Via Hand Delivery

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

Re: Cable Television Relay Service
Transfer of Control of Licensee from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the
transfer of control of CNN America, Inc., licensee of Cable Television Relay Station WHZ-931,
Oakland, California. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm’s check in the amount of $200.00 in payment of the requisite filing fee
is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with
the undersigned.

Very truly yours,

John R. Wilner

JRW/vih
Enclosure

jrw/115057/186914vl
February 10, 2000

Two Hundred & 0/100

TO THE
ORDER OF

Federal Communications Commission

First Union National Bank
Check Number 25060

Net Amount $200.00
LOCKBOX # 358205

SECTION A - PAYER INFORMATION

PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Bryan Cave LLP

ADDRESS LINE NO. 1
700 Thirteenth Street, N.W., Suite 700

ADDRESS LINE NO. 2

CITY
Washington

STATE
DC

ZIP CODE
20005

DAYTIME TELEPHONE NUMBER (include area code)
(202) 508-6000

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AOL Time Warner Inc.

ADDRESS LINE NO. 1
75 Rockefeller Plaza

ADDRESS LINE NO. 2

CITY
New York

STATE
NY

ZIP CODE
10019

DAYTIME TELEPHONE NUMBER (include area code)
(212) 484-8000

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

PAYMENT TYPE CODE (PTC)

WHZ-931  T I C

QUANTITY

1

FCC DUE FOR (PTC) IN BLOCK 20A

$ 200.00

SECTION D - TAXPAYER INFORMATION (REQUIRED)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

CERTIFICATION STATEMENT

I, John R. Winer, (PRINT NAME), certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE

SECTION F - CREDIT CARD PAYMENT INFORMATION

MASTER CARD/ VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MONTH

YEAR

AUTHORIZED SIGNATURE

DATE

FCC FORM 159 JULY 1997 (REVISED)
APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

1. (a) Application for:
   (Check only one box)
   ☐ License  ☐ Renewal  ☐ Assignment of License
   ☐ Modification ☐ Reinstatement ☐ Transfer of Control
   ☐ Amendment of Application

   (b) Does this application refer to an existing station?  ☑ YES  ☐ NO
      If "YES," give call sign WHZ-931

   (c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.
      ☐ Add Channel(s)  ☐ Change Transmit Site  ☐ Add Receive Site(s)
      ☐ Delete Channel(s)  ☐ Change Operating Power  ☐ Delete Receive Site(s)
      ☐ Change Antenna System  ☐ Change Height of Antenna Structure
      ☐ Change Transmitter  ☐ Change Receive Site(s)  ☐ Change Height of Antenna

   ☐ Other (Specify)

2. (a) Indicate the name, mailing address, and telephone number of the applicant.

   LEGAL NAME OF APPLICANT (If person, list last name first)
   AOL Time Warner Inc.

   CONTINUE NAME HERE IF NEEDED

   ASSUMED NAME USED FOR DOING BUSINESS (If any)

   MAILING STREET ADDRESS OR P.O. BOX
   c/o Time Warner Inc., 75 Rockefeller Plaza

   CITY
   New York

   STATE  ZIP CODE  AREA CODE  TELEPHONE NO.
   NY  10019  (212)  484-8000

   (b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant.
      If the applicant has no E.I. Number, use Social Security Number.
      E.I. NO. (OR SOC. SEC. NO.)  13-4099534

   (c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

   NAME OF CONTACT PERSON (Last name first)
   Wilner, John R.

   CONTINUE NAME HERE IF NEEDED

   FIRM OR COMPANY NAME
   Bryan Cave LLP

   MAILING STREET ADDRESS OR P.O. BOX
   700 Thirteenth Street, N.W., Suite 700

   CITY
   Washington

   STATE  ZIP CODE  AREA CODE  TELEPHONE NO.
   DC  20005  (202)  508-6041

   (d) Indicate the address where the station's records will be maintained.

   STREET ADDRESS
   ON FILE - NO CHANGE

   CITY

   STATE  ZIP CODE

   FCC 327
   May 1997
3. (a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?  

N/A  

If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.  

(b) Will the applicant control the station equipment?  

X  

(c) Will the applicant have unlimited access to the equipment?  

X  

(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?  

X  

(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?  

If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.  

4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.  

5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following:  

(a) Direction of true north;  

(b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s);  

(c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected;  

(d) Every path number for the station for which this application is filed.  

6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g., local coordinating committees, frequency engineering firms, etc.).  

7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?  

X  

CERTIFICATION  

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.  

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).  

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.  

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.  

[Signature]  

[Print Full Name]  

[Date]  

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.  

[Check appropriate classification]  

☐ INDIVIDUAL  ☐ MEMBER OF APPLICANT CORPORATION  ☑ OFFICER OF APPLICANT CORPORATION  ☐ OFFICER OF APPLICANT ASSOCIATION  ☐ OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY  

FCC 327  

May 1997
EXHIBIT A-2
FCC FORM 327
SCHEDULE A, ITEM 2(c)

In addition to the contact person shown in response to Item 2(c) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit A-1 should be directed to:

Wayne D. Johnsen, Esq.
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, DC 20006
Telephone: (202) 719-7303
EXHIBIT A-5

ELIGIBILITY

Section 78.13(c) of the Commission's rules provides that a cable network-entity is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable network operations and will continue to do so following completion of the merger transaction. Because control of the Licensee is being transferred to AOL Time Warner Inc., that company will be eligible in CARS service.

The acquisition of ultimate control of the licensee by AOL Time Warner Inc. will not contravene any of the Commission's cross-ownership rules.

The description of the transaction required for Exhibit B-6 is being provided by America Online, Inc. and Time Warner Inc. as part of their public interest statement filed separately with the Commission.
APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information (The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

<table>
<thead>
<tr>
<th>LEGAL NAME</th>
<th>ENTITY CODE</th>
<th>E.I. NO.</th>
<th>STATE OF INCORPORATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>AOL Time Warner Inc.</td>
<td>3</td>
<td>13-4099534</td>
<td>DE</td>
</tr>
</tbody>
</table>

Indicate applicant's members, partners, or owners (if a cooperative enterprise).

<table>
<thead>
<tr>
<th>LEGAL NAME</th>
<th>ENTITY CODE</th>
<th>E.I. NO.</th>
<th>STATE OF INCORPORATION</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.) It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

YES | NO
---|---
X |  

2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators? N/A

3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant? N/A

If "YES," no further items in this section need be answered.

4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners? N/A

If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.
5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 47439210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:

NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. If they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (If person, list name first.)

CNN America, Inc.

CONTINUE NAME HERE IF NEEDED

ASSUMED NAME USED FOR DOING BUSINESS (If any)

MAILING STREET ADDRESS OR P.O. BOX

One CNN Center, P.O. Box 105366

CITY

Atlanta

STATE

GA

ZIP CODE

30348

AREA CODE

TELEPHONE NO.

Commission authorization is hereby requested for: (Check only one box)

☐ Assignment of CARS license.

☒ Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

☐ Individual

☐ Member of Applicant Partnership

☒ Officer of Applicant Corporation

☐ Officer of Applicant Association

☐ Official of Applicant Governmental Entity

FCC 327

May 1997

Signature

Print/Full Name

Date

February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.
EXHIBITS B4 and B5

OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL

AOL TIME WARNER INC.

TIME WARNER INC.

VARIOUS INTERMEDIATE SUBSIDIARIES AND AFFILIATES MAJORITY OWNED OR CONTROLLED BY TIME WARNER INC. AS SPECIFIED IN THE FCC LICENSE FILE FOR CARS STATION SUBJECT TO THIS APPLICATION

LICENSEE
February 11, 2000

Via Hand Delivery

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

Re: Cable Television Relay Service
Transfer of Control of Licensee from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the
transfer of control of Century Venture Corporation, licensee of the Cable Television Relay
Stations listed in Exhibit A-1 to the Form 327. The Transferor is Time Warner Inc.; the
Transferee is AOL Time Warner Inc.

This firm’s check in the amount of $1,000.00 in payment of the requisite filing
fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with
the undersigned.

Very truly yours,

[Signature]

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186913v1
February 10, 2000

One Thousand & 0/100

TO THE ORDER OF

Federal Communications Commission

Net Amount

$1,000.00
## Section A - Payer Information

<table>
<thead>
<tr>
<th>Payer Name</th>
<th>Amount Paid</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bryan Cave LLP</td>
<td>$1,000.00</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>700 Thirteenth Street, N.W., Suite 700</td>
<td>Washington</td>
<td>DC</td>
<td>20005</td>
</tr>
</tbody>
</table>

## Section B - Applicant Information

<table>
<thead>
<tr>
<th>Applicant Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>AOL Time Warner Inc.</td>
<td>75 Rockefeller Plaza</td>
<td>New York</td>
<td>NY</td>
<td>10019</td>
</tr>
</tbody>
</table>

## Section C - Payment Information

<table>
<thead>
<tr>
<th>Service ID</th>
<th>Payment Type Code (PTC)</th>
<th>Quantity</th>
<th>FCC Use Only</th>
</tr>
</thead>
<tbody>
<tr>
<td>WHZ-810</td>
<td>TIC</td>
<td>1</td>
<td>$200.00</td>
</tr>
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<td>WLY-436</td>
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<td>WHZ-971</td>
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<td>WAW-505</td>
<td>TIC</td>
<td>1</td>
<td>$200.00</td>
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## Section D - Taxpayer Information (Required)

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<thead>
<tr>
<th>Payer TIN</th>
<th>Applicant TIN</th>
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</thead>
<tbody>
<tr>
<td>0430602162</td>
<td>013409534</td>
</tr>
</tbody>
</table>

## Section E - Certification

I, **John R. Wilner**, certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. **Signature**

## Section F - Credit Card Payment Information

<table>
<thead>
<tr>
<th>MasterCard/Visa Account Number</th>
<th>Expiration Date</th>
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</thead>
<tbody>
<tr>
<td><strong>Authorized Signature</strong></td>
<td><strong>Date</strong></td>
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</tbody>
</table>

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**Note:** This form is a remittance advice for the Federal Communications Commission (FCC). It includes details about the payer, applicant, payment information, and taxpayer information. The form also requires a certification statement and a credit card payment section.
**FEDERAL COMMUNICATIONS COMMISSION**

**REMITTANCE ADVICE** (Continuation Sheet)

**SECTION BB - ADDITIONAL APPLICANT INFORMATION**

<table>
<thead>
<tr>
<th>(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)</th>
</tr>
</thead>
<tbody>
<tr>
<td>AOL Time Warner Inc.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(12) STREET ADDRESS LINE NO. 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>75 Rockefeller Plaza</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(13) STREET ADDRESS LINE NO. 2</th>
</tr>
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</table>

<table>
<thead>
<tr>
<th>(14) CITY</th>
<th>(15) STATE</th>
<th>(16) ZIP CODE</th>
</tr>
</thead>
<tbody>
<tr>
<td>New York</td>
<td>NY</td>
<td>10019</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(17) DAYTIME TELEPHONE NUMBER (Include area code)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(212) 484-8000</td>
</tr>
</tbody>
</table>

**IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE**

**SECTION CC - PAYMENT INFORMATION**

<table>
<thead>
<tr>
<th>(19A) FCC CALL SIGN/OTHER ID</th>
<th>(20A) PAYMENT TYPE CODE (PTC)</th>
<th>(21A) QUANTITY</th>
<th>(22A) FEE DUE FOR (PTC) IN BLOCK 20A</th>
<th>FCC USE ONLY</th>
</tr>
</thead>
<tbody>
<tr>
<td>WGGZ-277</td>
<td>T</td>
<td>I C</td>
<td>1</td>
<td>200.00</td>
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<table>
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<th>(23A) FCC CODE 1</th>
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</table>

<table>
<thead>
<tr>
<th>(19B) FCC CALL SIGN/OTHER ID</th>
<th>(20B) PAYMENT TYPE CODE (PTC)</th>
<th>(21B) QUANTITY</th>
<th>(22B) FEE DUE FOR (PTC) IN BLOCK 20B</th>
<th>FCC USE ONLY</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>(23B) FCC CODE 1</th>
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</thead>
</table>

<table>
<thead>
<tr>
<th>(19C) FCC CALL SIGN/OTHER ID</th>
<th>(20C) PAYMENT TYPE CODE (PTC)</th>
<th>(21C) QUANTITY</th>
<th>(22C) FEE DUE FOR (PTC) IN BLOCK 20C</th>
<th>FCC USE ONLY</th>
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</thead>
</table>

<table>
<thead>
<tr>
<th>(23C) FCC CODE 1</th>
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</table>

<table>
<thead>
<tr>
<th>(19D) FCC CALL SIGN/OTHER ID</th>
<th>(20D) PAYMENT TYPE CODE (PTC)</th>
<th>(21D) QUANTITY</th>
<th>(22D) FEE DUE FOR (PTC) IN BLOCK 20D</th>
<th>FCC USE ONLY</th>
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</thead>
</table>

<table>
<thead>
<tr>
<th>(23D) FCC CODE 1</th>
</tr>
</thead>
</table>

**SECTION DD - TAXPAYER INFORMATION**

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

**APPLICANT TIN**

0 1 3 4 0 9 9 5 3 4

FCC FORM 159-C JULY 1997 (REVISED)
APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

1. (a) Application for:  
   (Check only one box)  
   [ ] License  [X] Renewal  [ ] Assignment of License  
   [X] Transfer of Control  [ ] Amendment of Application  
   [ ] Modification  [ ] Reinstatement

(b) Does this application refer to an existing station?  [X] YES  [ ] NO  
   If "YES," give call sign See Ex A-1

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.
   [ ] Add Channel(s)  [ ] Change Transmit Site  [ ] Add Receive Site(s)  [ ] Change Antenna System  
   [ ] Delete Channel(s)  [ ] Change Operating Power  [ ] Delete Receive Site(s)  [ ] Change Height of Antenna Structure  
   [ ] Change Transmitter  [ ] Change Receive Site(s)  [ ] Change Height of Antenna

[ ] Other (Specify)

2. (a) Indicate the name, mailing address, and telephone number of the applicant.

<table>
<thead>
<tr>
<th>LEGAL NAME OF APPLICANT (If person, list last name first)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>AOL Time Warner Inc.</td>
<td></td>
</tr>
</tbody>
</table>

CONTINUE NAME HERE IF NEEDED

<table>
<thead>
<tr>
<th>ASSUMED NAME USED FOR DOING BUSINESS (If any)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>MAILING STREET ADDRESS OR P.O. BOX</th>
</tr>
</thead>
<tbody>
<tr>
<td>c/o Time Warner Cable, 290 Harbor Drive</td>
</tr>
</tbody>
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<table>
<thead>
<tr>
<th>CITY</th>
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<tbody>
<tr>
<td>Stamford</td>
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<table>
<thead>
<tr>
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<td>CT</td>
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<table>
<thead>
<tr>
<th>ZIP CODE</th>
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<td>06902</td>
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<table>
<thead>
<tr>
<th>AREA CODE</th>
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<tr>
<td>(203)</td>
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<table>
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<tr>
<th>TELEPHONE NO.</th>
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<tbody>
<tr>
<td>328-0600</td>
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</tbody>
</table>

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant.  
   If the applicant has no E.I. Number, use Social Security Number.  
   E.I. NO. (OR SOC. SEC. NO.)  13-4099534

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

<table>
<thead>
<tr>
<th>NAME OF CONTACT PERSON (Last name first,)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wilner, John R.</td>
</tr>
</tbody>
</table>

CONTINUE NAME HERE IF NEEDED

<table>
<thead>
<tr>
<th>FIRM OR COMPANY NAME</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bryan Cave LLP</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>MAILING STREET ADDRESS OR P.O. BOX</th>
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<tbody>
<tr>
<td>700 Thirteenth Street, N.W., Suite 700</td>
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<tbody>
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<table>
<thead>
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<table>
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<tbody>
<tr>
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<table>
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<tr>
<th>TELEPHONE NO.</th>
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<tbody>
<tr>
<td>508-6041</td>
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(d) Indicate the address where the station's records will be maintained.

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</tbody>
</table>
3. (a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?  
N/A  
If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis, or a copy of a written statement specifying that service will be provided without charge.

(b) Will the applicant control the station equipment?  
X

(c) Will the applicant have unlimited access to the equipment?  
X

(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?  
X

(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?  
If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.

4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.

5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following:  
(a) Direction of true north;
(b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s);
(c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected;
(d) Every path number for the station for which this application is filed.

6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).

7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?  
X

CERTIFICATION

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.

SIGNATURE  
Thomas W. McEneny

DATE  
Feb. 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT: U.S. CODE, TITLE 18, SECTION 1001.

PRINT FULL NAME  
Thomas W. McEneny

(Check appropriate classification)

☐ INDIVIDUAL APPLICANT  ☐ MEMBER OF APPLICANT PARTNERSHIP  ☒ OFFICER OF APPLICANT CORPORATION  ☐ OFFICER OF APPLICANT ASSOCIATION  ☐ OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

FCC 327
May 1997
<table>
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<tr>
<th>CALL SIGN</th>
<th>LOCATION</th>
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</thead>
<tbody>
<tr>
<td>WHZ-810</td>
<td>Brunswick, GA</td>
</tr>
<tr>
<td>WLY-436</td>
<td>Jekyll Island, GA</td>
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<tr>
<td>WHZ-971</td>
<td>Owensboro, KY</td>
</tr>
<tr>
<td>WAW-505</td>
<td>Brookfield, WI</td>
</tr>
<tr>
<td>WGZ-277</td>
<td>Wauwatosa, WI</td>
</tr>
</tbody>
</table>
EXHIBIT A-2
FCC FORM 327
SCHEDULE A, ITEM 2(c)

In addition to the contact person shown in response to Item 2(c) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit A-1 should be directed to:

Marc J. Apfelbaum, Esq.
General Counsel
Time Warner Cable
290 Harbor Drive
Stamford, CT 06902

Wayne D. Johnsen, Esq.
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, DC 20006
Telephone: (202) 719-7303
EXHIBIT A-5

ELIGIBILITY

Section 78.13(a) of the Commission's rules provides that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations and will continue to do so following completion of the merger transaction. Because control of the Licensee is being transferred to AOL Time Warner Inc., that company will be eligible in CARS service.

The acquisition of ultimate control of the licensee by AOL Time Warner Inc. will not contravene any of the Commission's cross-ownership rules.

The description of the transaction required for Exhibit B-6 is being provided by America Online, Inc. and Time Warner Inc. as part of their public interest statement filed separately with the Commission.
APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information (The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

<table>
<thead>
<tr>
<th>LEGAL NAME (if person, list last name first)</th>
<th>ENTITY CODE</th>
<th>E.I. NO. (or Soc. Sec. No.)</th>
<th>STATE OF INCORPORATION</th>
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<tbody>
<tr>
<td><strong>AOL Time Warner Inc.</strong></td>
<td>3</td>
<td>134099534</td>
<td>DE</td>
</tr>
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Indicate applicant's members, partners, or owners (if a cooperative enterprise).

<table>
<thead>
<tr>
<th>LEGAL NAME (if person, list last name first)</th>
<th>ENTITY CODE</th>
<th>E.I. NO. (or Soc. Sec. No.)</th>
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<td>CONTINUE NAME HERE IF NEEDED</td>
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<thead>
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<tbody>
<tr>
<td>CONTINUE NAME HERE IF NEEDED</td>
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</table>

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.) It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

<table>
<thead>
<tr>
<th>YES</th>
<th>NO</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?

3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant?  
   N/A

   If "YES," no further items in this section need be answered.

4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners?  
   N/A

   If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.

FCC 327  
May 1997
5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:

NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. If they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (If person, list name first.)

Century Venture Corporation

CONTINUE NAME HERE IF NEEDED

ASSUMED NAME USED FOR DOING BUSINESS (If any)

c/o Time Warner Cable, 290 Harbor Drive

CITY State ZIP CODE AREA CODE TELEPHONE NO.
Stamford CT 06902 (203) 328-0600

Commission authorization is hereby requested for: (Check only one box)

☐ Assignment of CARS license.
☒ Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.

Signature

Date

February 9, 2000

PRINT FULL NAME

Marc J. Apfelbaum

(Check appropriate classification.)

☐ Individual Applicant
☐ Member of Applicant Partnership
☒ Officer of Applicant Corporation
☐ Officer of Applicant Association
☐ Official of Applicant Governmental Entity

FCC 327

May 1997
EXHIBITS B4 and B5

OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL

AOL TIME WARNER INC.*

TIME WARNER INC.

VARIOUS INTERMEDIATE SUBSIDIARIES AND AFFILIATES MAJORITY OWNED OR CONTROLLED BY TIME WARNER INC. AS SPECIFIED IN THE FCC LICENSE FILE FOR EACH CAR STATION SUBJECT TO THIS APPLICATION

LICENSEE

* 50 percent indirect interest in Licensee.
February 11, 2000

Via Hand Delivery

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

Re: Cable Television Relay Service
Transfer of Control of Licensees from
Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the transfer of control of the CARS station licensees listed in Exhibit A-1 to the Form 327. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm’s check in the amount of $30,600.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

John R. Wilner

JRW/vih

Enclosure
February 10, 2000

Thirty Thousand Six Hundred & 0/100

TO THE ORDER OF
Federal Communications Commission

Net Amount $30,600.00
**SECTION A - PAYER INFORMATION**

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<thead>
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<th>TOTAL AMOUNT PAID (dollars and cents)</th>
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<tr>
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<table>
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<tr>
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<tr>
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**SECTION B - APPLICANT INFORMATION**

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**SECTION C - PAYMENT INFORMATION**

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**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

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<td>0 1 3 4 0 9 9 5 3 4</td>
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**SECTION E - CERTIFICATION**

1. John R. Wilner, certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE: John R. Wilner

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

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**SPECIAL USE**

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