

Dear FCC Commissioners,

As you complete your deliberations of the AOL/Time-Warner merger, we would strongly suggest that you include the following condition for approval: Three unaffiliated ISPs, (i.e. one national ISP, one "regional" ISP, and one "local" ISP) will be granted access prior to offering cable modem service to its own cable television subscribers. This condition would add specificity to the FTC's Consent Condition of the AOL/Time-Warner merger for three unaffiliated ISPs. It would also insure and codify the FCC's on-going concerns about marketplace diversity.

In particular, AOL Time Warner shall enter into a contract with at least one local and one regional ISP in each franchise area in which cable modem service is made available by AOL Time Warner or any of its affiliates.

**A local ISP is defined as an ISP** (1) *which has subscribers within the franchise area, and (2) with a majority of its customers located within the metropolitan statistical area (MSA) in which the franchise is located.*

**A regional ISP is defined as an ISP** (1) *which has subscribers within the franchise area and (2) with a majority of its customers located within no more than three metropolitan statistical areas contiguous with the MSA in which the franchise is located.*

In the event that there are no local ISPs in franchise area, contracts with two regional ISPs shall be executed.

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In addition, we are concerned that the merged companies of AOL & Time-Warner will preclude unaffiliated ISPs from using Time-Warner cable lines for the delivery of commercial services. The same services that Time-Warner is already offering in many parts of the country.

**Commercial Service is defined as** *cable modem service provided to offices, stores, factories and all places of strictly business nature, including offices of hotels, halls and offices of apartment buildings, quarters occupied by clubs or lodges, public or private schools or colleges, hospitals, libraries, churches and other similar institutions.*

On behalf of NorthNet, fellow ISPs from Wisconsin, FIPSA, and TIPSA, we would like to thank you in advance for your considerations.

Sincerely,

Stephen A. Heins  
Director of Marketing  
NorthNet, LLC