

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,



John R. Wilner

JRW/vih

Enclosure

jrwl115057/186914v1

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

FIRST UNION NATIONAL BANK **Check 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

⑈0000025060⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358205**

PAGE NO. _____ OF _____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **200.00**

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

**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

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WHZ-931

(20A) PAYMENT TYPE CODE (PTC)

T I C

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 200.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Wilner**, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

Account number grid

Expiration date grid

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of **7**

- 1.(a) Application for: License Renewal Assignment of License
(Check only one box) Modification Reinstatement Transfer of Control
 Amendment of Application

(b) Does this application refer to an existing station? YES NO If "YES," give call sign **WHZ-931**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- Add Channel(s) Change Transmit Site Add Receive Site(s) Change Antenna System
 Delete Channel(s) Change Operating Power Delete Receive Site(s) Change Height of Antenna Structure
 Change Transmitter Change Receive Site(s) Change Height of Antenna
 Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) AOL Time Warner Inc.				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX c/o Time Warner Inc., 75 Rockefeller Plaza				
CITY New York	STATE NY	ZIP CODE 10019	AREA CODE (212)	TELEPHONE NO. 484-8000

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant. If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.) 13-4099534
--

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) Wilner, John R.				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME Bryan Cave LLP				
MAILING STREET ADDRESS OR P.O. BOX 700 Thirteenth Street, N.W., Suite 700				
CITY Washington	STATE DC	ZIP CODE 20005	AREA CODE (202)	TELEPHONE NO. 508-6041

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS ON FILE - NO CHANGE				
CITY	STATE	ZIP CODE		

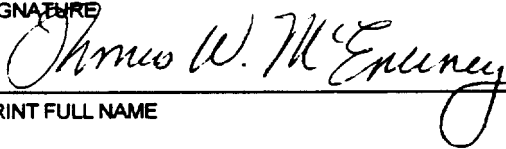
	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates? <p style="text-align: center;">N/A</p> If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing 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? If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		X
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.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

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 are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE Feb. 9, 2000
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME Thomas W. McEnerney	
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION
		<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION
		<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

**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.

LEGAL NAME <i>(If person, list last name first)</i> AOL Time Warner Inc.			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶
	3	13-4099534	DE

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.) It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated

	YES	NO
information as may be necessary.		
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		X
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant? N/A If "YES," no further items in this section need be answered.		
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners? N/A		
If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		

<p>5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?</p> <p>If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.</p>	YES	NO

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 item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:

```

graph TD
    A[E.I. No. 474389210*] --- B[E.I. No. 134671234]
    C[Ms. Theta*] --- B
    B --- D[E.I. No. 120101234]
    E[S.S. No. 134781234*] --- D
    D --- F[APPLICANT]
    
```

*Final controlling entities.

NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. if they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. 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 licensee.

LEGAL NAME OF APPLICANT <i>(If person, list name first.)</i>				
CNN America, Inc.				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS <i>(If any)</i>				
MAILING STREET ADDRESS OR P.O. BOX				
One CNN Center, P.O. Box 105366				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
Atlanta	GA	30348		

Commission authorization is hereby requested for: (Check only one box)

Assignment of CARS license. Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p>	<p>Signature </p> <p>PRINT FULL NAME</p> <p>Spencer B. Hays</p>	<p>Date</p> <p>February 9, 2000</p>
---	--	--

(Check appropriate classification.)

Individual Applicant
 Member of Applicant Partnership
 Officer of Applicant Corporation
 Officer of Applicant Association
 Official of Applicant Governmental Entity

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 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 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 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,



John R. Wilner

JRW/vih

Enclosure

jrwl115057/186913v1

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

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

Check Number
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 MICROPRINTING

⑈0000025068⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING
(1) LOCKBOX # **358205**

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 2

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ **1,000.00**

(4) STREET ADDRESS LINE NO. 1
700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20005

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 508-6000

(10) COUNTRY CODE (if not in U.S.A.)

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
New York

(15) STATE
NY

(16) ZIP CODE
10019

(17) DAYTIME TELEPHONE NUMBER (include area code)
(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID: **WHZ-810**
(20A) PAYMENT TYPE CODE (PTC): **T I C**
(21A) QUANTITY: **1**
(22A) FEE DUE FOR (PTC) IN BLOCK 20A: **200.00**
FCC USE ONLY

(23A) FCC CODE 1
(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID: **WLY-436**
(20B) PAYMENT TYPE CODE (PTC): **T I C**
(21B) QUANTITY: **1**
(22B) FEE DUE FOR (PTC) IN BLOCK 20B: **200.00**
FCC USE ONLY

(23B) FCC CODE 1
(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID: **WHZ-971**
(20C) PAYMENT TYPE CODE (PTC): **T I C**
(21C) QUANTITY: **1**
(22C) FEE DUE FOR (PTC) IN BLOCK 20C: **200.00**
FCC USE ONLY

(23C) FCC CODE 1
(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID: **WAW-505**
(20D) PAYMENT TYPE CODE (PTC): **T I C**
(21D) QUANTITY: **1**
(22D) FEE DUE FOR (PTC) IN BLOCK 20D: **200.00**
FCC USE ONLY

(23D) FCC CODE 1
(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN: **0430602162**

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN: **0134099534**

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, **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, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: _____ EXPIRATION DATE: _____
MASTERCARD MONTH YEAR
VISA MONTH YEAR

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

REMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 2 OF 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL 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

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

(18) COUNTRY CODE (if not in U.S.A.)

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
WGZ-277	T I C	1	\$ 200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
			\$	
(23B) FCC CODE 1		(24B) FCC CODE 2		
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY
			\$	
(23C) FCC CODE 1		(24C) FCC CODE 2		
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY
			\$	
(23D) FCC CODE 1		(24D) FCC CODE 2		

SECTION DD - TAXPAYER INFORMATION

(25) COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of 7

- 1.(a) Application for: License Renewal Assignment of License
 (Check only one box) Modification Reinstatement Transfer of Control
 Amendment of Application

(b) Does this application refer to an existing station? YES NO If "YES," give call sign **See Ex A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- Add Channel(s) Change Transmit Site Add Receive Site(s) Change Antenna System
 Delete Channel(s) Change Operating Power Delete Receive Site(s) Change Height of Antenna Structure
 Change Transmitter Change Receive Site(s) Change Height of Antenna
 Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) AOL Time Warner Inc.				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX c/o Time Warner Cable, 290 Harbor Drive				
CITY Stamford	STATE CT	ZIP CODE 06902	AREA CODE (203)	TELEPHONE NO. 328-0600

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant. If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.) 13-4099534
--

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) Wilner, John R.				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME Bryan Cave LLP				
MAILING STREET ADDRESS OR P.O. BOX 700 Thirteenth Street, N.W., Suite 700				
CITY Washington	STATE DC	ZIP CODE 20005	AREA CODE (202)	TELEPHONE NO. 508-6041

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS ON FILE - NO CHANGE				
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? If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		X
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.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

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.

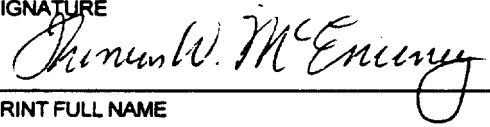
I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE Feb. 9, 2000
	WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001. Thomas W. McEnerney	
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION
		<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION
		<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

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

- 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.

LEGAL NAME <i>(If person, list last name first)</i> AOL Time Warner Inc.			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	3	E.I. NO. <i>(or Soc. Sec. No.)</i> 13-4099534
			STATE OF INCORPORATION ▶ DE

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. <i>(or Soc. Sec. No.)</i>
			STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. <i>(or Soc. Sec. No.)</i>
			STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. <i>(or Soc. Sec. No.)</i>
			STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.) It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated

	YES	NO
information as may be necessary.		
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		X
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant? N/A If "YES," no further items in this section need be answered.		
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners? N/A If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		

YES	NO

5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

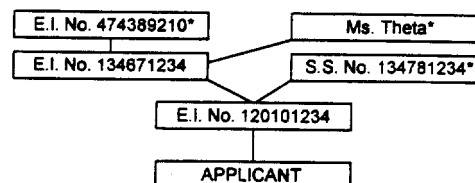
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

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 item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:



*Final controlling entities.

NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. if they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. 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 licensee.

LEGAL NAME OF APPLICANT (If person, list name first.) Century Venture Corporation				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX c/o Time Warner Cable, 290 Harbor Drive				
CITY Stamford	STATE CT	ZIP CODE 06902	AREA CODE (203)	TELEPHONE NO. 328-0600

Commission authorization is hereby requested for: (Check only one box)

- Assignment of CARS license. Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

Signature

Date

February 9, 2000

PRINT FULL NAME

Marc J. Apfelbaum

(Check appropriate classification.)

- Individual Applicant Member of Applicant Partnership Officer of Applicant Corporation Officer of Applicant Association Official of Applicant Governmental Entity

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

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 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,



John R. Wilner

JRW/vih

Enclosure

jrwl115057/186905v1

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

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

February 10, 2000

Thirty Thousand Six Hundred & 0/100

Net Amount
\$ 30,600.00

**TO THE
ORDER OF**

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈0000025071⑈ ⑆054000807⑆ 20667⑈01683409⑈

