

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP
700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960
(202) 508-6000
FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission
Mass Media Services
P.O. Box 358350
Pittsburgh, PA 15251-5350

Re: Transfer of Control of Licensee of
Low Power Television Station W34AX,
Henderson, NC

Ladies & Gentlemen:

Transmitted herewith is an application, in triplicate, on FCC Form 345 for consent to the transfer of control of Time Warner Entertainment-Advance/Newhouse Partnership, licensee of Low Power Television Station W34AX. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$105.00 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

jrwl115057/186991v1

BRYAN CAVE LLP
700 Thirteenth Street, NW.
Washington, D.C.
(202) 508-6000

FIRST UNION NATIONAL BANK
Washington, DC 20006
15-80/540

Check Number
25048

February 10, 2000

One Hundred Five & 0/100

Net Amount
\$ **\$105.00**

TO THE
ORDER OF

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈0000025048⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358350**

PAGE NO. ____ OF ____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

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

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **105.00**

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

**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

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

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

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

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

W34AX

(20A) PAYMENT TYPE CODE (PTC)

M D L

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ **105.00**

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Wilner**, Certify under penalty of perjury that the foregoing and supporting information

(PRINT NAME)

are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

16 digit account number grid

Month and year expiration date grid

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

FOR
FCC
USE
ONLY

FCC 345

**APPLICATION FOR TRANSFER OF CONTROL OF A CORPORATE LICENSEE OR PERMITEE,
ASSIGNMENT OF LICENSE OR PERMIT, FOR AN FM OR TV TRANSLATOR STATION,
OR A LOW POWER TELEVISION STATION**

FOR COMMISSION USE ONLY

FILE NO.

SECTION I - APPLICANT FEE INFORMATION

1. PAYOR NAME (Last, First, Middle Initial)

Bryan Cave LLP

MAILING ADDRESS (Line 1) (Maximum 35 characters)

700 Thirteenth Street, N.W., Suite 700

MAILING ADDRESS (Line 2) (Maximum 35 characters)

CITY

Washington

STATE OR COUNTRY (if foreign address)

DC

ZIP CODE

20005

TELEPHONE NUMBER (include area code)

(202) 508-6000

CALL LETTERS

W34AX

2. A. Is a fee submitted with this application?

Yes No

B. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

Governmental Entity

Noncommercial educational licensee

Other (Please explain):

C. If Yes, provide the following information:

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in the "Mass Media Services Fee Filing Guide." Column (B) lists the Fee Multiple applicable for this application. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number listed in Column (B).

(A)

FEE TYPE CODE		
M	D	L

(B)

FEE MULTIPLE (if required)			

(C)

FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
\$	105.00

FOR FCC USE ONLY

--

SECTION II - ASSIGNOR/TRANSFEROR

1. Application for (check only one box for A and B):

A. Consent to Assignment Consent to Transfer of Control

B. TV Translator Low Power TV Station FM Translator

Call letters	Location
W34AX	Henderson, NC

2. Name of Assignor/Transferor Time Warner Inc.		Street Address (or other identification) c/o Time Warner Cable 290 Harbor Drive	
Telephone No. (Include Area Code) (203) 328-0600	City Stamford	State CT	ZIP Code 06902

3. Call letters of any auxiliary stations which are to be assigned or transferred:

4. NOTE: Where the license or permit has been granted to an entity claiming preferences in the lottery selection process, the license or permit must ordinarily be held for a period of at least one year from the beginning of program tests.

Is the assignor or transferor in compliance with this requirement? N/A Yes No

If No, attach as an Exhibit an appropriate showing. (See 47 C.F.R. Section 73.3597.)

Exhibit No.

5. Attach as an Exhibit a copy of the contract or agreement to assign the property and facilities of the station. If there is only an oral agreement, reduce the terms to writing and attach. The material submitted must include the complete agreement between the parties.

Exhibit No. A

6. Has the assignor or transferor had any interest in:

(a) a broadcast application which has been dismissed with prejudice by the Commission? Yes No

(b) a broadcast application which has been denied by the Commission? Yes No

(c) a broadcast station, the license for which has been revoked? Yes No

(d) a broadcast application in any Commission proceeding which left unresolved character issues against the applicant? Yes No

If the answer to any of the above questions is Yes, state in an Exhibit the following:

Exhibit No.

- (i) Name of party having interest;
- (ii) Nature of interest or connection, giving dates;
- (iii) Call letters of station, file number of application, or docket number; and
- (iv) Location.

Section II, Page 2 - Assignor/Transferor Information

7. Since the filing of the assignor's/transferor's last renewal application for the authorization being assigned or transferred, or other application, has an adverse finding been made or adverse final action been taken by any court or administrative body with respect to the applicant or parties to the application in a civil criminal proceeding, brought under the provisions of any law relating to the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination?

Yes No

If the answer is Yes, attach as an Exhibit a full disclosure of the persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), and the disposition of the litigation. Where the requisite information has been earlier disclosed in connection with another application or as required by 47 U.S.C. Section 1.65 (c), the applicant need only provide: (i) an identification of that previous submission by reference to the file number in the case of an application, the call letters of the station regarding which the application or Section 1.65 information was filed, and the date of the filing; and (ii) the disposition of the previously reported matter.

Exhibit No.

SECTION III - ASSIGNEE/TRANSFeree INFORMATION

1. Name of Assignee/Transferee AOL Time Warner Inc.	Street Address (or other identification) c/o Time Warner Cable 290 Harbor Drive		
Telephone No. (Include Area Code) (203) 328-0600	City Stamford	State CT	ZIP Code 06902

2. Assignee/Transferee is: (check one of the following):

- an individual
 a general partnership
 a limited partnership
 a corporation

 other (explain)

3. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in an Exhibit the nature of the applicant.

Exhibit No.

4. (a) Is the applicant in compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments?

Yes No

(b) Will any funds, credits, or other consideration for construction, purchase or operation of the station be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?

Yes No

If Yes, provide particulars as an Exhibit.

Exhibit No.

5. Has an adverse finding been made or adverse final action been taken by any court or administrative body with respect to the applicant or parties to the application in a civil or criminal proceeding, brought under the provisions of any law relating to the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination?

Yes No

If the answer is Yes, attach as an Exhibit a full disclosure of the persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), and the disposition of the litigation. Where the requisite information has been earlier disclosed in connection with another application or as required by 47 U.S.C. Section 1.65(c), the applicant need only provide: (i) an identification of that previous submission by reference to the file number in the case of an application, the call letters of the station regarding which the application or Section 1.65 information was filed, and the date of the filing; and (ii) the disposition of the previously reported matter.

Exhibit No.

*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.

Section III, Page 2 - Assignee/Transferee Information

6. Has the applicant or any other party to this application had any interest in:

- (a) a broadcast application which has been dismissed with prejudice by the Commission? Yes No
- (b) a broadcast application which has been denied by the Commission? Yes No
- (c) a broadcast station, the license for which has been revoked? Yes No
- (d) a broadcast application in any Commission proceeding which left unresolved character issues against the applicant? Yes No

If the answer to any of the above questions is Yes, state in an Exhibit the following:

Exhibit No.

- (i) Name of party having interest;
- (ii) Nature of interest or connection, giving dates;
- (iii) Call letters of station, file number of application, or docket number; and

7. The applicant certifies that sufficient net liquid assets are on hand or available from committed sources to consummate the transaction and operate the facilities for three months. Yes No

8. The applicant certifies that: Yes No

(a) it has a reasonable assurance of present commitments from each donor, from each party agreeing to furnish capital, from each bank, financial institution or others agreeing to lend funds, and from each equipment supplier agreeing to extend credit;

(b) it has determined that a reasonable assurance exists that all such sources (excluding banks, financial institutions and equipment suppliers) have sufficient net liquid assets to meet these commitments; and

(c) it can and will meet all contractual requirements as to collateral, guarantees, and capital investment or donations.

9. For applicants proposing translator rebroadcasts who are not the licensee of the primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted. Yes No
N/A

Primary station proposed to be rebroadcast:

Call Sign	City	State	Channel No.
-----------	------	-------	-------------

FOR LOW POWER TELEVISION APPLICANTS ONLY

10. Low power television stations must offer a broadcast program service (a nonprogram service is not permitted). Attach as an Exhibit a brief description, in narrative form, of the proposed program service.

11. Does the low power television applicant propose to employ five or more full time employees? Yes No

If Yes, the applicant must include the EEO program called for in the separate Broadcast Equal Employment Opportunity Report (FCC Form 396-A).

SECTION IV - ASSIGNOR/TRANSFEROR CERTIFICATION

1. Has or will the assignor/transferor comply with the public notice requirement of 47 C.F.R. Section 73.3580? Yes No

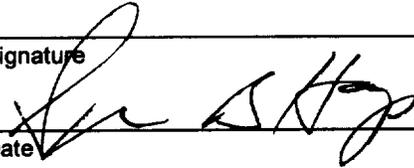
2. By checking Yes, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b). Yes No

The ASSIGNOR/TRANSFEROR acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The ASSIGNOR/TRANSFEROR represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65 of the Commission's Rules, the ASSIGNOR/TRANSFEROR has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

I certify that the ASSIGNOR'S/TRANSFEROR'S statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Name of Assignor/Transferor	Signature
Time Warner Inc.	
Title	Date
Vice President	February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

SECTION IV - ASSIGNEE/TRANSFeree CERTIFICATION

1. By checking Yes, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b). Yes No

2. FOR FM TRANSLATOR APPLICANTS ONLY. The applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(d) with regard to the restriction on ownership of FM translator stations by parties with interests in FM broadcast stations. See paragraph 7 of the Instructions. Yes No

The ASSIGNEE/TRANSFeree hereby 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. (See Section 304 of the Communications Act of 1934, as amended.)

The ASSIGNEE/TRANSFeree acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all its exhibits are a material part hereof and are incorporated herein.

The ASSIGNEE/TRANSFeree represents that it has not filed this application for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65, the ASSIGNEE/TRANSFeree has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

I certify that the ASSIGNEE'S/TRANSFeree'S statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Name of Assignee/Transferee AOL Time Warner Inc.	Signature 
Title Vice President	Date February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

EXHIBIT A

DESCRIPTION OF THE PROPOSED TRANSFER

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

The licensee of Station W34AX, Time Warner Entertainment-Advance/Newhouse Partnership ("TWEAN") is an indirectly controlled affiliate of Time Warner through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate control of TWEAN will be transferred from Time Warner to the new AOL Time Warner Inc. The present application seeks FCC consent to that transfer. TWEAN will remain the licensee of W34AX, and the intermediate entities through which the parent company will control TWEAN will remain unchanged.

A copy of the Agreement and Plan of Merger is being submitted with the application for transfer of control of SuperStation, Inc., licensee of Station WTBS(TV), Atlanta, Georgia, which is being filed concurrently herewith.

EXHIBIT B

ALIEN OWNERSHIP

Based upon the shareholder records available to Time Warner Inc. and America Online, Inc., the parties to the Merger Agreement believe that the newly-formed AOL Time Warner Inc. will be in compliance with Section 310(b) of the Communications Act. However, to ensure that this is the case, both parties have commissioned a sample survey of their shareholders using recognized statistical methods to confirm the new entity's compliance with the statutory benchmark.

EXHIBIT C

The Station will continue to provide a broadcast program service that consists of satellite-delivered programming from America One Television and locally-originated talk and religious programs.