

REMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 27 OF 39

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

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

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

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

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

SECTION CC - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
WGZ-487	T I C	1	\$ 200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
WJZ-652	T I C	1	\$ 200.00	
(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
KD-55009	T I C	1	\$ 200.00	
(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
WLY-330	T I C	1	\$ 200.00	
(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

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PAGE NO. 28 OF 39

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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
WLY-331	T I C	1	200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
WHZ-882	T I C	1	200.00	
(23B) FCC CODE 1		(24B) FCC CODE 2		
WLY-554	T I C	1	200.00	
(23C) FCC CODE 1		(24C) FCC CODE 2		
WGK-590	T I C	1	200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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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
WAN-337	T I C	1	\$ 200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
KB-60127	T I C	1	\$ 200.00	
(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
KD-55003	T I C	1	\$ 200.00	
(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
WAF-786	T I C	1	\$ 200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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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
WLY-235	T I C	1	200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
WLY-509	T I C	1	200.00	
(23B) FCC CODE 1		(24B) FCC CODE 2		
WBF-574	T I C	1	200.00	
(23C) FCC CODE 1		(24C) FCC CODE 2		
WGJ-890	T I C	1	200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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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
WAJ-761	T I C	1	\$ 200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
WLY-333	T I C	1	\$ 200.00	
(23B) FCC CODE 1		(24B) FCC CODE 2		
WLY-246	T I C	1	\$ 200.00	
(23C) FCC CODE 1		(24C) FCC CODE 2		
WHZ-394	T I C	1	\$ 200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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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
WHZ-430		T	I	C	1	\$ 200.00	
(23A) FCC CODE 1					(24A) FCC CODE 2		
WHZ-395		T	I	C	1	\$ 200.00	
(23B) FCC CODE 1					(24B) FCC CODE 2		
WLY-646		T	I	C	1	\$ 200.00	
(23C) FCC CODE 1					(24C) FCC CODE 2		
WLY-429		T	I	C	1	\$ 200.00	
(23D) FCC CODE 1					(24D) FCC CODE 2		

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(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
WAX-279	T I C	1	\$ 200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
WAE-564	T I C	1	\$ 200.00	
(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
WHZ-774	T I C	1	\$ 200.00	
(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
WDH-701	T I C	1	\$ 200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)				(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
WGV-822		T	I	C	1	\$ 200.00	

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)				(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
KA-80624		T	I	C	1	\$ 200.00	

(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
KD-55017		T	I	C	1	\$ 200.00	

(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
WBY-600		T	I	C	1	\$ 200.00	

(23D) FCC CODE 1

(24D) FCC CODE 2

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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
WAH-212	T I C	1	200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
WAH-213	T I C	1	200.00	
(23B) FCC CODE 1		(24B) FCC CODE 2		
WLY-367	T I C	1	200.00	
(23C) FCC CODE 1		(24C) FCC CODE 2		
WSV-58	T I C	1	200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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SECTION CC - PAYMENT INFORMATION

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WHZ-585	T I C	1	\$ 200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
WHZ-339	T I C	1	\$ 200.00	
(23B) FCC CODE 1		(24B) FCC CODE 2		
WSV-56	T I C	1	\$ 200.00	
(23C) FCC CODE 1		(24C) FCC CODE 2		
WAH-228	T I C	1	\$ 200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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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
WCJ-907	T I C	1	200.00	

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
WGV-526	T I C	1	200.00	

(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
WHZ-548	T I C	1	200.00	

(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
WLY-451	T I C	1	200.00	

(23D) FCC CODE 1

(24D) FCC CODE 2

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WLY-306	T I C	1	200.00	
(23A) FCC CODE 1		(24A) FCC CODE 2		
KD-55002	T I C	1	200.00	
(23B) FCC CODE 1		(24B) FCC CODE 2		
WGZ-470	T I C	1	200.00	
(23C) FCC CODE 1		(24C) FCC CODE 2		
WLY-449	T I C	1	200.00	
(23D) FCC CODE 1		(24D) FCC CODE 2		

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WGH-547	T I C	1	\$ 200.00	

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

(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
			\$	

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

(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY
			\$	

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

(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY
			\$	

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

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APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of **7**

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

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

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

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

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

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

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

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

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

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

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

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

STREET ADDRESS ON FILE - NO CHANGE				
CITY	STATE	ZIP CODE		

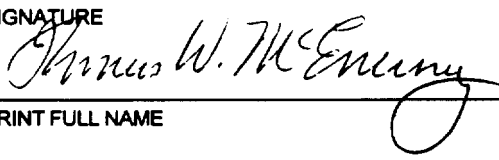
	YES	NO
<p>3. (a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates? N/A</p> <p>If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.</p>		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
<p>(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?</p> <p>If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.</p>		X
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
<p>5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following:</p> <p>(a) Direction of true north;</p> <p>(b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s);</p> <p>(c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected;</p> <p>(d) Every path number for the station for which this application is filed.</p>		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

CERTIFICATION

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

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

**EXHIBIT A-2
FCC FORM 327
SCHEDULE A, ITEM 2(c)**

In addition to the contact person shown in response to Item 2(c) on page 1, copies of any correspondence or submissions relating to the CARS facilities on Exhibit A-1 should be directed to:

**Marc J. Apfelbaum, Esq.
General Counsel
Time Warner Cable
290 Harbor Drive
Stamford, CT 06902**

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

EXHIBIT A-5

ELIGIBILITY

Section 78.13(a) of the Commission's rules provides that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations and will continue to do so following completion of the merger transaction. Because control of the Licensee is being transferred to AOL Time Warner Inc., that company will be eligible in CARS service.

The acquisition of ultimate control of the licensee by AOL Time Warner Inc. will not contravene any of the Commission's cross-ownership rules.

The description of the transaction required for Exhibit B-6 is being provided by America Online, Inc. and Time Warner Inc. as part of their public interest statement filed separately with the Commission.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

- The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

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

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

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

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

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

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

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

YES	NO

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

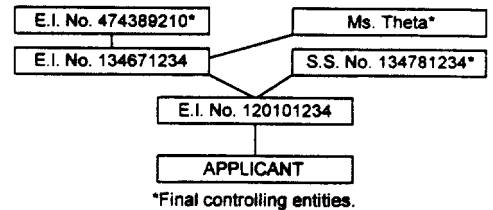
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

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



NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. If they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (If person, list name first.) SEE EXHIBIT A-1				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX c/o Time Warner Cable, 290 Harbor Drive				
CITY Stamford	STATE CT	ZIP CODE 06902	AREA CODE (203)	TELEPHONE NO. 328-0600

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

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

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

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Signature 	Date February 9, 2000
	PRINT FULL NAME David E. O'Hayre	

(Check appropriate classification.)

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

EXHIBITS B4 and B5

OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL

AOL TIME WARNER INC.

TIME WARNER INC.

**VARIOUS INTERMEDIATE SUBSIDIARIES AND AFFILIATES
MAJORITY OWNED OR CONTROLLED BY TIME WARNER INC. AS
SPECIFIED IN THE FCC LICENSE FILE FOR EACH CARS STATION
SUBJECT TO THIS APPLICATION**

LICENSEE

**EXHIBIT A-1
TIME WARNER CARS LICENSES**

LICENSEE	CALL SIGN	LOCATION/STATE
Cablevision Industries, Inc.	WHZ-685	Fishkill, NY
	WHZ-239	Lloyd, NY
	WHZ-502	West Point, NY
	WAD-241	Wurtsboro, NY
Florida Cablevision Management Corp.	WLY-604	Golden Gate, FL
Kansas City Cable Partners	WLY-353	Ft. Leavenworth, KS
	WHZ-921	Leavenworth, KS
	WGW-207	Independence, MO
	WAE-602	Kansas City, MO
	WGW-219	Kansas City, MO
WGW-220	Kansas City, MO	
KBL Cablesystems of Minneapolis, Inc.	WHZ-238	Eden Prairie, MN
KBL Cablesystems of the Southwest, Inc.	WHZ-244	Minneapolis, MN
Massachusetts Cablevision Systems Limited Partnership	WAL-427	Bellevue, OH
	WAY-894	Galion, OH
	WBB-813	Upper Sandusky, OH
Paragon Communications	WHZ-373	Carson, CA
	WGZ-435	Mars Hill, ME
	WGV-525	Fishkill, NY
	KN-5098	Manhattan, NY
	WHW-60	Manhattan, NY
	WAF-665	New Windsor, NY
Staten Island Cable, L.L.C.	WHZ-455	Elizabeth, NJ
Texas Cable Partners, L.P.	WHZ-504	Alton, TX
	KYZ-22	Bandera, TX
	WMC-696	Beaumont, TX
	WHZ-677	Commerce, TX
	WGI-758	Eagle Pass, TX
	WHZ-780	El Paso, TX
	WJI-36	El Paso, TX
	WLY-483	Ft. Bliss, TX
	WGI-756	Farias Ranch, TX
	KOD-36	Harlingen, TX
	KA-80625	Houston, TX
KYX-62	Loma Vista, TX	
WGI-757	Moore, TX	

LICENSEE	CALL SIGN	LOCATION/SITE
Texas Cable Partners, L.P. (cont.'d)	WHZ-869	One North, TX
	KYX-61	Pearsall, TX
	KOD-31	Pharr, TX
	WAF-861	Port Isabel, TX
	WBH-846	Port Neches, TX
	KOD-35	Weslaco, TX
	WGI-755	Winter Haven, TX
Time Warner Cable of Southeastern Wisconsin, L.P.	WLY-245	Brown Deer, WI
	WHZ-447	Milwaukee, WI
	WGZ-421	S. Milwaukee, WI
Time Warner Entertainment Company, L.P.	WBM-740	EMS-Lanai, HI
	WAE-470	Glenwood, HI
	WAX-743	Glenwood, HI
	WAB-577	Haleakala Mtn., HI
	WHZ-819	Hana, HI
	WLY-683	Hawaii Kai, HI
	WLY-240	Hawaii Kai, HI
	WAE-478	Hilo, HI
	WBM-744	Hilo, HI
	KA-80614	Honolulu, HI
	WGV-848	Kahului, HI
	WHZ-876	Kahului, HI
	WAV-644	Kaupulehu, HI
	WAN-954	Kaupulehu Lava Flow, HI
	WLY-248	Kihei, HI
	WLY-713	Lahaina, HI
	WLY-684	Lanai City, HI
	WAN-953	Mahukona, HI
	WDB-613	Mauna Kapu Peak, HI
	KA-80615	Mauna Kapu Peak, HI
	WAB-578	Maunaka Mtn., HI
	WLY-402	Meyers Ranch, HI
	WLY-415	Mililani, HI
	WLY-409	Olinda, HI
	WLY-678	Puu Koolii, HI
	WLY-685	Puu Nana, HI
	WBM-738	Puu Nana, HI
WBM-742	Puu Niania, HI	
WHZ-617	Waimalu, HI	
WBD-612	Waipahu, HI	
WHZ-728	Brazil, IN	
WRC-25	Chanute, KS	
WRC-23	Garnett, KS	
WLY-703	Independence, KS	
WRC-24	Iola, KS	

LICENSEE	CALL SIGN	LOCATION/STATE
Time Warner Entertainment Company, L.P. (cont.'d)	KZW-67	Neodesha, KS
	WBL-521	Thrall, KS
	WBK-510	Saco, ME
	WAS-288	Sanford, ME
	WLY-479	Columbus, NE
	WAB-572	Wynantskill, NY
	WHZ-633	Bazetta, OH
	WAY-890	Columbus, OH
	WHZ-408	Lima, OH
	WHZ-587	Marysville, OH
	WAY-903	New Albany, OH
	WHZ-437	Ottawa, OH
	WHZ-406	Richwood, OH
	WHZ-545	Troy, OH
	WLY-471	Youngstown, OH
	WGK-594	Burlington, WI
	Time Warner Entertainment-Advance/Newhouse Partnership	WHZ-982
KA-80616		Clearwater, FL
WLY-462		Deland, FL
WHZ-784		Lakeland, FL
WHZ-785		Lakeland, FL
KD-55011		Orlando, FL
WHZ-396		Palm Harbor, FL
WGZ-487		Pinellas Park, FL
WJZ-652		St. Petersburg, FL
KD-55009		Tampa, FL
WLY-330		Barada, NE
WLY-331		Octavia, NE
WHZ-882		Camden, NY
WLY-554		Crown Point, NY
WGK-590		Glens Falls, NY
WAN-337		Lake George, NY
KB-60127		Rochester, NY
KD-55003		Rochester, NY
WAF-786		Sidney, NY
WLY-235		Atlantic, NC
WLY-509		Beaufort, NC
WBF-574		Burgaw, NC
WGJ-890		Butner, NC
WAJ-761		Fayetteville, NC
WLY-333		Fayetteville, NC
WLY-246		Garner, NC
WHZ-394		Havelock, NC
WHZ-430	Lizard Lick, NC	
WHZ-395	Morehead City, NC	
WLY-646	Pembroke, NC	

LICENSEE	CALL SIGN	LOCATION/STATE
Time Warner Entertainment-Advance/Newhouse Partnership (cont.'d)	WLY-429	Raleigh, NC
	WAX-279	Red Springs, NC
	WAE-564	Supply, NC
	WHZ-774	Wilmington, NC
	WDH-701	Florence, SC
	WGV-822	Sumter, SC
	KA-80624	Austin, TX
	KD-55017	Austin, TX
	WBY-600	Austin, TX
	WAH-212	Bluegrove, TX
	WAH-213	Crafton, TX
	WLY-367	Elroy, TX
	WSV-58	Flat, TX
	WHZ-585	Grenada Hills, TX
	WHZ-339	Lukenbach, TX
	WSV-56	McGregor, TX
	WAH-228	Vashti, TX
WCJ-907	West Lake Hills, TX	
TWI Cable Inc.	WGV-526	New Riegel, OH
TWI Summit Cable, Inc.	WHZ-548	Banning, CA
	WLY-451	Beaumont, CA
	WLY-306	Cathedral City, CA
	KD-55002	Palm Desert, CA
	WGZ-470	Palm Desert, CA
	WLY-449	Whitewater, CA
	WGH-547	Whitewater, CA