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RECEIVED

September 21, 2000

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth 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**

Dear Ms. Salas:

On September 19, 2000, Everest Connections Corporation ("Everest") submitted an *ex parte* filing in the above-captioned matter that included as an attachment a faxed copy of a declaration by Susan Arndt, Everest's Vice President of Marketing ("Arndt Declaration"). Enclosed is the original Arndt Declaration, as well as an original declaration by Carl Naes, Vice President of Operations at Everest ("Naes Declaration"), that was not included with the original pleading. Please substitute the enclosed original Arndt Declaration for the one filed on September 19 and add the Naes Declaration to the pleading.

Thank you for your assistance and do not hesitate to contact me if you have any questions.

Sincerely,



Amy L. Levine

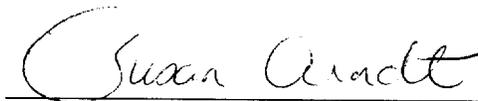
Enclosures

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List A B C D E

DECLARATION OF SUSAN ARNDT

1. My name is Susan Arndt. I am a Vice President of Marketing at Everest Connections Corporation ("Everest"), located at 5555 Winghaven Blvd., O'Fallon, Missouri 63366. I have worked for or with Everest since its inception (for approximately 18 months).
2. My responsibilities at Everest include market planning, market research, product development, programming negotiation and vendor selection for set top boxes and digital services.
3. Everest is currently competing with Time Warner in two markets, Kansas City and Minneapolis.
4. Initially, Everest identified Scientific Atlanta (SA) as a vendor for its Head End solution. The Head End is the platform in which Everest will launch its programming through its network. But, upon information and belief, Everest was advised that SA had an exclusive agreement with Time Warner not to sell its Head End or set top boxes in any market in which Time Warner provided service. SA is one of the few major manufacturers of set top boxes.
5. On June 29, 2000, I was advised by Video on Demand ("VOD") vendor Sea Change that it would like to sell Everest its product, but that it could not sell the VOD line of its product in certain markets, including Kansas City and Minneapolis, because Sea Change has an agreement with an MSO not to sell to overbuilders of that MSO. Sea Change indicated that it would sell Everest its product for use in markets in which we do not compete with that MSO.
6. On July 24, 2000, I was advised by VOD vendor Pioneer Digital Technologies that it would like to sell Everest its product, but that it could not sell to us if we would be using its product in any market in which we compete with Time Warner because Pioneer has an agreement with Time Warner not to sell to overbuilders of Time Warner. Pioneer indicated that it would sell Everest its product for use in markets in which we do not compete with Time Warner.
7. I have spent over 10 years dealing with equipment and product vendors. It is my general experience that most are anxious to sell their product to all buyers.
8. Upon information and belief, Everest's ability to compete effectively with Time Warner has been hindered significantly by the conduct of Time Warner in its dealings with major vendors of equipment and VOD products.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.



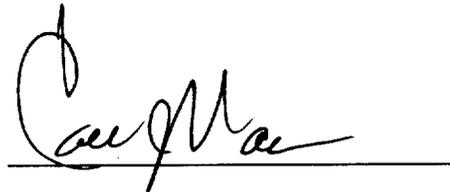
Susan Arndt

September 19, 2000

DECLARATION OF CARL NAES

1. My name is Carl Naes. I am Vice President of Operations at Everest Connections Corporation ("Everest"), located at 5555 Winghaven Blvd., O'Fallon, MO 63366. I have worked for Everest since its inception (approximately 18 months).
2. My responsibilities at Everest include all aspects of operational planning, including negotiation with vendors for equipment.
3. Initially, Everest identified Scientific Atlanta ("SA") as Everest's vendor of choice for its digital platform head end solution and set top boxes. However, I was advised that SA could not sell its digital head end platform or set top boxes for use in Kansas City and Minneapolis markets due to an agreement SA had with Time Warner. This information was already acknowledged by an SA sales representative during a conversation that I had with him during the month of June, 2000.
4. I have over 10 years of experience managing cable TV operations. It has been my experience that most equipment vendors are anxious to sell its product to all buyers.
5. Upon information and belief, Everest's ability to compete effectively was hindered by Time Warner's conduct in dealing with its vendors.

Date: 9/20/00



Carl Naes