

BEFORE THE
Federal Communications Commission

WASHINGTON, D.C. 20554

In the Matter of)
)
)
TIME WARNER TELECOM INC.)
)
For Consent to the Transfer of Control)
of Section 214 Authorization I-T-C-96-688)
to AOL Time Warner Inc.)
)
)
TIME WARNER CONNECT OF SAN ANTONIO, INC.)
)
For Consent to the Transfer of Control)
of Section 214 Authorization I-T-C-96-078)
to AOL Time Warner Inc.)

**APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL
OF INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Time Warner Inc. (Time Warner), by its attorneys, pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Section 63.18 of the Commission's rules,² hereby requests Commission consent to the transfer of control of the above-captioned Section 214 authorizations held by Time Warner Telecom Inc.³ and Time Warner Connect of San Antonio, Inc.

¹47 U.S.C. §214.

²47 C.F.R. §63.18.

³In June 1999, Time Warner Inc. sold a minority interest in Time Warner Communications to the public and Time Warner Telecom, Inc., a new entity, was created. Prior Commission approval was not necessary for that transaction; see 47 C.F.R. § 63.24(a)(4). Time Warner Inc. retained a

to AOL Time Warner Inc. These consents are sought as part of the pending merger of Time Warner Inc. and America Online, Inc.

As required by Section 63.18(e)(3) of the Commission's rules,⁴ the following information is provided in support of this application:

DESCRIPTION OF PROPOSED TRANSACTION

On January 10, 2000, America Online, Inc. and Time Warner Inc. announced that they had reached a definitive agreement for a stock-for-stock merger in which America Online, Inc. and Time Warner Inc. each would merge with subsidiaries of a newly-formed holding company. As a result of the mergers, both Time Warner Inc. and America Online, Inc. will become wholly-owned subsidiaries of the new company, AOL Time Warner Inc.

- a. The name, address and telephone number of each applicant.

Transferor

Time Warner Inc.
75 Rockefeller Plaza
New York, NY 10019
Telephone no. (212) 484-8000

Transferee

AOL Time Warner Inc.
c/o Time Warner Inc.
75 Rockefeller Plaza
New York, NY 10019
Telephone no. (212) 484-8000

controlling interest in the holder of the Section 214 authorization. The Commission does not require post-consummation notification for such *pro forma* transfers of control. See *1998 Biennial Regulatory Review - Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, 4928 (1999).

⁴47 C.F.R. §63.18(e)(3).

b. The Government, state or territory under the laws of which each corporate or partnership applicant is organized.

Transferor

Time Warner Inc. is incorporated under the laws of the State of Delaware.

Transferee

AOL Time Warner Inc. is incorporated under the laws of the State of Delaware.

c. The name, title, post office address and telephone number of the office and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Paul B. Jones, Esq.
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d. A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis).

Transferor

Neither Time Warner Inc. nor any subsidiary or affiliate of Time Warner Inc. has received authority under Section 214 of the Act other than the authorizations referenced in this application.

Transferee

AOL Time Warner Inc. has not received any authority under Section 214 of the Act.

(h) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities. The applicant shall also identify any interlocking directorates with a foreign carrier.

No individual or corporate entity, including any of America Online's public shareholders which collectively will hold fifty-five percent of the shares of AOL Time Warner Inc., will hold ten percent or greater of the equity in AOL Time Warner Inc.

There are no interlocking directorates with any foreign carriers.

(i) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity the foreign carriers and destination countries.

AOL Time Warner Inc. is not a foreign carrier and has no affiliation with any foreign carrier.

(j) n/a

(k) n/a

(l) n/a

(m) n/a

(n) Neither applicant nor any entity affiliated with the applicant will accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will enter into such agreements in the future.

(o) AOL Time Warner Inc. certifies pursuant to §§ 1.2001 through 1.2003 of the Commission's rules that it is not subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) AOL Time Warner Inc. hereby requests that this application be made subject to the Commission's streamlined processing procedures set forth at Section 63.12(a) and (b) of its rules.⁵ In support of that request, AOL Time Warner states that it is not affiliated with any foreign carrier in any destination market; that it has no affiliation with any dominant U.S. carrier whose international switched or private line service they seek authority to resell; and that it does not seek authority to provide switched basic services over private lines to any country for which the Commission has not previously authorized the provision of switched services over private lines.

Expeditious approval of this application will serve the public interest by promoting increased competition in the international telecommunications service marketplace, consistent with the objectives of the Communications Act of 1934, as amended by the Telecommunications Act of 1996, and the policies of the Commission.

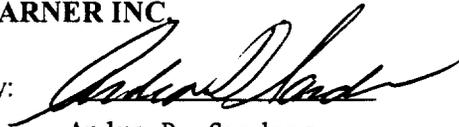
⁵47 C.F.R. § 63.12(a) and (b).

WHEREFORE, in view of the information contained herein, it is respectfully requested that the Commission grant the instant application to permit the transfer of control of the above-captioned Section 214 authorizations held by Time Warner Telecom Inc. and Time Warner Connect of San Antonio, Inc. from Time Warner Inc. to AOL Time Warner Inc.

Respectfully submitted,

TIME WARNER INC

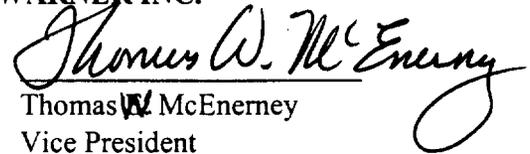
By:



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AOL TIME WARNER INC.

By:



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Counsel for America Online, Inc.

Dated: February 11, 2000

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