UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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.B.1. 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) Internet Nebraska Corp. ("Internet Nebraska"), and (2) the Alternative Cable Broadband ISP Service Agreement entered into between Time Warner Cable ("TWC") and Internet Nebraska (the "Agreement") to provide cable broadband ISP service in TWC's Nebraska division.

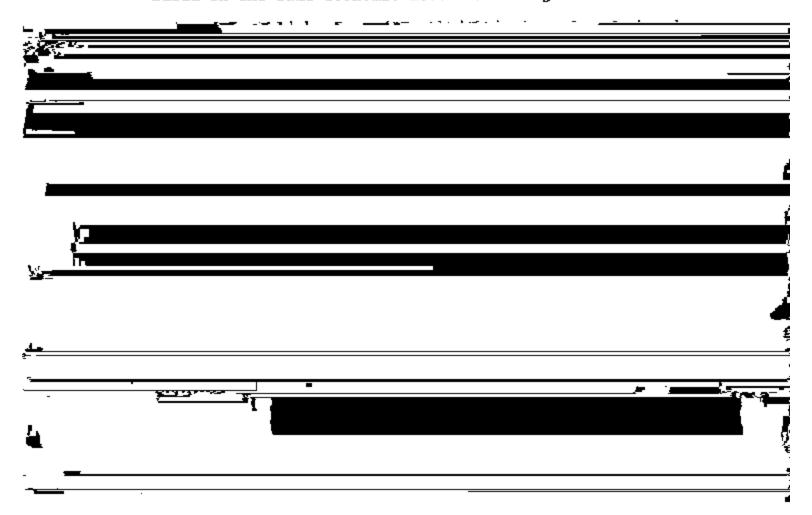
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I. Internet Nebraska.

AOLTW seeks approval of Internet Nebraska and the Alternative Cable Broadband Agreement between TWC and Internet Nebraska dated January 28, 2002. The Agreement is based on the same economic model as the Agreement between



Internet Nebraska is the largest and most established regional ISP in Lincoln, Nebraska. Since its

customers. In addition, Internet Nebraska draws upon a wealth of experience and knowledge as the oldest ISP based in Nebraska. Stephen Reichenbach, the president of Internet Nebraska, is also a professor in the Computer Science and Engineering Department at the University of Nebraska - Lincoln.

TWC believes that Internet Nebraska's positive financial position, wealth of experience as an ISP, established reputation in the region, and existing infrastructure to market and support ISP services will enable it to compete effectively as a cable broadband ISP.

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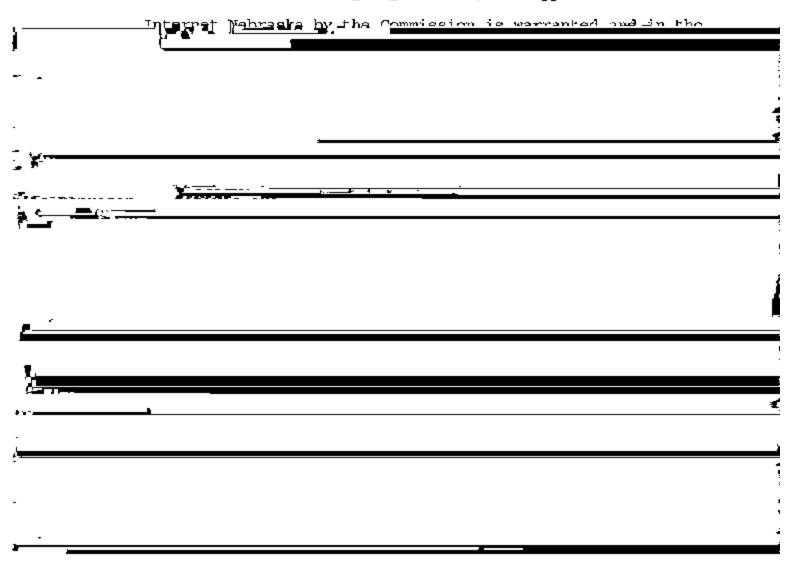
III. Conclusion.

The Cable Broadband ISP Service Agreement between TWC and Internet Nebraska is the first of several Alternative Cable Broadband ISP Service Agreements that will be submitted pursuant to Paragraph II.B.1. of the Decision and Order over the course of the next several months. The Agreement is reflective of the effort that TWC is making to reportiate and enter Alternative Cable Broadband ISP Service

Agraements with regional TCDs that security is successful.

Nebraska division will benefit consumers. Expeditious approval by the Commission of Internet Nebraska will permit Internet Nebraska to move quickly to prepare for the launch of cable broadband ISP service in the Nebraska division.

For the foregoing reasons, the approval of



available to meet with the Staff of the Commission to answer questions and provide further information in connection with any of the foregoing matters.