FCC 602 Schedule A

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| Disclosable Interest Holder's First Name (if indivi-  | dual):             | MI:         | Last Name:                  |                                    | Suffix:                      |  |  |  |
|---|--------------------|-------------|-----------------------------|------------------------------------|------------------------------|--|--|--|
| None  |                    |             |                             |                                    |                              |  |  |  |
| Disclosable Interest Holder's Name (if entity):   |                    | J           |                             | 3) Disclosable Interest Holder     | r'e TIN:                     |  |  |  |
| z, bodaszio ina activaca o nemo (a citaly).   |                    |             |                             | of Disclosable interest Floride    | 15 (114.                     |  |  |  |
| None  |                    |             |                             |                                    |                              |  |  |  |
| 4) Disclosable Interest Holder's Address:   |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
| 5) Type of Interest in Applicant ( )  | 6) Disclosable     | Interest H  | older is a(n): ( )          | 7) Percent of Interest Held in     | Applicant                    |  |  |  |
| (refer to Instructions for list)  | (refer to inst     | ructions fo | or list of codes):          | i) racato intastriacin             | дрисан.                      |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
| <li>8) Disclosable Interest Holder's Type of Ownership<br/>(refer to instructions for list):</li> |                    |             | 9) Disclosable Interest I   | folder's Country of Citizenship:   |                              |  |  |  |
| tions with a source to the source.  |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
| 10) Relationship Description (if the discloseable interes   | est holder is an i | ndirect own | ner, list path of ownership | from indirect owner to the applica | int):                        |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
| Related FCC Regulated Businesses of Disc  | losable inter      | est Hold    | ers (repeat for each l      | nterest holder identified)         |                              |  |  |  |
| 11a)  |                    |             | 11b)                        | 11c)                               | 11d)                         |  |  |  |
| Name and address of all FCC Regulated Busine<br>owned by Disclosable Interest Holder listed in #3 | sses<br>(use       | Pnr         | ncipal Business:            | TIN:                               | Percent of<br>Interest Held: |  |  |  |
| additional sheets, if necessary):   | ,                  |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |
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|   |                    |             |                             |                                    |                              |  |  |  |
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|   |                    |             |                             |                                    |                              |  |  |  |
|   |                    |             |                             |                                    |                              |  |  |  |

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# BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960

(202) 508-6000

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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 Wireless Bureau Applications P.O. Box 358130 Pittsburgh, PA 15251-5130

Re:

Private Operational Fixed Point-to-Point Microwave 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 603 for consent to the transfer of control of Texas Cable Partners, L.P., licensee of POFS stations WNEW367, WNEW368, WNEW370 and WNEW802. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$180.00 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 RW her

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186951v1

| READ INSTRUCTIONS CAREI  | FULLY       |               |           | EE             |              | A1 66     |          | TINI     | CATIO   | NC C |                |                                       |                |   |          | APPF        | OVE    | BY O                                  | MB 3    | 060-05 | 89       |  |  |
|--|-------------|---------------|-----------|----------------|--------------|-----------|----------|----------|---|------|----------------|---------------------------------------|----------------|---|----------|-------------|--------|---------------------------------------|---------|--------|----------|--|--|
|  |             |               | l         |                |              |           |          |          |   |      | OMMISS<br>DVIC |                                       | ٦              | SPECIAL USE                                   |          |             |        |                                       |         |        |          |  |  |
| 250420   |             |               |           | -              |              |           |          |          | OF  |      |                |                                       | -              | CC USE  | ONL      | .Y          |        |                                       |         |        |          |  |  |
| (1) LOCKBOX # 358130   |             |               |           |                |              | ,,        |          |          |   |      | _              |                                       | L              |   |          |             |        |                                       |         |        |          |  |  |
| (2) PAYER NAME (if paying by credit ca   | ard enter   | name          | evactl    | v as it anno   |              |           |          | - PA     | YER IN  | IFOF | MATION         |                                       |                |   |          |             |        |                                       |         |        | _        |  |  |
| Bryan Cave LLP   | ard, erner  | Harrie        | EAGC!!    | у аз к арре    | al 5 Or      | i your ca | aru)     |          |   |      |                |                                       | (3) TO         | TOTAL AMOUNT PAID (dollars and cents)  180.00 |          |             |        |                                       |         |        |          |  |  |
| (4) STREET ADDRESS LINE NO. 1 700 Thirteenth Stree (5) STREET ADDRESS LINE NO. 2 | t, N.       | W.,           | Sui       | ite 700        | )            |           |          |          |   |      |                |                                       |                |   |          |             |        |                                       |         |        |          |  |  |
| (D) OTH  |             |               |           |                |              |           |          | 1 -      |   |      |                |                                       |                |   |          |             |        |                                       |         |        |          |  |  |
| (6) CITY<br>Washington   |             |               |           |                |              |           |          | 1        | ) STATE<br>)C                                 |      |                |                                       | (8) ZIF        |   |          |             |        |                                       |         |        |          |  |  |
| (9) DAYTIME TELEPHONE NUMBER (8 (202) 508-6000                                   | nclude a    | rea cod       | e)        |                |              |           |          | (10)     | ) COUNT                                       | RY C | ODE (if not in | U.S.A.)                               |                |   |          |             |        |                                       |         |        | _        |  |  |
| IF PA  | YER N       | IAMI<br>RE T  | E A!      | ND THE         | AP           | PLIC      | ANT      | NA       | ME A  | RE I | DIFFERE        | ENT, CO                               | OMPL<br>TS (E) | ETE S   | 3EC      | TIO         | N B    | · · · · · · · · · · · · · · · · · · · |         |        | _        |  |  |
|  |             |               |           | ] ;            | SEC          | TION      | B - A    | \PPL     |   |      | DRMATIO        |                                       | Ī              | ) (UH   | 100      | <del></del> |        |                                       |         |        | _        |  |  |
| 11) APPLICANT NAME (if paying by cred  AOL Time Warner In                        |             | enter na      | ame e     | xactly as it a | ppea         | rs on yo  | ur car   | d)       |   |      |                |                                       |                |   |          |             |        |                                       |         |        |          |  |  |
| 12) STREET ADDRESS LINE NO. 1 75 Rockefeller Plaza                               |             |               |           |                |              |           | -        |          |   |      | ***            |                                       |                | · · · · · · · · · · · · · · · · · · ·         |          |             |        |                                       |         |        | _        |  |  |
| 3) STREET ADDRESS LINE NO. 2   | •           |               | -         |                |              |           |          |          |   |      |                |                                       |                |   |          |             |        |                                       |         |        | _        |  |  |
| 14) CITY   |             |               |           |                |              |           |          | 1 '      | STATE   |      |                |                                       |                | CODE  |          |             | · · ·  |                                       |         |        | _        |  |  |
| New York  17) DAYTIME TELEPHONE NUMBER (IF                                       | nclude ar   | ea code       | <b>2)</b> |                |              |           |          |          | NY 10019 (18) COUNTRY CODE (if not in U.S.A.) |      |                |                                       |                |   |          |             |        |                                       |         |        |          |  |  |
| (212) 484-8000   |             |               |           |                |              |           |          |          |   |      | `              |                                       |                |   |          |             |        |                                       |         |        |          |  |  |
| COMPLETE SECTION C   | FOR         | EAC           | :H S      |                |              |           |          |          |   |      | RMATION        |                                       | CONT           | NUA'  | ПО       | N SI        | EET    | S (FO                                 | RM 1    | 59-C)  | -        |  |  |
| 9A) FCC CALL SIGN/OTHER ID   | (20A) P     | AYMEN         | IT TYF    | PE CODE (F     |              |           | _        |          | NTITY   |      | A) FEE DUE     |                                       | ) IN BLO       | CK 20A  | FC       | USE         | ONLY   |                                       |         |        | $\dashv$ |  |  |
| WNEW367  3A) FCC CODE 1  | Р           |               | <u>A</u>  | <u> </u>       |              | M         | ļ        |          | (24A) F                                       | \$   | ODE 2          |                                       | 45             | .00   |          |             |        |                                       |         |        | _        |  |  |
| (SA) 1 00 00BE 1   |             |               |           |                |              |           |          |          | (240)   | -000 | ODE 2          |                                       |                |   |          |             |        |                                       |         |        |          |  |  |
| 9B) FCC CALL SIGN/OTHER ID WNEW368   | (20B) P     |               | IT TYP    | E CODE (F      | <del>,</del> | М         | (218     | ) QUA    | NTITY   | 1    | 3) FEE DUE     | FOR (PTC                              |                |   | FCC      | USE         | ONLY   |                                       |         |        | ٦        |  |  |
| 3B) FCC CODE 1   |             |               | <u> </u>  | 1              |              | IAI       | <u> </u> |          | (24B) F                                       | CC C | ODE 2          |                                       | 45             | .00   | <u> </u> |             | ···    |                                       |         |        | -        |  |  |
|  |             |               |           |                |              |           |          |          |   |      |                |                                       |                |   |          |             |        |                                       |         |        |          |  |  |
| 9C) FCC CALL SIGN/OTHER ID WNEW370   | (20C) P     | $\overline{}$ | A         | E CODE (P      | <del></del>  | M         | (210     | )QUA     | νπην<br><b>1</b>                              | (220 | C) FEE DUE     | FOR (PTC                              |                | .00   | FCC      | USE         | ONLY   |                                       |         |        |          |  |  |
| 3C) FCC CODE 1   |             |               |           | <u>-</u>       |              |           |          |          | (24C) F                                       |      | ODE 2          |                                       |                |   | <u> </u> |             |        | <del>-,</del>                         |         |        | 1        |  |  |
| 9D) FCC CALL SIGN/OTHER ID   | (20D) P     | AYMEN         | T TYP     | E CODE (P      | TC)          |           | (21D     | ) QUA    | NTITY   | (220 | ) FEE DUE      | FOR (PTC                              | ) IN BLO       | K 20D   | FCC      | USE         | ONLY   |                                       |         |        | 4        |  |  |
| WNEW802  | Р           |               | A         | T              |              | M         |          |          | 1   | \$   |                | •                                     |                | .00   | L        |             |        |                                       |         |        |          |  |  |
| 3D) FCC CODE 1   |             |               |           |                |              |           |          |          | (24D) F                                       | CC C | DDE 2          |                                       |                |   |          |             |        |                                       |         |        | ı        |  |  |
|  | ្ន          | ĘCT           | 10        | ND-            | TA           | XPA       | YE       | RI       |   |      | ATION          |                                       |                |   |          |             |        |                                       |         |        | 1        |  |  |
| 5)   |             | 1             | Ι         |                | _            |           |          |          | 1   |      | TE THIS BLOCK  |                                       |                | T   | 3-11 IS  | DIFFEF      | ENT FR | OM PAYER                              | NAME IN | A-2)   | 4        |  |  |
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| 7) CERTIFICATION STATEMENT John R. Wilner  |             |               |           | L              |              |           |          |          |   |      | perjury t      | hat the                               | fore           | oina  | anı      | 1 211       | nnor   | ina in                                | form    | ation  | 1        |  |  |
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| to trad and derived to the   | 5001        | <u> </u>      |           |                |              |           |          |          |   |      | T INFORM       |                                       |                |   |          |             |        |                                       |         |        | 1        |  |  |
| MASTERCARD MASTERCA  | RD/VISA     | ACCO          | TAU       | NUMBER:        | T            | 1         | 1        | T        |   | ı    |                | · · · · · · · · · · · · · · · · · · · | ٦              | XPIRATI                                       | ON D     | ATE:        |        |                                       |         |        | 1        |  |  |
| MASTERCARD   |             | _l            | <u> </u>  |                |              |           | <u> </u> | <u> </u> |   |      |                |                                       |                | IONTH   | YI       | EAR         |        |                                       |         |        |          |  |  |
| VISA I hereby authorize the FCC to   | to charge n | ny VISA o     | r MAST    | ERCARD         |              | AUTI      | HORIZ    | ED S     | GNATUR  | E    |                |                                       |                | DATE  |          |             |        |                                       | • • • • |        | 1        |  |  |

BRYAN CAVELLP

700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25053

February 10, 2000

One Hundred Eighty & 0/100

Net Amount \$180.00

TO THE ORDER OF

Federal Communications Commission

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FCC 603 Main Form

# FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

| 1) 🔏  | Application Purpose (Select or  | ly one) (TC)                      |         |              |                           |   |                                       |   |              |
|-------|---|-----------------------------------|---------|--------------|---------------------------|---|---------------------------------------|---|--------------|
| 1     | AA - Assignment of Authorization<br>TC - Transfer of Control  | AM - Amendment<br>WD - Withdrawal | •       | NT -<br>EX - | Required N<br>Request for | otification (for Co<br>Extension of Tim | nsummation of<br>ne (to Consumn       | Assignment or Transfer)<br>nate Assignment or Trans | fer)         |
| 2a)   | If this request is for an Amendment on file with the FCC.   | or Withdrawal, enter              | the Fil | e Number     | of the pend               | ling application cu                     | urrently                              | File Number:  |              |
| 2b)   | File numbers of related pending ap  | olications currently on           | file wi | th the FC    | <b>D</b> :                |   |                                       |   |              |
| Туре  | of Transaction  |                                   |         |              |                           |   |                                       |   | - · · · ·    |
| 3a)   | Is this a pro forma assignment of a   | uthorization or transfe           | of co   | ntrol?       |                           |   |                                       | ( N) <u>Y</u> es                                    | . <u>N</u> o |
| 3b)   | If the answer to Item 3a is 'yes', is t<br>Commission's forbearance procedu   |                                   |         |              | ction being               | filed under the                         |                                       | ( ) <u>Y</u> ≪                                      | . <u>N</u> o |
| 4)    | For assignments of authorization or   | ly, is this a partition a         | nd/or o | tisaggrega   | ition?                    |   |                                       | ( ) <u>Y</u> es                                     | <u>N</u> o   |
| 5)    | Does this filing request a waiver of  | he Commission's rule              | s?      |              |                           |   |                                       | ( N) <u>Y</u> es                                    | <u>N</u> o   |
| 6)    | Are attachments being filed with this   | application?                      |         |              |                           |   |                                       | ( N) <u>Y</u> es                                    | <u>N</u> o   |
| 7a)   | Does the transaction that is the sub<br>licenses held by the assignor/transf<br>or commonly controlled entities) that | eror or affiliates of the         | assig   | nor/transfe  | eror (e.g., pa            | arents, subsidiario                     | <b>9</b> \$,                          | (Y) <u>Y</u> es                                     | <u>N</u> o   |
| 7b)   | Does the transaction that is the sub<br>non-wireless licenses that are not in   |                                   |         |              |                           |   | <b>i</b> ?                            | ( Y) <u>Y</u> es                                    | <u>N</u> o   |
| [ran: | saction information   |                                   |         |              |                           |   |                                       |   |              |
| 8)    | How will the assignment of authoriza  | ation or transfer of cor          | trol be | accompli     | shed? Sele                | ct One: (S)                             |                                       |   |              |
|       | Sale or other assignment or transfer  | of stock                          |         | Court (      | Order                     |   |                                       |   |              |
|       | Other (voting trust agreement, mana   | gement contract, etc.             | ):      |              |                           |   |                                       |   |              |
|       | If required by applicable rule, attach agreements, instruments, certified o   |                                   |         | i how cont   | rol is to be              | assigned or trans                       | ferred, along wi                      | th copies of any pertinent                          | contracts,   |
| 9)    | The assignment of authorization or t  | ransfer of control of lic         | ense    | is:          |                           |   |                                       | (V) <u>V</u> oluntary <u>i</u> nv                   | oluntary     |
| icer  | see/Assignor Information  |                                   |         |              |                           |   |                                       |   |              |
| 10a)  | Taxpayer Identification Number:   |                                   |         | <del> </del> |                           |   | 10b) SGIN:                            |   |              |
|       | 1516836 First Name (if individual):   |                                   |         | MI:          | Last Nam                  | ie:                                     |                                       |   | Suffix:      |
| ,     |   |                                   |         |              |                           |   |                                       |   |              |
|       | Entity Name (if not an individual):   |                                   |         |              |                           |   |                                       |   |              |
|       | as Cable Partners, L.P.  Attention To:  |                                   |         |              |                           |   |                                       |   |              |
| -     | n Sambol  |                                   |         |              |                           |   |                                       |   |              |
|       | P.O. Box:   | An                                | - 1     | 5) Stree     | t Address:                |   | · · · · · · · · · · · · · · · · · · · |   |              |
|       | . Box 6659  | /0                                | r       |              |                           | 47. 04-4-                               | 1 4                                   | N   |              |
|       | City:<br>glewood  |                                   |         |              |                           | 17) State:<br>CO                        |                                       | 3) Zip:<br>)155                                     |              |
|       | Telephone Number:   | •                                 |         |              | 20) FA                    |   | 100                                   |   |              |
|       | 3) 799-1200   |                                   |         |              |                           | 799-5651                                |                                       |   |              |
| 21)   | E-Mail Address:   |                                   |         |              |                           |   |                                       |   |              |

| 22) Race,     | Ethnicity, and Gend               | er of Assignor/l    | icense     | e (Opt     | ional       | ):                     |                    |                                   |              |                 |             |
|---------------|-----------------------------------|---------------------|------------|------------|-------------|------------------------|--------------------|-----------------------------------|--------------|-----------------|-------------|
| Race:         | American Indian or Ala<br>Native: | aska Asian:         |            |            | í           | k or Africa<br>erican: |                    | Native Hawaiia<br>Pacific Islande |              | White:          |             |
| Ethnicity:    | Hispanic or Latino:               | Not Hisp<br>Latino: | anic or    |            |             |                        |                    |                                   |              |                 | <del></del> |
| Gender:       | Female:                           | Male:               |            |            | ·           |                        |                    |                                   |              |                 |             |
| Transferor I  | nformation (for trans             | sfers of control o  | nly)       |            |             |                        |                    |                                   |              |                 |             |
|               | er Identification Number:         |                     |            |            |             |                        |                    | 23b) SG                           | IN           |                 | <del></del> |
| 13-35272      | 49                                |                     |            |            |             |                        |                    |                                   |              |                 |             |
| 24) First Na  | ame (if individual):              |                     |            |            | MI:         | Last Na                | ame:               | 1                                 |              |                 | Suffix:     |
| 25) Entity N  | lame (if other than individ       | ual):               |            | L.         |             | <u> </u>               |                    | ·                                 | <del></del>  | i               |             |
| Time War      | rner Inc.                         |                     |            |            |             |                        |                    |                                   |              |                 |             |
| 26) P.O. Bo   | x:                                |                     | And        | 27) 5      | Street      | Address:               |                    |                                   |              |                 |             |
|               |                                   |                     | /Or        | 75 R       | ocke        | efeller F              | Plaza              |                                   |              |                 |             |
| 28) City:     |                                   |                     |            |            |             |                        | 29) State:         |                                   | 30) Zip:     |                 |             |
| New Yorl      | k                                 |                     |            |            |             |                        | NY                 |                                   | 10019        |                 |             |
| 31) Telepho   | ne Number:                        |                     |            |            |             | 32) FA                 | X:                 |                                   | 100 th       |                 |             |
| (212) 484     |                                   |                     |            |            |             | (212)                  | 333-3987           |                                   |              |                 |             |
| 33) E-Mail A  | Address:                          |                     |            |            |             |                        |                    |                                   |              |                 |             |
|               |                                   |                     |            |            |             |                        | <u> </u>           |                                   |              |                 |             |
| Name of Tra   | nsferor Contact Rep               | presentative (if o  | ther tha   | an Tran    | nsfero      | r) (for tra            | ansfers of co      | ntrol only)                       |              |                 |             |
| 34) First Na  | me:                               |                     |            |            | MI:         | Last Na                | me:                |                                   |              | T               | Suffix:     |
| John          |                                   |                     |            | ]]         | R.          | Wilne                  | r                  |                                   |              | İ               |             |
| 35) Compan    | y Name:                           |                     |            |            |             |                        | <del>"-</del>      |                                   |              | <u>-</u>        |             |
| Bryan Cav     | e LLP                             | •                   |            |            |             |                        |                    |                                   |              |                 |             |
| 36) P.O. Box  | K:                                |                     | And        | 37) S      | Street A    | Address:               |                    |                                   |              |                 |             |
|               |                                   |                     | /Or        | 700        | Thirt       | eenth S                | treet, N.W         | ., Suite 70                       | 0            |                 |             |
| 38) City:     |                                   |                     |            |            |             |                        | 39) State:         |                                   | 40) Zip:     | <u> </u>        |             |
| Washingto     | n                                 |                     |            |            |             |                        | DC                 |                                   | 20005        |                 |             |
|               | ne Number:                        |                     |            |            |             | 42) FAX                |                    |                                   |              |                 |             |
| (202) 508-    |                                   |                     |            |            |             | (202) 5                | 508-6200           |                                   |              |                 |             |
| 43) E-Mail A  |                                   |                     |            |            |             |                        |                    |                                   |              |                 |             |
| jrwilner@l    | oryancavellp.com                  |                     |            |            |             |                        |                    |                                   |              |                 |             |
| \ssignee/Tra  | ansferee Information              | 1                   |            |            |             |                        |                    |                                   |              |                 | •           |
| 44) Assigne   | eisa(n): (C) <u>I</u> nd          | lividual <u>U</u>   | nincorpo   | rated As   | sociat      | ion                    | Trust              | <u>G</u> over                     | nment Entity | <u>J</u> oint ' | Venture     |
|               | <u>C</u> o                        | rporation <u>L</u>  | imited Lia | ability Co | orporat     | ion                    | <u>P</u> artnershi | p C <u>o</u> nso                  | ortium       |                 |             |
| · · ·         | Identification Number:            |                     |            |            |             | ·                      |                    | 45b) SGIN                         | ł            |                 |             |
| 13-409953     | 34                                |                     |            |            |             |                        |                    |                                   |              |                 |             |
| 16) First Nar | ne (if individual):               |                     |            |            | MI:         | Last Na                | ne:                |                                   |              |                 | Suffix:     |
| 47) Entity Na | ame (if other than individu       | ai):                |            | L_         | 1           |                        |                    |                                   |              |                 |             |
| AOL Time      | Warner Inc.                       |                     |            |            |             |                        |                    |                                   |              |                 |             |
| 18) Name of   | Real Party in Interest:           |                     |            |            | <del></del> |                        |                    | 49) TIN                           |              |                 |             |
| 50) Attention | То:                               | <u> </u>            |            |            |             |                        |                    | 1                                 |              |                 |             |
| ,             |                                   |                     |            |            |             |                        |                    |                                   |              |                 |             |

| <u></u>                       | 00.0  |             | T        |          |   |                       |                 |                      |               |  |  |
|-------------------------------|---|-------------|----------|----------|---|-----------------------|-----------------|----------------------|---------------|--|--|
| 51)                           | P.O. Box:   | And   '     |          |          | Street Address:  Time Warner Cable 290 Harbor Drive |                       |                 |                      |               |  |  |
| 53)                           | Cibe  | 100         | c/o      | 1 ime    | e Warne   |                       |                 |                      |               |  |  |
|                               | City:   |             |          |          |   | 54) State:            | 55) Zip:        |                      |               |  |  |
|                               | mford   |             |          |          | 57\ FA  | CT                    | 06902           |                      |               |  |  |
| •                             | Telephone Number:   |             |          |          | 57) FA  |                       |                 |                      |               |  |  |
| `                             | 3) 328-0600   |             |          |          | (203)   | 328-4840              |                 |                      |               |  |  |
| 58)                           | E-Mail Address:   |             |          |          |   |                       |                 |                      |               |  |  |
|                               |   |             |          |          |   |                       |                 |                      |               |  |  |
|                               |   |             |          |          |   |                       |                 |                      |               |  |  |
|                               | e of Assignee/Transferee Contact Represe  | entative    | (if oth  | er tha   | an Assigr   | nee/Transferee)*      |                 |                      |               |  |  |
| ,                             | First Name:   |             |          | MI:      | Last N  |                       |                 | :                    | Suffix:       |  |  |
| Joh                           |   |             |          | R.       | Wilne   | er                    |                 |                      |               |  |  |
|                               | Company Name:   |             |          |          |   |                       |                 |                      |               |  |  |
|                               | an Cave LLP   |             |          |          |   |                       |                 |                      | _             |  |  |
| 61)                           | P.O. Box:   | And         | ' '      |          | Address:  |                       |                 |                      |               |  |  |
|                               |   | /Or         | 700      | Thir     | teenth (  | Street, N.W., S       | uite 700        |                      | _             |  |  |
| 63)                           | City:   |             |          |          |   | 64) State:            | 65) Zip:        |                      |               |  |  |
|                               | shington  |             |          |          |   | DC                    | 20005           |                      |               |  |  |
| 66)                           | Telephone Number:   |             |          |          | 67) FA  |                       |                 |                      |               |  |  |
| (202) 508-6041 (202) 508-6200 |   |             |          |          |   |                       |                 |                      |               |  |  |
| 68)                           | E-Mail Address:   |             |          |          |   |                       |                 |                      |               |  |  |
| jrwi                          | ilner@bryancavellp.com  |             |          |          |   |                       |                 |                      |               |  |  |
| *cc:                          | Wayne D. Johnsen, Esq.; Wiley, Rein   | ı & Fie     | lding    | , 177    | 6 K Str   | eet, N.W., Was        | shington, DC 20 | 006                  |               |  |  |
| Alien                         | Ownership Questions (202) 719-7303  |             |          |          |   |                       | ,               |                      |               |  |  |
| 69)                           | Is the Assignee or Transferee a foreign government of   | or the repr | esenta   | tive of  | any foreigr   | government?           | -               | ( N) <u>Y</u> es     | s <u>N</u> o  |  |  |
| 70)                           | Is the Assignee or Transferee an alien or the represer  | ntative of  | an alier | 1?       |   |                       |                 | ( N) <u>Y</u> es     |               |  |  |
| 71)                           | s the Assignee or Transferee a corporation organized  | d under th  | e laws   | of any   | foreign go  | vernment?             |                 | ( N) <u>Y</u> e≈     | 5 <u>N</u> o  |  |  |
| 72)                           | s the Assignee or Transferee a corporation of which   | more than   | one-fi   | fth of t | he capital :  | stock is owned of rec | ord or voted    |                      |               |  |  |
| ĺ                             | by aliens or their representatives or by a foreign gover  |             |          |          | •   |                       |                 | NT                   |               |  |  |
|                               | under the laws of a foreign country?  |             |          |          |   |                       |                 | ( N) <u>Y</u> es     | <u>N</u> o    |  |  |
|                               | s the Assignee or Transferee directly or indirectly cor   |             |          |          |   |                       |                 |                      |               |  |  |
|                               | the capital stock is owned of record or voted by aliens<br>thereof, or by any corporation organized under the law |             |          |          | •   | eign government or re | epresentative   | ( N) <u>Y</u> es     | : No          |  |  |
|                               | f 'Yes', attach exhibit explaining nature and extent of a   |             |          |          |   | ol.                   | •               | ( 1 · ) <u>1</u> · · | , <u>17</u> 0 |  |  |
|                               |   |             |          | -        |   |                       |                 |                      |               |  |  |
| Basic                         | Qualification Questions   |             |          |          |   |                       |                 |                      |               |  |  |
|                               |   |             | L - 4    |          | -4-4  | AL!                   |                 | A                    |               |  |  |
|                               | Has the Assignee or Transferee or any party to this appermit revoked or had any application for an initial, mo    |             |          |          |   |                       |                 |                      |               |  |  |
| ţ.                            | permit denied by the Commission?  |             |          |          |   |                       |                 | (N)Yes               | <u>N</u> o    |  |  |
| !                             | f 'Yes', attach exhibit explaining circumstances.   |             |          |          |   |                       |                 |                      |               |  |  |
|                               | as the Assignee or Transferee or any party to this ap   |             |          |          |   |                       | he Assignee or  | , NT                 |               |  |  |
|                               | Fransferee, or any party to this application ever been of<br>f 'Yes', attach exhibit explaining circumstances.    | convicted   | of a rel | ony by   | any state   | or federal court?     |                 | ( N) <u>Y</u> es     | <u>N</u> O    |  |  |
|                               |   | <u> </u>    |          |          | Marian 1 = 41 :                                     | - Al                  |                 |                      |               |  |  |
|                               | Has any court finally adjudged the Assignee or Transf<br>Fransferee guilty of unlawfully monopolizing or attemp   |             |          | -        |   |                       |                 |                      |               |  |  |
| i                             | ndirectly, through control of manufacture or sale of ra   |             |          |          |   |                       |                 | , NI.w.              |               |  |  |
|                               | or unfair methods of competition?<br>f 'Yes', attach exhibit explaining circumstances.                            |             |          |          |   |                       |                 | ( N) <u>Y</u> es     | <u> </u>      |  |  |
|                               |   |             |          | 0        |   |                       |                 |                      |               |  |  |
|                               | s the Assignee or Transferee, or any party directly or<br>n any pending matter referred to in the preceding two   | -           | control  | ling the | e Assignee  | or Transferee currer  | itry a party    | (N)Yes               | No            |  |  |
|                               | f 'Yes', attach exhibit explaining circumstances.   |             |          |          |   |                       |                 | , ,                  | _             |  |  |
| T4 -1-                        | ould be noted that the Transferre is confirm  | •           | <u> </u> | · C      |   | Carela in Alain       |                 | •                    | *****         |  |  |

<sup>\*</sup>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.

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional): Race: American Indian or Alaska Asian: Black or African-Native Hawaiian or Other White: American:

Pacific Islander:

Native: Ethnicity: Hispanic or Latino: Not Hispanic or Latino: Gender: Female: Male:

#### **Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998)

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

| First Name: | MI: | Last Name: | Suffix: |
|-------------|-----|------------|---------|
| Spencer     | B.  | Hays       |         |

80) Title:

Vice President

Signature:

81) Date:

February **9**, 2000

## Assignee/Transferee Certification Statements

- The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
  - \* If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b). for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application or (3) is not required to file Form 602 under the Commission's Rules.

| First Name:    | MI:       | Last Name:                             | Suffix:                  |
|----------------|-----------|--|--------------------------|
| Thomas         | w.        | McEnemey                               |                          |
| 83) Title:     |           | ************************************** |                          |
| Vice President |           |  |                          |
| Signature:     | W.M Enune |  | 84) Date:                |
| : Limites 1    | V.M. mune | 4                                      | February <b>9</b> , 2000 |

AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

## Authorizations To Be Assigned or Transferred

| 85)<br>Call Sign | 86)<br>Location Number | 87)<br>Path Number<br>(Microwave only) | 88)<br>Lower or Center<br>Frequency (MHz) | 89)<br>Upper<br>Frequency (MHz) | 90)<br>Constructed<br><u>Y</u> es / <u>N</u> o |
|------------------|------------------------|--|---|---------------------------------|--|
| KLH77            |                        |  |   |                                 | Y  |
| KLH78            |                        |  |   |                                 | Y  |
| KLH79            |                        |  |   |                                 | Y  |
|                  |                        |  |   |                                 |  |
|                  |                        |  |   |                                 |  |
|                  |                        |  |   |                                 |  |
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| <del></del>      |                        |  |   |                                 |  |
|                  |                        |  |   |                                 |  |
|                  |                        |  |   |                                 |  |

## **DESCRIPTION OF THE PROPOSED TRANSFER**

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

The subject licensee is an indirectly controlled affiliate of Time Warner through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate control of the subject licensee will be transferred from Time Warner to the new AOL Time Warner Inc. The present application seeks FCC consent to that transfer.

FCC 602 Main Form

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

| Applicant/Licensee Information  |                   |   |                   |                               |
|---|-------------------|---|-------------------|-------------------------------|
| 1) First Name (if individual):  | MI:               | Last Name:                                |                   | Suffix:                       |
| 2) Applicant Name (if entity):  |                   |   | 3) Applicant TIN: |                               |
| AOL Time Warner Inc.  |                   |   | 13-4099534        |                               |
| Related FCC Regulated Businesses of Applicant/Li  | censee            |   |                   |                               |
| 4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary): | Р                 | 4b)<br>rincipal Business:                 | 4c)<br>TIN:       | 4d) Percent of Interest Held: |
| SuperStation, Inc.  | Broadca           | asting                                    | 58-1391102        | 100                           |
| Time Warner Entertainment Company,  |                   |   |                   |                               |
| L.P.  | Cable T           | elevision                                 | 13-3666692        | 74.49                         |
| Time Warner Entertainment-Advance/  | Oshla T           |   | 40.0700400        |                               |
| Newhouse Partnership  | Cable             | elevision                                 | 13-3790433        | 66.7                          |
| TWI Cable Inc.  | Cable T           | elevision                                 | 59-1353813        | 100                           |
| Time Warner Telecom Inc.  | Commu             | nications Carrier                         | 84-1500624        | 60.65                         |
|   |                   |   |                   |                               |
| Signature 5) Typed or Printed Name of Party Authorized to Sign  |                   | nterests are indirectaries and affiliates |                   | jh various                    |
| First Name:   | MI:               | Last Name:                                |                   | Suffix:                       |
|   |                   |   |                   | ,                             |
| Thomas  | W.                | McEnerney                                 |                   |                               |
| Vice President  |                   |   |                   |                               |
| Signature:  |                   |   |                   | Date:                         |
| Signature: Thomas W- WEne   | incy              |   |                   | February 9, 2000              |
| Failure To Sign This Application May Result In Dismissal Of The Applic  | ation And Forfeit | ure Of Any Fees Paid                      |                   |                               |

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

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| Disclosable Interest Holder's First Name (if indiv                                 | idual):             | MI:                           | Last Name:                           |                                    |                    |  |  |  |  |
|--|---------------------|-------------------------------|--------------------------------------|------------------------------------|--------------------|--|--|--|--|
|  |                     | ļ                             |                                      |                                    | •                  |  |  |  |  |
| None   |                     | <u> </u>                      |                                      |                                    |                    |  |  |  |  |
| Disclosable Interest Holder's Name (if entity):                                    |                     |                               |                                      | 3) Disclosable interest Holder's 1 | ΓIN:               |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
| None   |                     |                               |                                      | <u> </u>                           |                    |  |  |  |  |
| 4) Disclosable Interest Holder's Address:  |                     |                               |                                      |                                    |                    |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
| 5) Type of Interest in Applicant ( )   | 6) Disclosable      | Interest Ho                   | older is a(n): ( )                   | 7) Percent of Interest Held in Ap  | ld in Applicant:   |  |  |  |  |
| (refer to Instructions for list)   | (refer to instr     | ructions for                  | r list of codes):                    | 7) Fercent of Interest fleed in Ap | pilcant:           |  |  |  |  |
| •  |                     |                               |                                      |                                    |                    |  |  |  |  |
|  |                     |                               | •                                    |                                    |                    |  |  |  |  |
| B) Disclosable Interest Holder's Type of Ownership                                 |                     |                               | 9) Disclosable Interest He           | older's Country of Citizenship:    |                    |  |  |  |  |
| (refer to instructions for list):  |                     |                               |                                      | and a decirity of comments.        |                    |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
| 10) Relationship Description (if the discloseable inter                            | est holder is an in | er, list path of ownership fr | om indirect owner to the applicant): |                                    |                    |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
| n t t 1500 Paralleted Pusinesses of Pier   |                     | -4 11-1-1-                    | /                                    |                                    |                    |  |  |  |  |
| Related FCC Regulated Businesses of Disc   | losable intere      | st Holae                      |                                      |                                    |                    |  |  |  |  |
| 11a) Name and address of all FCC Regulated Busine                                  | ceae                | Prin                          | 11b)<br>cipal Business:              | 11c)<br>TIN:                       | 11d)<br>Percent of |  |  |  |  |
|  |                     |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               | о. <b>р.</b>                         |                                    | Interest Held:     |  |  |  |  |
| owned by Disclosable Interest Holder listed in # additional sheets, if necessary): | 3 (use              | 7 111                         |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               | -                                    |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               | -                                    |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               | -                                    |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #3                                  | 3 (use              |                               | -                                    |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #Cadditional sheets, if necessary): | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #Cadditional sheets, if necessary): | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #Cadditional sheets, if necessary): | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #Cadditional sheets, if necessary): | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #Cadditional sheets, if necessary): | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |
| owned by Disclosable Interest Holder listed in #Cadditional sheets, if necessary): | 3 (use              |                               |                                      |                                    |                    |  |  |  |  |

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

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

JOHN R. WILNER DIRECT DIAL NUMBER (202) 508-6041

February 11, 2000

#### Via Hand Delivery

Federal Communications Commission Wireless Bureau Applications P.O. Box 358130 Pittsburgh, PA 15251-5130

Re:

Common Carrier Fixed Point-to-Point Microwave 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 603 for consent to the transfer of control of Texas Cable Partners, L.P., licensee of Stations KLH77, KLH78 and KLH79 in the Common Carrier Fixed Point-to-Point Microwave Service. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$165.00 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,

Sohn KW. her

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186961v1

BRYAN CAVE LLP 700 Thirteenth Street, NW. Washington, D.C. (202) 508-6000

FIRST UNION NATIONAL BANKheck Number Washington, DC 20006 15-80/540 25051

February 10, 2000

One Hundred Sixty Five & 0/100

Net Amount \$165.00

TO THE ORDER OF

Federal Communications

Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

#0000025051# #054000B0?# 2066?#016B3409#

| READ INSTRUCTIONS CARE BEFORE PROCEEDING                   | FULL         | Y            | T            |                 |         |          |          |                  |         |                |             |            |               |             |            | AP       | PR        | OVE    | DВ         | Y ON  | IB 3        | 060-0       | 589       |
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| BEFORE PROCEEDING  |              |              |              |                 |         |          |          |                  |         | NS COM ADV     |             | N          | ۲             | SPECIAL USE |            |          |           |        |            |       |             |             |           |
|  |              |              |              |                 | Κ£      | PIATI    |          | ÷XI.             | ICE     | ADV            | ICE         |            |               | FCC         | 1105       | 28/11/2  |           |        |            |       |             |             |           |
| (1) LOCKBOX # 358130                                       |              |              | _            |                 |         | F        | PAGE NO  | ). <b></b> _     | OF.     |                |             |            | L             |             | USE        | JNLT     |           |        |            |       |             |             |           |
|  |              |              |              | T               |         |          |          | - PA             | YER IN  | FORMAT         | ION         |            |               |             |            |          | _         |        |            |       |             |             | _         |
| (2) PAYER NAME (if paying by credit of Bryan Cave LLP      | ard, ent     | er name      | exacti       | y as it app     | ears o  | n your ( | card)    |                  |         |                |             |            |               | OTAL        | AMO        | JNT PA   | iD (      | dollar | s and      | cents |             | 405         |           |
| (4) STREET ADDRESS LINE NO. 1                              |              |              |              |                 |         |          |          |                  |         |                |             |            | \$            |             |            |          |           |        |            |       |             | 165.        | <u>00</u> |
| 700 Thirteenth Stree (5) STREET ADDRESS LINE NO. 2         | t, N.        | W., S        | Suit         | e 700           |         |          |          |                  |         | ·              |             |            |               |             |            |          |           |        |            |       |             |             |           |
| (5) STREET ADDRESS LINE NO. 2                              |              |              |              |                 |         |          |          |                  |         |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
| (6) CITY   |              |              |              |                 |         |          |          |                  | STATE   |                |             | T          | (8) ZII       |             |            |          | _         |        |            |       |             |             |           |
| Washington (9) DAYTIME TELEPHONE NUMBER                    | (include     | area co      | ie)          | · · · ·         |         |          |          |                  | COUNT   | RY CODE (i     | f not in U. | S.A.)      | 200           | <i>)</i> U5 | •          |          |           |        |            |       |             |             | _         |
| (202) 508-6000   |              |              |              |                 |         |          |          |                  |         |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
| IF PA  | YER<br>IF MC | NAM<br>ORE 1 | E AI<br>Thai | ND THI<br>N ONE | E AP    | PLIC     | CANT     | NA<br>ISI        | ME AI   | RE DIFF        | EREN        | T, CO      | MPL           | .ET         | E SI       | ECTI     | ,<br>Ol   | ł B    |            |       |             |             |           |
|  |              |              |              | 1               |         |          |          |                  |         | NFORM          |             | 112451     | <u> </u>      | <u> </u>    | - I        | 38-0     | <u>'</u>  |        |            |       |             |             |           |
| (11) APPLICANT NAME (if paying by cre  AOL Time Warner Inc |              | , enter n    | ame e        | xactly as i     | t appea | ars on y | our card | )                |         |                |             |            |               |             |            | _        | _         |        |            |       |             | *           |           |
| 12) STREET ADDRESS LINE NO. 1                              | <i>,</i> ,   |              |              |                 |         |          |          |                  |         |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
| 75 Rockefeller Plaza 13) STREET ADDRESS LINE NO. 2         |              |              |              |                 |         |          |          |                  |         |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
| 13) STREET ADDRESS LINE NO. 2                              |              |              |              |                 |         |          |          |                  |         |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
| 14) CITY<br>New York                                       |              |              |              |                 |         |          |          | (15)<br><b>N</b> | STATE   |                |             |            | (16) Z<br>100 |             |            |          |           |        | -          |       | _           |             |           |
| 17) DAYTIME TELEPHONE NUMBER (                             | include a    | area cod     | e)           |                 |         |          |          |                  | COUNTR  |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
| (212) 484-8000   |              | ·            | 211.6        |                 |         |          |          |                  |         |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
| COMPLETE SECTION   | , FUI        | C EA         | 3H S         | ERVIC           |         |          |          |                  |         | IFORMA         |             | JSE C      | ONI           | INU         | JAT        | ON:      | <u>3H</u> | EEI    | <b>S</b> ( | FOF   | <u>IM 1</u> | <u>59-C</u> | ;)        |
| 19A) FCC CALL SIGN/OTHER ID                                |              |              |              | E CODE          |         |          | ,        |                  | NTTTY   | (22A) FE       |             | OR (PTC)   | IN BLC        | OCK 2       | 20A        | FCC U    | SE (      | ONLY   | -          |       |             |             |           |
| KLH77<br>23A) FCC CODE 1                                   | С            |              | <u>c</u>     | P               |         | M        |          |                  | 1       | \$             |             |            | 7             | 5.0         | 0          |          |           |        |            |       |             |             |           |
| 23A) FCC CODE 1  |              |              |              |                 |         |          |          |                  | (24A) F | CC CODE 2      | •           |            |               |             |            |          |           |        |            |       |             |             |           |
| 19B) FCC CALL SIGN/OTHER ID                                |              |              | _            | E CODE          | (PTC)   |          | (21B)    | QUA              | NTITY   | (22B) FE       | E DUE FO    | OR (PTC)   | IN BLC        | OCK 2       | юв         | FCC US   | )E (      | ONLY   |            |       |             | <del></del> |           |
| KLH78<br>23B) FCC CODE 1                                   | С            |              | <u> </u>     | Р               |         | M        |          |                  | 1       | S<br>CC CODE 2 |             |            | 4             | <u>5.0</u>  | 0          |          |           |        |            |       | -           |             | _         |
| 238) FGC CODE :  |              |              |              |                 |         |          |          |                  | (246) F | oc cobe a      | •           |            |               |             |            |          |           |        |            |       |             |             |           |
| 19C) FCC CALL SIGN/OTHER ID                                |              |              |              | E CODE          | (PTC)   |          | (21C)    | QUA              | NTITY   | (22C) FEI      | E DUE FO    | R (PTC)    |               |             |            | FCC US   | Æ (       | MLY    |            |       |             |             | $\exists$ |
| KLH79<br>23C) FCC CODE 1                                   | <u> </u>     |              | <u>A</u>     | P               |         | M        |          |                  | 1/240)5 | S<br>CC CODE 2 |             |            | 4             | <u>5.0</u>  | 0          |          |           |        |            |       |             |             |           |
| 36,100 0002 1  |              |              |              |                 |         |          |          |                  | (240)   | oc cobe 2      |             |            |               |             |            |          |           |        |            |       |             |             |           |
| 19D) FCC CALL SIGN/OTHER ID                                | (20D)        | PAYME        | NT TYP       | E CODE          | (PTC)   |          | (21D)    | QUA              | νπη     | (22D) FEI      | DUE FO      | R (PTC)    | N BLO         | CK 2        | OD 1       | CC US    | ÆC        | MLY    |            |       |             |             |           |
| (3D) FCC CODE 1  |              |              |              | <u> </u>        |         |          |          |                  | (24D) F | S CODE 2       |             |            |               |             |            |          |           |        |            |       |             |             | _         |
|  |              |              |              |                 |         |          |          |                  |         |                |             |            |               |             |            |          |           |        |            |       |             |             |           |
|  | \$           | EC           | ΓIΘ          | ND-             | ·TA     | XP/      | AYEI     | RI               | NFO     | RMAT           | ION         | (REC       | <b>3U</b> I   | RE          | D)         |          |           |        |            |       |             |             |           |
| 25)  |              |              | T            | TT              | _       | 1        | _        |                  | (26) CO | MPLETE THIS    | BLOCK OF    | NLY IF APP | LICANT        | NAME        | IN B-      | 1 IS DIF | FERI      | ENT FF | ROM P      | YER N | AME IN      | A-2)        | _         |
| PAYER TIN $ 0 $  | 4 3          | 3 0          | 6            | 0 2             | 2   1   | 6        | 2        |                  | API     | PLICA          | TNA         | TIN        |               | 0           | 1   :      | 3 4      | .         | 0      | 9          | 9     | 5           | 3           | 4         |
|  |              |              |              |                 |         | SEC      | TION E   | E - C            | ERTIF   | CATION         |             |            |               |             |            |          |           |        |            | ***   |             |             |           |
| John R. Winer  |              |              |              |                 | . , Ce  | ertify   | unde     | r p              | enalty  | of perj        | ury tha     | at the     | fore          | goi         | ng a       | and s    | ıuı       | opor   | rtine      | g ini | orm         | atio        | n         |
| (PRINT NA<br>re true and correct to the                    | •            | of m         | v b-         | owlad           |         | •        |          | •                | -       |                | -           | /          | 1             | ĭ           | N.         | 1.h      | • -       | -      |            | •     |             |             |           |
| ire true and contect to the                                | Dest         |              | y KI         |                 |         |          |          |                  | •       | IENT INF       |             |            |               |             | <u> </u>   |          | =         |        |            | _     |             |             | 뒥         |
| 8) MASTERC   | ARDVIS       | A ACC        | TAUC         |                 |         | 1        |          |                  | 1 1     |                |             |            |               | XPI         | атю        | N DATE   | _         | _      |            |       |             |             | ᅦ         |
| MASTERCARD   |              |              |              |                 |         | $\perp$  |          |                  |         |                |             |            |               |             | $\perp$    | $\bot$   | $\rfloor$ |        |            |       |             |             |           |
| <u> </u>   |              |              |              |                 |         | AIF      | THORIZE  | D 51             | GNATURE | <u> </u>       |             |            | - 1           | MON         | TH<br>DATE | YEAR     |           | —      | —          |       |             |             | $\dashv$  |
| VISA I hereby authorize the FCC                            | to charge    | my VISA      | or MAS       | IERCARD         |         |          |          | اد ت             | SINTION | -              |             |            |               | ١           |            |          |           |        |            |       |             |             | 1         |

FCC 603 Main Form

# FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

| 1) A         | pplication Purpose (Select or  | nly one) (TC                | :)           |               |               |  |                  |                    | -                   |   |
|--------------|--|-----------------------------|--------------|---------------|---------------|--|------------------|--------------------|---------------------|---|
|              | AA - Assignment of Authorization<br>IC - Transfer of Control   | AM - Amendr<br>WD - Withdra |              |               |               | lotification (for Co<br>r Extension of Tin |                  |                    |                     | er)                                     |
| 2 <b>a</b> ) | If this request is for an Amendmen on file with the FCC.   | t or Withdrawal, e          | enter the F  | ile Numbe     | r of the pen  | ding application co                        | urrently         | File Nu            | mber:               |   |
| 2b)          | File numbers of related pending ap   | plications current          | ty on file w | vith the FC   | C:            |  |                  |                    |                     | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| Туре         | of Transaction   |                             |              |               |               |  |                  |                    |                     |   |
| 3 <b>a</b> ) | Is this a pro forma assignment of a  | uthorization or tra         | ansfer of c  | ontrol?       |               |  |                  |                    | ( N) <u>Y</u> es    | <u>N</u> o                              |
| 3b)          | If the answer to Item 3a is 'yes', is t<br>Commission's forbearance procedu  |                             |              |               |               | filed under the                            |                  |                    | ( ) <u>Y</u> es     | <u>N</u> o                              |
| 4)           | For assignments of authorization or  | nly, is this a partiti      | ion and/or   | disaggreg     | ation?        |  |                  | -                  | ( ) <u>Y</u> es     | <u>N</u> o                              |
| 5)           | Does this filing request a waiver of   | the Commission's            | s rules?     |               |               |  |                  |                    | ( N) <u>Y</u> es    | <u>N</u> o                              |
| 6)           | Are attachments being filed with thi   | s application?              |              |               |               |  |                  |                    | (N)Yes              | <u>N</u> o                              |
| 7a)          | Does the transaction that is the sub-<br>licenses held by the assignor/transf<br>or commonly controlled entities) that | eror or affiliates o        | of the assi  | gnor/trans    | eror (e.g., p | arents, subsidiari                         | es,              |                    | ( Y) <u>Y</u> es    | <u>N</u> o                              |
| 7b)          | Does the transaction that is the sub<br>non-wireless licenses that are not in  | •                           |              |               |               | •  | d?               |                    | ( Y) <u>Y</u> es    | <u>N</u> o                              |
| Trans        | action Information   |                             |              |               |               |  |                  |                    |                     |   |
| 8)           | How will the assignment of authoriz  | ation or transfer of        | of control t | oe accomp     | lished? Sele  | ect One: (S)                               |                  |                    | •                   |   |
|              | Sale or other assignment or transfer   | r of stock                  |              | <u>C</u> ourt | Order         |  |                  |                    |                     |   |
|              | Other (voting trust agreement, mana  | agement contract            | , etc.):     |               |               |  |                  |                    |                     |   |
|              | If required by applicable rule, attach agreements, instruments, certified of   |                             |              |               | trol is to be | assigned or trans                          | sferred, along v | vith copies of an  | y pertinent o       | contracts,                              |
| 9)           | The assignment of authorization or   | transfer of contro          | of license   | e is:         | -             |  |                  | , (V) <u>v</u> olu | untary <u>i</u> nvo | duntary                                 |
| _icen        | see/Assignor Information   |                             |              |               |               |  |                  |                    |                     |   |
| 10a)         | Taxpayer Identification Number: 516836   |                             |              |               |               |  | 10b) SGIN        | :                  |                     |   |
|              | First Name (if individual):  |                             |              | MI:           | Last Nar      | ne:  | <u> </u>         |                    |                     | Suffix:                                 |
|              | Entity Name (if not an individual):  |                             |              |               |               |  |                  |                    |                     |   |
|              | as Cable Partners, L.P.  Attention To:   |                             |              |               |               |  |                  |                    |                     |   |
| -            | Sambol   |                             |              |               |               |  |                  |                    |                     |   |
|              | P.O. Box:<br>. Box 6659  |                             | And<br>/Or   | 15) Stre      | et Address:   |  |                  |                    |                     |   |
| 16)          | City:  | ·                           | <u> </u>     | · •           |               | 17) State:                                 |                  | 18) Zip:<br>30155  |                     |   |
|              | lewood<br>Telephone Number:  |                             | <del></del>  |               | 20) FA        | CO   | 0                | 0133               |                     | ·                                       |
|              | 3) 799-1200  |                             |              |               |               | 799-5651                                   |                  |                    |                     |   |
| _`           | E-Mail Address:  |                             |              |               | <u> </u>      | <u> </u>                                   |                  |                    |                     |   |

| Race:            | American Indian or Alas<br>Native: | ka Asian:          |          |                                       |        |          | Native Hawaiian or Other Pacific Islander:       |             | White:                 |                       |
|------------------|------------------------------------|--------------------|----------|---------------------------------------|--------|----------|--|-------------|------------------------|-----------------------|
| Ethnicity:       | Hispanic or Latino:                | Not His<br>Latino: | panic or |                                       |        |          |  |             |                        |                       |
| Gender:          | Female:                            | Male:              |          |                                       |        |          |  |             |                        |                       |
| ransferor I      | nformation (for transf             | ers of control of  | only)    |                                       |        |          |  |             |                        |                       |
| 23a) Taxpay      | er Identification Number:          |                    | -        |                                       |        |          |  | 23b) SGI    | N                      | "                     |
| 13-35272         | 49                                 |                    |          |                                       |        |          |  |             |                        |                       |
| 24) First Na     | ame (if individual):               |                    |          | ^                                     | 11:    | Last Na  | ame:   |             |                        | Suffi                 |
| 25) Entity N     | lame (if other than individu       | af):               |          |                                       |        |          |  |             |                        |                       |
| Time War         | mer Inc.                           |                    |          |                                       |        |          |  |             |                        |                       |
| 26) P.O. Bo      |                                    |                    | And      | 27) Stre                              | et A   | ddress:  | ·  |             |                        |                       |
|                  |                                    |                    | /Or      | 75 Roc                                | kef    | feller P | laza   |             |                        |                       |
| 28) City:        |                                    |                    |          | 1 / 5 200                             |        |          | 29) State:                                       |             | 30) Zip:               |                       |
| New York         | •                                  |                    |          |                                       |        |          | NY   |             | 10019                  |                       |
|                  | ne Number:                         |                    |          |                                       | $\top$ | 32) FA   |  |             | 10017                  |                       |
| 212) 484         | -8000                              |                    |          |                                       | - 1    | -        | 333-3987   |             |                        |                       |
| 3) E-Mail A      |                                    |                    |          | <del></del>                           |        | (-1-)    |  |             |                        |                       |
| ohn<br>5) Compan |                                    |                    |          | R.                                    |        | Wilne    | <u> </u>   |             | <u></u>                | <u>_</u>              |
| Bryan Cav        | e LLP                              |                    |          |                                       |        |          |  |             |                        |                       |
| 6) P.O. Box      | C                                  |                    | And      | 37) Stre                              | et Ac  | ddress:  | ***************************************          |             |                        |                       |
|                  |                                    |                    | /Or      | 700 Th                                | irte   | enth S   | treet, N.W                                       | ., Suite 70 | 0                      |                       |
| 8) City:         |                                    |                    |          |                                       |        |          | 39) State:                                       |             | 40) Zip:               |                       |
| Washingto        | n                                  |                    |          |                                       |        |          | DC   |             | 20005                  |                       |
| 1) Telephor      | ne Number:                         |                    |          |                                       | 4      | 42) FAX  | <u>:</u>   |             | •                      |                       |
| (202) 508-       | -6041                              |                    |          |                                       | (      | (202) 5  | 08-6200  |             |                        |                       |
| 3) E-Mail A      | ddress:                            |                    |          |                                       |        |          |  |             |                        |                       |
| rwilner@l        | oryancavellp.com                   |                    |          | · · · · · · · · · · · · · · · · · · · |        |          |  |             |                        |                       |
|                  | ansferee Information               |                    |          |                                       |        |          |  |             |                        |                       |
| 4) Assigner      |                                    |                    |          | orated Asso<br>ability Corpo          |        |          | <u>T</u> rust<br><u>P</u> artnershi <sub>l</sub> | _           | nment Entity<br>ortium | <u>J</u> oint Venture |
| 5a) Taxpayer     | Identification Number:             |                    |          |                                       |        |          |  | 45b) SGIN   | ł                      |                       |
| 3-409953         | 34                                 |                    |          |                                       |        |          |  |             |                        |                       |
| 6) First Nar     | me (if individual):                |                    |          | Mi                                    | :      | Last Na  | ne:  |             |                        | Suffix                |
| 7) Entity Na     | ame (if other than individua       | 1):                |          |                                       |        |          |  |             |                        | I.                    |
| AOL Time         | Warner Inc.                        |                    |          |                                       |        |          |  |             |                        |                       |
| 8) Name of       | Real Party in Interest:            |                    |          |                                       |        |          |  | 49) TIN     |                        |                       |
| 0) Attention     | To:                                |                    |          |                                       |        |          |  | <u> </u>    |                        |                       |

|   | ···   |           |          |                                  |                          |                  |                      |            |  |
|---|---|-----------|----------|----------------------------------|--------------------------|------------------|----------------------|------------|--|
| 51) P.O. Box:   | And   |           |          |                                  |                          |                  |                      |            |  |
| 50) 0:4   | /Or   | c/o       | Time     | me Warner Cable 290 Harbor Drive |                          |                  |                      |            |  |
| 53) City:   |   |           |          |                                  | 54) State:               | 55) Zip:         |                      |            |  |
| Stamford  |   |           |          |                                  | CT                       | 06902            |                      |            |  |
| 56) Telephone Number:   |   |           |          | 57) FA                           |                          |                  |                      |            |  |
| (203) 328-0600  |   |           |          | (203)                            | 328-4840                 |                  |                      |            |  |
| 58) E-Mail Address:   |   |           |          |                                  |                          |                  |                      |            |  |
|   |   |           |          |                                  |                          |                  |                      |            |  |
|   |   |           |          |                                  |                          |                  |                      |            |  |
| Name of Assignee/Transferee Contact   | ct Representative   | (if oth   | er tha   | an Assigi                        | nee/Transferee)*         |                  |                      |            |  |
| 59) First Name:   |   |           | MI:      | Last N                           | lame:                    |                  |                      | Suffix:    |  |
| John  |   |           | R.       | Wiln                             | er                       |                  |                      |            |  |
| 60) Company Name:   |   |           |          |                                  |                          |                  | k                    |            |  |
| Bryan Cave LLP  |   |           |          |                                  |                          |                  |                      |            |  |
| 61) P.O. Box:   | And   | 62)       | Street   | Address:                         |                          |                  |                      | ·          |  |
|   | /Or   | 700       | Thir     | teenth :                         | Street, N.W., S          | uite 700         |                      |            |  |
| 63) City:   |   | ·         |          |                                  | 64) State:               | 65) Zip:         |                      |            |  |
| Washington  |   |           |          |                                  | DC                       | 20005            |                      |            |  |
| 66) Telephone Number:   |   |           |          | 67) FA                           | X:                       |                  |                      |            |  |
| (202) 508-6041  |   |           |          | (202)                            | 508-6200                 |                  |                      |            |  |
| 68) E-Mail Address:   |   |           |          |                                  |                          | ***              |                      |            |  |
| jrwilner@bryancavellp.com   |   |           |          |                                  |                          |                  |                      |            |  |
| *cc: Wayne D. Johnsen, Esq.; W  | ilev Rein & Fie   | lding     | 177      | 6 K Str                          | reet N.W. Was            | chington DC 20   | 1006                 |            |  |
| Alien Ownership Questions (202) 7   | 10.7303   | iunig,    | , . , ,  | o it su                          | 100t, 14. W., Was        | simigion, DC 20  | 7000                 |            |  |
|   |   |           |          |                                  |                          |                  | <u> </u>             |            |  |
| 69) Is the Assignee or Transferee a foreign g   | overnment or the repr   | esentat   | ive of a | any foreigr                      | government?              |                  | ( N) <u>Y</u> es     | <u>N</u> o |  |
| 70) Is the Assignee or Transferee an alien or   | Is the Assignee or Transferee an alien or the representative of an alien? |           |          |                                  |                          |                  |                      | <u>N</u> o |  |
| ) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? |   |           |          |                                  |                          |                  | (·N) <u>Y</u> es     | <u>N</u> o |  |
| 72) Is the Assignee or Transferee a corporati   |   |           |          |                                  |                          |                  |                      |            |  |
| by aliens or their representatives or by a tunder the laws of a foreign country?                  | oreign government or  | represe   | entative | e thereof o                      | or by any corporation o  | rganized         | ( N) <u>Y</u> es     | . No       |  |
|   |   |           |          |                                  |                          |                  | (11)165              | <u> </u>   |  |
| 73) Is the Assignee or Transferee directly or<br>the capital stock is owned of record or vo       | ndirectly controlled by   | any oth   | her cor  | poration o                       | f which more than one    | e-fourth of      |                      |            |  |
| thereof, or by any corporation organized u  | inder the laws of a for   | eign cou  | untry?   | •                                |                          | prosonizave      | $(N)\underline{Y}es$ | <u>N</u> o |  |
| If 'Yes', attach exhibit explaining nature ar   | nd extent of alien or fo  | reign ov  | wnersh   | ip or conti                      | rol.                     |                  |                      |            |  |
|   |   |           |          |                                  |                          |                  |                      | -          |  |
| lasic Qualification Questions   |   |           |          |                                  |                          |                  | -                    |            |  |
| 74) Has the Assignee or Transferee or any pa  |   |           |          |                                  |                          |                  |                      |            |  |
| permit revoked or had any application for<br>permit denied by the Commission?                     | an Hillas, Modification   | OT TENE   | Wall Of  | rcc state                        | on authorization, licen  | se, construction | (N)Yes               | No         |  |
| If 'Yes', attach exhibit explaining circumst  | ances.  |           |          |                                  |                          |                  | ` '-                 | -          |  |
| 75) Has the Assignee or Transferee or any pa  | arty to this application,   | or any    | party d  | lirectly or i                    | ndirectly controlling th | e Assignee or    |                      |            |  |
| Transferee, or any party to this application  | ever been convicted   |           |          |                                  |                          | J                | (N)Yes               | <u>N</u> o |  |
| If 'Yes', attach exhibit explaining circumst  | ances.  |           |          |                                  | ***                      |                  |                      |            |  |
| 6) Has any court finally adjudged the Assign  |   |           |          |                                  |                          |                  |                      |            |  |
| Transferee guilty of unlawfully monopolizing<br>indirectly, through control of manufacture        |   |           |          |                                  |                          |                  |                      |            |  |
| or unfair methods of competition?   |   | aluo, un  |          | , came an                        | angument, or any one     | Si Tricalis      | ( N) <u>Y</u> es     | <u>N</u> o |  |
| If 'Yes', attach exhibit explaining circumsta   | ances.  |           |          |                                  | <u></u>                  |                  |                      |            |  |
| 7) Is the Assignee or Transferee, or any part   | y directly or indirectly  | controlli | ing the  | Assignee                         | or Transferee curren     | tly a party      |                      |            |  |
| in any pending matter referred to in the pro-   | eceding two items?  |           |          | -                                |                          |                  | ( N) <u>Y</u> es     | <u>N</u> o |  |
| If 'Yes', attach exhibit explaining circumsta   |   |           |          |                                  |                          |                  |                      |            |  |
| It should be noted that the Transferee  | is confirming cer   | tain in   | ıform:   | ation set                        | forth in this            |                  |                      |            |  |

\*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.

FCC 603 - Assignment Form February 1999 - Page 3

#### 78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

| Race:      | American Indian or Alaska<br>Native: | Asian:                     | Black or African-<br>American: | Native Hawaiian or Other<br>Pacific Islander: | White: |
|------------|--------------------------------------|----------------------------|--------------------------------|---|--------|
| Ethnicity: | Hispanic or Latino:                  | Not Hispanic or<br>Latino: |                                |   |        |
| Gender:    | Female:                              | Male:                      |                                |   |        |

| Assignor/Transfe           | eror Certification S   | tatements  |     |                                       |                                 |                        |  |  |  |
|----------------------------|--|--|-----|---------------------------------------|---------------------------------|------------------------|--|--|--|
| Communication              | The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998). |  |     |                                       |                                 |                        |  |  |  |
|                            |  | Il statements made in this applied the correct, and made in good |     | nd in the exhibits, attachments, or d | ocuments incorporated by refere | ence are material, are |  |  |  |
| 79) Typed or Printe        | d Name of Party Author   | rized to Sign  |     |                                       |                                 |                        |  |  |  |
| First Name:                |  |  | MI: | Last Name:                            |                                 | Suffix:                |  |  |  |
| Spencer                    |  |  | B.  | Hays                                  |                                 |                        |  |  |  |
| 80) Title:<br>Vice Preside | nt   |  |     |                                       |                                 |                        |  |  |  |
| Signature:                 |  | 11/2   |     |                                       | 81) Da                          | ate:                   |  |  |  |

#### **Assignee/Transferee Certification Statements**

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
  - \* If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

February 9, 2000

| 82) Typed or Printed Name of Party Authorized to S   | sign       |   |   |
|--|------------|---|---|
| First Name:  | MI:        | Last Name:  | Suffix:   |
| Thomas   | W.         | McEnerney   |   |
| 83) Title:   |            |   |   |
| Vice President   |            |   |   |
| Signature: Thomas W. M. Ence   | nea        |   | 84) Date: February 9, 2000  |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR Title 18, Section 1001) AND/OR REVOCATION OF ANY STA AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | ANY ATTACH | MENTS ARE PUNISHABLE BY FINE OR CONSTRUCTION PERMIT (U. | E AND/OR IMPRISONMENT (U.S. Code,<br>S. Code, Title 47, Section 312(a)(1)), |

## Authorizations To Be Assigned or Transferred

| 85)<br>Call Sign                      | 86)<br>Location Number | . 87)<br>Path Number<br>(Microwave only) | 88)<br>Lower or Center<br>Frequency (MHz) | 89)<br>Upper<br>Frequency (MHz) | 90)<br>Constructed<br><u>Y</u> es / <u>N</u> o |
|---------------------------------------|------------------------|--|---|---------------------------------|--|
| WNEW367                               |                        |  |   |                                 | Y  |
| WNEW368                               |                        |  |   |                                 | Y  |
| WNEW370                               |                        |  |   |                                 | Y  |
| WNEW802                               |                        |  |   |                                 | Y  |
|                                       |                        |  |   |                                 |  |
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# **DESCRIPTION OF THE PROPOSED TRANSFER**

Pursuant to an Agreement and Plan of Merger between America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") dated as of January 10, 2000, each of AOL and Time Warner will merge with wholly-owned subsidiaries of a newly formed Delaware corporation, AOL Time Warner Inc. As a result of these mergers, both AOL and Time Warner will become wholly-owned subsidiaries of AOL Time Warner Inc.

The subject licensee is an indirectly controlled affiliate of Time Warner through a chain of intermediate entities. Pursuant to the merger of Time Warner and AOL, the ultimate control of the subject licensee will be transferred from Time Warner to the new AOL Time Warner Inc. The present application seeks FCC consent to that transfer.

FCC 602 Main Form

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

| Applicant/Licensee Information  |                                   |                                  |                   |           |                                       |  |
|---|-----------------------------------|----------------------------------|-------------------|-----------|---------------------------------------|--|
| 1) First Name (if individual):  | MI:                               | Last Name:                       |                   |           | Suffix:                               |  |
| 2) Applicant Name (if entity):  |                                   |                                  | 3) Applicant TIN: |           |                                       |  |
| AOL Time Warner Inc.  |                                   |                                  | 13-4099534        |           |                                       |  |
| Related FCC Regulated Businesses of Applicant/L   | icensee                           |                                  |                   |           |                                       |  |
| 4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary): | Р                                 | 4b)<br>rincipal Business:        | 4c)<br>TIN:       |           | 4d) Percent of nterest Held:          |  |
| SuperStation, Inc.  | Broadca                           | asting                           | 58-1391102        |           | 00                                    |  |
| Time Warner Entertainment Company, L.P.   | Cable T                           | elevision                        | 13-3666692        | •         | 74.49                                 |  |
| Time Warner Entertainment-Advance/ Newhouse Partnership   | Cable T                           | elevision                        | 13-3790433        |           | 66.7                                  |  |
| TWI Cable Inc.  | Cable Television                  |                                  | 59-1353813        | 10        | 100                                   |  |
| Time Warner Telecom Inc.  | Communications Carrier 84-1500624 |                                  |                   |           | 60.65                                 |  |
|   |                                   |                                  |                   |           |                                       |  |
| Signature   |                                   | nterests are indire              |                   | h various | · · · · · · · · · · · · · · · · · · · |  |
| i) Typed or Printed Name of Party Authorized to Sign First Name:  | Subsidia                          | aries and affiliates  Last Name: | •                 |           | Suffix:                               |  |
| i ist realize.  |                                   |                                  |                   |           |                                       |  |
| Thomas  | w                                 | McEnerney                        |                   |           |                                       |  |
| Title: Vice President   |                                   |                                  |                   |           |                                       |  |
|   |                                   |                                  |                   | Date:     |                                       |  |
| Signature: Mumus W- M. End  | uncy                              |                                  |                   | Februar   | y 9 , 200                             |  |
| Failure To Sign This Application May Result In Dismissal Of The Appli   | ication And Forfei                | ture Of Any Fees Paid            |                   |           |                                       |  |

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

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

## Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

|  |                 |                        | 1                                  |                                      |                           |
|--|-----------------|------------------------|------------------------------------|--------------------------------------|---------------------------|
| Disclosable interest Holder's First Name (if individual):     MI:                                  |                 | MI:                    | Last Name:                         |                                      | Suffix:                   |
| None   |                 |                        |                                    |                                      |                           |
| 2) Disclosable Interest Holder's Name (if entity):   |                 |                        |                                    | 3) Disclosable Interest Holder       | 's TIN:                   |
| None   |                 |                        |                                    |                                      |                           |
| 4) Disclosable Interest Holder's Address:  |                 |                        | 10 - 10 - 1 - 1 - 1                |                                      |                           |
|  |                 |                        |                                    |                                      | İ                         |
| 5) Type of Interest in Applicant ( )   | 6) Disclosa     | ble Interest H         | older is a(n): ( )                 | 7) Percent of Interest Held in       | Applicant:                |
| (refer to Instructions for list) (refer to instruction   |                 |                        | or list of codes):                 |                                      |                           |
|  |                 |                        |                                    |                                      |                           |
| 8) Disclosable Interest Holder's Type of Ownership   |                 | 9) Disclosable Interes | t Holder's Country of Citizenship: |                                      |                           |
| (refer to instructions for list):  |                 |                        |                                    |                                      |                           |
|  |                 |                        |                                    |                                      |                           |
| 10) Relationship Description (if the discloseable interes  | est holder is a | an indirect ow         | ner, list path of ownershi         | p from indirect owner to the applica | nt):                      |
|  |                 |                        |                                    |                                      |                           |
|  |                 |                        |                                    |                                      |                           |
| telated FCC Regulated Businesses of Disc   | locable in      | terest Hold            | are (range) for each               | n interest holder identified)        |                           |
| 11a)   | iosable III     | 10103111010            | 11b)                               | 11c)                                 | 11d) ·                    |
| Name and address of all FCC Regulated Busines<br>owned by Disclosable Interest Holder listed in #3 |                 | Pri                    | ncipal Business:                   | TIN:                                 | Percent of Interest Held: |
| additional sheets, if necessary):  | (400            | . '                    |                                    |                                      | miorest ride.             |
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