

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.A.2. of the Decision and Order ("the Consent Decree") finalized by the Federal Trade Commission (the "Commission") on April 17, 2001,¹ AOL Time Warner Inc. ("AOLTW") moves the Commission for approval of (1) Inter.net US, Ltd. ("Inter.net US") and (2) the Alternative Cable Broadband ISP Service Agreement entered into between Time Warner Cable ("TWC") and Inter.net US.²

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I. Inter.net US.

Inter.net US is a privately held corporation based in Reston, Virginia. It is a wholly owned subsidiary of Inter.net Global LLC ("Inter.net Global"), a provider of Internet access in sixteen countries.³ Inter.net Global describes itself as an ISP that provides individuals a borderless, global network to share ideas and common interests, and nurture and develop communities. As of October 2000, Inter.net Global had approximately 500,000 customers around the world,⁴ including 45,000 customers in the United States, with the greatest concentration of customers in Oklahoma, Alabama, Massachusetts, New Hampshire, Arizona, Connecticut, California and New York. In August 2001, network expansion extended Inter.net US' footprint to all fifty states and the District of Columbia.

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³ Inter.net operates in Argentina, Brazil, Canada, Chile, France, Germany, Hungary, Japan, Mexico, Panama, Philippines, Portugal, Spain, Switzerland, United States and Uruguay.

⁴ See <<<http://www.inter.net/content/english/about/>>>

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Inter.net Global describes itself as being led by a seasoned management team with substantial experience in international management, finance and Internet technology. In fact, several members of the team were responsible for the introduction of the Internet to their countries. Previously, Inter.net Global was a wholly owned subsidiary of the Internet service and solutions provider, PSINet until it was spun off in March 2001. Since then, Inter.net US has focused on providing customers with an easy and safe method of using the Internet, and on developing means by which Inter.net customers in the United States can realize the potential of the Internet for interaction, education, communication and commerce regardless of geographic boundaries.

Consumers have been responsive to Inter.net US' efforts to increase its subscriber base. Inter.net US has experienced significant success in recent months.

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III. Conclusion.

Inter.net US has amassed a wealth of experience at responding to the needs of prospective subscribers. Vigorous competition can be expected to develop among ISPs as MISP service is rolled out across the TWC divisions. Approval of Inter.net US, and the Alternative Cable Broadband ISP Service Agreement that TWC has entered into with Inter.net US will provide consumers with the benefit of such vigorous competition.

We and AOLTW's representatives are available to meet with the Staff of the Federal Trade Commission to answer questions and provide further information in connection with any of the foregoing matters.

October 12, 2001.

Respectfully submitted,

CRAVATH, SWAINE & MOORE,



Robert D. Joffe
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

Attorneys for AOL Time Warner Inc.