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July 28, 2000

VIA HAND DELIVERY

Ms. Magalie R. Salas, Secretary  
Federal Communications Commission  
The Portals  
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Washington, D.C. 20554

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Re: Applications of America Online, Inc. and Time Warner Inc.  
for Transfers of Control (CS Docket No. 00-30)  
Response to Document and Information Request of June 23, 2000

Dear Ms. Salas:

Please associate the attached revised Exhibit 2.25 with the response filed jointly by Time Warner Inc. and America Online, Inc. on July 17, 2000 to the letter dated June 23, 2000 from Royce Dickens, Deputy Chief, Policy and Rules Division, Cable Services Bureau.

Should any questions arise regarding the foregoing, please contact the undersigned.

Very truly yours,

  
Matthew D. Emmer

AHH/kb  
Enclosure

cc: Royce Dickens (via hand delivery w/encl.)  
Linda Senecal (via hand delivery w/encl.)

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List A B C D E

## EXHIBIT 2.25

### Strategic Alliances and Marketing Agreements

Time Warner Inc.: Agreement with Internet sites to promote and market programming services online, including CNN, CNN International, Entertainment and The WB Network.

Warner Bros.  
Consumer Products: License agreements in which Warner Bros. Consumer Products licenses its intellectual property, such as Looney Tunes, to computer software games manufacturers and distributors for use in computer software or video games.

Warner Bros. Online: Agreement with Internet sites to promote and market programming services online, including The Rosie O'Donnell Show, The Jenny Jones Show and Change of Heart.

Warner Bros. Television  
Production: Co-production agreements from time to time with outside television studios covering the development, production and distribution/exploitation of a particular movie, pilot and/or series.

Time Warner Cable: Joint promotional efforts with virtually all programming services carried on its cable television systems.

AT&T Marketing Agreement -- on March 8, 2000, Time Warner Cable and AT&T announced a joint marketing agreement. Pursuant to this arrangement, incentives are being offered to consumers in Albany and Syracuse, New York who choose both Time Warner Cable service and AT&T communications service.

Currently active equipment contracts with annual dollar volumes exceeding \$10 million, as follows:

- Corning Cable Systems -- fiber optic cable and optic accessories.
- CommScope, Inc. -- coaxial and fiber optic cable.
- PPC -- hard-line and drop connections.
- Scientific-Atlanta, Inc. -- analog and digital converters, headend equipment.
- Motorola, Inc. -- analog and digital converters, modems.
- Pioneer Corporation -- analog and digital converters.
- PACE Electronics Products -- digital converters (not yet delivered).

- Matsushita Electronic Corporation (Panasonic) -- digital converters (not yet delivered).
- Sea Change International -- video on demand headend equipment and software.
- Concurrent Computer Corp. -- video on demand headend equipment and software.
- nCube, Inc. -- video on demand headend equipment and software.

HBO: Satellite and production services, including network origination, digital compression and/or uplinking, to various programmers, broadcast and cable networks.

Marketing agreements with all of its larger and many of its smaller cable, direct-to-home and multivideo distributors. These agreements provide financial and other support in return for promotion of HBO and Cinemax services. HBO also licenses its programming to cable and broadcast content providers for fees and/or coproduction arrangements.

HBO Direct: Marketing agreements with various programming suppliers to promote such suppliers' services.

Warner Music Group: Blanket license agreements with third-party licensees pursuant to which such parties are granted non-exclusive rights to utilize certain controlled content created by Warner Music Group and its affiliates, such as sound recordings, music videos, and album artwork. Such licenses generally fall into three categories: television programming services (e.g., MTV Networks), record clubs (e.g., BMG Direct, Columbia House) and Internet sites (e.g., ARTISTdirect, Launch, radio.SonicNet).

Turner Broadcasting System: On-line site sponsorship agreements under which a TBS entity is paid by a third party sponsor for any of the following: online branding, promotion, and links.

Internet agreements under which a TBS entity provides a combination of any or all of the following: branding, promotion, content and/or cash to an Internet content provider (ICP) in exchange for any or all of the following from the ICP: advertising purchase commitments, content, branding, promotion, technology and/or equity to the TBS entity.

Joint development agreements under which a technology developer/provider may work jointly with a TBS entity to develop or refine a technology. The consideration exchanged in such joint development transactions can be any combination of cash, technology, and promotion between the parties and may sometimes include granting an equity interest in the technology entity to the TBS entity.

Time Publishing  
Ventures, Inc.

Pursuant to a television license agreement with WGBH Television, Time Publishing Ventures, Inc. ("TPV") has entered into a number of sublicense agreements with Scripps Howard Broadcasting Company under which TPV sublicenses This Old House television episodes for airing on Scripps' Home and Garden Television cable network.

Time Inc:

Time Inc. has entered into the following types of agreements in the ordinary course of business:

- Software license, development and consulting agreements with software manufacturers, vendors and consultants.
- Content license agreements with Internet content providers.
- Content distribution agreements with Internet service providers.
- Promotional, marketing and advertising agreements with Internet service providers and Internet content providers.
- Agreements with television networks to air branded television programs and segments (e.g., Teen People Hottest Stars under 21, InStyle Weddings).
- License agreements with online database/information vendors.

Southern Living, LLC:

Agreement to provide content in the food, entertaining and living categories to outdoorliving.com from July 1, 2000 through June 30, 2001.

Agreement with Planetgarden.com under which Southern Living will receive revenues from advertising, content and marketing services for a two year period ending April 30, 2002.

Sunset Publishing  
Corporation:

One year agreement with Homestore.com, Inc. under which Sunset  
books are sold in electronic form on Homestore.com.

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