

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
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite 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 312 for consent to the transfer of control of Turner Teleport, Inc., licensee of Station KA48 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$385.00 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

jrw/115057/186989v1

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 **25064**

February 10, 2000

Three Hundred Eighty Five & 0/100

Net Amount
\$ 385.00

**TO THE
ORDER OF**

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈0000025064⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358160**

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)

\$ **385.00**

(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

KA58

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

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

\$ 385.00

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**

(PRINT NAME)

, 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

____/____

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

FCC 312
Main Form

Approved by OMB
3060-0678
Est. Avg Burden Hours
Per Response 11 hrs

FCC Use Only
File Number:

Call Sign:

Fee Number

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

1. Legal Name of Applicant AOL Time Warner Inc.		2. Voice Telephone Number (212) 484-8000
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (212) 333-3987
5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza ATTENTION: Thomas E. McEnerney		6. City New York
9. Name of Contact Representative (if other than applicant) John R. Wilner		7. State / Country (if not U.S.A.) NY
11. Firm or Company Name Bryan Cave LLP		8. Zip Code 10019
13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700 ATTENTION:		10. Voice Telephone Number (202) 508-6041
		12. Fax Telephone Number (202) 508-6200
14. City Washington		15. State / Country (if not U.S.A.) DC
		16. Zip Code 20005

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

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.	
<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration
<input type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b7. Notification of Minor Modification
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b10. Other (Please Specify):
<input type="checkbox"/> b4. Modification of License or Registration	
<input type="checkbox"/> b5. Assignment of License or Registration	
18. If this filing is in reference to an existing station, enter: Call sign of station: KA58	
19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: (b) File number of pending application:	

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s). Place an "X" in the box(es) next to all that apply.

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- a. Common Carrier
- b. Non-Common Carrier
- c. Using U.S. licensed satellites
- d. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- a. Connected to the Public Switched Network
- b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz)
- b. Ku-Band (12/14 GHz)
- c. Other (Please specify)

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Space Station
- f. Other (Specify)

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- a. Transmit/Receive
- b. Transmit-Only
- c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- a -- authorization to add new emission designator and related service
- b -- authorization to change emission designator and related service
- c -- authorization to increase EIRP and EIRP density
- d -- authorization to replace antenna
- e -- authorization to add antenna
- f -- authorization to relocate fixed station
- g -- authorization to change assigned frequency(ies)
- h -- authorization to add Points of Communication (satellites & countries)
- i -- authorization to change Points of Communication (satellites & countries)
- j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
- k -- Other (Please Specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

- YES
- NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exemptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

43. Description. (Summarize the nature of the application and the services to be provided).

This application requests Commission consent to the transfer of control of the Licensee from Time Warner Inc. to AOL Time Warner Inc.

Exhibit No. Identify all exhibits that are attached to this application.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

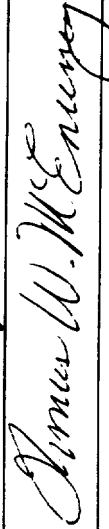
44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual b. Unincorporated Association c. Partnership d. Corporation e. Governmental Entity f. Other (Please specify)

45. Typed Name of Person Signing

Thomas E. McEnerney

47. Signature



46. Title of Person Signing

Vice President

48. Date

February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Use Only

FEDERAL COMMUNICATIONS COMMISSION

FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL CONSENT TO ASSIGNMENT OF LICENSE
- NOTIFICATION OF TRANSFER OF CONTROL NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION
- OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee or Registrant
Turner Teleport, Inc.
 A2. Voice Telephone Number
(404) 827-1088
 A3. Mailing Street Address or P.O. Box
One CNN Plaza, P.O. Box 105366
 A4. Fax Telephone Number

ATTENTION: **Louise S. Sams**
 A5. City
Atlanta
 A6. State / Country (if not U.S.A.)
GA
 A7. Zip Code
30348

A8. List Call Sign(s) of station(s) being assigned or transferred
KA58
 A9. No. of station(s) listed
1




A10. Name of Transferor/Assignor (if different than licensee or registrant)
Time Warner Inc.
 A11. Mailing Street Address or P.O. Box
75 Rockefeller Plaza
 A12. City
New York
 A13. State/Country
NY
 A14. Zip Code
10019
 A15. Name of Transferee/Assignee
AOL Time Warner Inc.
 A16. Mailing Street Address or P.O. Box
c/o Time Warner Inc., 75 Rockefeller Plaza
 A17. City
New York
 A18. State/Country
NY
 A19. Zip Code
10019

A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity?
 If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.
 YES NO

A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.
CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1)	A23. Signature	A24. Title (Office Held by Person Signing)	A25. Date
Turner Teleport, Inc.		Vice President	Feb. 9, 2000
A26. Printed Name of Licensee Transferor/Assignor (if different than licensee Must agree with A10)	A27. Signature	A28. Title (Office Held by Person Signing)	A29. Date
Time Warner Inc.		Vice President	Feb. 9, 2000
A30. Printed Name of Licensee Transferee/Assignee (Must agree with A15)	A31. Signature	A32. Title (Office Held by Person Signing)	A33. Date
AOL Time Warner Inc.		Vice President	Feb. 9, 2000

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

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
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite 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 312 for consent to the transfer of control of Time Warner Entertainment-Advance/Newhouse Partnership, licensee of Stations E990035 and E990041 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$515.00 in payment of the requisite filing fees 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

jrwl115057/186984v1

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

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

25065

February 10, 2000

Five Hundred Fifteen & 0/100

Net Amount
\$ 515.00

TO THE
ORDER OF

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND • BORDER CONTAINS MICROPRINTING

⑈0000025065⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358160**

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)

515.00

(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

E990035

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

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

385.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E990041

(20B) PAYMENT TYPE CODE (PTC)

C F X

(21B) QUANTITY

1

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

130.00

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**

(PRINT NAME)

, 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

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

Approved by OMB
3060-0678
Est. Avg. Burden Hours
Per Response: 11 hrs

FCC Use Only
File Number:
Call Sign:
Fee Number:

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

APPLICANT INFORMATION

1. Legal Name of Applicant AOL Time Warner Inc.		2. Voice Telephone Number (203) 328-0600
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (203) 328-4840
5. Mailing Street Address or P.O. Box c/o Time Warner Cable, 290 Harbor Drive		6. City Stamford
ATTENTION: Marc J. Apfelbaum		7. State / Country (if not U.S.A.) CT
9. Name of Contact Representative (If other than applicant) * John R. Wilner		8. Zip Code 06902
11. Firm or Company Name Bryan Cave LLP		10. Voice Telephone Number (202) 508-6041
13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700		12. Fax Telephone Number (202) 508-6200
ATTENTION: *cc: Wayne D. Johnsen, Esq., Wiley Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006 (202) 719-7303		15. State / Country (if not U.S.A.) DC
		16. Zip Code 20005

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.

<input type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station
<input type="checkbox"/> a2. Space Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration
	<input type="checkbox"/> b7. Notification of Minor Modification
	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
	<input type="checkbox"/> b10. Other (Please Specify):

18. If this filing is in reference to an existing station, enter:
Call sign of station: **E990035; E990041**
(b) File number of pending application:

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- a. Common Carrier
- b. Non-Common Carrier
- c. Using U.S. licensed satellites
- d. Using Non-U.S. licensed satellites

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- a. Connected to the Public Switched Network
- b. Not connected to the Public Switched Network

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- a. C-Band (4/6 GHz)
- b. Ku-Band (12/14 GHz)
- c. Other (Please specify)

TYPE OF STATION

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz)
- b. Ku-Band (12/14 GHz)
- c. Other (Please specify)

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Space Station
- f. Other (Specify)

26. TYPE OF EARTH STATION FACILITY: Mark only one box.

- a. Transmit/Receive
- b. Transmit-Only
- c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- a -- authorization to add new emission designator and related service
- b -- authorization to change emission designator and related service
- c -- authorization to increase EIRP and EIRP density
- d -- authorization to replace antenna
- e -- authorization to add antenna
- f -- authorization to relocate fixed station
- g -- authorization to change assigned frequency(ies)
- h -- authorization to add Points of Communication (satellites & countries)
- i -- authorization to change Points of Communication (satellites & countries)
- j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
- k -- Other (Please Specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

- YES
- NO

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

* It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

43. Description. (Summarize the nature of the application and the services to be provided).

Exhibit No. Identify all exhibits that are attached to this application.

CERTIFICATION

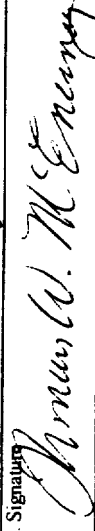
The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual
 b. Unincorporated Association
 c. Partnership
 d. Corporation
 e. Governmental Entity
 f. Other
 (Please specify)

45. Typed Name of Person Signing

Thomas E McEnerney

47. Signature


46. Title of Person Signing

Vice President

48. Date

February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

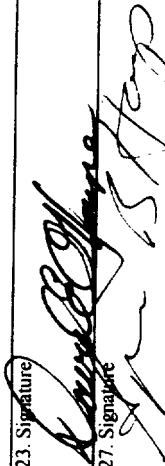

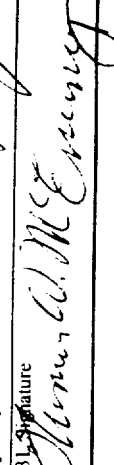
FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL** **CONSENT TO ASSIGNMENT OF LICENSE**
 NOTIFICATION OF TRANSFER OF CONTROL **NOTIFICATION OF ASSIGNMENT**
 OF RECEIVE ONLY REGISTRATION **OF RECEIVE ONLY REGISTRATION**

A1. Name of Licensee or Registrant Time Warner Entertainment-Advance/Newhouse Partnership A3. Mailing Street Address or P.O. Box P.O. Box 6659 ATTENTION: Don Sambol A5. City Englewood A8. List Call Sign(s) of station(s) being assigned or transferred E990035; E990041		A2. Voice Telephone Number (303) 799-5728 A4. Fax Telephone Number A6. State / Country (if not U.S.A.) CO A7. Zip Code 80155 A9. No. of station(s) listed 2		FCC Use Only	
A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc.		A15. Name of Transferee/Assignee AOL Time Warner Inc.			
A11. Mailing Street Address or P.O. Box c/o Time Warner Cable, 290 Harbor Drive		A16. Mailing Street Address or P.O. Box c/o Time Warner Cable, 290 Harbor Drive			
A12. City Stamford		A17. City Stamford			
A13. State/Country CT		A18. State/Country CT			
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.		A19. Zip Code 06902		YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.					

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.		A24. Title (Office Held by Person Signing) Corporate Officer: General Partner of General Partner A25. Date Feb. 9, 2000	
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.		A28. Title (Office Held by Person Signing) Vice President A29. Date Feb. 9, 2000	
A22. Printed Name of Licensee (Must agree with A1) Time Warner Entertainment-Advance/Newhouse Partnership		A32. Title (Office Held by Person Signing) Vice President A33. Date Feb. 9, 2000	
A26. Printed Name of Licensee Transferor/Assignor (if different than licensee. Must agree with A10) Time Warner Inc.		A23. Signature  A27. Signature  A31. Signature 	
A30. Printed Name of Licensee Transferee/Assignee (Must agree with A15) AOL Time Warner Inc.			

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

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
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite 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 312 for consent to the transfer of control of Turner Broadcasting System, Inc., licensee of Stations E920013, E980173; and E980181 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$645.00 in payment of the requisite filing fees 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

jrw/115057/186988v1

OFFICIAL WATERMARK CERTIFICATION SEAL ON THE BACK - HOLD AT AN ANGLE TO VIEW SEAL

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

25066

February 10, 2000

Six Hundred Forty Five & 0/100

Net Amount

\$ 645.00

TO THE
ORDER OF

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈0000025066⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358160**

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)

\$ **645.00**

(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

E920013

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

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

385.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E980173

(20B) PAYMENT TYPE CODE (PTC)

C F X

(21B) QUANTITY

1

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

130.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

E980181

(20C) PAYMENT TYPE CODE (PTC)

C F X

(21C) QUANTITY

1

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

130.00

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**

(PRINT NAME)

, 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:

MASTERCARD

EXPIRATION DATE:

____/____

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

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

FCC 312
Main Form

FEDERAL COMMUNICATIONS COMMISSION

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS

Approved by OMB
3060-0678
Est. Avg. Burden Hours
Per Response 11 Hrs

FCC Use Only
File Number:

Call Sign:

Fee Number

APPLICANT INFORMATION

1. Legal Name of Applicant AOL Time Warner Inc.		2. Voice Telephone Number (212) 484-8000	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (212) 333-3987	
5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza		6. City New York	
ATTENTION: Thomas E. McEnerney		7. State / Country (if not U.S.A.) NY	
9. Name of Contact Representative (If other than applicant) * John R. Wilner		8. Zip Code 10019	
11. Firm or Company Name Bryan Cave LLP		10. Voice Telephone Number (202) 508-6041	
13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700		12. Fax Telephone Number (202) 508-6200	
ATTENTION:		14. City Washington	
		15. State / Country (if not U.S.A.) DC	
		16. Zip Code 20005	

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

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.

- | | |
|---|--|
| <input checked="" type="checkbox"/> a1. Earth Station | <input type="checkbox"/> b1. Application for License of New Station |
| <input type="checkbox"/> a2. Space Station | <input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station |
| | <input type="checkbox"/> b3. Amendment to a Pending Application |
| | <input type="checkbox"/> b4. Modification of License or Registration |
| | <input type="checkbox"/> b5. Assignment of License or Registration |
| | <input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration |
| | <input type="checkbox"/> b7. Notification of Minor Modification |
| | <input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite |
| | <input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States |
| | <input type="checkbox"/> b10. Other (Please Specify): |

18. If this filing is in reference to an existing station, enter:
(Call sign of station)

E920013; E980173; E980181

19. If this filing is an amendment to a pending application enter:
(a) Date pending application was filed:
(b) File number of pending application:

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

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- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

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- a. Common Carrier
- b. Non-Common Carrier

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- a. Using U.S. licensed satellites
- b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- a. Connected to the Public Switched Network
- b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

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- b. Ku-Band (12/14 GHz)
- c. Other (Please specify)

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Space Station
- f. Other (Specify)

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY. Mark only one box.

- a. Transmit/Receive
- b. Transmit-Only
- c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

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- b -- authorization to change emission designator and related service
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- d -- authorization to replace antenna
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- f -- authorization to relocate fixed station
- g -- authorization to change assigned frequency(ies)
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- i -- authorization to change Points of Communication (satellites & countries)
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ENVIRONMENTAL POLICY

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- YES
- NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OFET Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exemptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

43. Description. (Summarize the nature of the application and the services to be provided).

This application requests Commission consent to the transfer of control of the Licensee from Time Warner Inc. to AOL Time Warner Inc.

Exhibit No. Identify all exhibits that are attached to this application.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual b. Unincorporated Association c. Partnership d. Corporation e. Governmental Entity f. Other
(Please specify)

45. Typed Name of Person Signing

Thomas E. McEnerney

Thomas W. McEnerney

46. Title of Person Signing

Vice President

48. Date

February 9, 2000



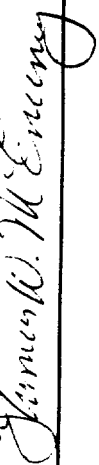
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION
FCC 312 - Schedule A
 (Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL** **CONSENT TO ASSIGNMENT OF LICENSE**
 NOTIFICATION OF TRANSFER OF CONTROL **NOTIFICATION OF ASSIGNMENT**
 OF RECEIVE ONLY REGISTRATION **OF RECEIVE ONLY REGISTRATION**

A1. Name of Licensee or Registrant Turner Broadcasting System, Inc.		A2. Voice Telephone Number (404) 827-1008	
A3. Mailing Street Address or P.O. Box One CNN Center, P.O. Box 105366		A4. Fax Telephone Number (404) 827-1995	
ATTENTION: Louise Sams		A6. State / Country (if not U.S.A.) GA	
A5. City Atlanta		A7. Zip Code 30348	
A8. List Call Sign(s) of station(s) being assigned or transferred E920013; E980173; E980181			
A9. No. of station(s) listed 3			
A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc.			
A11. Mailing Street Address or P.O. Box 75 Rockefeller Plaza			
A12. City New York	A13. State/Country NY	A14. Zip Code 10019	A15. Name of Transferee/Assignee AOL Time Warner Inc.
A16. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza		A18. State/Country NY	A19. Zip Code 10019
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO			
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.			

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.		A23. Signature 		A24. Title (Office Held by Person Signing) Vice President	A25. Date Feb. 9, 2000
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.		A27. Signature 		A28. Title (Office Held by Person Signing) Vice President	A29. Date Feb. 9, 2000
A22. Printed Name of Licensee (Must agree with A1) Turner Broadcasting System, Inc.		A31. Signature 		A32. Title (Office Held by Person Signing) Vice President	A33. Date Feb. 9, 2000
A26. Printed Name of Licensee Transferor/Assignor (if different than licensee. Must agree with A10) Time Warner Inc.		A30. Printed Name of Licensee Transferee/Assignee (Must agree with A15) AOL Time Warner Inc.			

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

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
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite 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 312 for consent to the transfer of control of Time Warner Entertainment Company, L.P., licensee of Stations E4063; E910207, E930421 and E930422 in the Domestic Fixed Satellite Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$775.00 in payment of the requisite filing fees 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

jrw/115057/186973v1

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

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 **25067**

February 10, 2000

Seven Hundred Seventy Five & 0/100

Net Amount
\$ **775.00**

**TO THE
ORDER OF**

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈0000025067⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358160**

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)

\$ **775.00**

(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

E4063

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

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

385.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E910207

(20B) PAYMENT TYPE CODE (PTC)

C F X

(21B) QUANTITY

1

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

130.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

E930421

(20C) PAYMENT TYPE CODE (PTC)

C F X

(21C) QUANTITY

1

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

130.00

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

E930422

(20D) PAYMENT TYPE CODE (PTC)

C F X

(21D) QUANTITY

1

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

130.00

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

(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

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

AUTHORIZED SIGNATURE

DATE

**FCC 312
Main Form**

**FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**

Approved by OMB
3000-0078
Est. Avg. Burden Hours
Per Response: 11 hrs

FCC Use Only
File Number:
Call Sign:
Fee Number:

APPLICANT INFORMATION

1. Legal Name of Applicant AOL Time Warner Inc.		2. Voice Telephone Number (212) 484-8000
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (212) 333-3987
5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza		6. City New York
ATTENTION: Thomas E. McEnerney		7. State / Country (if not U.S.A.) NY
9. Name of Contact Representative (if other than applicant) * John R. Wilner		8. Zip Code 10019
11. Firm or Company Name Bryan Cave LLP		10. Voice Telephone Number (202) 508-6041
13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700		12. Fax Telephone Number (202) 508-6200
ATTENTION:		14. City Washington
		15. State / Country (if not U.S.A.) DC
		16. Zip Code 20005

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

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.

<input type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify):

18. If this filing is in reference to an existing station, enter:
(a) Date pending application was filed:
E4063, E910207; E930421; E930422
(b) File number of pending application:

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

a. Fixed Satellite c. Radiodetermination Satellite e. Direct to Home Fixed Satellite
 b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service g. Other (please specify)

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

a. Common Carrier b. Non-Common Carrier
 a. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

a. Using U.S. licensed satellites b. Using Non-U.S. licensed satellites
 a. Connected to the Public Switched Network b. Not connected to the Public Switched Network

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

a. Connected to the Public Switched Network b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

a. C-Band (4/6 GHz)
 b. Ku-Band (12/14 GHz) c. Other (Please specify)

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

a. Fixed Earth Station b. Temporary-Fixed Earth Station c. 12/14 GHz VSAT Network d. Mobile Earth Station e. Space Station f. Other (Specify)

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY. Mark only one box.

a. Transmit/Receive b. Transmit-Only c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

a	--	authorization to add new emission designator and related service	<input type="checkbox"/>
b	--	authorization to change emission designator and related service	<input type="checkbox"/>
c	--	authorization to increase EIRP and EIRP density	<input type="checkbox"/>
d	--	authorization to replace antenna	<input type="checkbox"/>
e	--	authorization to add antenna	<input type="checkbox"/>
f	--	authorization to relocate fixed station	<input type="checkbox"/>
g	--	authorization to change assigned frequency(ies)	<input type="checkbox"/>
h	--	authorization to add Points of Communication (satellites & countries)	<input type="checkbox"/>
i	--	authorization to change Points of Communication (satellites & countries)	<input type="checkbox"/>
j	--	authorization for facilities for which environmental assessment and radiation hazard reporting is required	<input type="checkbox"/>
k	--	Other (Please Specify)	<input type="checkbox"/>

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

YES NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OFT Bulletin 65.

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

* It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

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The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual b. Unincorporated Association c. Partnership d. Corporation e. Governmental Entity f. Other
(Please specify)

45. Typed Name of Person Signing

Thomas E. McEnerney

Thomas E. McEnerney

46. Title of Person Signing

Vice President

48. Date

February 9, 2000

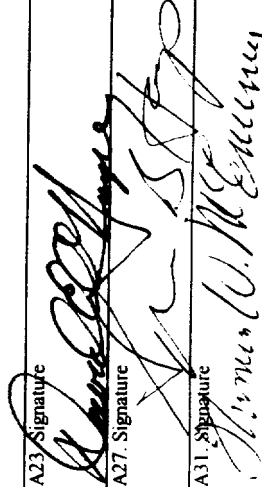
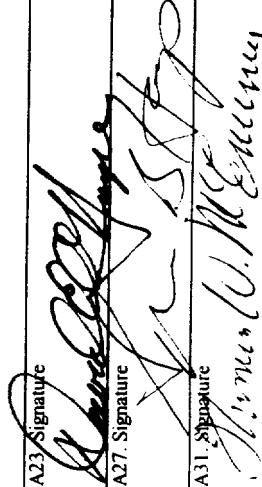
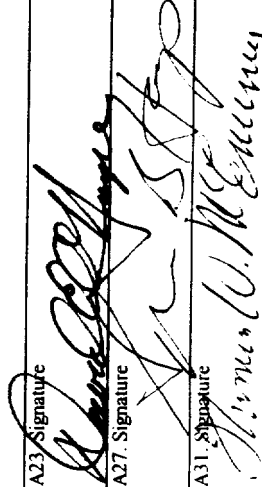
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION
FCC 312 - Schedule A
 (Place an "X" in one of the blocks below)

CONSENT TO TRANSFER OF CONTROL **CONSENT TO ASSIGNMENT OF LICENSE**
 NOTIFICATION OF TRANSFER OF CONTROL **NOTIFICATION OF ASSIGNMENT**
 OF RECEIVE ONLY REGISTRATION **OF RECEIVE ONLY REGISTRATION**

A1. Name of Licensee or Registrant Time Warner Entertainment Company, L.P.		A2. Voice Telephone Number (516) 361-8304	
A3. Mailing Street Address or P.O. Box 300 New Highway		A4. Fax Telephone Number (516) 361-8281	
ATTENTION: Elmer Musser		A7. Zip Code 11788	
A5. City Hauptpaugue		A6. State / Country (if not U.S.A.) NY	
A8. List Call Sign(s) of station(s) being assigned or transferred E4063; E910207; E930421; E930422			
A9. No. of station(s) listed 4			
A10. Name of Transferor/Assignor (if different than licensee or registrant) Time Warner Inc.			
A11. Mailing Street Address or P.O. Box 75 Rockefeller Plaza			
A12. City New York	A13. State/Country NY	A14. Zip Code 10019	A15. Name of Transferee/Assignee AOL Time Warner Inc.
A16. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza		A18. State/Country NY	A19. Zip Code 10019
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO			
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.			

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.		A24. Title (Office Held by Person Signing) Vice President: General Partner		A25. Date Feb. 9, 2000
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.		A28. Title (Office Held by Person Signing) Vice President		A29. Date Feb. 9, 2000
A22. Printed Name of Licensee (Must agree with A1) Time Warner Entertainment Company, L.P.	A23. Signature 	A32. Title (Office Held by Person Signing) Vice President		A33. Date Feb. 9, 2000
A26. Printed Name of Licensee Transferor/Assignor (if different than licensee Must agree with A10) Time Warner Inc.	A27. Signature 	A32. Title (Office Held by Person Signing) Vice President		A33. Date Feb. 9, 2000
A40. Printed Name of Licensee Transferee/Assignee (Must agree with A15) AOL Time Warner Inc.	A31. Signature 	A32. Title (Office Held by Person Signing) Vice President		A33. Date Feb. 9, 2000

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.

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
International Bureau-Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

Re: Domestic Fixed Satellite 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 312 for consent to the transfer of control of Cable News Network LP, LLLP, licensee of the stations in the Domestic Fixed Satellite Service listed in the Attachment hereto. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$2,335.00 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

jrwl115057/186984v1

ATTACHMENT

Station Call Signs

E2001
E890835
E861053
E880870
E890577
E890834
E890836
E900975
E930204
E940420
E940421
E940422
E950363
E970490
E990281
E990282

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 **25069**


February 10, 2000

Two Thousand Three Hundred Thirty Five & 0/100

Net Amount \$ 2,335.00

**TO THE
ORDER OF**

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈0000025069⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358160**

PAGE NO. 1 OF 4

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)

2,335.00

(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

E2001

(20A) PAYMENT TYPE CODE (PTC)

C N X

(21A) QUANTITY

1

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

385.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

E890835

(20B) PAYMENT TYPE CODE (PTC)

C F X

(21B) QUANTITY

1

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

130.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

E861053

(20C) PAYMENT TYPE CODE (PTC)

C F X

(21C) QUANTITY

1

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

130.00

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

E880870

(20D) PAYMENT TYPE CODE (PTC)

C F X

(21D) QUANTITY

1

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

130.00

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 (A-2)

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Winer**, 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. Winer*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

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)

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
E890577	C	F	X	1	\$ 130.00	
(23A) FCC CODE 1				(24A) FCC CODE 2		
E890834	C	F	X	1	\$ 130.00	
(23B) FCC CODE 1				(24B) FCC CODE 2		
E890836	C	F	X	1	\$ 130.00	
(23C) FCC CODE 1				(24C) FCC CODE 2		
E900975	C	F	X	1	\$ 130.00	
(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

REMITTANCE ADVICE (Continuation Sheet)

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
E930204	C	F	X	1	130.00	
(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
E940420	C	F	X	1	130.00	
(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
E940421	C	F	X	1	130.00	
(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
E940422	C	F	X	1	130.00	
(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

REMITTANCE ADVICE (Continuation Sheet)

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
E950363	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	1 s	130.00
(23A) FCC CODE 1				(24A) FCC CODE 2		
E970490	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	1 s	130.00
(23B) FCC CODE 1				(24B) FCC CODE 2		
E990281	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	1 s	130.00
(23C) FCC CODE 1				(24C) FCC CODE 2		
E990282	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	1 s	130.00
(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

**FCC 312
Main Form**

**FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS**

Approved by OMB
3660-0678
Est. Avg. Burden Hours
Per Response 11 Hrs

FCC Use Only
File Number:
Call Sign:
Fee Number:

APPLICANT INFORMATION

1. Legal Name of Applicant AOL Time Warner Inc.		2. Voice Telephone Number (212) 484-8000	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (212) 333-3987	
5. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza		6. City New York	
ATTENTION: Thomas E. McEnerney		7. State / Country (if not U.S.A.) NY	
9. Name of Contact Representative (If other than applicant) * John R. Wilner		10. Voice Telephone Number (202) 508-6041	
11. Firm or Company Name Bryan Cave LLP		12. Fax Telephone Number (202) 508-6200	
13. Mailing Street Address or P.O. Box 700 Thirteenth Street, N.W., Suite 700		14. City Washington	
ATTENTION:		15. State / Country (if not U.S.A.) DC	
		16. Zip Code 20005	

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

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.

<input checked="" type="checkbox"/> a1. Earth Station	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b7. Notification of Minor Modification
<input type="checkbox"/> b1. Application for License of New Station	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
<input type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b10. Other (Please Specify):
<input type="checkbox"/> b4. Modification of License or Registration	
<input type="checkbox"/> b5. Assignment of License or Registration	

19. If this filing is an amendment to a pending application enter:
(a) Date pending application was filed:
(b) File number of pending application:

18. If this filing is in reference to an existing station, enter:
(Call sign of station):

See Exhibit 1

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s). Place an "X" in the box(es) next to all that apply.

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- a. Common Carrier
- b. Non-Common Carrier
- a. Using U.S. licensed satellites
- b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- a. Connected to the Public Switched Network
- b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz) **See Exhibit 1**
- b. Ku-Band (12/14 GHz)
- c. Other (Please specify)

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Space Station
- f. Other (Specify)

If space station applicant, go to Question 27. **See Exhibit 1**

26. TYPE OF EARTH STATION FACILITY: Mark only one box.

- a. Transmit/Receive
- b. Transmit-Only
- c. Receive-Only

See Exhibit 1

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- a - authorization to add new emission designator and related service
- b - authorization to change emission designator and related service
- c - authorization to increase EIRP and EIRP density
- d - authorization to replace antenna
- e - authorization to add antenna
- f - authorization to relocate fixed station
- g - authorization to change assigned frequency(ies)
- h - authorization to add Points of Communication (satellites & countries)
- i - authorization to change Points of Communication (satellites & countries)
- j - authorization for facilities for which environmental assessment and radiation hazard reporting is required
- k - Other (Please Specify)

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

YES - submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

NO - Evaluation/Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

- YES
- NO

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.		
41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.1137, as appropriate. If no, proceed to question 43.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?		

*It should be noted that the Transferee is confirming certain information set forth in this application and will provide the Commission with such updated information as may be necessary.

43. Description. (Summarize the nature of the application and the services to be provided).

This application requests Commission consent to the transfer of control of the Licensee from Time Warner Inc. to AOL Time Warner Inc.

Exhibit No.	Identify all exhibits that are attached to this application.

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual
- b. Unincorporated Association
- c. Partnership
- d. Corporation
- e. Governmental Entity
- f. Other (Please specify)

45. Typed Name of Person Signing

Thomas E. McEnerney

Thomas W. McEnerney

46. Title of Person Signing

Vice President

47. Signature

48. Date

February 9, 2000

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

FCC 312 - Schedule A

(Place an "X" in one of the blocks below)

- CONSENT TO TRANSFER OF CONTROL** **CONSENT TO ASSIGNMENT OF LICENSE**
 NOTIFICATION OF TRANSFER OF CONTROL **NOTIFICATION OF ASSIGNMENT**
 OF RECEIVE ONLY REGISTRATION **OF RECEIVE ONLY REGISTRATION**

A1. Name of Licensee or Registrant Cable News Network LP, LLLP A3. Mailing Street Address or P.O. Box One CNN Plaza, P.O. Box 105573 ATTENTION: Louise S. Sams A5. City Atlanta		FCC Use Only A2. Voice Telephone Number (404) 827-1088 A4. Fax Telephone Number (404) 827-1995 A6. State / Country (if not U.S.A.) GA A7. Zip Code 30348 A9. No. of station(s) listed 3	
A8. List Call Sign(s) of station(s) being assigned or transferred See Exhibit 1		A15. Name of Transferee/Assignee AOL Time Warner Inc. A16. Mailing Street Address or P.O. Box c/o Time Warner Inc., 75 Rockefeller Plaza A17. City New York A18. State/Country NY A19. Zip Code 10019	
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO			
A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.			

CERTIFICATION



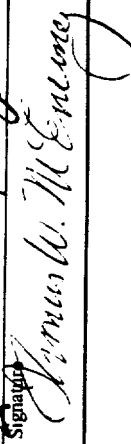
1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.		A24. Title (Office Held by Person Signing) Vice President	
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.		A25. Date Feb. 9, 2000	
A22. Printed Name of Licensee (Must agree with A1) Cable News Network LP, LLLP		A23. Signature 	
A26. Printed Name of Licensee Transferee/Assignor (If different than licensee Must agree with A10) Time Warner Inc.		A27. Signature 	
A30. Printed Name of Licensee Transferee/Assignee (Must agree with A15) AOL Time Warner Inc.		A31. Signature 	
A28. Title (Office Held by Person Signing) Vice President		A29. Date Feb. 9, 2000	
A32. Title (Office Held by Person Signing) Vice President		A33. Date Feb. 9, 2000	

EXHIBIT 1

Station Call Signs

E2001^{*/}
E890835^{**/}
E861053^{*/ ***/}
E880870^{**/}
E890577^{**/}
E890834^{**/}
E890836^{*/ **/}
E900975^{*/}
E930204^{****/}
E940420^{**/}
E940421^{**/}
E940422^{**/}
E950363^{**/}
E970490^{*/ **/}
E990281^{*/ ***/}
E990282^{*/ ***/}

^{*/} Transmit/Receive Station. All other stations are Transmit-Only.

^{**/} Ku-Band/Temporary Fixed

^{****/} Ku-Band/Fixed

EXHIBIT

The public interest showing requested by Item A21 is being submitted by the parties to the Commission in a separate statement filed in conjunction with all America Online, Inc./Time Warner Inc. merger applications.