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July 17, 2000

Ex Parte

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Room TW-B204
Washington, D.C. 20554

Re: Applications of America Online, Inc. and Time Warner Inc. for Transfers
of Control, CS Docket No. 00-30

Dear Ms. Salas:

Time Warner Inc. ("Time Warner") and America Online, Inc. ("AOL") are today jointly submitting their narrative response to the June 23, 2000 letter from Ms. Royce Dickens, Deputy Chief, Policy and Rules Division, Cable Services Bureau, requesting certain documents and information. As set forth in such response, Time Warner and AOL are each submitting documents responsive to the Commission's request. The documents are being provided pursuant to the June 23, 2000 letter, as clarified and modified in our June 16, 2000 and June 28, 2000 procedural meetings with Royce Dickens, Darryl Cooper and Nancy Stephenson of the Cable Services Bureau and Jim Bird of the Office of General Counsel. In accordance with our understandings with Commission staff, certain redactions to confidential documents have been made where portions of submitted documents are not responsive or otherwise material to the Commission's requests. Further, we are not producing privileged documents, e.g., subject to the attorney/client privilege. Documents submitted by Time Warner are transmitted herewith.

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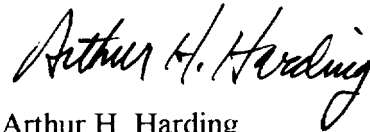
Ms. Magalie Roman Salas
July 17, 2000
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Two copies of all non-confidential documents are included with the version of this cover letter marked "For Public Inspection" for inclusion in the public record in this proceeding. One copy of all confidential documents is being submitted with the version of this cover letter marked "Confidential: Not for Public Inspection" and is being filed under seal with the FCC Secretary's Office and should not be placed in the public record in this proceeding. Copies of all confidential documents are also being delivered under seal to Royce Dickens and Linda Senecal. The confidential documents submitted by Time Warner are marked "Confidential: Not for Public Inspection" and "Copying Prohibited" in accordance with the Protective Order adopted in this proceeding on April 6, 2000 (DA 00-780). A schedule listing the titles of all such confidential documents is included with the version of this cover letter marked "For Public Inspection."

Time Warner has exercised good faith to diligently locate all documents responsive to the Commission's requests within the time frame allotted. As has been explained to the Commission staff, the process employed has been to first concentrate on a review of documents already submitted to the Federal Trade Commission. A list of Time Warner personnel whose files were searched in that process is attached. These searches have been supplemented by updated searches of files of employees reasonably believed to result in additional responsive documents.

Should there be any questions regarding this matter, please contact the undersigned directly.

Respectfully submitted,



Arthur H. Harding
Counsel for Time Warner Inc.

Enclosures
cc: Royce Dickens
Linda Senecal

Doc. 120697.5

**TIME WARNER
CONFIDENTIAL DOCUMENTS
(submitted to FCC on July 17, 2000)**

1. Memo on Synergies (1/12/00)
2. Transition to AOL TV
3. Set-top Overview
4. 6/14 email from John Callahan to Lin Jenner
5. 3/17 email from Mike Hayashi
6. Letter from J. Michael Kelly to Richard Bressler, 1/18/00
7. Time Warner-AOL Implications for NYON (LEK Consulting, January 28, 2000)
8. E-mail from T. Van Dyke (02/08/00) regarding Financial Times article on wireless applications
9. Broadband Wireless Access: Technology + Market Overview: D. Raychaudhuri
10. AOL Anywhere presentation
11. 2/28/00 Investor Relations Newsletter re AOL Wireless
12. 3/7/00 Draft Speech for Credit Suisse First Boston Global Telecommunications Conference
13. Statement of the Problem - Media One and the Future of Road Runner
14. 3/1/2000 email from B. Gordon
15. Glenn Britt Report on Impact of MOU and Open Access
16. Memo from Trey Smith to Bill Gordon, 6/15/00
17. Interactive Services and Marketing Agreement, 1/10/2000
18. Memo on Synergies (1/12/00)

19. Strategies in the Context of AOL Integration (CNN.com/CNNfn.com/CNNSI.com) (2/6/00)
20. E-Mails re AOL/PBS Alliance (Jan. 2000)
21. Memo from Mindy Stockfield re. Cartoon Network Opportunities with AOL (3/7/00)
22. Materials Relating to Synergies Between AOL and Cartoon Network
23. AOL Music Brands: Spinner, Winamp and SHOUTcast-Partnership Opportunities With Time Warner (2/17/00)
24. Memo from Sarah Cotsen re AOL's Portfolio of Brands and Products (1/23/00)
25. Atlantic Records Long Term Plan 2000-2004 Revised
26. Draft Press Release re CNN.com/Netscape/ICQ Agreement (2/15/00)
27. Memo from Sarah Cotsen re AOL/HBO Meeting (1/30/00)
28. CNN.com's Next Generation Budget in AOL Merger Context (1/20/00)
29. Memo from David Kieselstein re MONEY.com Partnership with AOL (2/28/00)
30. AOL/Time Warner Health Summit Minutes (2/29/00)
31. The World's First Internet-Age Media and Communications Company: Alpha Tango
32. Materials Relating to Time Digital and AOL (12/99 and 1/00)
33. America Online and Turner Networks Cross Promotion (1/28/00)
34. Building the World's Leading Interactive News and Information Business (2/3/00)
35. AOL Time Warner - A Merger of Equals
36. HBO Online - Presentation Material
37. E-Mail from Jim McCaffrey re Potential Key Integration Initiatives-Turner/AOL (3/13/00)
38. Goldman Sachs Telecom Symposium - Presentation by Ted Leonsis (2/7/00)
39. CNN & America Online Plan for Cooperation (3/23/00)

40. Draft Speech for Credit Suisse First Boston's Global Telecommunications CEO Conference (3/8/00)
41. The Catalysts Underlying and Influencing TBS's Growth and Its Impact on AOL Time Warner (3/15/00)
42. Status Report on TW-AOL Commercial Agreement Implementation and Related Issues (3/3/00)
43. Status Report on TW-AOL Commercial Agreement Implementation and Related Issues (2/25/00)
44. Status Report on TW-AOL Commercial Agreement Implementation and Related Issues (2/18/00)
45. Time Warner Turner Properties New Member Acquisition "Wishlist" AOL Internet Online Marketing (1/26/00)
46. TWDM Technology Plan Update - Integration With Digital Properties and Next Steps (2/1/00)
47. Memo from Richard Maggiotto to S. Mayo et al., (2/21/00)
48. Capturing the Full Value of the AOL Time Warner Merger, Integration Team Meeting, 3/3/00
49. Memo from R. Bressler to R. Ames et al., "TWDM Plans Post-AOL Announcement," (1/19/00)
50. Status Report on TW-AOL Commercial Agreement Implementation and Related Issues, Week of 3/6/00
51. Memo to Joan from Richard re Reasons for Merger
52. Memo from Janet Balis, 2/10/00 re AOL Kids and Teens Policies
53. AOL Brainstorm Recap (HBO Synergy)
54. Robertson-Stevens Analysis
55. Memo from Tim Cliff, 3/1/00 re Key IR Q&A

56. Transforming Events
57. AOL Time Warner Presentation
58. Synergies and Business Opportunities
59. AOL/Time Warner Content Integration
60. AOL Distribution Scenario (CNN.com) discussion document (2/15/00)
61. Memo from Donna Lewis, 2/3/00 re AOL/CNN Integration
62. Memo from Scott Teissler, 1/23/00 re Digital Properties
63. Memo from Scott re AOL/TW, AOL/Turner
64. AOL-Time Warner Joint Technology Planning Session (2/10/00)
65. AOL Keyword Promotion
66. Memo from Paul Vidich, 2/25/00 re Warner Music Artist Output Deal
67. Memo from Eileen Naughton, 1/25/00 re Integration Plan
68. Memo from Michael Diamond, 2/4/00 re Online Health Strategy
69. AOL and Time Warner Content Partnership
70. Workplan, Eileen Naughton (3/22/00)
71. CNN Interactive/AOL Integration Status (2/24/00)
72. Handwritten note, AOL-HBO
73. Memo from Jim McCaffrey 3/13/00 re Integration Initiatives
74. Memo from Rob Marcus, 3/7/00
75. CNN.com Strategy Development (2/6/00)
76. Memo from J. Walton, 2/3/00 re CNN/AOL
77. Memo from Eileen Naughton, 1/18/00 re Time Digital and AOL

78. Memo from Jeremy Koch, 1/19/00 re marketing with AOL
79. Memo (1/12/00) re Conference Call Transcript
80. AOL-Time Warner: Commerce, Content Promotional Agreements
81. AOL Time Warner Talking Points, 3/7/00
82. "Boston Key Messages" (2/11/00)
83. Case Earnings Script
84. CNN/SI Proposal for Relationship with AOL (Describes Business Opportunities for CNN/SI and AOL, Raises Use of AOL as Exclusive Distributor of Some Content)
85. Script for Pittman call with Paine Webber (02/07/00)
86. Memo from S. Cotsen re HBO/AOL Synergy (2/3/00)
87. "Entertainment" (presentation regarding TW-launched website)
88. Teen People Online Strategy Development (February 2000)
89. Evaluation Process for AOL Distribution Opportunities (Working Session, February 22, 2000); Value to CNN of AOL Partnership Proposal. (Discussion document, February 23, 2000)
90. The Fortune Group/AOL (February 3, 2000)
91. "The Catalysts Underlying and Influencing TBS' Growth and its Impact on AOL Time Warner"(March 24, 2000)
92. E-mail from Tom Mastro to Sara Searls regarding Web Promotion (1/25/00)
93. E-mails to/from S. Sachs and J. Reese, et al. (1/25/00) regarding AOL/Time, Inc. Integration Plan
94. E-mail from V. Morton to G. Foca regarding AOL Testing Ideas (02/04/00)
95. E-mails to/from S. Sachs (1/25/00) regarding AOL/Time, Inc. Integration Plan
96. Pittman 2nd Quarter Earnings Script

97. E-mail from S. Woelfel Regarding "News Planning and AOL" (1/11/00)
98. Memo to R. Bressler from D. Kieselstein (02/28/00) "Revised Money.com Plans- Partnering with AOL"
99. E-mail from M. Diamond to R. Marcus, et al. (02/22/00) regarding e-books and i-Publish
100. E-mail from P. Vidich (02/04/00) regarding Warner Music Group/AOL meeting
101. Turner/AOL Integration (chart)
102. Outline for T. Turner remarks at Solomon Smith Barney (01/11/00)
103. E-mails regarding AOL/Turner meeting on AOL TV (01/12/00)
104. E-mail regarding results of WB Store/AOL cross-marketing
105. E-mail from L. Kirshbaum regarding plans for Digital Publishing Company
106. WB Memo regarding WB/AOL Strategic Opportunities (February 2, 2000)
107. Memo from M. Stockfield re Cartoon Network Opportunities with AOL (February 15, 2000)
108. E-mail from S. Teissler to S. Heyer (February 3, 2000) outlining eight areas of strategic prospects
109. Memo regarding "pop-ups"
110. E-mails to/from G. Foca (01/04/00) "Initial AOL Thoughts" on Time Inc/AOL Synergy
111. E-mail from E. Naughton re Entertainment Weekly/AOL Opportunities (02/17/00)
112. "Digital Magazine: A Strategic Relationship"
113. E-mail regarding AOL/Time Inc. Integration Plan (01/28/00)
114. E-mail from E. Naughton (02/17/00) regarding Money.com Funding
115. E-mail from G. Foca regarding Testing Opportunities Update (02/04/00)
116. "The First Media and Communications Company for the Internet Century" (2/25/00)

117. Draft outline on AOL-TW for year end meeting
118. Morgan Stanley Presentation to Board of Directors (“Project Color”) (1/9/00)
119. Salomon Smith Barney Presentation to the Board of Directors (“Project Tango”) (1/9/00)
120. Warner Music Group - AOL Discussion Points
121. Status Report on AOL-TW Commercial Arrangements (2/3/00)
122. Pittman and Schuler Powerpoint Presentations for Sr. Exec. meeting
123. Status Report on AOL-TW Commercial Agreements (3/17/00)
124. AOL/Warner Music Integration (2/16/00)
125. Memo from Scott Teissler to Olaf Olaffson (2/3/00)
126. Memo from Mitch Gelman to Jim Walton re CNNSI/AOL synergies (2/2/00)
127. Memo from Lee Clontz re CNNSI/AOL Synergies
128. Talking points re synergies (1/9/00)
129. Transcripts of interviews with TW execs. re synergies
130. Agenda of 2/25 meeting re AOLTV
131. Britt Report on Impact of MOU and open access
132. Open Access for Cable/IP Technology and Public Policy Implications – GTE presentation
133. Presentation - Technical Myths and Challenges of Open Access over Cable (Cable Labs Summer Conference 1999)
134. “Implementing Open Access Over Cable Systems: A Technical Perspective” Telecordia Technologies Document Revision 7, 11/30/99
135. Lucent Technologies Response to Time Warner Cable RFI (March 1, 2000)
136. KPMG/Portal/AP Engines: Executive Investment Summary 6/19/00

137. KPMG/Portal/AP Engines: Implementation Proposal
138. Multiple ISP White Paper
139. "Multiple ISP Program Plan" (April 21, 2000)
140. Multiple ISP Request for Information (Draft Specification) (02/25/00)
141. Multiple ISP Outline
142. CISCO RFI Response
143. Multiple ISP White Paper (version 0.4)
144. Multiple ISP Operational Review
145. Strategic Assessment: Internet Access Over Cable (Draft, 03/06/00) [Cable Labs]
146. Implementing Open Access Over Cable Systems: Test Plan and Experimental Results (Telecordia Technologies, 12/01/99)
147. Timeline
148. Meeting Minutes (May 2-3, 17, 22, June 8, 12, 19 and 26)
149. TWC MISP Project Summary for week ending 06/23/00
150. Network Status 06/22/00
151. Multiple ISP Technical Trial: Customer Care Processes
152. Status of Trial-Related Activity (6/20/00)
153. Memo Regarding PCs for Trial (7/6/00)
154. Virtual Router Matrix Summary
155. 6/19/00 email from Glenn Britt
156. Multiple ISP Project Meeting Minutes (4/26/00)
157. Agreement for Carriage of UPN channel, Albany, NY

158. Agreement for Carriage of KLRU-TOO - Spillover PBS Programming, Austin, TX
159. Agreement for Carriage of WeB, Beaumont-Port Arthur, TX
160. Agreement for Carriage of WeB, Binghamton/Elmira, NY
161. Agreement for Carriage of WeB, Bridge City, TX
162. Agreement for Carriage of WeB, Clarksburg, WV
163. Agreement for Carriage of SPORT! Television, Columbus, OH
164. Agreement for Carriage of WeB, Eufala, GA
165. Agreement for Carriage of WeB, Ft. Benning, GA
166. Agreement for Carriage of The Chinese Channel, Hawaii
167. Agreement for Carriage of Several Houston Aeros Hockey Games, Houston, TX
168. Agreement for Carriage of Several Houston Hotshots Soccer Games, Houston, TX
169. Agreement for Carriage of Mid-South News Network, Memphis, TN
170. Agreement for Carriage of Midwest Sports Channel, Milwaukee, WI
171. Agreement for Carriage of WeB, Monroe, LA
172. Agreement for Carriage of Metro Channels Guide, New York City, NY
173. Agreement for Carriage of WeB, Orange, TX
174. Agreement for Carriage of WeB, Palm Springs, CA
175. Agreement for Carriage of WeB, Rochester, NY
176. Agreement for Carriage of Several San Diego Padres Games, San Diego, CA
177. Agreement for Carriage of Local News Channel 6, Shreveport, LA
178. Agreement for Carriage of Ohio News Network, Wapokeneta, OH

179. Agreement for Carriage of WeB, Wilmington, NC; Montgomery/Selma, AL; Florence-Myrtle Beach, SC; Jackson, TN; Laredo, TX; Lima, OH

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TIME WARNER SEARCH GROUP

Time Warner Inc. and Digital Media Group

Edward Adler	VP, Corporate Communications
John Barge	VP & Deputy Controller
Tim Boggs	Sr. VP, Public Policy
Richard Bressler	Chairman & CEO (Digital Media Group)
Ariane de Bonvoisin	Managing Dir., Investment Fund (Digital Media Group)
Dave DePinho	Director, Special Projects (Financial Accounting)
Michael Diamond	Exec. Director, Strategy & Business Dev. (Digital Media Group)
Carl Dill	VP & Chief Information Officer
Terry Hershey	VP, Strategic Planning & Business Dev. (Digital Media Group)
Cheryl Ingram	Assoc. Director, Financial Reporting
Derek Johnson	VP, Corporate Initiatives & External Affairs
Jodi Kass	Director, Board & Corporate Event Management
John LaBarca	Sr. VP, Financial Operations & Controller
Gerald Levin	Chairman & CEO
Jay Levine	Director, Financial Reporting
Robert Marcus	VP, M&A (Digital Media Group)
John Martin*	Director, Investor Relations
Scott Miller	Director, Corporate Communications
Artie Minson	Exec. Director, Finance & Business Dev. (Digital Media Group)
Joseph Morello	Chief Accountant

* Documents also produced as part of TWI Investor Relations General Files.

** Documents also produced as part of CNN Interactive General Files.

‡ Documents also produced as part of TEG Strategic Planning General Files.

Time Warner Inc. and Digital Media Group (cont.)

Mindy Mount	VP, Corporate Strategy & Planning
Catherine Nolan	VP, Public Policy
Olaf Olafsson	Vice Chairman (Digital Media Group)
Dick Parsons	President
Michael Pepe	President & COO (Digital Media Group)
Peter Quinn	Chief Speech Writer
Joseph Ripp	EVP & CFO
Art Sackler	VP, Public Policy
Wendy Schlatner*	Director, Investor Relations
Joan Sumner*	Sr. VP, Investor Relations
Stephen Swad	VP, Asst. Controller
Ted Turner	Vice Chairman
Mark Wainger	VP, Executive Compensation
Peter Wolff	Executive Advisor
Frederick Yeager	VP, Finance & Development

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Warner Music Group

Roger Ames	Chairman, President & CEO
Val Azzoli	Co-Chairman & CEO (Atlantic)
Richard Bengloff	CFO (Elektra)
Les Bider	Chairman & CEO (Warner/Chappell)
Steve Bryan	Manager, Financial Analysis
George Chaltas	Sr. Director, On-Line Marketing
Donna Champy	VP & Asst. Controller
Donna Cohen	Director, Market Research
Bob Daly	Former Co-President & CEO
Aaron Davis	Manager, Financial Analysis
Jimmy Dickson	VP, New Media (Warner Bros.)
Robert Emmer	Sr. VP, Business Affairs
Ahmet Ertegun	Co-Chairman & CEO (Atlantic)
Mark Foster	Director, New Media (WM Int'l)
Jerry Gold	CFO
Mark Goldstein	Sr. VP, Business & Legal Affairs (Warner Bros.)
Marty Greenfield	CFO (Warner Bros.)
Diane Kenney	Sr. VP, Human Resources
Deanne Marcus	Sr. VP, Strategic Planning & Business Dev.
Tom Meredith	Director, Market Research
Fred Munsch	Sr. Mgr., Controller
Karim Nasr	Research Assistant
Ray Nowak	Sr. VP & Controller
Tony O'Brien	CFO (Atlantic)
Ira Pianko	COO & CFO (Warner/Chappell)
Phil Quartararo	President (Warner Bros.)
Sylvia Rhone	Chairman & CEO (Elektra)
Jordan Rost	Sr. VP, New Technology

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Warner Music Group (cont.)

Katherine Sandelin	Sr. Mgr., Controller
Steve Scott	VP, New Media (Warner/Chappell Music)
Terry Semel	Former Co-President & CEO
Nikke Slight	VP, New Media (Atlantic)
Rick Shoemaker	President (Warner/Chappell Music)
Stephen Shrimpton	Chairman & CEO (WM Int'l)
Seymour Stein	Chairman & CEO (London-Sire Records)
Russ Thyret	Chairman & CEO (Warner Bros.)
Chris Tobey	VP, New Technology
Paul Vidich	EVP, Strategy
George White	VP, R&D & Emerging Technologies (Atlantic)
Eddy Yuan	No Title (Reports to Chaltas)

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HBO

Ann Vinton Bauer	Sr. VP, Satellite Services
Mary Baumgartner	Director, Interactive Ventures
Jeff Bewkes	Chairman, President & CEO
John Billock	President, U.S. Network Group
Sarah Cotsen	VP, Interactive Ventures
Diane Jakacki	Sr. Website Producer
Eric Kessler	EVP, Marketing
Eric Levin	CFO
William Nelson	EVP
John Ovrutsky	VP, K-Band
Bruce Probst	Information Technology
Robert Roth	Sr. VP, & Controller
Olivia Vera Smashum	Sr. VP, Marketing & Business Dev.
Joe Tarulli	VP & Asst. Controller
Bob Zitter	Sr. VP, Technology Operations

* Documents also produced as part of TWI Investor Relations General Files.

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TurnerTBS, Inc.

Betty Cohen	President (Cartoon Network)
John Friend	VP, Latin American Sales
James Gewert	VP & Group Controller, Sales & Distribution
Andy Heller	President (TNS)
Steve Heyer	President & COO
Landel Hobbs	VP, CAO
Terry McGuirk	Chairman & CEO
Vicky Miller	EVP, Finance & Admin.
Wayne Pace	EVP & CFO
Brad Siegel	President (TNT/TBS/TCM/Turner South)
Joe Uva	President (Entertainment Ad Sales)

CNN

Mark Bernstein**	Former Sr. VP & GM (CNN Interactive)
Shelby Coffey	President (Financial News)
Rina Cook	Mgr., Business Dev. (CNN Interactive)
Lou Dobbs	Former President (Financial News)
Brad Ferrer	EVP, Finance & Admin. (CNN Interactive)
Craig Forman	VP, Interactive (CNNfn)
Laura Fortner	Director, Business Dev. (CNNfn)
Ken Fuchs	Business Dev. (CNN/SI)
Mitch Gelman	Asst. Mng. Ed. (CNN/SI.com)
Debra Herz	Business Dev. (CNN/SI)
Jay Higginbotham**	Director, Business Dev. (CNN Interactive)
Hart Hooten	VP & GM, Business Dev. (CNN/SÍ)
Han Huang	Business Dev. (CNN/SI)
Joel Hylen**	Director, Business Dev. (CNN Interactive)
Tom Johnson	Chairman, President & CEO

* Documents also produced as part of TWI Investor Relations General Files.

** Documents also produced as part of CNN Interactive General Files.

‡ Documents also produced as part of TEG Strategic Planning General Files.

CNN (cont.)

Steve Korn	Vice Chairman & COO
Donna Lewis	Sr. VP (CNN Interactive)
Harry Motro**	Former Sr. VP & GM (CNN Interactive)
Mar Palomares	Controller (CNN/SI)
David Payne	SVP & GM (CNN/SI.com)
Locke Raper**	Director, Business Dev. (CNN Interactive)
Daniel Sullivan	Marketing (CNN Interactive)
Scott Teissler	Chief Technical Officer
James Walton	President (CNN/SI)
Scott Woelfel**	EVP & GM (CNN Interactive, CNNfn)
Kenji Yamamoto-Torres	Business Dev. (CNN/SI)

Turner Entertainment Group

Anthony Alford‡	Sr. Analyst, Strategic Planning
Kellie Appel‡	VP, Strategic Planning
Constance Barkley-Lewis	SVP, Marketing (Cartoon Network)
Norman Bellingham	Director, Tech. Strat. and Business Dev.
Pola Changnon	Supervisor (Cartoon Network.com)
J.R. Cottingham	Mgr., Tech. Strat. & Business Dev.
Katherine Evans	VP, Marketing (TCM)
Brad Glenn	Analyst, Strategic Planning
Lisa Hagewood	Web Master (Cartoon Network.com)
Tim Hall	EVP (Cartoon Network)
Jay Hassman	VP (WCW)
Gary Hulmes	Sr. Webmaster & Interim Mktg. Mgr. (WCW)
William Humphrey	EVP of Technology, Business Dev. and Ent. Opps.
Bruce Kirton	Sr. Director, Strategic Planning
Demetrios Lambros	Producer (AOL link for Cartoon Network.com)
Blake Lewin	VP, Operations

* Documents also produced as part of TWI Investor Relations General Files.

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‡ Documents also produced as part of TEG Strategic Planning General Files.

Turner Entertainment Group (cont.)

Jim McCaffrey‡	EVP, Strategic Planning
Gary McCarthy‡	Sr. Director, Strategic Planning
Rick McNearney	VP, Marketing (Goodwill Games)
Al Meyers‡	Director, Strategic Planning
Mark Norman	SVP, GM, Business Operations (Boomerang)
Karen Parsons‡	Sr. Analyst, Strategic Planning
Sheila Patterson	Mgr., Tech. Strat. & Business Dev.
Michael Pine	Mgr. of Strategic Planning, New Ventures
Kristen Pratt‡	Sr. Director, Strategic Planning
Valerie Ragsdale	Internet Marketing Manager (WCW)
Sam Register	Former VP & Creative Director (Cartoon Network.com)
Rebecca Reynolds	Project Mgr. (Roughcut.com)
Michael Smalls	Mgr., Tech. Strat. & Business Dev.
Rob Sorcher	EVP (Cartoon Network.com)
Jeff Stafford	Web Master (TNT)
Mindy Stockfield	Director, Online Marketing (Cartoon Network.com)
Matt Stroer	VP & GM, New Ventures
Richard Turner	Web Master (TBS, Turner South)
Lisa Waugh	Sr. Producer, (Cartoon Network.com)
Michael Weber	Director (WCW)
Brandon Woodson	Web Master (WCW)

* Documents also produced as part of TWI Investor Relations General Files.
 ** Documents also produced as part of CNN Interactive General Files.
 ‡ Documents also produced as part of TEG Strategic Planning General Files.

Time Warner Cable

Michael Adams	Sr. Project Engineer, Networking (Denver)
Pat Armstrong	VP, Finance
John Bickham	EVP
Jim Braun	Director, New Product Dev.
Glen Britt	President
Joe Buehl	Sr. Software Engineer (Denver)
Ann Burr	EVP, Residential Telephony
John Callahan	VP, Adv. Interactive Svcs. Dev.
Jim Chiddix	Chief Technical Officer
Joe Collins	Chairman & CEO
J. P. Cottingham	EVP
Ted Cutler	EVP
Rick Davies	SVP, Corp. Development
Fred Dressler	SVP, Programming
Chuck Ellis	EVP
Tom Harris	CFO
Mike Hayashi	VP, Advanced Engineering (Denver)
Mike Lajoie	VP, Corporate Development
Kevin Leddy	SVP, New Product Dev.
Mike Luftman	VP, Corporate Communications
Barbara Mason	Director, Marketing Analysis (New Prod. Dev.)
John Newton	SVP, Programming
Richard Petty	SVP, Controller
Carl Rossetti	EVP
Tom Rutledge	Sr. EVP
Doug Semon	Principal Syst. Architect (Denver)
G. Von der Ahe	Director, Broadband Apps.
Lynn Yeager	Sr. VP, Public Affairs

* Documents also produced as part of TWI Investor Relations General Files.

** Documents also produced as part of CNN Interactive General Files.

‡ Documents also produced as part of TEG Strategic Planning General Files.

Time Inc.Time Inc. Interactive

Janet Balis	Mgr., Business Dev.
Wendy Brandes	Editor (<u>People</u>)
Donna Clarke	Director, Business Dev. (<u>Money.com</u>)
John Cool	Director, E-Commerce Dev.
Dick Duncan	Executive Editor (<u>Time</u>)
Rosemary Ellis	Executive Editor (Time Inc. Interactive)
Gene Foca	VP, Mktg. (E-commerce)
Allison Fried	VP, Business Strategy & Development
John Hartig	President (<u>Parenting.com</u>)
Jody Kahn	VP, Mktg. (E-commerce)
David Kieselstein	President, Personal Finance Managing Group
Laurence Kirschbaum	Chairman & CEO, Time Warner Trade Publishing
Martha Lorini	COO, Time Health Media Inc.
Kathy Loughran	Director, Finance & Admin.
Craig Matters	Editor (<u>Money.com</u>)
Jiri Muselik	Director, E-commerce Dev.
David Nagourney	President (<u>Money.com</u>)
Eileen Naughton	President
Chris Peacock	Editor (<u>Fortune.com</u>)
John Reese	Executive Mktg. Director (Time Inc. Consumer Mktg.)
Joaquim Ribiero	Associate (Time Inc. Interactive)
Mali Sananikone	Corporate Strategy (<u>Parenting.com</u>)
Igor Shindel	VP, Chief Technical Officer, New Media Tech
Meg Siesfeld	Managing Editor (<u>Parenting.com</u>)
Michael Small	Executive Editor (<u>Entertainment Weekly.com</u>)
Laura Smith-Kay	Editor (<u>Teen People</u>)
Bill Stutzman	Director (<u>Entertainment Weekly.com</u>)

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Time Inc. Interactive (cont.)

Melissa Wallace Director Business Strategy

Time Life Inc.

George Artandi Former Chairman & CEO

Steven Frary Former President, Time Life E-commerce

James Nelson Chairman & CEO

Joe Peckl President, Time Life E-Commerce

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Warner Bros.

Jim Banister	EVP (WB Entertaindom)
John Calkins	VP, Business Dev. (WB New Media)
Milan Kalra	Mgr., Strategic Planning (Television)
Will Kozicki	Mgr., Strategic Planning Licensing
Franz Kurath	VP, On-Air Design & New Media (WB Network)
James Moloshok	President (WB Online)
Doug Regan	VP, Strategic Planning Licensing
Karen Rosenquist	Director, Online Programming (WB Online)
Sam Smith	VP, Online Production (WB Online)
Jordan Sollito	Chief Marketing Officer (Entertaindom)
Rich Sutton	VP, Sales & Client Marketing (WB Online)
Rob Tietz	VP, Finance & Administration (WB Online)
Kevin Tsujihara	EVP (WB New Media)
Jeff Weiner	VP, Planning Dev. & Admin. (WB New Media)

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Document and Information Request No. 2
Documents Responsive to Questions Pertaining to Internet Service**