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901 - 15TH STREET, N.W.
WASHINGTON, D.C. 20005-2301
(202) 371-6000
FAX: (202) 371-6279

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AUG 17 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Writer's Direct Dial:
(202) 371-6206

August 17, 2000

VIA HAND DELIVERY

Arthur H. Harding, Esq.
Fleischman and Walsh, LLP
1400 16th Street, N.W.
Washington, D.C., 20036

Art
Dear Mr. Harding:

Our law firm serves as outside counsel of record to The Walt Disney Company, which, as you know, is actively engaged in the Federal Communications Commission's proceeding reviewing the transfer of control of Time Warner, Inc. to America Online, Inc. (CS Docket No. 00-30). I hereby request a complete set of the documents submitted by Time Warner, Inc. to the Federal Communications Commission in this proceeding pursuant to the Protective Order adopted April 6, 2000 (DA 00-780). As required by paragraph 5 of the Protective Order, I am submitting with this request an executed "Acknowledgment of Confidentiality."

In addition to me and other employees of this law firm involved in the representation of The Walt Disney Company in this proceeding, these documents will be made available to James Olson of the law firm Howrey, Simon, Arnold & White, which serves as Of Counsel to The Walt Disney Company in this proceeding. Accordingly, an Acknowledgment of Confidentiality executed by Mr. Olson is hereby submitted. Finally, Ms. Marsha MacBride, Vice President, The Walt Disney Company, will have access to these documents. Ms. MacBride is not involved in competitive decision making as that term is defined in paragraph 3 of the Protective Order. Ms. MacBride will submit to you, under separate cover, an executed Acknowledgment of Confidentiality before being granted access to these documents. A copy of this letter and the executed Acknowledgments of Confidentiality will be filed with the Federal Communications Commission.

No. of Copies rec'd 0
List A B C D E

Arthur H. Harding, Esq.
August 17, 2000
Page 2

Pursuant to the Protective Order, these documents should be made available within five business days of your receipt of this letter at which time you will be reimbursed for your costs associated with copying these documents. In addition, to the extent any documents subject to the Protective Order have been designated "Copying Prohibited," I hereby request an opportunity to review those documents in your offices. I will contact you directly to schedule a convenient time to review any such documents.

Sincerely,

A handwritten signature in cursive script, appearing to read "Larry", written in black ink.

Lawrence R. Sidman

cc: Magalie Roman Salas
George Vradenberg, III
Catherine R. Nolan

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VIA HAND DELIVERY

Peter D. Ross, Esq.
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, D.C., 20006

Peter
Dear Mr. Ross:

Our law firm serves as outside counsel of record to The Walt Disney Company, which, as you know, is actively engaged in the Federal Communications Commission's proceeding reviewing the transfer of control of Time Warner, Inc. to America Online, Inc. (CS Docket No. 00-30). I hereby request a complete set of the documents submitted by America Online, Inc. to the Federal Communications Commission in this proceeding pursuant to the Protective Order adopted April 6, 2000 (DA 00-780). As required by paragraph 5 of the Protective Order, I am submitting with this request an executed "Acknowledgment of Confidentiality."

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Peter D. Ross, Esq.
August 17, 2000
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Lawrence R. Sidman

cc: Magalie Roman Salas
George Vradenberg, III
Catherine R. Nolan

APPENDIX A

ACKNOWLEDGMENT OF CONFIDENTIALITY

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding and I understand it. I agree that I am bound by this Order and that I shall not disclose or use any Stamped Confidential Documents or any information gained therefrom except as allowed by the Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as counsel to a party or other person described in paragraph 3 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the order.

I hereby certify that I am not involved in competitive decision-making as that term is used in paragraph 3 of the Protective Order.

Executed at Washington, D.C. this 17th day of August, 2000.

Lawrence R. Sidman

Signature

Shareholder, Viner, Luffert, Bernbank, McPleson & Hank

Title

APPENDIX A

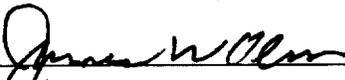
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I hereby certify that I am not involved in competitive decision-making as that term is used in paragraph 3 of the Protective Order.

Executed at Washington, D.C. this 17th day of August, 2000.


Signature

Howrey, Simon, Arnold & White, LLP