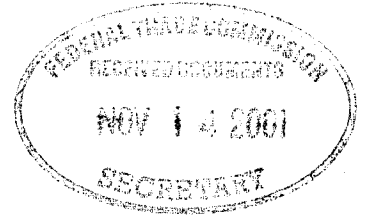


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION



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) West Central Ohio Internet Link, LLC. ("WCOIL"), and (2) the Alternative Cable Broadband ISP Service Agreement entered into between Time Warner Cable ("TWC") and WCOIL to provide cable broadband ISP service in TWC's Columbus, Cincinnati, Western and Northeast Ohio divisions.²

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I. WCOIL.

AOLTW seeks approval of WCOIL and the Alternative Cable Broadband Agreement between TWC and WCOIL 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.

WCOIL is a regional ISP based in Lima, Ohio. As of August 2001, WCOIL provided dial-up, DSL and wireless access to approximately 19,600 subscribers in the West Central Ohio region including TWC's Columbus and Western Ohio divisions. WCOIL seeks to extend its operations into the Cincinnati and Northeast Ohio divisions as a cable broadband ISP.

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WCOIL has been a provider of Internet access for more than six years. During that time, WCOIL has amassed a wealth of experience and insight that has enabled it to rapidly expand its subscriber base by meeting the needs of prospective subscribers. WCOIL's high level of responsiveness to consumer needs has led to its recent selection as the number one ISP in West Central Ohio by readers of the Lima News.

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REDACTED

WCOIL aggressively promotes its services in the West Central Ohio region through print, radio and television advertisements and direct marketing, as well as through partnerships with computer and network sales operations and school districts. CONFIDENTIAL
REDACTED

Based on its healthy growth rate CONFIDENTIAL
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REDACTED there is ample reason to believe that WCOIL will continue to be a vigorous competitor as a cable broadband ISP on TWC cable systems.

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III. Conclusion.

The Cable Broadband ISP Service Agreement between TWC and WCOIL is yet another example of AOLTW's continuing efforts to enter into Cable Broadband ISP Service Agreements with small and regional ISPs across TWC's cable divisions. TWC believes that the addition of WCOIL's service to the list of ISPs that recently launched in the Columbus, Cincinnati, Western and Northeast Ohio divisions will benefit consumers by enhancing the range of service and pricing options. Prompt approval by the Commission of WCOIL will permit WCOIL to move quickly to begin offering cable broadband service to compete against AOL, Road Runner and EarthLink in those divisions at the earliest possible juncture.

⁴ TWC launched multiple ISP service in those four Ohio Divisions on the following dates:


Columbus	September 17, 2001
Cincinnati	October 11, 2001
Western Ohio	October 18, 2001
Northeast Ohio	October 25, 2001

[REDACTED VERSION]

For the foregoing reasons, the approval of WCOIL by the Commission is warranted and in the public interest. We and AOLTW's representatives are available to meet with the Staff of the Commission to answer questions and provide further information in connection with any of the foregoing matters.

November 13, 2001.

Respectfully submitted,
CRAVATH, SWAINE & MOORE,


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