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[CHARTERED]

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SEP 8 2000

September 5, 2000

VIA HAND DELIVERY

Arthur H. Harding, Esquire
Fleischman and Walsh, LLP
1400 16th Street, NW
Washington, DC 20036

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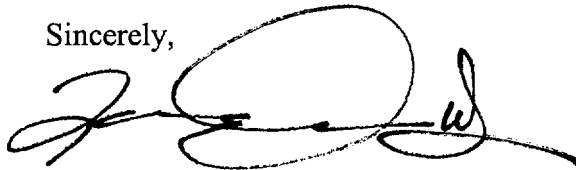
RE: CS Docket No. 00-30

Dear Mr. Harding:

Enclosed please find a copy of the letter sent you by Lawrence Sidman of this office on August 17, 2000 requesting access to a complete set of 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). In addition to the letter, enclosed please find additional Acknowledgment of Confidentiality executed Marc Schildkraut and Scott Weisman of Howrey, Simon, Arnold & White, LLP and myself.

Pursuant to the Protective Order, please make the documents available to the above referenced members of Howrey, Simon, Arnold & White, LLP, in addition to James Olson of Howrey, Simon, Arnold & White, LLP, Lawrence Sidman and myself.

Sincerely,



Lawrence Duncan III

cc: Magalie Roman Salas
George Vradenberg, III
Catherine Nolan

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

Dear ^{Art}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.

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



Lawrence R. Sidman

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