

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,<sup>1</sup> 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.<sup>2</sup>

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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 negotiate and enter Alternative Cable Broadband ISP Service

Agreements with regional ISPs that operate in areas outside

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

Internet Nebraska by the Commission is warranted and in the



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