

Wiley, Rein & Fielding

1776 K Street, N.W.
Washington, D.C. 20006
(202) 719-7000

Wayne D. Johnsen
(202) 719-7303
wjohansen@wrf.com

Fax: (202) 719-7049
www.wrf.com

June 29, 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

Re: America Online, Inc.
Notice of Ex Parte Presentation
Applications of America Online, Inc. and Time Warner Inc. for Transfers of
Control, CS Docket No. 00-30

Dear Ms. Salas:

On behalf of America Online, Inc. ("AOL"), submitted herewith pursuant to Section 1.1206(b)(2) of the Commission's rules, is an original and one copy of this memorandum regarding a permitted oral *ex parte* presentation to Commission officials regarding the above-cited proceeding. On June 28, 2000, America Online, Inc. ("AOL") representatives met, at the request of the Commission's staff, with certain members of the Commission's staff to discuss AOL's investment in General Motors. As described in the attached document, our discussion addressed the information previously submitted in AOL and Time Warner Inc.'s joint response to the Commission's Document and Information Request, dated June 9, 2000, and other filings submitted in this proceeding.

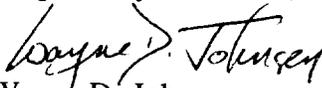
Attending the meeting on behalf of the Commission were Royce Dickens, Darryl Cooper and Ann Levine of the Cable Services Bureau, and Jim Bird of the Office of General Counsel. Attending on behalf of AOL were Steven Teplitz, Senior Director of Telecommunications Policy for AOL, Mike McGowan, Vice President and Associate General Counsel of AOL, and Peter Ross and Wayne Johnsen of Wiley, Rein & Fielding. Attending on behalf of Time Warner was Cathy Nolan, Vice President, Law & Public Policy.

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Kindly direct any questions regarding this matter to the undersigned.

Respectfully submitted,


Wayne D. Johnsen

cc: Royce Dickens, Cable Services Bureau (w/att)
Darryl Cooper, Cable Services Bureau (w/att)
Ann Levine, Cable Services Bureau (w/att)
James Bird, Office of General Counsel (w/att)
Linda Senecal, Cable Services Bureau (w/att)
International Transcription Services, Inc. (w/att)

AOL'S INVESTMENT IN GENERAL MOTORS

- In June 1999, AOL entered into a strategic alliance with Hughes to develop and market Internet services nationwide via satellite.
- As part of the agreement, AOL invested \$1.5 billion in Hughes' parent, General Motors, which in turn made a corresponding investment in Hughes. The investment was designed to provide funds needed to accelerate the development of DBS as a platform for the delivery of high-speed Internet services.
- In return for its investment, AOL received 2,669,633 shares of GM's Series H 6.25 Automatically Convertible Preference Stock. AOL holds all outstanding shares of this stock, which carry no voting rights except in extremely limited circumstances.
- The Series H Preference Stock shares will automatically convert into shares of GMH stock on June 24, 2002, unless converted earlier.
- GMH stock is a tracking stock designed to provide holders with financial returns based on the financial performance of Hughes. GMH stockholders are common stockholders of General Motors and, as a result, have rights in the equity and assets of General Motors, not Hughes. Moreover, the outstanding shares of GMH stock do not represent the full economic value of Hughes.
- Upon conversion of the Preference Stock into GMH stock, AOL will be able to vote along with other GMH shareholders. GMH shareholders, in turn, vote along with the GM common shareholders. AOL's ultimate voting rights in GM will be less than 2%.
- The upcoming stock split should not affect AOL's ultimate voting rights in GM.
- AOL has no involvement in the selection of the directors of Hughes or DirecTV.
- AOL's interest in General Motors, the ultimate corporate parent of DirecTV, is not attributable under any even potentially relevant FCC attribution standard.