



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) 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.²

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REDACTED

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

CONFIDENTIAL
REDACTED

LocalNet distinguishes itself from other ISPs by providing "least-cost, robust, reliable Internet access

delivered with user-friendly, multi-line, download and upload

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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REDACTED

III. Conclusion.

TWC J... ..

[REDACTED]

[REDACTED]

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

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REDACTED

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

[REDACTED]

[REDACTED]

[REDACTED]

the Cable Broadband ISP Service...

[REDACTED]

[REDACTED]

For the foregoing reasons, the approval of LocalNet by the Commission is warranted and in the public interest. We and our clients' representations are available to

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

November 8, 2001.

Respectfully submitted,
CRAVATH, SWAINE & MOORE,

Asst. Sec. Dir.