services in Los Angeles at the earliest possible juncture.

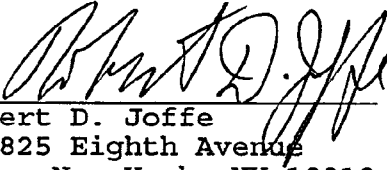
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For the foregoing reasons, the approval of NY by  
the Commission is warranted and in the public interest. We  
staff of the Commission to answer questions and provide  
further information in connection with any of the foregoing  
matters.

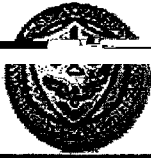
November 26, 2001.

Respectfully submitted,

CRAVATH, SWAINE & MOORE,

  
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New York, NY 10019  
(212) 474-1000

Attorneys for AOL Time Warner Inc.



Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580

For Your Information: December 4, 2001

Related Documents

**Application for approval of a non-affiliated ISP and alternative cable broadband ISP service agreement:**

The Commission has received an application from **America Online/Time**

Service Provider (AT&T) and alternative cable broadband service

broadband ISP service agreement entered into between Time Warner

The FTC is accepting public comments on the proposed application until

on the Commission's web site at [www.ftc.gov](http://www.ftc.gov). (FTC File No. 001-0105;  
Docket No. C-3989; staff contact is Daniel P. Ducore, Bureau of

2001; and November 20, 2001.)

**Publication of Federal Register notice**

The Commission has approved the publication of a Federal Register  
notice regarding the ceiling on allowable charges for certain

Commission's Web site, the ceiling on allowable charges for certain  
disclosures under the FCRA, Section 612(a)(1)(A), will increase from  
\$8.50 to \$9.00 effective January 1, 2002. This section of the Act as

reporting agency may charge a reasonable amount for making a  
disclosure to the consumer, provided the charge does not exceed a  
statutory maximum and is indicated to the consumer before the disclosure  
is made. The Commission vote to publish the notice in the Federal  
Register was 5-0. (File No. P974805; staff contact is Keith B. Anderson,  
Bureau of Economics, 202-326-3428.)

**MEDIA CONTACT:**

Office of Public Affairs

202-326-2180

(<http://www.ftc.gov/opa/2001/12/fyi0160.htm>)