ST LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960

(202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP.

LONDON, ENGLAND

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission Cable Services Bureau P.O. Box 358205 Pittsburgh, PA 15251-5205

Re:

Cable Television Relay Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the transfer of control of CNN America, Inc., licensee of Cable Television Relay Station WHZ-931, Oakland, California. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$200.00 in payment of the requisite filing fee is submitted with the enclosed FCC Form 159.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Ar han R When

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186914v1

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANKheck Number Washington, DC 20006 15-80/540 25060

February 10, 2000

Two Hundred & 0/100

Net Amount \$200.00

TO THE ORDER OF

Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

"OOOOO25060" ::O54000807:: 20667...O1683409"

READ INSTRUCTIONS CAREFULLY APPROVED BY OMB 3060-0589 BEFORE PROCEEDING FEDERAL COMMUNICATIONS COMMISSION SPECIAL USE REMITTANCE ADVICE FCC USE ONLY ___ OF (1) LOCKBOX # 358205 PAGE NO. SECTION A - PAYER INFORMATION (2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (dollars and cents) **Bryan Cave LLP** 200.00 (4) STREET ADDRESS LINE NO. 1 700 Thirteenth Street, N.W., Suite 700 (5) STREET ADDRESS LINE NO. 2 (7) STATE (8) ZIP CODE DC Washington 20005 (9) DAYTIME TELEPHONE NUMBER (Include area code) (10) COUNTRY CODE (if not in U.S.A.) (202) 508-6000 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) **SECTION B - APPLICANT INFORMATION** (11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) AOL Time Warner Inc. (12) STREET ADDRESS LINE NO. 1 75 Rockefeller Plaza (13) STREET ADDRESS LINE NO. 2 (14) CITY (15) STATE (16) ZIP CODE **New York** 10019 (17) DAYTIME TELEPHONE NUMBER (include area code) (18) COUNTRY CODE (if not in U.S.A.) (212) 484-8000 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C) **SECTION C - PAYMENT INFORMATION** (22A) FEE DUE FOR (PTC) IN BLOCK 20A FCC USE ONLY (19A) FCC CALL SIGN/OTHER ID (20A) PAYMENT TYPE CODE (PTC) (21A) QUANTITY WHZ-931 1 200.00 (23A) FCC CODE 1 (24A) FCC CODE 2 (20B) PAYMENT TYPE CODE (PTC) (19B) FCC CALL SIGN/OTHER ID (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B FCC USE ONLY (23B) FCC CODE 1 (24B) FCC CODE 2 (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C FCC USE ONLY (19C) FCC CALL SIGN/OTHER ID (23C) FCC CODE 1 (24C) FCC CODE 2 (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY (19D) FCC CALL SIGN/OTHER ID (24D) FCC CODE 2 (23D) FCC CODE 1 **CTION D - TAXPAYER INFORMATION (REQUIRED)** (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN 8-11 IS DIFFERENT FROM PAYER NAME IN 4-2) (25) APPLICANT TIN PAYER TIN 2 3 6 0 2 6 9 9 5 **SECTION E - CERTIFICATION** (27) CERTIFICATION STATEMENT John R. Wilner . Certify under penalty of perjury that the foregoing and supporting information

SECTION F - CREDIT CARD PAYMENT INFORMATION

AUTHORIZED SIGNATURE

are true and correct to the best of my knowledge, infomation and belief. SIGNATURE 41 km

(PRINT NAME)

hereby authorize the FCC to charge my VISA or MASTERCARD

for the service(s)/authorization(s) herein described.

(28)

MASTERCARD

VISA

EXPIRATION DATE

MONTH

YEAR

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

		SCI	HEDULE A		Page 1 c	. 7
1.(a) Application for:	License	· · · · · · · · · · · · · · · · · · ·	Renewal		Assignment of Lice	
(Check only one box)	☐ Modification		Reinstate	ment		
	Modification		i venisiate:	Hent	X Transfer of Contro	
(I) D = H2 =					Amendment of Ap	
(b) Does this application r			X YES		"YES," give call sign WH	
(c) If this application is for as Exhibit A-1 a comp	lete explanation of the	e modificati	on or proposed	construction.	appropriate description(s)	Attac
Add Channel(s)	Change Transmit Sit	te [Add Receive	Site(s)	Change Antenna Syst	tem
Delete Channel(s)	Change Operating P	ower _	Delete Receiv	ve Site(s)	Change Height of Ant Structure	enna
Change Transmitter			Change Rece	ive Site(s)	Change Height of Ant	enna
Other (Specify)						
(a) Indicate the name, mailing ad-	dress, and telephone numbe	er of the applica	ant.			•
LEGAL NAME OF APPLICANT (AOL Time Warner Inc	'if person, list last name first))				
CONTINUE NAME HERE IF NEE	EDED					1
ASSUMED NAME USED FOR D	OING BUSINESS (If any)					
MAILING STREET ADDRESS OF CO Time Warner Inc.		Plaza				
CITY New York		STATE NY	ZIP CODE 10019	AREA CODE (212)	TELEPHONE NO. 484-8000	
(b) Indicate Internal Revenue Ser If the applicant has no E.I. Nu		• •	used by the applicar	1 1	E.I. NO. (OR SOC. SEC. NO.) 13-4099534	
(c) Indicate the name, mailing add	dress, and telephone number	r of person to	contact, if other than	applicant.		
NAME OF CONTACT PERSON (Wilner, John R.	(Last name first.)					
CONTINUE NAME HERE IF NEE	DED					
FIRM OR COMPANY NAME Bryan Cave LLP						
MAILING STREET ADDRESS OF 700 Thirteenth Street						
CITY Washington		STATE DC	ZIP CODE 20005	AREA CODE (202)	TELEPHONE NO. 508-6041	
Attach as Exhibit A-2 the name if any. (d) Indicate the address where the STREET ADDRESS		phone number				,
ON FILE - NO CHANG	<u>;</u> E	1		-		
CITY		STATE	ZIP CODE			

	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates? N/A		
If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization		
revoked?		Х
If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points		
of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following:		
(a) Direction of true north;		
(b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s);		
(c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected;		
(d) Every path number for the station for which this application is filed.6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an		
existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating		
committees, frequency engineering firms, etc.).		X
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?	i	
CERTIFICATION		
All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.		
The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).		
The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.		
I CERTIFY that the statements in this application SIGNAPHRE DATE		
are true, complete, and correct to the best of my		
I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith. SIGNATURE NINUS W. THE PROPERTY OF THE	<u>٩,2</u>	000
WILLFUL FALSE STATEMENTS MADE ON PRINT FULL NAME / /		
THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001. Thomas W. McEnemey		
(Check appropriate classification)		
☐ INDIVIDUAL APPLICANT ☐ MEMBER OF APPLICANT ☐ OFFICER OF APPLICANT ☐ OFFICIAL CORPORATION ☐ ASSOCIATION ☐ GOVERNM		
PARTNERSHIP		

EXHIBIT A-2 FCC FORM 327 SCHEDULE A, ITEM 2(c)

In addition to the contact person shown in response to Item 2(c) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit A-1 should be directed to:

Wayne D. Johnsen, Esq. Wiley, Rein & Fielding 1776 K Street, N.W. Washington, DC 20006 Telephone: (202) 719-7303

EXHIBIT A-5

ELIGIBILITY

Section 78.13(c) of the Commission's rules provides that a cable network-entity is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable network operations and will continue to do so following completion of the merger transaction. Because control of the Licensee is being transferred to AOL Time Warner Inc., that company will be eligible in CARS service.

The acquisition of ultimate control of the licensee by AOL Time Warner Inc. will not contravene any of the Commission's cross-ownership rules.

The description of the transaction required for Exhibit B-6 is being provided by America Online, Inc. and Time Warner Inc. as part of their public interest statement filed separately with the Commission.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information (The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

AOL Time Warner Inc.							
CONTINUE NAME HERE IF NEEDED	ENTITY	>	3	E.I. NO. (or Soc. Sec. No.) 13-4099534	STATE OF INCORPO- RATION	>	DE
ndicate applicant's members; partners; or owners (if a cooperative of	enterprise).						
LEGAL NAME (If person, list last name first)							
CONTINUE NAME HERE IF NEEDED	ENTITY	>		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
LEGAL NAME (If person, list last name first)					·		
CONTINUE NAME HERE IF NEEDED	ENTITY	•		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
LEGAL NAME (If person, list last name first)						•	
							
	formation in the same formation	et as a	above.)	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION the Transfer		is
If additional space is needed, attach as Exhibit B-1 the requested in infirming certain information set forth in this applic formation as may be necessary.	formation in the same formation and will provide	nt as a		It should be noted that mmission with such up	INCORPO- RATION		
ontinue name HERE IF NEEDED If additional space is needed, attach as Exhibit B-1 the requested in information set forth in this application as may be necessary. Sometion as may be necessary.	formation in the same formation and will provide the cation and will provided by cable television	at as a	ners o	It should be noted that mmission with such up r operators?	INCORPO- RATION		is YES
If additional space is needed, attach as Exhibit B-1 the requested in infirming certain information set forth in this applic formation as may be necessary.	formation in the same formation and will provide the cation and will provided by cable television	at as a	ners o	It should be noted that mmission with such up r operators?	INCORPO- RATION		
ormation as may be necessary. Is the applicant a cooperative enterprise wholly owned as the above-named applicant filed FCC Form 325	formation in the same formation and will provided by cable television indicating all entities	at as a	ners o	It should be noted that mmission with such up r operators?	INCORPO- RATION		
of additional space is needed, attach as Exhibit B-1 the requested in infirming certain information set forth in this application as may be necessary. It is the applicant a cooperative enterprise wholly owner as the above-named applicant filed FCC Form 325 indirectly control the applicant?	formation in the same formation and will provided by cable television indicating all entities wered.	own	ners o	It should be noted that mmission with such up or operators? The directly or operators occurred to the controlling members	INCORPO- RATION		
If additional space is needed, attach as Exhibit B-1 the requested in infirming certain information set forth in this application as may be necessary. If the applicant a cooperative enterprise wholly owned as the above-named applicant filed FCC Form 325 andirectly control the applicant? If "YES," no further items in this section need be anset of the applicant is an unincorporated association or per partners filed FCC Form(s) 325 indicating all entitications.	formation in the same formation and will provided by cable television indicating all entities wered.	own	ners o	It should be noted that mmission with such up or operators? The directly or operators occurred to the controlling members	INCORPO- RATION		
If additional space is needed, attach as Exhibit B-1 the requested in infirming certain information set forth in this application as may be necessary. If the applicant a cooperative enterprise wholly owned as the above-named applicant filed FCC Form 325 andirectly control the applicant? If "YES," no further items in this section need be anset of the applicant is an unincorporated association or per partners filed FCC Form(s) 325 indicating all entition trolling members or partners?	formation in the same formation and will provided by cable television indicating all entities wered.	own	ners o	It should be noted that mmission with such up or operators? The directly or operators occurred to the controlling members	INCORPO- RATION		

Pag	age of!						
					Y	ES	NO
	5. If the answer to item 2 is "YES," have the controlling owners or ope filed FCC Form(s) 325 indicating all entities which either directly or owners or operators?	erators of the co indirectly contr	operative enterp ol such controllin	rise ng			
	If "YES," attach as Exhibit B-3 a statement explaining which owner no further items in this section need be answered.	rs or operators	control the appli	cant;			
ε	6. If the applicant does not answer "YES" to item 3, 4, or 5:						
	Attach as Exhibit B-4 the information requested of the applicant in i directly or indirectly controls the applicant. In addition, attach as Exfamily tree" showing the direct or indirect control of the applicant, t entity or entities. The final controlling entity or entities should be sp	chibit B-5 a deta to and including	iled diagram of the the tinal control	he			
	EXAMPLE	=					
	If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by		E.I. No. 47438921	<u>o•</u>	Ms. Theta*		
	Corporation Beta (E.I. No. 134671234) and by Mr. Dee		E.I. No. 13467123	4	S.S. No. 1347812	34*	
	(who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta		Г	E.I. No. 1201	01234		
	(who has no E.I. No. and has elected not to provide her		_				
-	Social Security No.) control Corporation Beta, the diagram			APPLICA			
	would be depicted as shown on the right:		*Fi	nal controlling	g entities.		
	NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use to they have no E.I. No., use Social Security No. Use controlling entities name on or Social Security No. is given. Also, indicate the final controlling entities. SECTION II. Assignment of Authorization or Transfer of Control						
	Indicate the name, mailing address, and telephone number of the licer	ns ee .					
	LEGAL NAME OF APPLICANT (# person, list name first.) CNN America, Inc.						
	CONTINUE NAME HERE IF NEEDED						
ľ	ASSUMED NAME USED FOR DOING BUSINESS (# any)						
	MAILING STREET ADDRESS OR P.O. BOX One CNN Center, P.O. Box 105366						
	Atlanta STATE GA	30348	AREA CODE	TELEPHONE	NO.		
(Commission authorization is hereby requested for: (Check only one bo	ox)					
	Assignment of CARS license. Transfer of control of CARS	S license.					
	Attached as Exhibit B-6 is a statement describing the proposed assign transfer of control shall not be completed or become effective until auth						
	Signature	1	*		Date	_	
	WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.				February 9	<u>, 2</u>	000
	Spencer B	. Hays					
((Check appropriate classification.)	_		_			
	Individual Member of Applicant Officer of Applicant Applicant Partnership Corporation		ficer of Applicant sociation		Official of Applicant Governmental Entity		

EXHIBITS B4 and B5

OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL
AOL TIME WARNER INC.
TIME WARNER INC.
VARIOUS INTERMEDIATE SURSIDIADIES AND AFFILIATES
VARIOUS INTERMEDIATE SUBSIDIARIES AND AFFILIATES MAJORITY OWNED OR CONTROLLED BY TIME WARNER INC. AS
SPECIFIED IN THE FCC LICENSE FILE FOR CARS STATION
SUBJECT TO THIS APPLICATION
LICENSEE

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
SANTA MONICA, CALIFORNIA
IRVINE, CALIFORNIA

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAYE.
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission Cable Services Bureau P.O. Box 358205 Pittsburgh, PA 15251-5205

Re:

Cable Television Relay Service

Transfer of Control of Licensee from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the transfer of control of Century Venture Corporation, licensee of the Cable Television Relay Stations listed in Exhibit A-1 to the Form 327. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$1,000.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Siha RWiha

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186913v1

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25068

February 10, 2000

One Thousand & 0/100

Net Amount \$1,000.00

TO THE ORDER OF

Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND BORDER CONTAINS MICROPRINT

#0000025068# #054000807# 20667#01683409#

READ INSTRUCTIONS CAREFULLY APPROVED BY OMB 3060-0589 **BEFORE PROCEEDING** FEDERAL COMMUNICATIONS COMMISSION SPECIAL USE REMITTANCE ADVICE PAGE NO. 1 OF 2 FCC USE ONLY (1) LOCKBOX # 358205 **SECTION A - PAYER INFORMATION** (2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (dollars and cents) **Bryan Cave LLP** 1.000.00 (4) STREET ADDRESS LINE NO. 1 700 Thirteenth Street, N.W., Suite 700 (5) STREET ADDRESS LINE NO. 2 (6) CITY (7) STATE (8) ZIP CODE Washington DC 20005 (9) DAYTIME TELEPHONE NUMBER (Include area code) (10) COUNTRY CODE (if not in U.S.A.) (202) 508-6000 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT. COMPLETE SECTION B. IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) SECTION B - APPLICANT INFORMATION (11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) AOL Time Warner Inc. (12) STREET ADDRESS LINE NO. 1 75 Rockefeller Plaza (13) STREET ADDRESS LINE NO. 2 (14) CITY (15) STATE (16) ZIP CODE **New York** NY 10019 (17) DAYTIME TELEPHONE NUMBER (Include area code) (18) COUNTRY CODE (if not in U.S.A.) (212) 484-8000 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C) **SECTION C - PAYMENT INFORMATION** (20A) PAYMENT TYPE CODE (PTC) (19A) FCC CALL SIGN/OTHER ID (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A FCC USE ONLY WHZ-810 1 200.00 (23A) FCC CODE 1 (24A) FCC CODE 2 (20B) PAYMENT TYPE CODE (PTC) (22B) FEE DUE FOR (PTC) IN BLOCK 20B (19B) FCC CALL SIGN/OTHER ID (21B) QUANTITY FCC USE ONLY WLY-436 1 200.00 (23B) FCC CODE 1 (24B) FCC CODE 2 (20C) PAYMENT TYPE CODE (PTC) (19C) FCC CALL SIGN/OTHER ID (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C FCC USE ONLY C WHZ-971 200.00 (23C) FCC CODE 1 (24C) FCC CODE 2 (20D) PAYMENT TYPE CODE (PTC) (19D) FCC CALL SIGN/OTHER ID (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY 1 | 5 **WAW-505** C 200.00 (23D) FCC CODE 1 (24D) FCC CODE 2 TION D - TAXPAYER INFORMATION (REQUIRED) (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2) (25) PAYER TIN APPLICANT TIN 0 1 3 0 6 0 2 6 3 0 9 9 5 1 **SECTION E - CERTIFICATION** (27) CERTIFICATION STATEMENT John R. Wilner , Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, infomation and belief. SIGNATURE _ SECTION F - CREDIT CARD PAYMENT INFORMATION MASTERCARDAVISA ACCOUNT NUMBER EXPIRATION DATE (28)MASTERCARD

I hereby authorize the FCC to charge my VISA or MASTERCARD

for the service(s)/authorization(s) herein described.

VISA

AUTHORIZED SIGNATURE

MONTH

DATE

YEAR

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(23B) FCC CODE 1	1				(24B)	FCC CODE	2	3					<u> </u>		
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(23C) FCC CODE 1					(24C)	FCC CODE	2								
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(25) COMPLETE THIS BLOCK ONLY	F SECTION	BB IS APPLIC													
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FCC FORM 159-C JULY 1997 (REVISED)

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

		SCF	HEDULE A		Page	e 1 of
1.(a) Application for:	License		Renewal		Assignment of	
(Check only one box)	Modification		Reinstater	ment	X Transfer of Cor	ntrol
					Amendment of	Application
(b) Does this application	refer to an existing sta	tion?	X YES	NO	If "YES," give call sign §	
(c) If this application is for as Exhibit A-1 a comp	r a modification of a licelete explanation of the	censed state modification	ion, check the bon or proposed	ox(es) for the		
Add Channel(s)	Change Transmit Sit	te [Add Receive	Site(s)	Change Antenna S	System
Delete Channel(s)	Change Operating P	ower [Delete Receiv	re Site(s)	Change Height of A	Antenna
Change Transmitter			Change Rece	ive Site(s)	Change Height of	Antenna
Other (Specify)						
2.(a) Indicate the name, mailing ac	Idress, and telephone numbe	or of the applica	ant.			77
LEGAL NAME OF APPLICANT AOL Time Warner In	(If person, list last name first)					
CONTINUE NAME HERE IF NE	EDED					
ASSUMED NAME USED FOR D	OING BUSINESS (If any)					
MAILING STREET ADDRESS C		rive				
CITY Stamford		STATE CT	ZIP CODE 06902	AREA COD (203)	TELEPHONE NO. 328-0600	
(b) Indicate Internal Revenue Se If the applicant has no E.I. Nu	, ,	, ,	used by the applican	t .	E.I. NO. (OR SOC. SEC. NO 13-4099534	1.)
(c) Indicate the name, mailing ad	dress, and telephone number	r of person to o	contact, if other than	applicant.		
NAME OF CONTACT PERSON Wilner, John R.	(Last name first.)					
CONTINUE NAME HERE IF NE	EDED			•		
FIRM OR COMPANY NAME						
Bryan Cave LLP MAILING STREET ADDRESS O						
700 Thirteenth Stree	t, N.W., Suite 700	07475	710.000	1 .55. 665	TELEBUONE NO	
CITY Washington		DC STATE	ZIP CODE 20005	(202)	TELEPHONE NO. 508-6041	
Attach as Exhibit A-2 the nam	ne, mailing address, and telep	phone number o	of each additional pe	rson who should (be contacted,	
(d) Indicate the address where the	e station's records will be ma	intained.				
STREET ADDRESS ON FILE - NO CHANG	3E					
CITY		STATE	ZIP CODE			

Page 2 of			
		YES	
		152	N
3.(a) Will the applicant provide program material to cable to operates?	television systems other than those which the applicant owns or		
cost-sharing basis; or a copy of a written statement s	ntract specifying that service will be provided on a non-profit, specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?		X	
(c) Will the applicant have unlimited access to the equip		X	
(d) Will effective measures be taken to prevent use of the		X	
(e) Has the applicant or any controlling party to this appli revoked?	ication had any FCC station license, permit, or authorization		Х
If "YES," attach as Exhibit A-4 a statement identifying circumstances relevant to the revocation.	the license, permit, or authorization revoked and the		
Attach as Exhibit A-5 a statement showing that the app	licant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate of	detail showing the complete proposed relay system including points ay stations, common carrier stations, and/or other stations. The map		
(a) Direction of true north;			
receiving point(s);	intermediate relay station(s), passive repeater(s), and terminal		
(c) Call sign(s) and licensee(s) of any station(s) to whi (d) Every path number for the station for which this app			
For a new station, new receive site, or change in azimule existing station, attach as Exhibit A-7 a statement or sh	th, transmit antenna, power (increase only), or frequency of an owing detailing the results of a frequency coordination study by a technically qualified person or entity (e.g. local coordinating		
7. Is the applicant, or any of its partners, members, or own	ners, a foreign government or the representative thereof?		X
	CERTIFICATION		
part hereof and are incorporated herein as if set out in for		aterial	
The applicant waives any claim to the use of any particu	Commission's Rules governing the Cable Television Relay Service (CARS). Ilar frequency as against the regulatory power of the United States because of se, and requests an authorization in accordance with this application.	f the	
	•		
	·		
I CERTIFY that the statements in this application are true, complete, and correct to the best of my	Thing (1) ME Milan	DATE	
knowledge and belief and are made in good faith. WILLFUL FALSE STATEMENTS MADE ON	DENINE SULL MANAGE	Feb. 9 , 20	00
THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18,	PRINT FULL NAME		
SECTION 1001.	Thomas W. McEnerney		

OFFICIAL OF APPLICANT

GOVERNMENTAL ENTITY

OFFICER OF APPLICANT

ASSOCIATION

☐ INDIVIDUAL

APPLICANT

(Check appropriate classification)

■ MEMBER OF

APPLICANT

PARTNERSHIP

▼ OFFICER OF APPLICANT

CORPORATION

EXHIBIT A-1

CALL SIGN	LOCATION
WHZ-810	Brunswick, GA
WLY-436	Jekyll Island, GA
WHZ-971	Owensboro, KY
WAW-505	Brookfield, WI
WGZ-277	Wauwatosa, WI

EXHIBIT A-2 FCC FORM 327 SCHEDULE A, ITEM 2(c)

In addition to the contact person shown in response to Item 2(c) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit A-1 should be directed to:

Marc J. Apfelbaum, Esq. General Counsel Time Warner Cable 290 Harbor Drive Stamford, CT 06902

Wayne D. Johnsen, Esq. Wiley, Rein & Fielding 1776 K Street, N.W. Washington, DC 20006 Telephone: (202) 719-7303

EXHIBIT A-5

ELIGIBILITY

Section 78.13(a) of the Commission's rules provides that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations and will continue to do so following completion of the merger transaction. Because control of the Licensee is being transferred to AOL Time Warner Inc., that company will be eligible in CARS service.

The acquisition of ultimate control of the licensee by AOL Time Warner Inc. will not contravene any of the Commission's cross-ownership rules.

The description of the transaction required for Exhibit B-6 is being provided by America Online, Inc. and Time Warner Inc. as part of their public interest statement filed separately with the Commission.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information (The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

AOL Time Warner Inc.							, .
CONTINUE NAME HERE IF NEEDED	CODE	>	3	E.I. NO. (or Soc. Sec. No.) 13-4099534	STATE OF INCORPO- RATION	>	DE
dicate applicant's members; partners; or owners (if a cooperative	enterprise).						
LEGAL NAME (If person, list last name first)							
CONTINUE NAME HERE IF NEEDED	ENTITY	>		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
EGAL NAME (If person, list last name first)							
CONTINUE NAME HERE IF NEEDED	ENTITY	>		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
EGAL NAME (If person, list last name first)						will.	
CONTINUE NAME HERE IF NEEDED	ENTITY			E.I. NO. (or Soc. Sec. No.)	STATE OF		
additional space is needed, attach as Exhibit B-1 the requested in a firming certain information set forth in this applies	CODE	at as a	above.) ne Co	It should be noted that minission with such up	incorpo- RATION the Transfe dated	eree	
additional space is needed, attach as Exhibit B-1 the requested in firming certain information set forth in this appliantation as may be necessary.	nformation in the same formication and will provi	at as a		<u> </u>	RATION	етее	
additional space is needed, attach as Exhibit B-1 the requested in a firming certain information set forth in this applies	nformation in the same formication and will provi	at as a de the	ners c	or operators?	RATION	eree	
additional space is needed, attach as Exhibit 8-1 the requested in firming certain information set forth in this appliantation as may be necessary. If the applicant a cooperative enterprise wholly owners the above-named applicant filed FCC Form 325	nformation in the same formication and will provi	at as a de the	ners c	or operators?	RATION	етее	YES
additional space is needed, attach as Exhibit B-1 the requested in infirming certain information set forth in this appliant ormation as may be necessary. If the applicant a cooperative enterprise wholly owners the above-named applicant filed FCC Form 325 directly control the applicant?	nformation in the same formication and will provided by cable television indicating all entities swered.	at as a de ti	ners c	her directly or	RATION	Pree	
additional space is needed, attach as Exhibit 8-1 the requested in firming certain information set forth in this appliant formation as may be necessary. In the applicant a cooperative enterprise wholly owners the above-named applicant filed FCC Form 325 addirectly control the applicant? N/A "YES," no further items in this section need be anset the applicant is an unincorporated association or propartners filed FCC Form(s) 325 indicating all entiting an information of the section of the applicant is an unincorporated association or propartners filed FCC Form(s) 325 indicating all entiting and the section in this section are propartners filed FCC Form(s) 325 indicating all entiting and the section in this section are propartners filed FCC Form(s) 325 indicating all entiting and the section in this section are propared association or propared association and the section in this section are propared association or propared association and the section in this section are propared association and the section and the section are propared association are	nformation in the same formication and will provided by cable television indicating all entities swered.	at as a de ti	ners c	her directly or	RATION	eree	
radditional space is needed, attach as Exhibit B-1 the requested in infirming certain information set forth in this appliancement of the applicant a cooperative enterprise wholly owners the above-named applicant filed FCC Form 325 indirectly control the applicant? "YES," no further items in this section need be ansathe applicant is an unincorporated association or perpartners filed FCC Form(s) 325 indicating all entitiontrolling members or partners?	nformation in the same formication and will provided by cable television indicating all entities swered.	at as a de the transfer of the	ners c	her directly or	RATION	Pree	

Page	e								
5.	If the answer to item 2 is "YES," have the cofiled FCC Form(s) 325 indicating all entities owners or operators?	controlling owners which either di	rs or opera	ators of the coo	perative enter	prise ing		YES	NO
	If "YES," attach as Exhibit B-3 a statement	t explaining whic	ch owners	or operators co	ontrol the appl	icant;			
6	If the applicant does not answer "YES" to it								
0.	Attach as Exhibit B-4 the information requedirectly or indirectly controls the applicant. If "family tree" showing the direct or indirect centity or entities. The final controlling entity	sted of the appli In addition, attac control of the app	ch as Exhi	bit B-5 a detaile and including the	ed diagram of he final contro	the			
		E	XAMPLE						
	If the applicant is controlled by Partnership (E.I. No. 120101234) which in turn is control Corporation Beta (E.I. No. 134671234) and (who has no E.I. No., but Social Security No and finally Mr. Cay (E.I. No. 474389210) and (who has no E.I. No. and has elected not to Social Security No.) control Corporation Bet would be depicted as shown on the right:	olled by by Mr. Dee b. 134781234); d Ms. Theta provide her			E.I. No. 4743892 E.I. No. 13467123		INT]
SE	NOTE: Use the word "applicant," not the applicant's name of they have no E.I. No., use Social Security No. Use or Social Security No. is given. Also, indicate the effective of the security No. It is given. Also, indicate the factorization of Total Control of Authorization of Total Control of Authorization of Total Control of	lse controlling entities final controlling entities ransfer of Control	s name only it	f no E.I. No.					
C	EGAL NAME OF APPLICANT (# person, list name first.) Century Venture Corporation ONTINUE NAME HERE IF NEEDED								
AS	SSUMED NAME USED FOR DOING BUSINESS (# any)					•			
	ALING STREET ADDRESS OR P.O. BOX 6/O Time Warner Cable, 290 Harb	or Drive						-	
	tamford		STATE	ZIP CODE 06902	AREA CODE (203)	TELEPHONE 328-0			
Со	ommission authorization is hereby requested	for: (Check only	y one box)						
	Assignment of CARS license.	Transfer of contro	of CARS lic	ense.					
Att tra	ached as Exhibit B-6 is a statement describing nsfer of control shall not be completed or bed	ng the proposed come effective u	assignme ntil author	ent or transfer o	f control. The in issued by th	assignme	nt or ssion.		
•	WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Signatu	FULL NAM	E			Date February	9,2	00
		Marc	J. Apfe	lbaum					
CH	heck appropriate classification.)								

EXHIBITS B4 and B5

OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL
AOL TIME WARNER INC.*
TIME WARNER INC.
VARIOUS INTERMEDIATE SUBSIDIARIES AND AFFILIATES
MAJORITY OWNED OR CONTROLLED BY TIME WARNER INC. AS SPECIFIED IN THE FCC LICENSE FILE FOR EACH CARS STATION
SUBJECT TO THIS APPLICATION
LICENSEE

^{* 50} percent indirect interest in Licensee.

ST. LOUIS, MISSOURI NEW YORK, NEW YORK KANSAS CITY, MISSOURI OVERLAND PARK, KANSAS PHOENIX, ARIZONA SANTA MONICA, CALIFORNIA IRVINE, CALIFORNIA

JOHN R. WILNER

DIRECT DIAL NUMBER

(202) 508-6041

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960 (202) 508-6000

FACSIMILE: (202) 508-6200

RIYADH, SAUDI ARABIA KUWAIT CITY, KUWAIT ABU DHABI, UNITED ARAB EMIRATES DUBAL, UNITED ARAB EMIRATES HONG KONG SHANGHAI, PEOPLE'S REPUBLIC OF CHINA IN ASSOCIATION WITH BRYAN CAVE.

A MULTINATIONAL PARTNERSHIP. LONDON, ENGLAND

February 11, 2000

INTERNET ADDRESS JRWILNER@BRYANCAVELLP.COM

Via Hand Delivery

Federal Communications Commission Cable Services Bureau P.O. Box 358205 Pittsburgh, PA 15251-5205

> Re: Cable Television Relay Service

Transfer of Control of Licensees from

Time Warner Inc. to AOL Time Warner Inc.

Ladies & Gentlemen:

Transmitted herewith is an application on FCC Form 327 for consent to the transfer of control of the CARS station licensees listed in Exhibit A-1 to the Form 327. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$30,600.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Silu R When

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186905v1

THIS CHECK IS VOID WITHOUT A COLORED BACKGROUND AND ARTIFICIAL WATERMARK CERTIFICATION SEAL ON THE BACK - HOLD AT AN ANGLE TO VIEW SEAL

BRYAN CAVELLP

700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25071

February 10, 2000

Thirty Thousand Six Hundred & 0/100

\$30,600.00

TO THE ORDER OF

Federal Communications
Commission

KINATURE HAS A COLORED BACKGROUND . PREDER CONTAINS MICROPRINTING

#0000025071# #054000807# 20667#01683409#

READ INSTRUCTIONS CAREFULLY APPROVED BY OMB 3060-0589 **BEFORE PROCEEDING** FEDERAL COMMUNICATIONS COMMISSION SPECIAL USE REMITTANCE ADVICE PAGE NO. ____ OF _39 FCC USE ONLY (1) LOCKBOX # 358205 SECTION A - PAYER INFORMATION (2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) (3) TOTAL AMOUNT PAID (dollars and cents) **Bryan Cave LLP** 30,600.00 (4) STREET ADDRESS LINE NO. 1 700 Thirteenth Street, N.W., Suite 700 (5) STREET ADDRESS LINE NO. 2 (6) CITY (7) STATE (8) ZIP CODE Washington DC 20005 (9) DAYTIME TELEPHONE NUMBER (Include area code) (10) COUNTRY CODE (if not in U.S.A.) (202) 508-6000 IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) **SECTION B - APPLICANT INFORMATION** (11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) **AOL Time Warner Inc.** (12) STREET ADDRESS LINE NO. 1 75 Rockefeller Plaza (13) STREET ADDRESS LINE NO. 2 (15) STATE (16) ZIP CODE **New York** NY 10019 (17) DAYTIME TELEPHONE NUMBER (include area code) (18) COUNTRY CODE (if not in U.S.A.) (212) 484-8000 COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C) **SECTION C - PAYMENT INFORMATION** (20A) PAYMENT TYPE CODE (PTC) (19A) FCC CALL SIGN/OTHER ID (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A FCC USE ONLY 1 |s WHZ-685 200.00 C (23A) FCC CODE 1 (24A) FCC CODE 2 (20B) PAYMENT TYPE CODE (PTC) (22B) FEE DUE FOR (PTC) IN BLOCK 20B (19B) FCC CALL SIGN/OTHER ID (21B) QUANTITY FCC USE ONLY WHZ-239 C 1 200.00 (23B) FCC CODE 1 (24B) FCC CODE 2 (20C) PAYMENT TYPE CODE (PTC) (19C) FCC CALL SIGN/OTHER ID (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C FCC USE ONLY WHZ-502 1 |s C 200.00 (24C) FCC CODE 2 (23C) FCC CODE 1 (19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (22D) FEE DUE FOR (PTC) IN BLOCK 20D FCC USE ONLY (21D) QUANTITY 1 | 5 **WAD-241** 200.00 (23D) FCC CODE 1 (24D) FCC CODE 2 **SECTION D - TAXPAYER INFORMATION (REQUIRED)** (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN 8-11 IS DIFFERENT FROM PAYER NAME IN 4-2) (25) PAYER TIN APPLICANT TIN 4 3 0 6 0 2 1 6 2 3 0 9 9 5 3 SECTION E - CERTIFICATION (27) CERTIFICATION STATEMENT John R. Wilner _, Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, infomation and belief. SIGNATURE _______ SIGNATURE SECTION F - CREDIT CARD PAYMENT INFORMATION OUNT NUMBER EXPIRATION DATE (28)MASTERCARD MONTH YEAR AUTHORIZED SIGNATURE DATE I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.