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AZ CORP COMMISSION
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March 2, 2005

Via Hand-Delivery

Mr. Elijah Abinah
Assistant Utilities Division Director
Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

Arizona Corporation Commission
DOCKETED

MAR - 2 2005

DOCKETED BY

Re: Time Warner Telecom of Arizona LLC
Docket No. T-03943A-05-0070

Dear Mr. Abinah:

Time Warner Telecom of Arizona LLC ("TWTA") filed an Application on February 3, 2005, seeking approval of the guarantee by TWTA of the obligations of its affiliate, Time Warner Telecom Holdings, Inc. ("TWT Holdings"), as part of TWT Holdings' issuance of up to \$400 million in 9.25% Senior Notes ("New Notes"). TWT Holdings issued \$200 million of New Notes on February 10, 2005. As explained in TWTA's Application, the New Notes are due in 2014 and are an additional issuance of TWT Holdings' 9.25% Senior Notes originally issued in February 2004 ("2004 Notes"). The Commission approved TWTA's guarantee of the 2004 Notes in Decision No. 67108.

As further explained in the Application, this issuance will result in a redemption of \$200 million of TWT Holdings' 9.75% Senior Notes which are due in 2008. As a result of this issuance, TWT Holdings will be able to extend maturities on this debt by more than five years and to improve its cash flow through interest savings.

Because the New Notes are an addition to the 2004 Notes, TWT Holdings will complete an exchange offer for the New Notes, issuing new, publicly-traded Notes under the same Indenture currently governing the 2004 Notes. Following the exchange offer, there will be one set of uniform Notes due in 2014.

In order to complete the exchange offer, however, the New Notes must be identical to the 2004 Notes. This includes having the same guarantee in place by TWTA and having regulatory approval for that guarantee from the Arizona Corporation Commission. Pursuant to the Indenture for the New Notes, TWT Holdings must file a Supplemental Indenture by May 10, 2005, which will add TWTA (and other subsidiaries in certain other states) as guarantors of the

New Notes. Prior to doing so, however, it is necessary that TWTA have the approval of the Arizona Corporation Commission to enter into the guarantee.

TWTA is providing this information to the Commission in an effort to explain its request for expedited approval of its Application. Because of the requirements described above, TWTA is seeking approval from the Commission on or before the May 3, 2005 Open Meeting so that it can file the required Registration Statement with the SEC in time to avoid incurring penalty interest on the New Notes. Given the significant benefits that this transaction will provide as a result of extended maturities and lower interest expenses, TWTA is confident that approval of this guarantee is in the public interest. For this reason, TWTA is asking that the Commission Staff expedite the processing of this Application.

In an effort to respond to any questions or concerns the Staff may have, TWTA would like to schedule a meeting with Staff to further explain this financing and respond to any concerns that Staff may have. Please let us know if a meeting is acceptable to Staff and when Staff is available to meet.

Thank you for your consideration.

Very truly yours,



Michael T. Hallam

MTH/jw

cc: Tim Sabo