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June 26, 2000

Ex Parte

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Room TW-B204  
Washington, D.C. 20554

Re: Applications of America Online, Inc. and Time Warner Inc. for Transfers  
of Control, CS Docket No. 00-30

Dear Ms. Salas:

Time Warner Inc. ("Time Warner") and America Online, Inc. ("AOL") are today jointly submitting their narrative response to the June 9, 2000 letter from Ms. To-Quyen Truong, Associate Chief of the Cable Services Bureau, requesting certain documents and information. As set forth in such response, Time Warner and AOL are each submitting documents responsive to the Commission's request. The documents are being provided pursuant to the June 9, 2000 letter, as clarified and modified in our June 16, 2000 procedural meeting with Royce Dickens, Darryl Cooper and Nancy Stephenson of the Cable Services Bureau and Jim Bird of the Office of General Counsel. Documents submitted by Time Warner are transmitted herewith.

Pursuant to the terms of our agreement in the June 16, 2000 meeting, we are producing at this time all documents that verify the information submitted in response to the specific information requests received from the FCC. Two copies of all non-confidential documents are included with the version of this cover letter marked "For Public Inspection" for inclusion in the

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Ms. Magalie Roman Salas  
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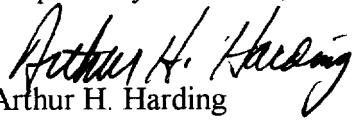
public record in this proceeding. Such documents are stamped "Redacted: For Public Inspection."

One copy of all confidential documents is being submitted with the version of this cover letter marked "Confidential: Not for Public Inspection" and is being filed under seal with the FCC Secretary's Office and should not be placed in the public record in this proceeding. Copies of all confidential documents are also being delivered under seal to Royce Dickens and Linda Senecal. The confidential documents submitted by Time Warner are marked "Confidential: Not for Public Inspection" and "Copying Prohibited" in accordance with the Protective Order adopted in this proceeding on April 6, 2000 (DA 00-780). A schedule listing the titles of all such confidential documents is included with the version of this cover letter marked "For Public Inspection." Certain redactions have been made where portions of submitted documents are not responsive or otherwise material to the Commission's requests. Finally, as discussed, we are not producing documents subject to non-disclosure agreements between Time Warner and third parties.

Time Warner is in the process of reviewing additional confidential documents among those that it has submitted to the Federal Trade Commission in connection with that agency's Hart-Scott-Rodino review. If any of these confidential documents contain information that is responsive to Ms. Truong's June 9, 2000 letter as clarified in our June 16, 2000 meeting, Time Warner promptly will forward such documents to the Commission under seal.

Should there be any questions regarding this matter, please contact the undersigned directly.

Respectfully submitted,

  
Arthur H. Harding  
Counsel for Time Warner Inc.

Enclosures

cc: Royce Dickens  
Linda Senecal

**TIME WARNER**  
**CONFIDENTIAL DOCUMENTS**  
**(Submitted to FCC on June 26, 2000)**

- C1) IP Telephony (Secondary line test), Portland Division, Financial Model.
- C2) Internet Customers By City, effective 4/00.
- C3) Time Warner Telecom -- Syracuse, NY, Telecommunications Business Plan.
- C4) Time Warner Telecom -- Minneapolis, MN, Telecommunications Business Plan.
- C5) Time Warner Telecom -- Denver, CO, Telecommunications Business Plan.
- C6) Time Warner Telecom -- Columbia, SC, Telecommunications Business Plan.
- C7) Time Warner Telecom -- Chicago, IL, Telecommunications Business Plan.
- C8) Time Warner Telecom -- Atlanta, GA, Telecommunications Business Plan.
- C9) Flash Report for week ending January 8, 2000.
- C10) Time Warner Cable Monthly Financial Report, December 1999.
- C11) Time Warner Cable's Five Year Plan for Road Runner.
- C12) Time Warner Cable 1999 Business Plan.
- C13) Memorandum from Julia Brodsky to Packet Cable Business Majordomo List, "Final Features List Review," April 25, 2000.
- C14) Memorandum from Jim Chiddix to Ann Burr et al., "Architecture," June 10, 2000.
- C15) Memorandum from Ann Burr to Terry Baks dated May 16, 2000.
- C16) Flash Report for week ending May 20, 2000.
- C17) Time Warner Cable Monthly Financial Report, May 2000.

DOCUMENT OFF-LINE

This page has been substituted for one of the following:

- o An oversize page or document (such as a map) which was too large to be scanned into the ECFS system.

- o Microfilm, microform, certain photographs or videotape.

- Other materials which, for one reason or another, could not be scanned into the ECFS system.

The actual document, page(s) or materials may be reviewed by contacting an Information Technician at the FCC Reference Information Center, at 445 12<sup>th</sup> Street, SW, Washington, DC, Room CY-A257. Please note the applicable docket or rulemaking number, document type and any other relevant information about the document in order to ensure speedy retrieval by the Information Technician.

*Various documents and charts  
totaling approximately 1,500 pages.*