

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

# REMITTANCE ADVICE

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX # 358115

FCC FORM 159 OF FEB 11 2000

## SECTION A - PAYER INFORMATION

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

Fleischman and Walsh, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 1,560.00

(4) STREET ADDRESS LINE NO. 1

1400 Sixteenth Street, Suite 600

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

(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)

Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

New York

(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

I-T-C-96-688

(20A) PAYMENT TYPE CODE (PTC)

C U T

(21A) QUANTITY

1

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

\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

I-T-C-96-078

(20B) PAYMENT TYPE CODE (PTC)

C U T

(21B) QUANTITY

1

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

\$ 780.00

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 5 2 1 7 6 9 5 5 6

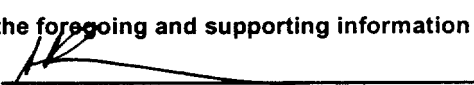
(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2)

APPLICANT TIN

0 1 3 3 5 2 7 2 4 9

## SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Steven J. Hamrick, 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 

## SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

Account number grid

Expiration date grid

MONTH YEAR

VISA

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

AUTHORIZED SIGNATURE

DATE

BEFORE THE  
**Federal Communications Commission**

WASHINGTON, D.C. 20554

In the Matter of )  
 )  
 )  
**TIME WARNER TELECOM INC.** )  
 )  
For Consent to the Transfer of Control )  
of Section 214 Authorization I-T-C-96-688 )  
to AOL Time Warner Inc. )  
 )  
**TIME WARNER CONNECT OF SAN ANTONIO, INC.** )  
 )  
For Consent to the Transfer of Control )  
of Section 214 Authorization I-T-C-96-078 )  
to AOL Time Warner Inc. )

**APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL  
OF INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Time Warner Inc. (Time Warner), by its attorneys, pursuant to Section 214 of the Communications Act of 1934, as amended,<sup>1</sup> and Section 63.18 of the Commission's rules,<sup>2</sup> hereby requests Commission consent to the transfer of control of the above-captioned Section 214 authorizations held by Time Warner Telecom Inc.<sup>3</sup> and Time Warner Connect of San Antonio, Inc.

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<sup>1</sup>47 U.S.C. §214.

<sup>2</sup>47 C.F.R. §63.18.

<sup>3</sup>In June 1999, Time Warner Inc. sold a minority interest in Time Warner Communications to the public and Time Warner Telecom, Inc., a new entity, was created. Prior Commission approval was not necessary for that transaction; *see* 47 C.F.R. § 63.24(a)(4). Time Warner Inc. retained a

to AOL Time Warner Inc. These consents are sought as part of the pending merger of Time Warner Inc. and America Online, Inc.

As required by Section 63.18(e)(3) of the Commission's rules,<sup>4</sup> the following information is provided in support of this application:

DESCRIPTION OF PROPOSED TRANSACTION

On January 10, 2000, America Online, Inc. and Time Warner Inc. announced that they had reached a definitive agreement for a stock-for-stock merger in which America Online, Inc. and Time Warner Inc. each would merge with subsidiaries of a newly-formed holding company. As a result of the mergers, both Time Warner Inc. and America Online, Inc. will become wholly-owned subsidiaries of the new company, AOL Time Warner Inc.

- a. The name, address and telephone number of each applicant.

Transferor

Time Warner Inc.  
75 Rockefeller Plaza  
New York, NY 10019  
Telephone no. (212) 484-8000

Transferee

AOL Time Warner Inc.  
c/o Time Warner Inc.  
75 Rockefeller Plaza  
New York, NY 10019  
Telephone no. (212) 484-8000

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controlling interest in the holder of the Section 214 authorization. The Commission does not require post-consummation notification for such *pro forma* transfers of control. *See 1998 Biennial Regulatory Review - Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, 4928 (1999).

<sup>4</sup>47 C.F.R. §63.18(e)(3).

b. The Government, state or territory under the laws of which each corporate or partnership applicant is organized.

Transferor

Time Warner Inc. is incorporated under the laws of the State of Delaware.

Transferee

AOL Time Warner Inc. is incorporated under the laws of the State of Delaware.

c. The name, title, post office address and telephone number of the office and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Paul B. Jones, Esq.  
Vice President and General Counsel  
Time Warner Telecom  
5700 South Quebec Street  
Greenville, Colorado 80111  
phone (303) 566-1237  
fax (303) 566-1010

with copies of all correspondence to :

Arthur H. Harding, Esq.  
Fleischman and Walsh, L.L.P.  
1400 Sixteenth Street, N.W.  
Washington, D.C. 20036  
phone (202) 939-7900  
fax (202) 745-0916

and

Wayne D. Johnsen, Esq.  
Wiley, Rein & Fielding  
1776 K Street, N.W.  
Washington, D.C. 20037  
phone (202) 719-7300  
fax (202) 719-7049

d. A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis).

Transferor

Neither Time Warner Inc. nor any subsidiary or affiliate of Time Warner Inc. has received authority under Section 214 of the Act other than the authorizations referenced in this application.

Transferee

AOL Time Warner Inc. has not received any authority under Section 214 of the Act.

(h) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities. The applicant shall also identify any interlocking directorates with a foreign carrier.

No individual or corporate entity, including any of America Online's public shareholders which collectively will hold fifty-five percent of the shares of AOL Time Warner Inc., will hold ten percent or greater of the equity in AOL Time Warner Inc.

There are no interlocking directorates with any foreign carriers.

(i) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity the foreign carriers and destination countries.

AOL Time Warner Inc. is not a foreign carrier and has no affiliation with any foreign carrier.

(j) n/a

(k) n/a

(l) n/a

(m) n/a

(n) Neither applicant nor any entity affiliated with the applicant will accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will enter into such agreements in the future.

(o) AOL Time Warner Inc. certifies pursuant to §§1.2001 through 1.2003 of the Commission's rules that it is not subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853a.

(p) AOL Time Warner Inc. hereby requests that this application be made subject to the Commission's streamlined processing procedures set forth at Section 63.12(a) and (b) of its rules.<sup>5</sup> In support of that request, AOL Time Warner states that it is not affiliated with any foreign carrier in any destination market; that it has no affiliation with any dominant U.S. carrier whose international switched or private line service they seek authority to resell; and that it does not seek authority to provide switched basic services over private lines to any country for which the Commission has not previously authorized the provision of switched services over private lines.

Expedient approval of this application will serve the public interest by promoting increased competition in the international telecommunications service marketplace, consistent with the objectives of the Communications Act of 1934, as amended by the Telecommunications Act of 1996, and the policies of the Commission.

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<sup>5</sup>47 C.F.R. §63.12(a) and (b).

WHEREFORE, in view of the information contained herein, it is respectfully requested that the Commission grant the instant application to permit the transfer of control of the above-captioned Section 214 authorizations held by Time Warner Telecom Inc. and Time Warner Connect of San Antonio, Inc. from Time Warner Inc. to AOL Time Warner Inc.

Respectfully submitted,

**TIME WARNER INC**

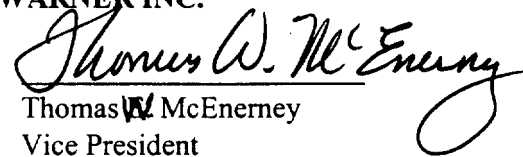
By:



Andra D. Sanders  
Vice President

**AOL TIME WARNER INC.**

By:



Thomas W. McEnerney  
Vice President

Arthur H. Harding  
Fleischman and Walsh, L.L.P.  
1400 Sixteenth Street, N.W.  
Washington, D.C. 20036  
(202) 939-7900 (telephone)  
(202) 745-0916 (facsimile)  
*Counsel for Time Warner Inc.*

and

Wayne D. Johnsen  
Wiley, Rein & Fielding  
1776 K Street, N.W.  
Washington, D.C. 20037  
(202) 719-7303 (telephone)  
(202) 719-7049 (facsimile)

*Counsel for America Online, Inc.*

Dated: February 11, 2000

-11-00

02112000

1560.00

1560.00

1,560.00

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FLEISCHMAN AND WALSH, L.L.P.  
ATTORNEYS AT LAW  
1400 SIXTEENTH STREET, N.W.  
WASHINGTON, DC 20036

THE RIGGS NATIONAL BANK OF WASHINGTON  
PRIVATE BANKING GROUP  
WASHINGTON, DC 20074-6758

18112

NUMBER

15-3/540

18112

ONE THOUSAND FIVE HUNDRED SIXTY AND 00/100 DATE

AMOUNT

02-11-00

1560.00

FEDERAL COMMUNICATIONS COMM.

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW

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