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FOR PUBLIC INSPECTION

August 30, 2000

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Ex Parte

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Room TW-B204
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:

Time Warner Inc. ("Time Warner") and America Online, Inc. ("AOL") on August 28, 2000 jointly submitted their narrative response to the August 14, 2000 letter from Ms. Royce Dickens, Deputy Chief, Policy and Rules Division, Cable Services Bureau, requesting certain documents and information. As set forth in such response, Time Warner and AOL are each submitting documents responsive to the Commission's request. The documents are being provided pursuant to the August 14, 2000 letter, as clarified and modified in our June 16, 2000 and June 28, 2000 procedural meetings with Royce Dickens, Darryl Cooper and Nancy Stephenson of the Cable Services Bureau and Jim Bird of the Office of General Counsel. Further, we are not producing privileged documents, e.g., subject to the attorney/client privilege. Documents submitted by Time Warner are transmitted herewith.

One copy of all confidential documents is being submitted with the version of this cover letter marked "Confidential: Not for Public Inspection" and is 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

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confidential documents are also being delivered under seal to Royce Dickens and Linda Senecal. The confidential documents submitted by Time Warner 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). A schedule listing the titles of all such confidential documents is included with the two copies of the version of this cover letter marked "For Public Inspection."

Time Warner has exercised good faith to diligently locate all documents responsive to the Commission's requests within the time frame allotted. As has been explained to the Commission staff, the process employed has been to first concentrate on a review of documents already submitted to the Federal Trade Commission. A list of Time Warner personnel whose files were searched in that process was attached as part of our July 17, 2000 document production. These searches have been supplemented by updated searches of files of employees reasonably believed to result in additional responsive documents.

Should there be any questions regarding this matter, please contact the undersigned directly.

Respectfully submitted,



Arthur H. Harding
Counsel for Time Warner Inc.

Enclosure

cc: Royce Dickens
Linda Senecal

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TIME WARNER
LISTING OF CONFIDENTIAL DOCUMENTS
(submitted to FCC on August 30, 2000)

Documents Produced In Response To Question 3.7

- 1) Series E Preferred Stock Purchase Agreement (July 30, 1999)
- 2) Fourth Amended and Restated Investors' Rights Agreement (July 30, 1999)
- 3) First Amended and Restated Right of First Refusal and Co-Sale Agreement (July 30, 1999)
- 4) Fifth Amended and Restated Investors' Rights Agreement (November, 1999)
- 5) Series E Preferred Stock Financing (July, 1999)
- 6) Replay Network Service Agreement (July 30, 1999)
- 7) Amendment No. 1 to Replay Network Service Agreement
- 8) Letter dated July 30, 1999 from Richard Bressler re Replay Network Personal Television Service Test

Documents Produced In Response To Question 3.10

- 1) Multiple ISP White Paper
- 2) 3/22/00 email from G. Britt to O. Olafsson