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):		1	<u> </u>	3) Disclosable Interest Holder's TIN	:
Zi Discussio inici dell'inici di inici					
None					
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 Applic	ant·
(refer to Instructions for list)	(refer to instr	ructions fo	r list of codes):	, , , disant of masses in a min ppin	- I.
Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable interest Ho	older's Country of Citizenship:	
(Idd Babbooks Id Iss).					
10) Relationship Description (if the discloseable interes	est holder is an in	direct own	er, list path of ownership for	om indirect owner to the applicant):	
,					
Related FCC Regulated Businesses of Disc	losable Intere	st Holde	ers (repeat for each in	terest holder identified)	
11a)			11b)	11c)	11d)
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3	SS8S	Prin	cipal Business:	TIN:	Percent of nterest Held:
additional sheets, if necessary):	,,,,,,				
			•		
			,		
	•				
				,	

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:

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 Time Warner Entertainment-Advance/Newhouse Partnership, licensee of POFS stations WNEX324, WNTL571, WNTF525 and WNER856. 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 Wihen

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186918v1

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

FIRST UNION NATIONAL BANK Number Washington, DC 20006 15-80/540 25052

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

READ INSTRUCTIONS CARE	FULLY		T					_									APPF	OVE	DΒ	Y ON	B 30	60-058
BEFORE PROCEEDING									CATIO					SPI	ECIAL							
				1	CL.				ICE		VICI	Ł										
(1) LOCKBOX # 358130			L			PA	AGE NO). <u> </u>	OF					1+00	USE	ONL	.Y 					
								- PA	YER IN	FORM	ATION		T									
(2) PAYER NAME (if paying by credit Bryan Cave LLP	card, ente	rname	exacti	y as it appe	ars on	your ca	ard)						(3) TOTA	L AMC	TNUC	PAID	(dollar:	s and	cents		80.00
(4) STREET ADDRESS LINE NO. 1	- NI 1	N C		- 700																		00.00
700 Thirteenth Street (5) STREET ADDRESS LINE NO. 2	; I, IV.	V., S	uitt	8 700				_														
(6) CITY								<u> </u>	STATE				1 (0) ZIP C	005							
Washington								D	C					2000								
(9) DAYTIME TELEPHONE NUMBER (202) 508-6000	(include a	rea cod	e)					(10)	COUNT	RY CODE	(if not in	U.S.A.))									
IF P/	YER	MAP	E Al	HT DI	API	PLIC	ANT	NA	ME A	RE DII	FERE	NT,	COM	PLE	TE S	EC	TIO	NB				·
	IF MO	RE T	HAP	ONE					E CON				ETS	(FOF	RM 1	59	<u>-C)</u>					
11) APPLICANT NAME (if paying by cr		enter na	me e						CANT	INFOR	MAIIO	N	L		<u>.</u>							
AOL Time Warner Inc 12) STREET ADDRESS LINE NO. 1	<u>c. </u>																					
75 Rockefeller Plaza																						
(3) STREET ADDRESS LINE NO. 2																						
4) CITY New York		٠						(15) N	STATE			-	1.	3) ZIP (·
7) DAYTIME TELEPHONE NUMBER	(Include a	rea code	2)				\neg		COUNT	RY CODE	(if not in	U.S.A.)		0013								
(212) 484-8000 COMPLETE SECTION	C FOR	FAC	:H 9	FRVICE	i je	MO	DE B	OX	ES AF	E NE	EDEN	1181		MTIN	LLAT	70	N GL	<i>1</i> 661	re /	EOE	NA 4	EQ. (C)
	<u> </u>			1	_				IENT II				<u> </u>	N T III	OAI	10	1 31	ICE	3 (FUN		38-C)
19A) FCC CALL SIGN/OTHER ID WNER856	(20A) F		IT TYP	PE CODE (F	TC)	М	(21A)	QUA	ΥΠΤΥ 4	(22A) I	EE DUE	FOR (F	TC) IN	BLOCK 45 .		FC	USE	ONLY				
(SA) FCC CODE 1	_			1		171	<u> </u>		(24A) F	CC CODE	2			40.	00	<u> </u>						
	(208) 5	AVA451	(T.TVC	E CODE (F	TC)		T		İ	T												
9B) FCC CALL SIGN/OTHER ID WNEX324	P		A	T	T,	М	(218)	QUA	1	(22B) F	EE DUE	FOR (F	ric) in	45.0		FCC	USE	ONLY				
38) FCC CODE 1									(24B) F	CC CODE	2											
9C) FCC CALL SIGN/OTHER ID	(20C) F	AYMEN	IT TYP	E CODE (P	TC)		(21C)	QUAI	NTITY	(22C) F	EE DUE	FOR (P	TC) IN	BLOCK	20C	FCC	USE	ONLY				
WNTF525	Р		<u> </u>	T		M			1	s				45.								
3C) FCC CODE 1									(24C) F	CC CODE	. 2											
9D) FCC CALL SIGN/OTHER ID		T		E CODE (P	TC)	5.5	(21D)	QUAI	_	(22D) F	EE DUE	FOR (P	TC) IN			FCC	USE	ONLY				
WNTL571 3D) FCC CODE 1	Р		<u> </u>		<u> </u>	M	<u> </u>		(24D) F	S CC CODE	2			45.0	00							
	<u> </u>	361	Ю	ND-	TA	XPA	YE	RI														
SANCED TIME		Τ.	Γ_		Ι.		Н			MPLETE TI											Ī	
PAYER TIN 0	4 3	0	6	0 2	11	6 SECT	2		ERTIF	PLIC		1 1	1	0	1	3	4	0	9	9	5	3 4
7) CERTIFICATION STATEMENT	· · · · · · · · · · · · · · · · · · ·					3201	ION		ERIF	CATIC		-	1									
John R. Wilner	AME)				Cer	rtify	unde	r p	enalty	of pe	rju ry t	hat t	he fo						rtin	g inf	orm	ation
re true and correct to the	best	of m	y kn						_					rh	<u>, </u>	u). h	4				
B) MASTERO	ARD/VIS	ACCC	UNT	SECTIO	NF-	CRE	DIT C	AR	D PAYN	MENT II	NFORM	IATIO	N	EXP	IRATIO	DN D	ATE:		<u></u>			
MASTERCARD					T																	
7						AUT	WOB!75	D 0"	CNATIC	-				МО	NTH		EAR					
VISA I hereby authorize the FCI	C to charge	ny VISA d	r MAST	ERCARD		AUN	HURIZE	.U 5#	GNATURE	=					DATE							

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

	pplication Purpose (Select on AA - Assignment of Authorization	AM - Amendm			NT -	Required N	otification (for Co	onsummation o	of Assign	ment or Trans	efer)	
	TC - Transfer of Control	WD - Withdrav	val		EX -	Request fo	Extension of Tin	ne (to Consum	mate Ass	signment or 1	ransfe	er)
2a)	If this request is for an Amendment on file with the FCC.	or Withdrawal, e	nter the	File N	lumber	of the pend	ding application co	urrently		File Number	:	1.
2b)	File numbers of related pending app	olications currently	y on file	with t	he FC	D:			_			
/pe	of Transaction		·									-
3a)	Is this a pro forma assignment of a	uthorization or tran	nsfer of	contr	ol?					(N) <u>Y</u> es	<u>N</u> o
3b)	If the answer to Item 3a is 'yes', is to Commission's forbearance procedu					ction being	filed under the			() <u>Y</u> es	<u>N</u> o
4)	For assignments of authorization or	lly, is this a partition	on and/o	r disa	ggrega	ition?				() <u>Y</u> es	<u>N</u> o
5)	Does this filing request a waiver of t	the Commission's	rules?							(N) <u>Y</u> es	<u>N</u> o
3)	Are attachments being filed with this	s application?								(N) <u>Y</u> es	<u>N</u> o
— 7а)	Does the transaction that is the sub	ject of this applica	ation also	o invo	lve tran	sfer or ass	ignment of other	wireless				
	licenses held by the assignor/transfor commonly controlled entities) that									(Y) <u>Y</u> es	<u>N</u> o
' b)	Does the transaction that is the sub- non-wireless licenses that are not in							d?		(Y) <u>Y</u> es	<u>N</u> o
ans	action Information											****
3)	How will the assignment of authoriza	ation or transfer of	f control	be a	compli	shed? Sele	ect One: (S)					
	Sale or other assignment or transfer	of stock		:	Court (Order						
	Other (voting trust agreement, mana	gement contract,	etc.): _			<u></u>	·					
	If required by applicable rule, attach agreements, instruments, certified c				ow cont	rol is to be	assigned or trans	sferred, along v	with copie	s of any pert	inent c	contract
))	The assignment of authorization or t	ransfer of control	of licens	se is:					(V) <u>V</u> oluntary	Invo	luntary
en	see/Assignor Information	, , , , , , , , , , , , , , , , , , , ,					,					
)a)	Taxpayer Identification Number:							10b) SGIN	l:			
))	3790433 First Name (if individual):				MI:	Last Nan	ne:					Suffix
	Entity Name (if not an individual):											!
	e Warner Entertainment-A	dvance/New	house	e Pa	rtner	ship						
	Sambol											
-	P.O. Box:	-	And	15)	Stree	t Address:						
	. Box 6659		/Or				17) Ctata	·	10\ 7in.			
	City: lewood						17) State:		18) Zip: 30155			
_	Telephone Number:					20) FA						
	3) 799-1200					(303)	799-5651					
	E-Mail Address:			· · · · · ·		1 (202)	, , , , - , , , , , , , , , , , , , , ,					

Race:	American Indian or Alaska Native:	Asian:				ck or Africa erican:		Native Hawaiia Pacific Islande		White:	:
Ethnicity:	Hispanic or Latino:	Not Hispa Latino:	anic or								
Gender:	Female:	Male:									
ransferor	Information (for transfers o	f control on	ıly)		-						
23a) Taxpay	er Identification Number:							23b) SG	IN		
13-35272	49										
24) First Na	ame (if individual):				MI:	Last N	ame:				Suffix:
25) Entity N	lame (if other than individual):						F				<u> </u>
Time Wai	rner Inc.										
26) P.O. Bo	ix:		And	27)	Street	Address:				····	
			/Or	75 F	Rocke	efeller F	Plaza				
28) City:							29) State:		30) Zip:		
New Yorl		·					NY		10019		
31) Telepho						32) FA	X:				
(212) 484 33) E-Mail A						(212)	333-3987				
	nsferor Contact Represen	itative (if of	ther tha	an Tra		<u> </u>		ntrol only)			0.75
34) First Na		ntative (if of	ther tha	<u>" </u>	nsfero MI: R.	or) (for tra	ame:	ntrol only)			Suffix:
34) First Na John	me:	itative (if o	ther tha	<u>" </u>	MI:	Last Na	ame:	ntrol only)			Suffix:
34) First Na John 35) Compan Bryan Cav	me: ny Name: ve LLP	ntative (if o	ther tha	<u>" </u>	MI:	Last Na	ame:	ntrol only)			Suffix:
34) First Na John 35) Compan Bryan Cav	me: ny Name: ve LLP	ntative (if o	And	37)	MI: R.	Wilne Address:	ame:				Suffix:
34) First Na John 35) Compan Bryan Cav 36) P.O. Boo	me: ny Name: ve LLP	ntative (if of		37)	MI: R.	Wilne Address:	ame: er Street, N.W				Suffix:
John Solution Solutio	me: ny Name: ve LLP x:	ntative (if o	And	37)	MI: R.	Wilne Address:	Street, N.W		40) Zip:		Suffix:
John John SS) Compan Bryan Cav SS) P.O. Box SS) City: Washingto	me: ny Name: ye LLP x:	ntative (if of	And	37)	MI: R.	Wilne Address:	Street, N.W 39) State: DC				Suffix:
John John Signatur Cav Signatur	me: ny Name: /e LLP x: on ne Number:	ntative (if o	And	37)	MI: R. Street A	Last Na Wilne Address: eenth S	Street, N.W 39) State: DC		40) Zip:		Suffix:
John Solution Solutio	me: ny Name: ye LLP x: on ne Number: -6041	ntative (if of	And	37)	MI: R. Street A	Last Na Wilne Address: eenth S	Street, N.W 39) State: DC		40) Zip:		Suffix:
John John Signature (202) 508- Signature (202) 508- John Signature (202) 508- John First Na John Fir	me: ny Name: /e LLP x: on ne Number: -6041 address:	ntative (if o	And	37)	MI: R. Street A	Last Na Wilne Address: eenth S	Street, N.W 39) State: DC		40) Zip:		Suffix:
John John Si Compan Bryan Cav Si P.O. Box Si City: Washingto Telephor (202) 508- Si E-Mail A	ny Name: /e LLP x: On ne Number: -6041 ddress: bryancavellp.com	ntative (if of	And	37)	MI: R. Street A	Last Na Wilne Address: eenth S	Street, N.W 39) State: DC		40) Zip:		Suffix:
John John John John John John John John	on one Number: -6041 -ddress: -bryancavellp.com		And /Or	37) 700	MI: R. Street A Thirt	Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC X: 508-6200	., Suite 70	40) Zip: 20005		
John John Si) Compan Bryan Cav Si) P.O. Bos Si) City: Washingto Telephor (202) 508- Si) E-Mail A rwilner@l ssignee/Tra Assignee	ny Name: /e LLP x: On ne Number: -6041 address: bryancavellp.com ansferee information e is a(n): (C) individual Corporation	<u>U</u> r	And	37) 700	MI: R. Street A Thirte	Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC	Gover	40) Zip: 20005	Joint	Suffix:
John John John John John John John John	me: ny Name: ye LLP x: nne Number: -6041 address: bryancavellp.com ansferee Information e is a(n): (C) Individual Corporation r Identification Number:	<u>U</u> r	And //Or	37) 700	MI: R. Street A Thirte	Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC X: 508-6200	., Suite 70	40) Zip: 20005	Joint	
John John Si) Compan Bryan Cav Si) P.O. Box Si) City: Washingto Telephor (202) 508- Si) E-Mail A rwilner@l ssignee/Tra Assignee 13-409953	me: ny Name: /e LLP x: on ne Number: -6041 address: bryancavellp.com ansferee Information e is a(n): (C) Individual Corporation r identification Number:	<u>U</u> r	And //Or	37) 700	MI: R. Street A Thirte	Last Na Wilne Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC X: 508-6200	Gover	40) Zip: 20005	Joint	t Venture
John John Si) Compan Bryan Cav Si) P.O. Box Si) City: Washingto Telephor (202) 508- Si) E-Mail A rwilner@l ssignee/Tra Assignee 13-409953	me: ny Name: ye LLP x: nne Number: -6041 address: bryancavellp.com ansferee Information e is a(n): (C) Individual Corporation r Identification Number:	<u>U</u> r	And //Or	37) 700	MI: R. Street A Thirte	Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC X: 508-6200	Gover	40) Zip: 20005	Joint	
John John John John John John John John	me: ny Name: /e LLP x: on ne Number: -6041 address: bryancavellp.com ansferee Information e is a(n): (C) Individual Corporation r identification Number:	<u>U</u> r	And //Or	37) 700	MI: R. Street A Thirte	Last Na Wilne Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC X: 508-6200	Gover	40) Zip: 20005	Joint	t Venture
John So Compan Bryan Cav Compan Bryan Cav Compan Bryan Cav Compan Comp	me: my Name: ye LLP x: on ne Number: -6041 address: bryancavellp.com ansferee Information e is a(n): (C) Individual Corporation r Identification Number: 34 me (if individual):	<u>U</u> r	And //Or	37) 700	MI: R. Street A Thirte	Last Na Wilne Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC X: 508-6200	Gover	40) Zip: 20005	Joint	t Venture
John John Si) Compan Bryan Cav Si) P.O. Bos Si) City: Washingto Telephor (202) 508- Si) E-Mail A rwilner@l ssignee/Tra A) Assignee 13-409953 6) First Nar AOL Time	me: my Name: ye LLP x: on ne Number: -6041 address: bryancavellp.com ansferee Information e is a(n): (C) Individual Corporation r Identification Number: 34 me (if individual): ame (if other than individual):	<u>U</u> r	And //Or	37) 700	MI: R. Street A Thirte	Last Na Wilne Address: eenth S 42) FAX (202) 5	Street, N.W 39) State: DC X: 508-6200	Gover	40) Zip: 20005	Joint	t Venture

51)	P.O. Box:	And	1 1		Address				
		/Or	c/o 7	Γime	Warn	er Cable 290 F	Iarbor Drive		
53)	City:					54) State:	55) Zip):	
Star	mford					CT	06902		
56)	Telephone Number:				57) FA	X:			
(203)	3) 328-0600				(203)	328-4840			
58)	E-Mail Address:								
Name	of Assignee/Transferee Contact Represe	entative	(if othe	er tha	n Assig	nee/Transferee)*			
	First Name:		<u> </u>	MI:	Last N				Suffix:
Johi	n			R.	Wiln	er			
	Company Name:				<u> </u>			1	
Bry	an Cave LLP								
•	P.O. Box:	T	62) 5	Street .	Address				
•		And /Or	700	Thirt	eenth	Street, N.W.,	Suite 700		
63) (City:		700			64) State:	65) Zip	•	
	shington					DC	20005	•	
	Felephone Number:			— Т	67) F		20003		
	2) 508-6041				-	508-6200			
`	E-Mail Address:				(202)	300-0200			
,	lner@bryancavellp.com								
<u> </u>		- E.	1.1'	122	C 72 C4	. >7.337. 337	1' . DC	20006	
	Wayne D. Johnsen, Esq.; Wiley, Rein	i & Fie	laing,	1//	b K St	reet, N.W., W	ashington, DC 2	20006	
4110H	Ownership Questions (202) 719-7303								
69) ls	s the Assignee or Transferee a foreign government of	or the repr	resentativ	ve of a	ny foreig	n government?		(N) <u>Y</u> e	5 <u>N</u> o
70) Is	s the Assignee or Transferee an alien or the represer	ntative of	an alien?	?				(N) <u>Y</u> e	s <u>N</u> o
71) ls	s the Assignee or Transferee a corporation organized	1 under th	ne laws o	fany f	oreign g	overnment?		(N) <u>Y</u> e	s <u>N</u> o
72) is	s the Assignee or Transferee a corporation of which	more than	n one-fift	h of th	e capital	stock is owned of re	cord or voted		· · · · · · · · · · · · · · · · · · ·
b	y aliens or their representatives or by a foreign gover				•			N.T.	
u	inder the laws of a foreign country?							(N) <u>Y</u> e∈	<u>N</u> o
	s the Assignee or Transferee directly or indirectly cor								
	he capital stock is owned of record or voted by aliens hereof, or by any corporation organized under the law				r by a fo	reign government or	representative	(N) Y es	. No
	f 'Yes', attach exhibit explaining nature and extent of a				ip or cont	trol.		(11)][. <u>14</u> 0
lasic	Qualification Questions								
74) [les the Assistance or Transferre or any party to this or		had any	ECC	ototion o	uthorization liganos	or construction		
	las the Assignee or Tran sferee or any party to this ap ermit revoked or had any application for an initial, mo								
	ermit denied by the Commission?							(N) <u>Y</u> es	. <u>N</u> o
	'Yes', attach exhibit explaining circumstances.								
	as the Assignee or Transferee or any party to this ap						the Assignee or	, NI was	••-
	ransferee, or any party to this application ever been of 'Yes', attach exhibit explaining circumstances.	CONVICTED	of a feloi	ny by a	any state	or tederal court?		(N) <u>Y</u> es	. No
	las any court finally adjudged the Assignee or Transf ransferee guilty of unlawfully monopolizing or attemp								
iπ	ndirectly, through control of manufacture or sale of rac	-	-				-	. NI	
	r unfair methods of competition? 'Yes', attach exhibit explaining circumstances.							(N) <u>Y</u> es	<u>N</u> o
	, and or write explaining of complaines.								-
	s the Assignee or Transferee, or any party directly or i	-	controllin	ng the	Assigne	e or Transferee curr	ently a party	(N)Yes	No
	any pending matter referred to in the preceding two "Yes", attach exhibit explaining circumstances.	HOIR!						(1 1) <u>1</u> es	<u>13</u> 0
	ould be noted that the Transferee is confirm	ning oc	rtain in	form	tion or	t forth in thin			
	ation and will provide the Commission with						ssarv.	FCC 603 - Assi	gnment For 1999 - Page
–	- I- >		r				··- 🗸 ·	repruary	.ooo - rayt

/8) Race,	Ethnicity, and Gender of As	ssignee/Transferee (O	ptional):		
Race:	American Indian or Alaska Native:	Asian:	Black or African- American:	Native Hawaiian or Other Pacific Islander:	White:

Race:	Native:	Asian:	4
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	
Gender:	Female:	Male:	7

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.

791	Typed or Printed	Name r	√f Part∨	Authorized to Sign	
~,	1 1 2 2 2 2 2 1 1 1 1 1 1 1 2 2	1101110	<i>.,</i>	rigation according to	

First Name:	MI:	Last Name:	Suffix:
Spencer	В.	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. § 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.	McEnerney	
83) Title:			
Vice President			
Signature:	W. W. Enun		84) Date:
()TilMees l	v. in Mun	4	February 1, 2000

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 Yes / No
WNEX324					Y
WNTL571					Y
WNTF525					Y
WNER856					Y
<u> </u>					
			. ,		

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):	М	11:	Last Name:			Suffix:
2) Applicant Name (if entity):			1	3) Applicant TIN:		
AOL Time Warner Inc.				13-4099534		
Related FCC Regulated Businesses of Applicant/Li	icensee					
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):		Pri	4b) incipal Business:	4c) TIN:	•	
SuperStation, Inc.	Broa	adca	sting	58-1391102	10	0
Time Warner Entertainment Company, L.P.	Cable Television			13-3666692	7	' 4.49
Time Warner Entertainment-Advance/		_				
Newhouse Partnership	Cabl	e Te	elevision	13-3790433	6	66.7
TWI Cable Inc.	Cable Television			59-1353813	10	0
Time Warner Telecom Inc.	Com	mur	nications Carrier	84-1500624	6	0.65
				· · · · · · · · · · · · · · · · · · ·		
Signature 5) Typed or Printed Name of Party Authorized to Sign			terests are indirectives and affiliates.	•	h various	
First Name:	MI	:	Last Name:			Suffix:
Thomas	И	<u>v. </u>	McEnerney			
Title: Vice President						
Signature: Thomas W- W. Ene	ing	4			Date:	9 0000
	+(-	_			rebruar	/ ¶ , 2000
Failure To Sign This Application May Result In Dismissal Of The Application	cation And I	Forfeitu	re Of Any Fees Paid			1

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 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)

	duai):	MI: Last Name:			Suffix:			
None								
Disclosable Interest Holder's Name (if entity):		<u> </u>		3) Disclosable interest Holder's Til				
None								
4) Disclosable Interest Holder's Address:								
Type of Interest in Applicant () (refer to Instructions for list)			ider is a(n): () list of codes):	7) Percent of Interest Held in Applicant:				
(1000 to include and ion)	(1010 10101	20201010	10. G. GGGG/.					
			•					
8) Disclosable Interest Holder's Type of Ownership			9) Disclosable Interest H	iolder's Country of Citizenship:				
(refer to instructions for list):								
10) Relationship Description (if the discloseable interes	est holder is an in	direct own	er, list path of ownership f	rom indirect owner to the applicant):				
			· · · · · · · · · · · · · · · · · · ·					
Related FCC Regulated Businesses of Disc	losable Intere	st Holde						
11a) Name and address of all FCC Regulated Busines	SS es	Prin	11b) cipal Business:	11c) TIN:	11d) Percent of			
owned by Disclosable Interest Holder listed in #3		1	Interest Held:					
additional sheets, if necessary):	,			ļ ·	massined.			
additional sheets, if necessary):	,				illia est Fleid.			
additional sheets, if necessary):					mid St Hou.			
additional sheets, if necessary):					muo ost i nord.			
additional sheets, if necessary):					mus ost rions.			
additional sheets, if necessary):					miles est Field.			
additional sheets, if necessary):			-		mus ost rions.			
additional sheets, if necessary):								
additional sheets, if necessary):								
additional sheets, if necessary):			-		initio ost i loru.			
additional sheets, if necessary):					into ost rion.			
additional sheets, if necessary):					into ost riord.			
additional sheets, if necessary):					into ost riord.			
additional sheets, if necessary):								
additional sheets, if necessary):					THE COST FIGURE			
additional sheets, if necessary):					·			
additional sheets, if necessary):								
additional sheets, if necessary):								

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

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

RIYADH, SAUDI ARABIA

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 CNN America, Inc., licensee of POFS stations WNES530, WNTR903, WNTV347, WNTV348 and WPOQ933. The Transferor is Time Warner Inc.; the Transferee is AOL Time Warner Inc.

This firm's check in the amount of \$225.00 in payment of the requisite filing fees is submitted with the enclosed FCC Forms 159/159-C.

Should there be any questions concerning this matter, please communicate with the undersigned.

Very truly yours,

Asha R W. han

John R. Wilner

JRW/vih

Enclosure

jrw/115057/186950v1

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

FIRST UNION NATIONAL BANKheck Number Washington, DC 20006 15-80/540 25061

February 10, 2000

Two Hundred Twenty Five & 0/100

Net Amount \$225.00

TO THE ORDER OF

Federal Communications
Commission

SIGNATURE HAS A COLORED BACKGROUND . BORDER CONTAINS MICROPRINTING

"0000025061" 1:05400080?1: 2066?"01683409"

READ INSTRUCTIONS CARE BEFORE PROCEEDING	EFULLY		FEI	DERA	T CC	омми	UNICAT	TION	S COMMIS	SSION		APPI	ROVED	BY.O	1B 3	060-0589
									ADVIC		SPECIA	L USE				
(1) LOCKBOX # 358130					PA	AGE NO	1	. OF _	2		FCC US	E ONLY				
	***		-,		OTIC	201.4	544									
(2) PAYER NAME (if paying by credit		ame exacti	y as it appe				PAYER	RINF	ORMATIO	<u> </u>	(3) TOTAL AN	OUNT PAID	(dollare	and cools	,	
Bryan Cave LLP		· · · · · · · · · · · · · · · · · · ·									s S		(dollars)	and cents		235.00
(4) STREET ADDRESS LINE NO. 1 700 Thirteenth Street	et, N.W	., Suite	e 700													
(5) STREET ADDRESS LINE NO. 2																
(6) СПҮ Washington							(7) STA	TE			(8) ZIP CODE 20005				_	
(9) DAYTIME TELEPHONE NUMBER (202) 508-6000	(Include area	a code)						UNTR	Y CODE (if not	in U.S.A.)						
IF P/	AYER NA	AME AI	ND THE	APF	LIC	ANT	NAME	AR	E DIFFER	RENT, CO	OMPLETE	SECTIO	NB			
	IF MOR	E IHAI	1						NEORMATI		rs (FORM	159-C)	·			
11) APPLICANT NAME (if paying by cr		ter name e						141 1	TORMAII	ON	<u> </u>	····				
AOL Time Warner Inc 12) STREET ADDRESS LINE NO. 1		-														
75 Rockefeller Plaza 13) STREET ADDRESS LINE NO. 2	<u> </u>															
14) CITY							(15) STA	TE	. ,		(16) ZIP CODE					
New York							NY				10019	•				
(212) 484-8000	(Include area	code)					(18) COL	JNTR	CODE (if not i	in U.S.A.)						
COMPLETE SECTION	C FOR E	ACH S	ERVIC	E, IF	MO	RE B	OXES	AR	E NEEDEI	D, USE (CONTINUA	TION SI	HEET:	FOF	RM 1	59-C)
					TION				FORMATIO		,					
19A) FCC CALL SIGN/OTHER ID WNES530	(20A) PA	MENT TYP	T		М	(21A)	QUANTT	′ ₄	(22A) FEE DU	JE FOR (PTC	in BLOCK 20A 45.00	FCC USE	ONLY			
23A) FCC CODE 1	Ļ •		•		100	<u> </u>	(24	A) FC	C CODE 2		45.00					
9B) FCC CALL SIGN/OTHER ID	(20B) PA)	MENT TYP	E CODE (F	PTC)		(218)	QUANTIT	, 1	(22B) SEE OU	E COR (RTC) IN BLOCK 20B] = 00 · 10 =				
WNTR903	Р	Α	T		M	(218)	QUANTI	1	\$	E FOR (FIC	45.00	PCC USE	UNILY			
23B) FCC CODE 1							(24	B) FC	C CODE 2							
9C) FCC CALL SIGN/OTHER ID		MENT TYP	E CODE (F			(21C)	QUANTIT	′	(22C) FEE DU	E FOR (PTC) IN BLOCK 20C	FCC USE	ONLY			
WNTV347 3C) FCC CODE 1	Р	Α	T		M		Lou		S C CODE 2		45.00					
30) FCC CODE 1							(24	C) FC	C CODE 2							
9D) FCC CALL SIGN/OTHER ID		MENT TYP	E CODE (F			(21D)	CITTNAUC		(22D) FEE DU	E FOR (PTC	IN BLOCK 20D	FCC USE	ONLY			
WNTV348 3D) FCC CODE 1	Р	<u> </u>			M		/241		S CODE 2		45.00	l		···.		
							1,24	5,. 0	00002							
	*	CTIO	ND-	TA	(PA	YEF	_				QUIRED	<u> </u>				
5)						\dashv	1 ' '				PLICANT NAME IN	8-11 IS DIFFE	RENT FRO	M PAYER N	AME :N	A-2)
PAYER TIN 0	4 3	0 6	0 2		6	2			LICAN	IT TIN	0 1	3 4	0 9	9	5	3 4
7) CERTIFICATION STATEMENT John R. Wilner									CATION	46.46	Sansalr-			ine i-	ia	
(PRINT NA		i mu ba									foregoing	//	•	ing in	orm	ation
te true and correct to the	DUST O				_				ENT INFOR		1			·		
	ARDVISA A	CCOUNT	NUMBER:		T			T			EXPIRAT	ON DATE:]			
MASTERCARD										MONTH	YEAR					
VISA ! hereby authorize the FCC	C to charge my	VISA or MAST	ERCARD		AUTI	HORIZE	D SIGNAT	URE			DAT					
				_	Ī											1

									<u> </u>		APPR	OVED	BY OM	B 30€	0-0589
REMITTANC	E A	DVICE	E (Co	ntinu	ıatio	on S	heet)			Р	AGE NC	o. _2 _	_OF	2
	U	SE THIS	SECTION	N ONLY	FOR	EACH	ADD	ITION	IAL AF	PLICA	ANT	······································			
	8	SEC	TION BB	- ADDIT	IONAL	APPL	ICANT	INFO	RMATI	ON					
(11) APPLICANT NAME (if paying by	credit card	, enter nam e exa	ictly as it appe	ars on your	card)										
AOL Time Warner I	nc.														
(12) STREET ADDRESS LINE NO. 1		<u></u>													
75 Rockefeller Plaz	a:														
(13) STREET ADDRESS LINE NO. 2															
(14) CITY						(15) ST	ATE						(16) ZIP C	ODE	
New York						NY							10019	.	
17) DAYTIME TELEPHONE NUMBER (Include area code)							UNTRY C	ODE (if n	ot in U.S.A.	.)			10013	,	
(212) 484-8000															
IF MORE BOXES AR	E NEE	DED HEI	E ADDIT	IONAL	ECC :	150.C	CONT	IMILA	TION	PUEET	re TO	LICT	EACH	eedi.	nce -
IF MORE BOXES AR	E NEE	DED, USE		ION CC						THEE	13 10	LIST	EACH	SERV	/ICE
(19A) FCC CALL SIGN/OTHER ID	(20A) F	PAYMENT TYPE				QUANTIT			FEE DUE	FOR (PTC) IN BLOC	K 20A	FCC US	FONLY	
(,		<u> </u>	T	T	7			(,			,				
WPOQ933	P	Α	T	M			1	s				45.00		i.	
(23A) FCC CODE 1					(24A)	FCC COD	E 2								
(19B) FCC CALL SIGN/OTHER ID	(20B) F	PAYMENTTYPE	CODE (PTC)		(21B)	QUANTIT	′	(228)	FEE DUE	FOR (PTC) IN BLOC	K 20B	FCC US	E ONLY	
	1														
(238) FCC CODE 1			1	<u> </u>	(248)	FCC COD	E 2	\$	·				<u> </u>		
(23B) FCC CODE 1					(246)		- 2								
	<u>,</u>														
(19C) FCC CALL SIGN/OTHER ID	(20C) P	PAYMENT TYPE	CODE (PTC)	т	(21C)	QUANTIT	•	(22C)	FEE DUE F	FOR (PTC)	IN BLOCI	₹20C	FCC US	EONLY	
								.							
(23C) FCC CODE 1	<u></u>		<u> </u>	<u> </u>	(24C)	FCC COD	E 2	1 *					1		
(19D) FCC CALL SIGN/OTHER ID	1 (200) F	PAYMENTTYPE	CODE (PTC)		(210)	QUANTIT	,	(22D)	FEE DUE F	OR (PTC	IN BLOCA	C 20D	FCC USI	EONLY	
(150) 1 55 57 22 515155 11 21 15	(255)		T	T			•	,,							
								s							
(23D) FCC CODE 1					(24D)	FCC COD	E 2								
	2007		SECTIO	ON DD -	TAXP	AYERI	NFOR	OITAN	N						
(25) COMPLETE THIS BLOCK ONLY	IF SECTION	N 88 IS APPLICA	ABLE										,		
APP	LIC	ANT	TIN			0	1	3	4	0	9	9	5	3	4

FCC FORM 159-C JULY 1997 (REVISED)

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

	Application Purpose (Select or	my 51.6) (10)								
	AA - Assignment of Authorization TC - Transfer of Control	AM - Amendme WD - Withdrawa		NT - EX -	Required N Request for	otification (for C Extension of Ti	onsummatic me (to Cons	on of Assignment or summate Assignmen	Transfer) t or Transfe	er)
2a)	If this request is for an Amendment on file with the FCC.	t or Withdrawal, ent	er the F	ile Number	of the pend	ling application	currently	File Nur	nber:	
2b)	File numbers of related pending ap	plications currently	on file w	ith the FC	C:					
Гуре	of Transaction									
3a)	Is this a pro forma assignment of a	uthorization or trans	fer of co	ontrol?					(N) <u>Y</u> es	<u>N</u> o
3b)	If the answer to Item 3a is 'yes', is t 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 partition	and/or	disaggrega	ation?				() <u>Y</u> es	<u>N</u> o
5)	Does this filing request a waiver of t	the Commission's r	ıles?						(N)Yes	<u>N</u> o
6)	Are attachments being filed with this	s application?							(N) <u>Y</u> es	<u>N</u> o
7a)	Does the transaction that is the sub licenses held by the assignor/transf or commonly controlled entities) that	eror or affiliates of t	ne assig	nor/transfe	eror (e.g., pa	erents, subsidia	ries,	?	(Y) <u>Y</u> es	<u>N</u> o
7b)	Does the transaction that is the sub- non-wireless licenses that are not in					•	ed?		(Y) <u>Y</u> es	<u>N</u> o
ran	saction Information									
8)	Eale or other assignment or transfer Other (voting trust agreement, mana	of stock	c.):	<u>C</u> ourt (sferred, alor	ng with copies of any	pertinent o	
	If required by applicable rule, attach agreements, instruments, certified c			n how cont	rol is to be	ssigned or train	r		, , , , , , , , , , , , , , , , , , , ,	ontracts,
9)		opies of Court Orde	rs, etc.		rol is to be	assigned or train	·	(V) <u>V</u> olur	ntary <u>i</u> nvo	
	agreements, instruments, certified of the assignment of authorization or the authorization or the authorization of authorization or the authorization of authorization or the authorization or the authorization or the authorization of authorization or the authorization or the authorization or the authorization of authorization or authoriz	opies of Court Orde	rs, etc.		rol is to be	assigned or train		(^V) <u>V</u> olui	•	
icer	agreements, instruments, certified o	opies of Court Orde	rs, etc.		rol is to be	assigned or train	10b) So		•	
icer 10a) 58-	The assignment of authorization or t see/Assignor Information Taxpayer Identification Number:	opies of Court Orde	rs, etc.		Last Nam				•	
(0a) (58-	agreements, instruments, certified of the assignment of authorization or the assignor Information Taxpayer Identification Number: 1762590 First Name (if individual): Entity Name (if not an individual):	opies of Court Orde	rs, etc.	is:					•	luntary
0a) 58- 1) (2)	agreements, instruments, certified of the assignment of authorization or the assignment of the authorization Number: 1762590 First Name (if individual): Entity Name (if not an individual): N. America, Inc.	opies of Court Orde	rs, etc.	is:					•	luntary
10a) 58- 11) 12) CN:	agreements, instruments, certified of the assignment of authorization or the assignment of the assignment of the authorization Number: 1762590 First Name (if individual): Entity Name (if not an individual): N. America, Inc. Attention To:	opies of Court Orde	rs, etc.	is:					•	luntary
(0a) (58- (1) (2) (CN) (3) (Lou	agreements, instruments, certified of the assignment of authorization or the assignment of the authorization Number: 1762590 First Name (if individual): Entity Name (if not an individual): N. America, Inc.	ransfer of control of	icense	is:	Last Nam				•	luntary
(0a) 58- (1) (2) (2) (2) (3) (4)	agreements, instruments, certified of the assignment of authorization or the assignment of authorization or the assignor Information Taxpayer Identification Number: 1762590 First Name (if individual): Entity Name (if not an individual): N. America, Inc. Attention To: ise S. Sams	ransfer of control of	license	MI:	Last Nam	e:			•	luntary
10a) 58- 11) (2) (2) (2) (3) (4) (4) (6)	agreements, instruments, certified of the assignment of authorization or the assignment of the authorization Number: 1762590 First Name (if individual): Entity Name (if not an individual): N. America, Inc. Attention To: ise S. Sams P.O. Box: Box 105573 City:	ransfer of control of	license	MI:	Last Nam	e: 17) State:		GIN: 18) Zip:	•	luntary
(10a) 58- (11) (2) (2) (3) (3) (4) (4) (4) (6) (6) (6)	agreements, instruments, certified of the assignment of authorization or the assignment of the assignment	ransfer of control of	license	MI:	Last Nam t Address: N Plaza	e: 17) State: GA		GIN:	•	luntary
(0a) 58- (1) (2) (CN) (3) (3) (4) (P.O) (6) (Atla	agreements, instruments, certified of the assignment of authorization or the assignment of the authorization Number: 1762590 First Name (if individual): Entity Name (if not an individual): N. America, Inc. Attention To: ise S. Sams P.O. Box: Box 105573 City:	ransfer of control of	license	MI:	Last Nam t Address: N Plaza	e: 17) State: GA		GIN: 18) Zip:	•	luntary

		<u>"T" </u>			T			r			T	
Race:	American Indian or Alaska Native:	Asian:			1 .	k or Africa erican:	יחב		e Hawaiian ic Islander:		White:	
Ethnicity:	Hispanic or Latino:	Not Hispa Latino:	anic or									
Gender:	Female:	Male:										
Transferor I	nformation (for transfers o	f control on	ıly)									
23a) Taxpaye	er Identification Number:						***		23b) SGII	V		
13-35272	49											
24) First Na	me (if individual):				MI:	Last Na	ame:	! <u> </u>				Suffix:
25) Entity N	ame (if other than individual):			1		<u> </u>	- 4.					<u> </u>
Time War	mer Inc.											
26) P.O. Bo			And	27)	Street	Address:						
			/Or	75 F	Rocke	efeller F	laza					
28) City:			1	1			29) State	3 :		30) Zip:		
New Yorl	C						NY		İ	10019		
31) Telepho	ne Number:					32) FA	X:		L			
(212) 484	-8000					(212)	333-3987	7				
	33) E-Mail Address:											
Name of Tra	nsferor Contact Represen	tativa (if o	than the	an Trai	neforo	r) (for tr	nefore of	contro	Lonka			
34) First Na		itative (ii o	ui oi uic	111111111	MI:	Last Na		COMITO	i Oray)			Suffix:
John	ino.				R.	Wilne						Julia.
35) Compan	v Name			i	Κ.	Willie	L 		· · · · · · · · · · · · · · · · · · ·			
Bryan Cav												
36) P.O. Box				37)	Street /	Address:						
			And /Or				treet, N.	W., 5	Suite 700)		
38) City:				700	111111		39) State		Julio 70	40) Zip:		
Washingto	าท						DC			20005		
41) Telephor						42) FAX						
(202) 508-							508-6200)				
43) E-Mail A						(/			······································		, , , , , , , , , , , , , , , , , , , 	
irwilner@l	oryancavellp.com											
<u> </u>												
	insferee information (C) Individual	11	nincorpo	rated A	eeocia	tion	Trust		Goer	nment Entity	loini	t Venture
44) Assigne	Corporation	_	mited Li				Partner:	ship	Consc	•	<u> </u>	. Ventare
45a) Taxpave	Identification Number:			•				14	5b) SGIN			
13-409953									,			
	ne (if individual):				MI:	Last Na	me:	L_			1	Suffix:
,0, , ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	in (in increase).											
47) Entity Na	ame (if other than individual):										1	
	Warner Inc.											
	Real Party in Interest:							4	9) TIN			
-,	and the second s											
50) Attention	То:											

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

_									
51)	P.O. Box:	And	1		Address:				
		/Or	c/o	Time	Warne	er Inc., 75 Roo	kefeller Plaza		
53)	City:					54) State:	55) Zip:		
N	ew York					NY	10019		
56)	Telephone Number:				57) FA	X:			
(2	12) 484-8000				(212):	333-3987			
58)	E-Mail Address:								
L		1,80							-
Nan	ne of Assignee/Transferee Contact Represen	tative	(if oth	er tha	n Assiar	nee/Transferee*			
	First Name:		(0 1	MI:	Last N				Suffix:
Jo				R.	Wilne			٦	Julia.
	Company Name:			1	1 1111	<u> </u>			
	yan Cave LLP								
	P.O. Box:		62)	Chand	A didasas:				
01)	P.O. Box:	And	,		Address:		7 6		
201	O'1-	/Or	700	1 nirt	eentn :	Street, N.W., S			
	City:					64) State:	65) Zip:		
	ashington					DC	20005		
	Telephone Number:			j	67) FA				
	2) 508-6041				(202)	508-6200			_
•	E-Mail Address:								
jrw	ilner@bryancavellp.com								
*cc	: Wayne D. Johnsen, Esq.; Wiley, Rein	& Fiel	lding,	1776	6 K Str	eet, N.W., Wa	shington, DC 20	0006	
	Ownership Questions (202) 719-7303					,	3 , - ·		
	Is the Assignee or Transferee a foreign government or	the repre	esentati	ive of a	ny foreign	government?		(N)Yes	No
	Is the Assignee or Transferee an alien or the representa							(N) <u>Y</u> es	
71)	Is the Assignee or Transferee a corporation organized u	under the	e laws (of any f	oreign go	vernment?		.(N) <u>Y</u> es	
72)	Is the Assignee or Transferee a corporation of which m	ore than	one-fif	th of th	e canital s	stock is award of re	cord or voted		
, 2,	by aliens or their representatives or by a foreign governr								
	under the laws of a foreign country?							(N) <u>Y</u> es	<u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly contr	olled by	any oth	ner com	oration o	f which more than o	ne-fourth of		
•	the capital stock is owned of record or voted by aliens, t	heir rep	resenta	tives, o	r by a for	eign government or	representative	. NT	
	thereof, or by any corporation organized under the laws If 'Yes', attach exhibit explaining nature and extent of ali				n or contr	nd.	•	(N) <u>Y</u> es	<u>N</u> o
· ani	Qualification Questions								
	; quainication questions				_				
74)	Has the Assignee or Transferee or any party to this app								
	permit revoked or had any application for an initial, modi permit denied by the Commission?	rication	or rene	wall of h	-CC state	on authorization, lice	inse, construction	(N)Yes	No
	If 'Yes', attach exhibit explaining circumstances.							()	<u> </u>
75)	Has the Assignee or Transferee or any party to this appl	lication,	or any	party di	rectly or i	ndirectly controlling	the Assignee or		2
	Transferee, or any party to this application ever been co	nvicted (of a felo	ony by a	any state	or federal court?	_	(N) <u>Y</u> es	<u>N</u> o
	If 'Yes', attach exhibit explaining circumstances.					·			
76)	Has any court finally adjudged the Assignee or Transfer	ee, or a	ny party	/ direct	y or indire	ectly controlling the	Assignee or		
	Transferee guilty of unlawfully monopolizing or attempting	ng unlaw	fully to	monop	olize radio	o communication, di	rectly or		
	indirectly, through control of manufacture or sale of radio or unfair methods of competition?	o appara	itus, exi	clusive	traffic arr	angement, or any of	her means	(N)Yes	No
	If 'Yes', attach exhibit explaining circumstances.							(- 1)100	770
771	Is the Assignee or Transferee, or any party directly or inc	directly	controlli	ing the	Assigned	or Transferes our	enthy a narty		
	in any pending matter referred to in the preceding two ite			ing uie	r-saryi i de	G Haisides Cult	anuy a posty	(N)Yes	<u>N</u> o
	If 'Yes', attach exhibit explaining circumstances.							_	
TA -	hould be noted that the Transferee is confirm	-		<u></u>		0 1 1 1 1			

*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

70) 11200;	Ethinolog, and Gondo. Gr.	Today II ali Siel ee	(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:		— · · · · · · · · · · · · · · · · · · ·	

Assignor/Transferor Certification Statements

Female:

70) Page Ethnicity and Gender of Assigned/Transferre (Ontional):

Male:

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).										
) 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	В.	Hays								

80) Title:

Gender:

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 First Name:	Authorized to Sign	Last Name:	Suffix:
Thomas	w.	McEnerney	Guilly.
83) Title:		<u> </u>	
Vice President			
Signature:	M. Enunes		84) Date:
Julius Co.	100000		February 1 , 2000
WILLFUL FALSE STATEMENTS MADE O Title 18, Section 1001) AND/OR REVOCA AND/OR FORFEITURE (U.S. Code, Title 4	TION OF ANY STAITION LICENS	MENTS ARE PUNISHABLE BY F E OR CONSTRUCTION PERMIT	FINE AND/OR IMPRISONMENT (U.S. Code (U.S. Code, Title 47, Section 312(a)(1)),

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>Y</u> es / <u>N</u> o
WNES530					Y
WNTR903					Y
WNTV347					Y
WNTV348					Y
WPOQ933					Y
				·	
., ., ., ., ., ., ., ., ., ., ., ., ., .					
		-			
					1

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:		<u> </u>
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):		Pri	4b) ncipal Business:	4c) TIN:	ı	4d) Percent of nterest Held: *
SuperStation, Inc.	Broadcasting			58-1391102	10	00
Time Warner Entertainment Company,						
L.P.	Cable Television			13-3666692	•	74.49
Time Warner Entertainment-Advance/		_				
Newhouse Partnership	Cable	l e	levision	13-3790433		66.7
TWI Cable Inc.	Cable	Te	levision	59-1353813	10	00
Time Warner Telecom Inc.	Comm	านท	ications Carrier	84-1500624		60.65
Signature i) Typed or Printed Name of Party Authorized to Sign			terests are indirectives and affiliates.		h various	
First Name:	MI:	Ti	ast Name:			Suffix:
Thomas	w.		McEnerney			
Title:						
Vice President						
Signature:					Date:	
Momus W. M. Ene	ineg	_	`		Februar	y 9 , 2000
Failure To Sign This Application May Result In Dismissal Of The Applic	cation And For	rfeitu	re 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).