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October 27, 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") herein produces certain confidential documents that have been requested by FCC staff. One copy of these 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 the 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" for inclusion in the public record in this proceeding.

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Ms. Magalie Roman Salas
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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

TIME WARNER
LISTING OF CONFIDENTIAL DOCUMENTS
(submitted with cover letter to FCC on October 27, 2000)

1. Amended and Restated Operating Agreement
2. Parents Agreement
3. Master Affiliation Agreement
4. Master Affiliation Agreement
5. Master Affiliation Agreement
6. Letter Agreement dated July 26, 2000
7. Term Sheet dated June 21, 2000
8. Letter dated September 29, 2000
9. Term Sheet dated October 13, 2000