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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

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 R. Wilner

JRW/vih

Enclosure

jrwl115057/186951v1

THIS CHECK IS VOID IF COPIED OR REPRODUCED IN ANY MANNER. MICROPRINTING IS LOCATED ON THE BACK - HOLD AT AN ANGLE TO VIEW SEAL

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

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

Check Number
25053

February 10, 2000

One Hundred Eighty & 0/100

Net Amount
\$ **\$180.00**

**TO THE
ORDER OF**

Federal Communications
Commission



SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING

⑈0000025053⑈ ⑆054000807⑆ 20667⑈01683409⑈

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

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	() Yes No
5) Does this filing request a waiver of the Commission's rules?	(<u>N</u>) Yes No
6) Are attachments being filed with this application?	(<u>N</u>) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(<u>Y</u>) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(<u>Y</u>) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<u>S</u>)				
<table style="width:100%;"> <tr> <td style="width:50%;"><u>S</u>ale or other assignment or transfer of stock</td> <td style="width:50%;"><u>C</u>ourt Order</td> </tr> <tr> <td colspan="2"><u>O</u>ther (voting trust agreement, management contract, etc.): _____</td> </tr> </table> <p>If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.</p>	<u>S</u> ale or other assignment or transfer of stock	<u>C</u> ourt Order	<u>O</u> ther (voting trust agreement, management contract, etc.): _____	
<u>S</u> ale or other assignment or transfer of stock	<u>C</u> ourt Order			
<u>O</u> ther (voting trust agreement, management contract, etc.): _____				
9) The assignment of authorization or transfer of control of license is:	(<u>V</u>) Voluntary Involuntary			

Licensee/Assignor Information

10a) Taxpayer Identification Number: 06-1516836		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Texas Cable Partners, L.P.			
13) Attention To: Don Sambol			
14) P.O. Box: P.O. Box 6659	And /Or	15) Street Address:	
16) City: Englewood	17) State: CO	18) Zip: 80155	
19) Telephone Number: (303) 799-1200	20) FAX: (303) 799-5651		
21) E-Mail Address:			

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

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

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: 13-3527249			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): Time Warner Inc.					
26) P.O. Box:		And /Or	27) Street Address: 75 Rockefeller Plaza		
28) City: New York			29) State: NY		30) Zip: 10019
31) Telephone Number: (212) 484-8160			32) FAX: (212) 333-3987		
33) E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: John		MI:	Last Name: Wilner		Suffix:
35) Company Name: Bryan Cave LLP					
36) P.O. Box:		And /Or	37) Street Address: 700 Thirteenth Street, N.W., Suite 700		
38) City: Washington			39) State: DC		40) Zip: 20005
41) Telephone Number: (202) 508-6041			42) FAX: (202) 508-6200		
43) E-Mail Address: jrwilner@bryancavellp.com					

Assignee/Transferee Information

44) Assignee is a(n): (<u>C</u>)					
<u>Individual Corporation</u>	<u>Unincorporated Association</u>	<u>Trust Partnership</u>	<u>Government Entity Consortium</u>	<u>Joint Venture</u>	
45a) Taxpayer Identification Number: 13-4099534			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): AOL Time Warner Inc.					
48) Name of Real Party in Interest:				49) TIN	
50) Attention To:					

51) P.O. Box:	And /Or	52) Street Address: c/o Time Warner Cable 290 Harbor Drive
53) City: Stamford	54) State: CT	55) Zip: 06902
56) Telephone Number: (203) 328-0600	57) FAX: (203) 328-4840	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)*

59) First Name: John	MI: R.	Last Name: Wilner	Suffix:
60) Company Name: Bryan Cave LLP			
61) P.O. Box:	And /Or	62) Street Address: 700 Thirteenth Street, N.W., Suite 700	
63) City: Washington	64) State: DC	65) Zip: 20005	
66) Telephone Number: (202) 508-6041	67) FAX: (202) 508-6200		
68) E-Mail Address: jrwilner@bryancavellp.com			

*cc: Wayne D. Johnsen, Esq.; Wiley, Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006

Alien Ownership Questions (202) 719-7303

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(<u>N</u>) Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(<u>N</u>) Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(<u>N</u>) Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<u>N</u>) Yes No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(<u>N</u>) Yes No

Basic Qualification Questions

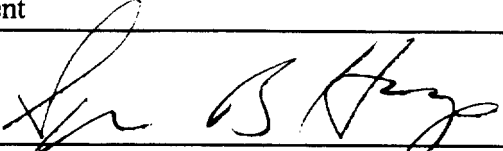
74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No

*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 Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
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 <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 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

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 <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 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.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Thomas	MI: W.	Last Name: McEnemey	Suffix:
83) Title: Vice President			
Signature: 			84) Date: February 9, 2000
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).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed <u>Yes / No</u>
KLH77					Y
KLH78					Y
KLH79					Y

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.

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/Licensee

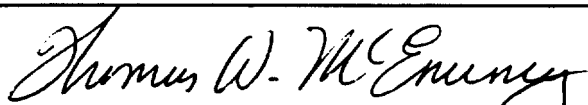
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held: ★
SuperStation, Inc.	Broadcasting	58-1391102	100
Time Warner Entertainment Company, L.P.	Cable Television	13-3666692	74.49
Time Warner Entertainment-Advance/ Newhouse Partnership	Cable Television	13-3790433	66.7
TWI Cable Inc.	Cable Television	59-1353813	100
Time Warner Telecom Inc.	Communications Carrier	84-1500624	60.65

Signature

5) Typed or Printed Name of Party Authorized to Sign

***All % interests are indirectly held through various subsidiaries and affiliates.**

First Name:	MI:	Last Name:	Suffix:
Thomas	W.	McEnerney	
Title:			
Vice President			

Signature:	Date:
	February 9, 2000

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture 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).

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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: 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,



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 BANK ^{Check 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⑈ ⑆054000807⑆ 20667⑈01683409⑈

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # **358130**

PAGE NO. _____ OF _____

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

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

Bryan Cave LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ **165.00**

(4) STREET ADDRESS LINE NO. 1

700 Thirteenth Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20005

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 508-6000

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

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

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

AOL Time Warner Inc.

(12) STREET ADDRESS LINE NO. 1

75 Rockefeller Plaza

(13) STREET ADDRESS LINE NO. 2

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10019

(17) DAYTIME TELEPHONE NUMBER (include area code)

(212) 484-8000

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

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

KLH77

(20A) PAYMENT TYPE CODE (PTC)

C C P M

(21A) QUANTITY

1

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

75.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

KLH78

(20B) PAYMENT TYPE CODE (PTC)

C A P M

(21B) QUANTITY

1

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

45.00

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

KLH79

(20C) PAYMENT TYPE CODE (PTC)

C A P M

(21C) QUANTITY

1

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

45.00

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

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

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 4 3 0 6 0 2 1 6 2

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

APPLICANT TIN

0 1 3 4 0 9 9 5 3 4

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, **John R. Wilner**

(PRINT NAME)

, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE *John R. Wilner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

MONTH YEAR

VISA

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

AUTHORIZED SIGNATURE

DATE

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

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

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: 13-3527249			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): Time Warner Inc.					
26) P.O. Box:		And /Or	27) Street Address: 75 Rockefeller Plaza		
28) City: New York			29) State: NY		30) Zip: 10019
31) Telephone Number: (212) 484-8000			32) FAX: (212) 333-3987		
33) E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: John		MI: R.	Last Name: Wilner		Suffix:
35) Company Name: Bryan Cave LLP					
36) P.O. Box:		And /Or	37) Street Address: 700 Thirteenth Street, N.W., Suite 700		
38) City: Washington			39) State: DC		40) Zip: 20005
41) Telephone Number: (202) 508-6041			42) FAX: (202) 508-6200		
43) E-Mail Address: jrwilner@bryancavellp.com					

Assignee/Transferee Information

44) Assignee is a(n): (<input checked="" type="radio"/>)					
<input type="checkbox"/> Individual Corporation	<input type="checkbox"/> Unincorporated Association Limited Liability Corporation	<input type="checkbox"/> Trust Partnership	<input type="checkbox"/> Government Entity Consortium	<input type="checkbox"/> Joint Venture	
45a) Taxpayer Identification Number: 13-4099534			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): AOL Time Warner Inc.					
48) Name of Real Party in Interest:				49) TIN	
50) Attention To:					

51) P.O. Box:	And /Or	52) Street Address: c/o Time Warner Cable 290 Harbor Drive
53) City: Stamford	54) State: CT	55) Zip: 06902
56) Telephone Number: (203) 328-0600	57) FAX: (203) 328-4840	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)*

59) First Name: John	MI: R.	Last Name: Wilner	Suffix:
60) Company Name: Bryan Cave LLP			
61) P.O. Box:	And /Or	62) Street Address: 700 Thirteenth Street, N.W., Suite 700	
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66) Telephone Number: (202) 508-6041	67) FAX: (202) 508-6200		
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*cc: Wayne D. Johnsen, Esq.; Wiley, Rein & Fielding, 1776 K Street, N.W., Washington, DC 20006

Alien Ownership Questions (202) 719-7303

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(<u>N</u>) Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(<u>N</u>) Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(<u>N</u>) Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<u>N</u>) Yes No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(<u>N</u>) Yes No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No

*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.

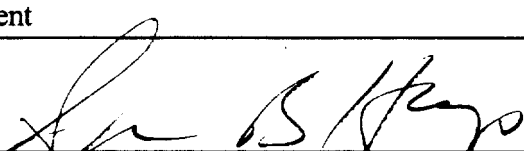
78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
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

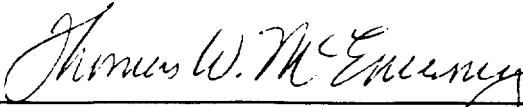
Assignee/Transferee Certification Statements

- 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.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Thomas	MI: W.	Last Name: McEnerney	Suffix:
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83) Title:
Vice President

Signature: 	84) Date: February 9, 2000
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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).

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.

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/Licensee

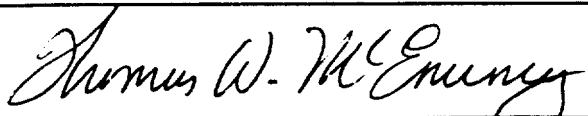
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held: *
SuperStation, Inc.	Broadcasting	58-1391102	100
Time Warner Entertainment Company, L.P.	Cable Television	13-3666692	74.49
Time Warner Entertainment-Advance/ Newhouse Partnership	Cable Television	13-3790433	66.7
TWI Cable Inc.	Cable Television	59-1353813	100
Time Warner Telecom Inc.	Communications Carrier	84-1500624	60.65

Signature

5) Typed or Printed Name of Party Authorized to Sign

***All % interests are indirectly held through various subsidiaries and affiliates.**

First Name:	MI:	Last Name:	Suffix:
Thomas	W.	McEnerney	
Title:			
Vice President			

Signature:	Date:
	February 9, 2000

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture 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).

