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October 27, 2000

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Magalie R. Salas
Secretary
Federal Communication Commission
445 12th Street, S.W. - The Portals
Washington, D.C. 20554

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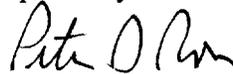
Re: **REDACTED: FOR PUBLIC INSPECTION**
Applications of America Online, Inc. and Time Warner Inc. for Transfers of
Control
CS Docket No. 00-30

Dear Ms. Salas:

Transmitted herewith is an additional document for the Commission's review. Two copies of the document redacted in whole and intended for inclusion in the public record in this proceeding are provided with the version of this cover letter marked "For Public Inspection." The document is confidential and has been redacted in whole and is submitted with a title page in place of the actual redacted document for purposes of our public submission. One copy of the document is being submitted with the version of this cover letter marked "Confidential: Not for Public Inspection." The document is being filed under seal with the FCC Secretary's Office and should not be placed in the public record in this proceeding. Copies of the document are also being delivered under seal to Royce Dickens and Linda Senecal. The document submitted herewith by AOL is marked "Confidential: Not for Public Inspection" and "Copying Prohibited" in accordance with the Protective Order adopted in this proceeding on April 6, 2000 (DA 00-780).

Please do not hesitate to contact me should you have any questions regarding this letter or the documents produced herewith.

Respectfully submitted,



Peter D. Ross
Counsel for America Online, Inc.

cc w/ Attachment: Royce Dickens, Cable Services Bureau
Linda Senecal, Cable Services Bureau

10/27/00
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**Options Draft
(and Cover Letter)**