

COVINGTON & BURLING

ORIGINAL

EX PARTE OR LATE FILED

1201 PENNSYLVANIA AVENUE NW WASHINGTON, DC
WASHINGTON, DC 20004-2401 NEW YORK
TEL 202.662.6000 LONDON
FAX 202.662.6291 BRUSSELS
WWW.COV.COM SAN FRANCISCO

AMY L. LEVINE
TEL 202.662.5674
FAX 202.778.5674
ALEVINE@COV.COM

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OCT 31 2000

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

October 31, 2000

BY HAND DELIVERY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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

Dear Ms. Salas:

This letter is to inform the Commission that on October 27, 2000, Gerry Waldron of Covington & Burling met with Jim Bird of the Office of General Counsel to discuss proposed changes to the Commission's Protective Order in the above-captioned docket.

Mr. Waldron suggested that the Commission decline to amend the Protective Order so as to prohibit in-house counsel from inspecting Stamped Confidential Documents on the grounds that doing so would disadvantage small companies and public interest organizations who would be required to hire a law firm in order to participate fully in the Commission's review process. Mr. Waldron also emphasized that the exclusion of in-house counsel would severely diminish the quality of pleadings based on Confidential Documents filed at the Commission because outside counsel often lack the knowledge and insight that lawyers working inside the company bring to this debate.

Please do not hesitate to contact me if we may provide you with further information.

Sincerely,



Amy L. Levine

cc: Mr. Jim Bird

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