

EXHIBIT 2.23(e)
Companies With Outside Owners
Time Warner Cable

COMPANIES WITH OUTSIDE OWNERS

CABLE

KBL Cablesystems of Minneapolis Limited Partnership

Time Warner Entertainment Company, L.P. ("TWE")

CAT Partnership

Century Venture Corporation

Erie Telecommunications, Inc.

Kansas City Cable Partners

Queens Inner Unity Cable System (TWE company)

Time Warner Cable of Avalon, L.P. (TWE company)

Time Warner Cable of Southeastern Wisconsin, L.P. (TWE company)

TWC Cable Partners

Cox Communications Gulf Coast, LLC

Staten Island Cable, LLC

TWFanch-one Co. (TWE company)

TWFanch-two Co. (TWE company)

Time Warner Entertainment-Advance/Newhouse Partnership ("TWEAN")

CV of Viera

Texas Cable Partners, L.P. ("TXCP")

Urban Cable Works of Philadelphia, L.P.

INTERNET

Cable HoldCo LLC

ServiceCo LLC

NEWS CHANNELS

Central Florida News Ventures (TWEAN company)

TCP News Channel of Houston, L.P. (TXCP company)

TWEAN News Channel of Austin, L.P. (TWEAN company)

TELEPHONE

Time Warner ResCom of New York LLC (residential) (TWE/TWEAN company)

Time Warner ResCom of Texas, L.P. (residential) (TWEAN/TXCP company)

OTHER

TCP Security Company LLC (TXCP company)

TWC Athena Investment Holdings LLC (TW/TWE/TWEAN company)

Viewer's Choice L.L.C.

KBL Cablesystems of Minneapolis Limited Partnership

Entity Type: Limited Partnership

State and Date of Formation: Minnesota July 11, 1983

Ownership:

General Partner:	KBL Cablesystems of Minneapolis, Inc.	96.12%
Limited Partners:	KBL Cable TV, Inc.	1.25%
	Gerry J. Blacker Family Trust	0.25%
	Lawrence D. and Diane D. Blackman	0.25%
	Harold M. Danzig	0.25%
	Peter M. George	0.25%
	Halligan Family Trust	0.25%
	Carl L. Highgenboten	0.25%
	Shelton G. Hopkins	0.25%
	Joe H. and Joan Robuck	0.25%
	Bob F. Spence	0.13%
	Raymond E. and Laura Spurr	0.25%
	Dr. Robert D. Williams	0.25%

Purpose/Business Description: Owns cable system in Minneapolis, MN.

Employer ID Number: 41-1454302

Address:

Non Time Warner Owners:

Gerry J. Blacker, Trustee
Gerry J. Blacker Family Trust
3418 Loma Vista, Suite B
Ventura, CA 93003

Lawrence D. and Diane D. Blackman
2200 Dahlia
Denver, CO 80207

Harold M. Danzig
10 Congressional Court
Las Vegas, NV 89113

Peter M. George
4471 L. Honoapiilani #419
Lahainahi, HI 96761

Halligan Family Trust
12327 Farr Ranch Road
Saratoga, CA 95070

Carl L. Highgenboten
7777 Forest Lane, #323
Building C, Suite 106
Dallas, TX 75230

Shelton G. Hopkins
7777 Forest Lane #323
Dallas, TX 75230

Joe H. and Joan Robuck
3388 Woodland Drive
Mariposa, CA 95338-9721

Bob F. Spence
Spence Enterprises
1165 Investment Boulevard
El Dorado Hills, CA 95762

Raymond E. and Laura Spurr
5803 West Del Lago Circle
Glendale, AZ 85308

Dr. Robert D. Williams
4441 NW Claymont Woods Drive
Kansas City, MO 64116

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TIME WARNER ENTERTAINMENT COMPANY, L.P.

Delaware limited partnership formed 2/28/92

BUSINESS DESCRIPTION:

Cable television, programming (includes HBO), filmed entertainment (includes Warner Bros.)

FEDERAL ID NUMBER: 13-3666692

PARTNERS/OWNERSHIP:

Time Warner Owners:

American Television and Communications Corporation 25.77% GP
Delaware corporation
290 Harbor Drive
Stamford, CT 06902

Owned 100% indirectly by Time Warner Inc.

Warner Communications Inc. 37.50% GP
Delaware corporation
75 Rockefeller Plaza
New York, NY 10019

Owned 100% indirectly by Time Warner Inc.

Time Warner Companies, Inc. 5.61% LP
Delaware corporation
75 Rockefeller Plaza
New York, NY 10019

Owned 100% directly by Time Warner Inc.

TW/TAE, Inc. 5.61% LP
Delaware corporation
75 Rockefeller Plaza
New York, NY 10019

Owned 100% indirectly by Time Warner Inc.

Non Time Warner Owner:

MediaOne TWE Holdings, Inc. 25.51% LP
Delaware corporation
188 Inverness Drive West
Englewood, CO 80112

CAT PARTNERSHIP

Entity Type: General Partnership

State and Date of Formation: Delaware June 18, 1987

Ownership/General Partners:

Time Warner Entertainment Company, L.P.	16.66667%
KBL Communications, Inc.	16.66667%
TCI Holdings II, Inc.	33.33333%
Comcast Corporation	32.99999%
Comcast Hattiesburg Holding Company, Inc.	.33334%

Purpose/Business Description:

Owns cable systems in Watertown, NY (managed by Time Warner) and Hattiesburg, MS (managed by Comcast).

Employer ID Number: 13-3411114

Address:

Partial Time Warner Owner:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

Non Time Warner Owners:

TCI Holdings II, Inc. (Colorado corporation)
5619 DTC Parkway
Englewood, CO 80111

Comcast Corporation (Pennsylvania corporation)
Comcast Hattiesburg Holding Company, Inc. (Delaware corporation)
1500 Market St.
Philadelphia, PA 19102-2148

CENTURY VENTURE CORPORATION

Entity Type: Corporation

State and Date of Incorporation: Delaware - 9/19/94

Capitalization

Type of Shares and Par Value: Authorized - 1000 Common; Par Value - \$.01

Number of Shares Issued and to Whom Issued:

Time Warner Entertainment Company, L.P.	50 (50%)
Century Communications Corporation	50 (50%)

Business Description: Owns and operates cable systems. TWE manages WI; Century manages GA & KY.

Employer ID Number: 06-1410067

Address: c/o Time Warner Cable
290 Harbor Drive
Stamford, CT 06902

Partial Time Warner Owner:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

Non Time Warner Owner:

Century Communications Corporation
c/o Adelpia Communications Corp.
1 North Main Street
Coudersport, PA 16915
Attn: Colin Higgin, Esq.
(814) 274-6446

ERIE TELECOMMUNICATIONS, INC.

State and Date of Incorporation: Pennsylvania - 1/22/80

Number and Type of Authorized Shares: Class A Common - 10,000 Par Value: \$1.00
Class B Preferred - 10,000 Par Value: \$1.00

Number of Shares Class A Issued and to Whom Issued:

Time Warner Entertainment Company, L.P.	1,123.36690	shares	(54.19%)
Greater Erie Economic Development Corporation	207.30353	shares	(10.00%)
Times Publishing Co.	604.88996	shares	(29.18%)
Gregory Baldwin (for Baldwin Minors)	96.23250	shares	(4.641%)
Bruce W. Baldwin (for Baldwin Minors)	27.49500	shares	(1.326%)
<u>Ann Elizabeth Baldwin (for Baldwin Minor)</u>	<u>13.74750</u>	<u>shares</u>	<u>(.663%)</u>

Total Number of Shares Issued & Outstanding 2,073.03539

Business Description: Owns cable system in Erie, PA.

Employer ID Number: 84-0830262

Address: Erie Cablevision Inc.
3627 Zimmerman Road
Erie, PA 16501

Partial Time Warner Owner:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

Non Time Warner Owners:

Ann Elizabeth Baldwin (holds in trust for Baldwin Minor)
Attorney-At-Law/Real Estate Broker
3535 State Street
Erie, PA 16508
(814) 454-8958

Dr. Bruce W. Baldwin, M.D. (Holds in trust for Baldwin Minors)
4671 Harborview Drive
Erie, PA 16508

Gregory Baldwin (holds in trust for Baldwin Minors)
5 West 10th Street
Erie, PA 16501

Greater Erie Economic Development Corporation
c/o Greater Erie Community Action Committee
18 West 9th Street
Erie, PA 16501
Attn: Benjamin Wiley

Times Publishing Co.
205 West 12th Street
Erie, PA 16534
Attn: Edward Mead
Michael Mead

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KANSAS CITY CABLE PARTNERS

ENTITY TYPE: General Partnership

STATE & DATE OF FORMATION: Colorado 9/17/85

PARTNERS/OWNERSHIP:

Time Warner Entertainment Company, L.P.	50.000% GP
Liberty Cable of Missouri, Inc.	46.211% GP
TCI of Overland Park, Inc.	3.789% GP

BUSINESS DESCRIPTION: Owns and operates cable systems in Missouri and Kansas.

EMPLOYER ID: 84-0998060

ADDRESS: Kansas City Cable Partners
c/o Time Warner Cable
6550 Winchester Avenue
Kansas City, MO 64133-4671

Partial Time Warner Owner:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

Non Time Warner Owners:

Liberty Cable of Missouri, Inc. (Missouri corp.)
TCI of Overland Park, Inc. (Kansas corp.)
c/o AT& T BIS
5619 DTC Parkway
Englewood, CO 80111

Queens Inner Unity Cable System

ENTITY TYPE: Joint Venture Partnership

STATE AND DATE OF FORMATION: New York 12/11/87

OWNERSHIP/GENERAL PARTNERS:

Time Warner Entertainment Company, L.P.	72.19%
TW QUICS Holding LLC	27.18%

PURPOSE/BUSINESS DESCRIPTION: Owns cable system in New York.

EMPLOYER ID NUMBER: 13-3452712

ADDRESS:

PARTIAL TIME WARNER OWNERS:

Time Warner Entertainment Company, L.P. ("TWE") (see its "data" sheet).

TW QUICS Holding LLC, Delaware limited liability company, owned 100% by TWE.

TIME WARNER CABLE OF AVALON, L.P.

Entity Type: Limited Partnership

State and Date of Formation: Delaware - June 6, 1996

Ownership: Time Warner Cable Holdings Inc. 1% GP
Time Warner Entertainment Company, L.P. 99% LP

Purpose/Business Description: Owns cable television system in ME.

Employer ID Number: 06-1457290

Address:

Partial Time Warner Owners:

Time Warner Entertainment Company, L.P. ("TWE") (see its "data" sheet).

Time Warner Cable Holdings Inc., Delaware corporation, owned 100% by TWE.

TIME WARNER CABLE OF SOUTHEASTERN WISCONSIN, L.P.

Entity Type: Limited Partnership

State and Date of Formation: Delaware - June 28, 1996

Ownership: Warner Cable Communications of Wisconsin Inc. 1% GP
Time Warner Entertainment Company, L.P. 99% LP

Purpose/Business Description: Owns cable television systems in WI.

Employer ID Number: 06-1459302

Address: 1610 North Second Street
Milwaukee, WI 53212

Partial Time Warner Owners:

Time Warner Entertainment Company, L.P. ("TWE") (see its "data" sheet).

Warner Cable Communications of Wisconsin Inc., Wisconsin corporation, owned 100% by TWE.

TWC CABLE PARTNERS

Entity Type: General Partnership

STATE & DATE OF FORMATION: New York 11/21/83

OWNERSHIP: Time Warner Entertainment Company, L.P. 50%
Cox Communications Florida, f/k/a Cox Cable New York 50%

Purpose/BUSINESS DESCRIPTION: Holds interests in Staten Island Cable, LLC and Cox Communications Gulf Coast, LLC.

EMPLOYER ID NUMBER: 13-3213770

ADDRESS:

Principal Office: Fort Walton Beach, FL

Additional Office: c/o Staten Island Cable
100 Cable Way
Staten Island, NY 10303
(718) 447-7000

Partial Time Warner Owner:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

Non Time Warner Owner:

Cox Communications Florida
c/o Cox Communications, Inc.
1400 Lake Hearn Drive
Atlanta, GA 30319
Attn: David J. Head
(404) 843-5023 (P)
(404) 847-6336 (F)

New York general partnership

General Partner of Cox Communications Florida: Cox Cable New York City, Inc.

COX COMMUNICATIONS GULF COAST, LLC

Entity Type: Limited Liability Company

State and Date of Formation: Delaware 7/2/99

Ownership:

TWC Cable Partners	4.14%
Cox Communications Florida (f/k/a Cox Cable New York)	44.04%
Cox Communications Pensacola, L.L.C.	51.82%

Purpose/Business Description: owns and operates cable system in Fort Walton Beach, FL.

Employer ID Number:

Address: Principal: Fort Walton Beach, FL

For Notices: c/o Cox Communications, Inc.
1400 Lake Hearn Drive, N.E.
Atlanta GA 30319
Attn: David J. Head
(404) 843-5023 (T)
(404) 847-6336 (F)

Partial Time Warner Owner:

TWC Cable Partners (see its "data" sheet)

Non Time Warner Owners:

Cox Communications Florida (New York general partnership)
Cox Communications Pensacola, L.L.C. (Delaware limited liability company)
c/o Cox Communications, Inc.
1400 Lake Hearn Drive, N.E.
Atlanta GA 30319
Attn: David J. Head
(404) 843-5023 (T)
(404) 847-6336 (F)

STATEN ISLAND CABLE, LLC

Entity Type: Limited Liability Company

State and Date of Formation: Delaware 9/7/99

Ownership: Time Warner Entertainment Company, L.P. 59.20%
TWC Cable Partners 40.80%

Purpose/Business Description: owns and operates cable system in Staten Island, NY.

Employer ID Number: 06-1558531

Address:

Principal: 100 Cable Way
Staten Island, NY 10303
(718) 447-7000

For Notices: c/o Time Warner Cable
290 Harbor Drive
Stamford, CT 06902

Partial Time Warner Owners:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

TWC Cable Partners (see its "data" sheet)

TWFANCH-ONE CO.

ENTITY TYPE: General Partnership

STATE & DATE OF FORMATION: Delaware 2/29/96

OWNERSHIP: Time Warner Entertainment Company, L.P. 98.9899% GP
Time Warner Cable Holdings Inc. 1.0101% GP

BUSINESS DESCRIPTION: Owns cable systems in FL, IN, NY, NC, OH, TX.

EMPLOYER ID NUMBER: 84-1339533

ADDRESS: TWFanch-one Co.
c/o Time Warner Cable
290 Harbor Drive
Stamford, CT 06902

PARTIAL TIME WARNER OWNERS:

Time Warner Entertainment Company, L.P. ("TWE") (see its "data" sheet).

Time Warner Cable Holdings Inc., Delaware corporation, owned 100% by TWE.

TWFANCH-TWO CO.

ENTITY TYPE: General Partnership

STATE & DATE OF FORMATION: Delaware 5/20/96

OWNERSHIP: Time Warner Entertainment Company, L.P. 98.53% GP
Time Warner Cable Holdings Inc. 1.47% GP

BUSINESS DESCRIPTION: Owns cable systems in IN, NY, OH & PA.

EMPLOYER ID NUMBER: 84-1350648

ADDRESS: TWFanch-two Co.
c/o Time Warner Cable
290 Harbor Drive
Stamford, CT 06902

PARTIAL TIME WARNER OWNERS:

Time Warner Entertainment Company, L.P. ("TWE") (see its "data" sheet).

Time Warner Cable Holdings Inc., Delaware corporation, owned 100% by TWE.

TIME WARNER ENTERTAINMENT-ADVANCE/NEWHOUSE PARTNERSHIP

ENTITY TYPE: General Partnership

STATE & DATE OF FORMATION: New York - 9/9/94

OWNERSHIP:	Time Warner Entertainment Company, L.P.	64.75065% GP
	Advance/Newhouse Partnership	33.33333% GP
	Paragon Communications	1.91602% GP

BUSINESS DESCRIPTION: Owns and operates cable systems in AL, CA, FL, IN, LA, MA, MI, NB, NJ, NY, NC, OH, PA, SC, TX, WI

EMPLOYER ID NUMBER: 13-3790433

ADDRESS: 290 Harbor Drive
Stamford, CT 06902
(203) 328-0600

PARTIAL TIME WARNER OWNER:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

NON TIME WARNER OWNER:

Advance/Newhouse Partnership ("A/N")
5015 Campuswood Drive
East Syracuse, NY 13057
(315) 463-7675

New York general partnership
(FEI #16-1466735)

Partners of A/N: Advance Communication Corp. (Delaware corp.) (61.24%)
(f/k/a Vision Cable Communications, Inc.)
Same address as A/N

Newhouse Broadcasting Corporation (New York corp.) (38.76%)
Same address as A/N

CV of Viera

ENTITY TYPE: General Partnership

STATE AND DATE OF FORMATION: Florida April 1, 1991

OWNERSHIP/GENERAL PARTNERS:

Time Warner Entertainment-Advance/Newhouse Partnership	50.00%
The Viera Company	50.00%

PURPOSE/BUSINESS DESCRIPTION: Owns cable equipment and contracts in certain communities in Melbourne, FL.

EMPLOYER ID NUMBER: 84-1169619

ADDRESS:

PARTIAL TIME WARNER OWNER:

Time Warner Entertainment-Advance/Newhouse Partnership (see its "data" sheet).

NON TIME WARNER OWNER:

The Viera Company, Florida corporation
7380 Murrell Rd., Suite 201
Melbourne, FL 32940
Attn: Mason Blake

JC\Deals\AOL\CVViera.

TEXAS CABLE PARTNERS, L.P.

ENTITY TYPE: Limited Partnership

STATE & DATE OF FORMATION: Delaware May 21, 1998

OWNERSHIP:

Time Warner Entertainment-Advance/Newhouse Partnership	49.5% LP
TWE-A/N Texas Cable Partners General Partner LLC	.5% GP
TCI Texas Cable Holdings LLC	49.5% LP
TCI Texas Cable, Inc.	.5% GP

BUSINESS DESCRIPTION: Ownership and operation of cable television systems in Texas and New Mexico.

EMPLOYER ID NUMBER: 06-1516836

ADDRESS: c/o Time Warner Cable
290 Harbor Drive
Stamford, CT 06902
(203) 328-0600

PARTIAL TIME WARNER OWNERS:

Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N") (see its "data" sheet)

TWE-A/N Texas Cable Partners General Partner LLC, Delaware limited liability company, owned 100% by TWE-A/N.

NON TIME WARNER OWNERS:

TCI Texas Cable Holdings LLC (Colorado limited liability company)
TCI Texas Cable, Inc. (Colorado corporation)
c/o AT& T BIS (f/k/a Tele-Communications, Inc.)
5619 DTC Parkway
Englewood, CO 80111
Attention: William R. Fitzgerald
Fax: (303) 488-3219

Urban Cable Works of Philadelphia, L.P.

ENTITY TYPE: Limited Partnership

STATE & DATE OF FORMATION: Delaware 1/7/2000

OWNERSHIP: Wade Communications Partnership	2% GP	38% LP
Urban Cableworks General, LLC	3% GP	0
Urban Cableworks of Pennsylvania, LLC	0	57% LP

BUSINESS DESCRIPTION: Owns cable system in Philadelphia, PA.

EMPLOYER ID NUMBER: 06-1568783

ADDRESS: c/o Urban Cableworks of Pennsylvania
3 Park Avenue
New York, NY 10016
Attention: Lois E. Wright

NON TIME WARNER OWNERS:

Urban Cableworks General, LLC, Delaware limited liability company
Urban Cableworks of Pennsylvania, LLC, Delaware limited liability company
c/o Inner City Broadcasting Corporation
3 Park Avenue
New York, NY 10016
Attention: Lois E. Wright

Cable HoldCo LLC

ENTITY TYPE: Limited Liability Company

STATE & DATE OF FORMATION: Delaware 5/6/98

OWNERSHIP:

<u>Members</u>	<u>Number of Units</u>	<u>% Ownership</u>	
TWI Cable Inc.	10,700 Class A Common	10.70%	
Time Warner Entertainment Company, L.P., Time Warner Cable Division	24,990 Class A Common	24.99%	
Time Warner Entertainment-Advance/Newhouse Partnership	32,930 Class A Common	32.93%	
MediaOne HSD LLC	<u>31,380 Class A Common</u>	<u>31.38%</u>	
	Total	100,000	100 %

BUSINESS DESCRIPTION: Hold economic interests in ServiceCo LLC.

EMPLOYER ID NUMBER: 13-4008284

ADDRESS: c/o Time Warner Cable
290 Harbor Drive
Stamford, CT 06902
Attention: Chief Executive Officer

PARTIAL TIME WARNER OWNERS:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

Time Warner Entertainment-Advance/Newhouse Partnership (see its "data" sheet)

NON TIME WARNER OWNER:

MediaOne HSD LLC (Delaware limited liability company)
188 Inverness Drive
Englewood, CO 80112
(303) 858-5832

ServiceCo LLC

ENTITY TYPE: Limited Liability Company

STATE & DATE OF FORMATION: Delaware 5/6/98

OWNERSHIP:

	<u>No. Class A Common Units</u>	<u>No. Class B Preferred Units</u>	<u>Combined Class % Ownership</u>
<u>Cable Member</u> Cable HoldCo LLC	80,000,000		80%
<u>Technology Members</u> Microsoft BOV, Inc.		10,000,000	10%
CPQ Holdings, Inc.		10,000,000	10%

BUSINESS DESCRIPTION: Distributes broadband internet protocol services (§1.5) - commonly known as Road Runner.

EMPLOYER ID NUMBER: 13-4008286

ADDRESS: Road Runner
13241 Woodland Park Road
Herndon, VA 20171

PARTIAL TIME WARNER OWNER:

Cable HoldCo LLC (see its "data" sheet)

NON TIME WARNER OWNERS:

Microsoft BOV, Inc. (Delaware corporation)
One Microsoft Way
Redmond, WA 98053
Attention: Gregory B. Maffei

CPQ Holdings, Inc. (Delaware corporation)
c/o Compaq Computer Corporation
20555 State Highway 249
Houston, TX 77070
Attention: Rod Schrock

CENTRAL FLORIDA NEWS VENTURES

Entity Type: General Partnership

Partnership Formation Date: 12/27/96 - Delaware

Partners/Ownership:

TWEAN-CFNC Holdings, L.L.C.	50% GP
Sentinel Communications News Ventures, Inc.	50% GP

Business Description: Developing, operating and distributing a television news programming service - the Central Florida Newschannel.

Employer ID: 59-3429629

Address: Central Florida News Ventures
64 Concord Avenue
Orlando, Florida 32801
Attention: General Manager

Partial Time Warner Owner:

TWEAN-CFNC Holdings, L.L.C. (Delaware limited liability company), 100% owned by Time Warner Entertainment-Advance/Newhouse Partnership.

Non Time Warner Owner:

Sentinel Communications News Ventures, Inc. (Delaware corporation)
c/o Sentinel Communications Company
633 N. Orange Avenue
Orlando, FL 32801-1349
Telecopy No.: 407-420-5286

TCP News Channel of Houston, L.P.

ENTITY TYPE: Limited Partnership

STATE & DATE OF FORMATION: Delaware 12/21/99

OWNERSHIP: TWEAN-TCP Holdings LLC 1% GP
Texas Cable Partners, L.P. 99% LP

BUSINESS DESCRIPTION: Local news channel in Houston, TX.

EMPLOYER ID NUMBER:

ADDRESS:

PARTIAL TIME WARNER OWNERS:

Texas Cable Partners, L.P. ("TXCP") (see its "data" sheet).

TWEAN-TCP Holdings LLC, Delaware limited liability company, owned 100% by TXCP.

TWEAN News Channel of Austin, L.P.

ENTITY TYPE: Limited Partnership

STATE & DATE OF FORMATION: Delaware 7/23/98

OWNERSHIP: TWEAN Holdings Inc. 1.00% GP
Time Warner Entertainment-Advance/Newhouse Partnership 99.00% LP

BUSINESS DESCRIPTION: Local news channel in Austin, TX - News 8 Austin.

EMPLOYER ID NUMBER: 06-1540802

ADDRESS:

PARTIAL TIME WARNER OWNERS:

Time Warner Entertainment-Advance/Newhouse Partnership ("TWEAN") (see its "data" sheet).

TWEAN Holdings Inc., Delaware corporation, owned 100% by TWEAN.

TIME WARNER RESCOM OF NEW YORK LLC

Entity Type: Limited Liability Company

State and Date of Formation: Delaware 7/14/98

Ownership: Time Warner Entertainment Company, L.P. 50%
Time Warner Entertainment-Advance/Newhouse Partnership 50%

Purpose/Business Description: residential telephony services in New York

Employer ID Number: 06-1530234

Address: Time Warner ResCom of New York LLC
Principal: 290 Harbor Drive
Stamford, CT 06902

Local:

Partial Time Warner Owners:

Time Warner Entertainment Company, L.P. (see its "data" sheet)
Time Warner Entertainment-Advance/Newhouse Partnership (see its "data" sheet)

TIME WARNER RESCOM OF TEXAS, L.P.

Entity Type: Limited Partnership

State and Date of Formation: Delaware 7/14/98

Ownership:

TWEAN Holdings Inc.	1% GP	
Time Warner Entertainment-Advance/Newhouse Partnership		49% LP
Texas Cable Partners, L.P.		50% LP

Purpose/Business Description: residential telephony services in Texas.

Employer ID Number: 06-1530236

Address: Time Warner ResCom of Texas, L.P.
Principal: 290 Harbor Drive
Stamford, CT 06902

Local:

Partial Time Warner Owners:

Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N") (see its "data" sheet).

TWEAN Holdings Inc., Delaware corporation, owned 100% by TWE-A/N.

Texas Cable Partners, L.P. (see its "data" sheet).

TCP SECURITY COMPANY LLC

ENTITY TYPE: Limited Liability Company

STATE & DATE OF FORMATION: Texas - October 26, 1998

OWNERSHIP: Texas Cable Partners, L.P. 100%

BUSINESS DESCRIPTION: Security/Alarm monitoring servives

EMPLOYER ID NUMBER: 06-1541074

ADDRESS: Registered Office
c/o Time Warner Communications
8400 West Tidwell
Houston, TX 77040

Local Representative Office
c/o The Woodlands Security Company
2407 Timberloch Place, Suite A
The Woodlands, TX 77380

PARTIAL TIME WARNER OWNER:

Texas Cable Partners, L.P. (see its "data" sheet)

TWC Athena Investment Holdings LLC

ENTITY TYPE: Limited Liability Company

STATE & DATE OF FORMATION: Delaware December 20, 1999

OWNERSHIP: Time Warner Entertainment Company, L.P. 35%
Time Warner Entertainment-Advance/Newhouse Partnership 50%
TWI Cable Inc. 15%

BUSINESS DESCRIPTION: Providing satellite delivered digitally compressed programming to cable television systems or subscribers.

EMPLOYER ID NUMBER: 06-1569984

ADDRESS:

PARTIAL TIME WARNER OWNERS:

Time Warner Entertainment Company, L.P. (see its "data" sheet)

Time Warner Entertainment-Advance/Newhouse Partnership (see its "data" sheet)

Viewer's Choice L.L.C.

ENTITY TYPE: Limited Liability Company

STATE & DATE OF FORMATION: Delaware November 25, 1998

OWNERSHIP: Comcast Programming Ventures, Inc.	11 1/9%
Cox Communications Holdings, Inc.	11 1/9%
MediaOne of Delaware, Inc.	11 1/9%
TCI Communications, Inc.	33 1/3%
Time Warner Entertainment-Advance/Newhouse Partnership	33 1/3%

BUSINESS DESCRIPTION: Pay-per-view programming under brand names: Home Theater and Viewer's Choice.

EMPLOYER ID NUMBER: 13-4039337

ADDRESS:

PARTIAL TIME WARNER OWNER:

Time Warner Entertainment-Advance/Newhouse Partnership (see its "data" sheet).

NON TIME WARNER OWNERS:

Comcast Programming Ventures, Inc., Delaware corporation
c/o Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-2148
Attention: Amy L. Banse, Vice President

Cox Communications Holdings, Inc., Delaware corporation
c/o Cox Communications, Inc.
1400 Lake Hearn Drive
Atlanta, GA 30319
Attention: Ajit Dalvi, Vice President

MediaOne of Delaware, Inc., Delaware corporation
c/o MediaOne Group, Inc.
9785 Maroon Circle, Suite 420
Englewood, CO 80111
Attention: Jedd Palmer, Vice President

TCI Communications, Inc., Delaware corporation
c/o Tele-Communications, Inc.
8085 South Chester Street, Suite 300
Englewood, CO 80112
Attention: Matt Bond

EXHIBIT 2.25

Strategic Alliances and Marketing Agreements

Time Warner Inc.: Agreement with Internet sites to promote and market programming services online, including CNN, CNN International, Entertainment and The WB Network.

Warner Bros.
Consumer Products: License agreements in which Warner Bros. Consumer Products licenses its intellectual property, such as Looney Tunes, to computer software games manufacturers and distributors for use in computer software or video games.

Warner Bros. Online: Agreement with Internet sites to promote and market programming services online, including The Rosie O'Donnell Show, The Jenny Jones Show and Change of Heart.

Time Warner Cable: Joint promotional efforts with virtually all programming services carried on its cable television systems.

AT&T Marketing Agreement -- on March 8, 2000, Time Warner Cable and AT&T announced a joint marketing agreement. Pursuant to this arrangement, incentives are being offered to consumers in Albany and Syracuse, New York who choose both Time Warner Cable service and AT&T communications service.

Currently active equipment contracts with annual dollar volumes exceeding \$10 million, as follows:

- Corning Cable Systems -- fiber optic cable and optic accessories.
- CommScope, Inc. -- coaxial and fiber optic cable.
- PPC -- hard-line and drop connections.
- Scientific-Atlanta, Inc. -- analog and digital converters, headend equipment.
- Motorola, Inc. -- analog and digital converters, modems.
- Pioneer Corporation -- analog and digital converters.
- PACE Electronics Products -- digital converters (not yet delivered).
- Matsushita Electronic Corporation (Panasonic) -- digital converters (not yet delivered).
- Sea Change International -- video on demand headend equipment and software.

- Concurrent Computer Corp. -- video on demand headend equipment and software.
- nCube, Inc. -- video on demand headend equipment and software.

HBO: Satellite and production services, including network origination, digital compression and/or uplinking, to various programmers, broadcast and cable networks.

Marketing agreements with all of its larger and many of its smaller cable, direct-to-home and multivideo distributors. These agreements provide financial and other support in return for promotion of HBO and Cinemax services. HBO also licenses its programming to cable and broadcast content providers for fees and/or coproduction arrangements.

HBO Direct: Marketing agreements with various programming suppliers to promote such suppliers' services.

Warner Music Group: Blanket license agreements with third-party licensees pursuant to which such parties are granted non-exclusive rights to utilize certain controlled content created by Warner Music Group and its affiliates, such as sound recordings, music videos, and album artwork. Such licenses generally fall into three categories: television programming services (e.g., MTV Networks), record clubs (e.g., BMG Direct, Columbia House) and Internet sites (e.g., ARTISTdirect, Launch, radio.SonicNet).

Turner Broadcasting System: On-line site sponsorship agreements under which a TBS entity is paid by a third party sponsor for any of the following: online branding, promotion, and links.

Internet agreements under which a TBS entity provides a combination of any or all of the following: branding, promotion, content and/or cash to an Internet content provider (ICP) in exchange for any or all of the following from the ICP: advertising purchase commitments, content, branding, promotion, technology and/or equity to the TBS entity.

Joint development agreements under which a technology developer/provider may work jointly with a TBS entity to develop or refine a technology. The consideration exchanged in such joint development transactions can be any combination of cash, technology,

and promotion between the parties and may sometimes include granting an equity interest in the technology entity to the TBS entity.

Time Publishing
Ventures, Inc.

Pursuant to a television license agreement with WGBH Television, Time Publishing Ventures, Inc. ("TPV") has entered into a number of sublicense agreements with Scripps Howard Broadcasting Company under which TPV sublicenses This Old House television episodes for airing on Scripps' Home and Garden Television cable network.

Time Inc:

Time Inc. has entered into the following types of agreements in the ordinary course of business:

- Software license, development and consulting agreements with software manufacturers, vendors and consultants.
- Content license agreements with Internet content providers.
- Content distribution agreements with Internet service providers.
- Promotional, marketing and advertising agreements with Internet service providers and Internet content providers.
- Agreements with television networks to air branded television programs and segments (e.g., Teen People Hottest Stars under 21, InStyle Weddings).

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Exhibit 2.38(a): Location of Time Warner Cable Clusters





