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August 30, 2000

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

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AUG 30 2000

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: **FOR PUBLIC INSPECTION**
Response to August 14, 2000 Request for Further Information
Applications of America Online, Inc. and Time Warner Inc. for Transfers of
Control
CS Docket No. 00-30

Dear Ms. Salas:

America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") have jointly submitted their narrative response to the August 14, 2000 letter from Ms. Royce Dickens, Deputy Chief, Policy and Rules Division, the Cable Services Bureau, requesting certain documents and information. As set forth in that response, AOL and Time Warner are each submitting documents responsive to the Commission's request. Documents submitted by AOL are transmitted herewith.

Two copies of all non-confidential documents intended for inclusion in the public record in this proceeding are provided with the version of this cover letter marked "For Public Inspection." Confidential documents have been redacted in whole and are submitted with title pages in place of the actual redacted documents for purposes of our public submission. One copy of all confidential documents is being submitted with the version of this cover letter marked "Confidential: Not for Public Inspection." These materials are being filed under seal with the FCC Secretary's Office and should not be placed in the public record in this proceeding. Copies of all confidential documents are also being delivered under seal to Royce Dickens and Linda Senecal. The confidential documents submitted by AOL are 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).

In accordance with our understandings with Commission staff, certain redactions to confidential documents may have been made where portions of the submitted documents are not responsive or otherwise material to the Commission's requests.

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Magalie Roman Salas, Secretary

August 30, 2000

Page 2

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Oren Rosenthal", with a long horizontal flourish extending to the right.

Oren Rosenthal

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

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

QUESTION 3.11

WORKING SESSION OUTLINE

WORKING SESSION #2

WORKING SESSION #3

DISCUSSION DOCUMENT

WORKING SESSION #1

QUESTION 3.14

**WORKING SESSIONS
MEMORANDUM AND ATTACHMENT**

TALKING POINTS

MEMORANDUM

TALKING POINTS

OPERATING PLAN

PLAN SUMMARY

EXECUTION PLAN DRAFT

**DRAFT BUSINESS REQUIREMENTS
DCOUMENT**

PRESENTATION
JULY 11, 2000

QUESTION 3.18

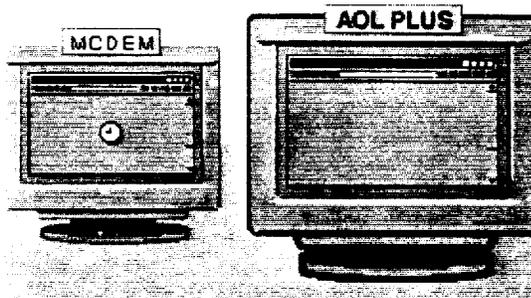
SERVICE SCRIPT

ADVERTISEMENT

700 Hours
FREE
High-Speed AOL

Make Web pages appear **5,000% FASTER!**

- Instant on!
No more dialing up!
- Easy to use!
- Talk on the phone and
connect to AOL at the
same time!
- Boost your speed
up to **5,000%**



"AOL Plus has one
of the best shows
in broadband" --
PCWorld.com

**YES! I WANT
SUPERFAST AOL!**
CLICK HERE

Keyword: AOL Plus

**TELL ME
MORE**

Special Offer Details

Sign up for your **FREE TRIAL** of the AOL PLUS service today and you'll also receive **FREE** equipmen

AOL(3)000075

Special Offer Details

Sign up for your **FREE TRIAL** of the AOL PLUS service today and you'll also receive **FREE** equipment and **FREE** activation - over a \$250 value!

AOL PLUS is a broadband service for AOL members that offers multimedia content -- including streaming audio and video -- over a high speed connection. When you use the AOL PLUS service with DSL technology -- which delivers high speed connections over your existing telephone line -- you connect instantly; there's no more dialing up and no more waiting. Access the AOL service and talk on the phone at the same time, using the same phone line!

Following the **FREE** 30 day trial, you can continue to enjoy the high-speed AOL PLUS service and special broadband content for just \$19.95 a month in addition to your standard AOL monthly membership fee. To avoid incurring an AOL PLUS monthly service fee, simply cancel before the trial period ends. Please note that the AOL PLUS service is only available to those members who subscribe to either the monthly or annual unlimited membership plan. To change your membership plan, see Keyword Billing.

Actual connection speeds will vary depending upon your geographic location and your distance from your phone company's central office.

Experience AOL and the Internet at high speeds. Order the AOL Plus service now!

Tell Me More About AOL Plus

[Back to AOL Plus](#)

[What is the AOL Plus service?](#)
[How do I get AOL Plus?](#)
[How does AOL Plus work?](#)
[How much does AOL Plus cost?](#)
[How do I get a broadband connection?](#)
[Do I need a new phone line?](#)
[What equipment do I need for DSL service?](#)
[What happens after I order DSL through AOL?](#)
[Do I have to change my AOL screen name to get AOL Plus?](#)
[Is AOL Plus available for Macintosh users?](#)
[Is AOL Plus available of AOL version 4.0 and below?](#)
[What is broadband?](#)

What is the AOL Plus service?

AOL Plus is:

FREE multimedia content

Listen to AOL Plus radio, download digital music, and preview songs before you buy. Watch top news, music videos, movie trailers, and more! Exchange large files with your friends without lengthy file transfers.

Easy to use

If you know how to use AOL, you already know how to use AOL Plus. Just point and click. Nothing to configure.

Lightning fast surfing

Make web pages appear up to 50 times faster. To see if you qualify for DSL broadband access, [choose the state in which you live](#) and answer a few simple questions.

[Sign me up now!](#) [Back to Top](#)

How do I get AOL Plus?

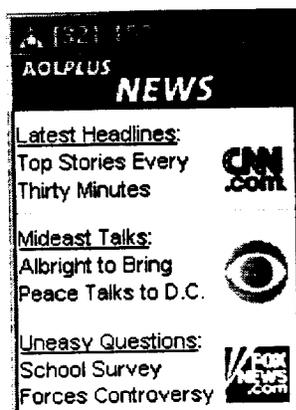
To enjoy AOL Plus you need:

AOL 5.0 for Windows. **Keyword: Upgrade.**
 An unlimited pricing plan. **Keyword: Billing.**
 A broadband connection. [Yes! I want Superfast AOL!](#)

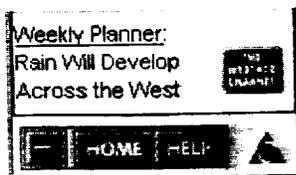
[Sign me up now!](#) [Back to Top](#)

How does AOL Plus work?

Most enhanced content will be immediately accessible via the AOL Plus Tower.



AOL(3)000077



A single click lets you:

- hear CD-quality songs
- watch news, sports highlights, weather reports, and movie trailers on-demand
- exchange large files with your friends without lengthy file transfers
- and much more!

As you move through the AOL service, your AOL Plus Tower will update with relevant links. Clicking on any link will take you directly to the enhanced content.

[Sign me up now!](#) [Back to Top](#)

How much does AOL Plus cost?

AOL Plus broadband content is FREE to any AOL member using the AOL 5.0 software over a broadband connection. The cost of any other charges will depend on the way you connect to the AOL service. For those who do not have broadband access, AOL currently offers DSL for \$19.95/month in addition to the standard monthly membership fee, based on a monthly or annual unlimited membership plan. DSL is a technology that provides high speed over standard telephone wiring. See if you qualify for DSL broadband access. Check this area often for information about Cable and Satellite access -- coming soon!

[Sign me up now!](#) [Back to Top](#)

How do I get a broadband connection?

Signing up for a broadband connection is easy! To see if you qualify for DSL, choose the state in which you live and answer a few simple questions.

[Sign me up now!](#) [Back to Top](#)

Do I need a new phone line?

No. Members who connect to the service using DSL don't need a new phone line. Even better, a single DSL line allows you to talk on the phone and connect to AOL at the same time.

[Sign me up now!](#) [Back to Top](#)

What equipment do I need for DSL service?

You'll receive everything you need to connect to the AOL service and the Internet at incredible speeds. Here's what your special DSL kit contains:

- * AOL Plus CD -- This is a special version of the AOL software.
- * DSL Modem -- This modem allows your computer to utilize the DSL connection to connect instantly over your telephone line, up to 50 times faster than 28.8K modem. You won't have to dial and you won't get busy signals. What's more, your DSL modem lets you talk on your phone even while you're online.
- * DSL Driver CD -- This CD allows your computer to communicate with your DSL modem and connect to the AOL service.
- * Phone filters -- These small devices fit onto phone jacks to allow your phone and extension phones to work with DSL. Use them with every telephone or devices such as faxes or answering machines that you connect to your DSL line.

[Sign me up now!](#) [Back to Top](#)

What happens after I order DSL through AOL?

AOL(3)000078

Placing your DSL order is easy, and AOL handles everything for you.

After we have received your DSL order, we contact your local phone company who assigns a date to activate your DSL service. We will send you an e-mail confirming this date. We order the necessary equipment for your DSL connection and ship that directly to your home. You will likely receive your equipment prior to the date that your DSL service is activated.

Should you require assistance hooking up your DSL modem when your service has been activated, contact our DSL Technical Representatives at 888-849-3200 from 8:00 a.m. to 1:00 a.m. ET, seven days a week.

[Sign me up now!](#) [Back to Top](#)

Do I have to change my AOL screen name to get AOL Plus?

No. For members using AOL 5.0, AOL Plus is delivered automatically when you sign on to the AOL service using a broadband connection. All of your preferences and settings stay exactly the same.

[Sign me up now!](#) [Back to Top](#)

Is AOL Plus available for Macintosh users?

AOL Plus will be available to members later this year for those who sign on to the AOL 5.0 for Macintosh service using a broadband connection, including DSL, T1, cable and satellite.

[Sign me up now!](#) [Back to Top](#)

Is AOL Plus available on AOL version 4.0 and below?

No. AOL 5.0 is the first broadband-enabled version of the AOL software, and includes the "speed detect" feature, which automatically detects if an AOL member is using a broadband connection and if so, delivers them the enhanced AOL Plus content.

[Sign me up now!](#) [Back to Top](#)

What is Broadband?

Broadband is a general term used to refer to a type of data transmission in which a single medium (wire) can carry several channels at once. With broadband connections, because several channels of data can be transmitted simultaneously, applications are able to perform much better than they do over a 56 Kbps modem connection. Online areas and web pages will load much faster, downloading files will take much less time, and you can enjoy fully animated interactive multiplayer games. To learn more about broadband, we recommend you visit the following sites:

[DSL Overview](#) | [AOL Cable Center](#) | [Satellite](#)

[Back to Top](#)

[**YES! SIGN ME UP FOR 'AOL PLUS' NOW!**](#)

AOL(3)000079

AOL(3)000080



AOL PLUS: an instant, lightning-fast connection to AOL and the Internet.

It will dramatically improve your online experience.

Special Offer Details

Sign up for your **FREE TRIAL** of the AOL PLUS service today and you'll also receive **FREE** equipment and **FREE** activation - a **\$250 value!**

AOL PLUS is a broadband service for AOL members that offers multimedia content -- including streaming audio and video -- over a high-speed "DSL" Internet connection. When you use the AOL PLUS service, you connect

FREE TRIAL OFFER

• Free DSL Modem & Activation

You'll receive the required DSL modem and be activated for high-speed access over your existing phone line. A \$250 value - FREE if you order today.

• FREE 30-Day Trial

Try the AOL PLUS service for 30 days -- a \$19.95 value, yours FREE when you order today.

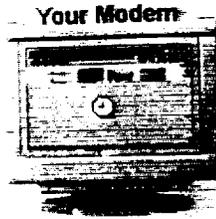
Order Here!

AOL PLUS

Limited time offer!
FREE DSL Modem
FREE Activation
FREE Month

Make web pages appear **FASTER!**

- ⊖ Instant connection -
no more dialing up!
- ⊖ It's easy and fast!
- ⊖ Talk on the phone & connect
at the same time!



[Click Here for Details!](#)

Introducing AOL PLUS



AOL PLUS

America Online is proud to introduce AOL Plus, a brand new high-speed service that screams onto your computer at speeds up to 20 times faster than a 28.8 modem!

Using DSL technology, AOL Plus offers you "instant-on" access, eliminating the need to dial up.

And with AOL Plus and DSL you can access the AOL service and talk on the phone at the same time, on the same phone line.

Order AOL Plus today and receive FREE DSL equipment and a 60-day FREE trial of the AOL Plus service.

Get Connected!

Order AOL Plus today and we'll ship to you the necessary DSL equipment to get you connected

ABSOLUTELY FREE!
(A \$350 value)

Plus, we'll include a
FREE 60-DAY TRIAL
of the brand new
AOL Plus service.

Order Here!

Introducing AOL PLUS



AOL PLUS

Tap into AOL and the Web at
unprecedented speeds!

28.8K



56K



AOL PLUS



up to 640K

Up to **20 times** faster
than standard connections!

Introducing Our New High-Speed DSL Service

- Now you can make the Internet come alive with full-motion video, explosive CD-quality audio, and instant graphics.
- AOL Plus is on instantly - never a busy signal!
- Talk on the phone AND connect to AOL at the same time. It's like having 2 phone lines!

Now Available In Your Area!

Find Out More Here

Introducing AOL PLUS



Tap into AOL
and the Web at
unprecedented
speed!

Lightning-FAST
web surfing

Talk on the phone
& connect to AOL
at the same time

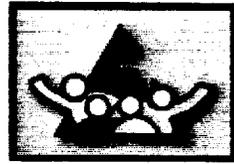
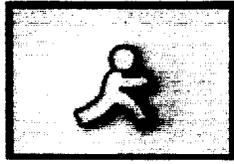
It's like having
2 phone lines!

Introducing the new high-speed
service from America Online

AOL PLUS

FREE TRIAL OFFER

Get equipment worth
\$350 and a 60-day
trial absolutely
FREE!



That's over 10 times faster than 56K!

- **Instantly On!**
- **No Busy Signals**
- **No Waiting to Connect**

Tell Me More

Available NOW
in your area!

You Qualify for this Special Offer!

**Free
Trial
Offer**

You've been specially selected for a FREE TRIAL of AOL's new high-speed service, **AOL PLUS!**



AOL PLUS - 10 times faster than 56k!

- Easy to use • Instantly on • No more dialing up
- Talk on the phone & connect to AOL *at the same time*

No Thanks:

Tell Me More!

America Online now offers a high-speed service, AOL PLUS. It will allow you to connect to AOL and the Web at lightning-fast speeds. You are now qualified to receive this service.

AOL PLUS offers:

- Instant-on connection -- no need to dial up AOL.
- Talk on the phone and connect to AOL *at the same time*.
- Special limited-time offer with free DSL modem, free activation, and one free month of the AOL PLUS service.

Would you like to learn more about connecting at high speeds?

No

YES!

America Online now offers a high-speed service, AOL PLUS. It will allow you to connect to AOL and the Web at lightning-fast speeds. You are now qualified to receive this service.

AOL PLUS offers:

- Instant-on connection -- no need to dial up AOL.
- Talk on the phone and connect to AOL *at the same time*.
- Special limited-time offer with free DSL modem, free activation, and one free month of the AOL PLUS service.

Would you like to learn more about connecting at high speeds?

No

YES!

***Feel the need
?***



AOL (3)000090

Get connected instantly

