

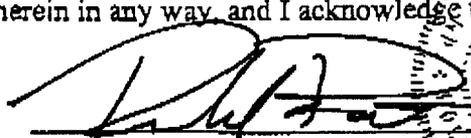
BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

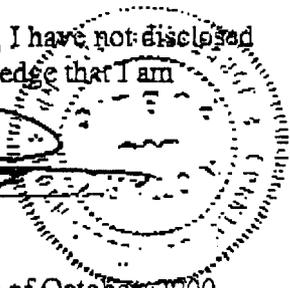
In the Matter of )  
 )  
Applications of America Online, Inc. ) CS Docket No. 00-30  
And Time Warner, Inc. )  
For Transfers of Control )

AFFIDAVIT OF RICHARD BATES

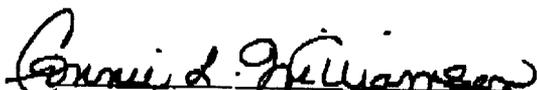
I, Richard Bates, under penalty of perjury, do solemnly swear or affirm that the following statements are true, accurate, and complete to the best of my knowledge and belief.

1. I am Vice President of Government Relations of The Walt Disney Company.
2. I understand that this affidavit is being submitted to the FCC in response to the Order of the Cable Services Bureau, released October 10, 2000, in the above-captioned proceeding.
3. On September 22, 2000, I received from Preston Padden an electronically forwarded e-mail message that he had received from The Walt Disney Company's outside counsel. The message contained a brief description of certain America Online ("AOL") documents.
4. Shortly after receiving the e-mail message, I received a subsequent e-mail message from Mr. Padden indicating the confidential nature of the information in the earlier transmission and instructing me to disregard his previous e-mail.
5. The September 22, 2000 e-mail has been deleted from the mailbox and trash bin of my computer at The Walt Disney Company, and I do not have any copies of such e-mail in my possession.
6. Following my receipt of the e-mail message of September 22, 2000, I have not disclosed or used any of the information contained therein in any way, and I acknowledge that I am prohibited from doing so.

  
Richard Bates



SUBSCRIBED AND SWORN to before me, a Notary Public, this 3 th day of October, 2000.

  
Notary Public

My appointment expires: \_\_\_\_\_

Connie L. Williamson, Notary Public  
Worcester County  
State of Maryland  
My Commission Expires Nov 1 2000

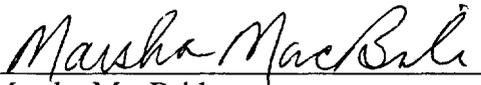
**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

In the Matter of )  
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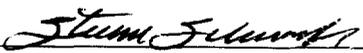
**AFFIDAVIT OF MARSHA MACBRIDE**

I, Marsha J. MacBride, under penalty of perjury, do solemnly swear or affirm that the following statements are true, accurate, and complete to the best of my knowledge and belief.

1. I am Vice President of Government Relations of The Walt Disney Company.
2. I understand that this affidavit is being submitted to the FCC in response to the Order of the Cable Services Bureau, released October 10, 2000, in the above-captioned proceeding.
3. On September 22, 2000, I received an e-mail message from The Walt Disney Company's outside counsel. I also received it from Preston Padden who electronically forwarded the e-mail message to me.
4. Shortly after receiving the e-mail messages, I received a subsequent e-mail message from Mr. Padden indicating the confidential nature of the information in the earlier transmission and instructing me to disregard his previous e-mail. Because I was aware from Preston Padden's email that I should not review the contents of the outside counsel's email, I have never done so. Nor have I looked at the contents of the outside counsel's email in any subsequent transmission.
5. All of the e-mail messages I received on September 22, 2000 containing the confidential information have been deleted from the mailbox and trash bin of my computers at The Walt Disney Company. I do not have any copies of such e-mail in my possession.
6. Following my receipt of the e-mail messages of September 22, 2000, I have not disclosed or used any of the information contained therein in any way, and I acknowledge that I am prohibited from doing so.

  
Marsha MacBride

SUBSCRIBED AND SWORN to before me, a Notary Public, this 13th day of October, 2000.

  
Notary Public

My appointment expires: April 30, 2002

**Steven Schrock  
NOTARY PUBLIC DISTRICT OF COLUMBIA  
My Commission Expires April 30, 2002**

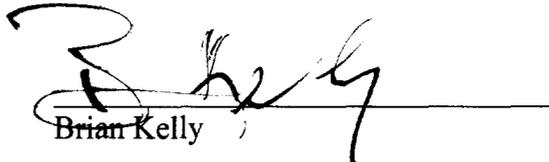
**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

In the Matter of )  
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Applications of America Online, Inc. ) CS Docket No. 00-30  
And Time Warner, Inc. )  
For Transfers of Control )

**AFFIDAVIT OF BRIAN KELLY**

I, Brian Kelly, under penalty of perjury, do solemnly swear or affirm that the following statements are true, accurate, and complete to the best of my knowledge and belief.

1. I am Director of Government Relations of The Walt Disney Company.
2. I understand that this affidavit is being submitted to the FCC in response to the Order of the Cable Services Bureau, released October 10, 2000, in the above-captioned proceeding.
3. On September 22, 2000, I received from Preston Padden an electronically forwarded e-mail message that he had received from The Walt Disney Company's outside counsel. The message contained a brief description of certain America Online ("AOL") documents.
4. Shortly after receiving the e-mail message, I received a subsequent e-mail message from Mr. Padden indicating the confidential nature of the information in the earlier transmission and instructing me to disregard his previous e-mail.
5. The September 22, 2000 e-mail has been deleted from the mailbox and trash bin of my computer at The Walt Disney Company, and I do not have any copies of such e-mail in my possession.
6. Following my receipt of the e-mail message of September 22, 2000, I have not disclosed or used any of the information contained therein in any way, and I acknowledge that I am prohibited from doing so.

  
Brian Kelly

SUBSCRIBED AND SWORN to before me, a Notary Public, this 13th day of October, 2000.

  
Notary Public

My appointment expires: April 30, 2002

**Steven Schrock  
NOTARY PUBLIC DISTRICT OF COLUMBIA  
My Commission Expires April 30, 2002**

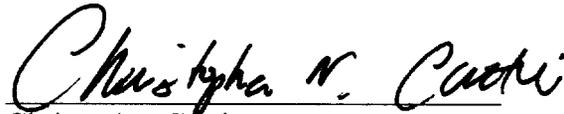
**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

In the Matter of )  
 )  
Applications of America Online, Inc. ) CS Docket No. 00-30  
And Time Warner, Inc. )  
For Transfers of Control )

**AFFIDAVIT OF CHRISTOPHER CURTIN**

I, Christopher Curtin, under penalty of perjury, do solemnly swear or affirm that the following statements are true, accurate, and complete to the best of my knowledge and belief.

1. I am Director of Government Relations of The Walt Disney Company.
2. I understand that this affidavit is being submitted to the FCC in response to the Order of the Cable Services Bureau, released October 10, 2000, in the above-captioned proceeding.
3. On September 22, 2000, I received from Preston Padden an electronically forwarded e-mail message that he had received from The Walt Disney Company's outside counsel. The message contained a brief description of certain America Online ("AOL") documents.
4. Shortly after receiving the e-mail message, I received a subsequent e-mail message from Mr. Padden indicating the confidential nature of the information in the earlier transmission and instructing me to disregard his previous e-mail.
5. The September 22, 2000 e-mail has been deleted from the mailbox and trash bin of my computer at The Walt Disney Company, and I do not have any copies of such e-mail in my possession.
6. Following my receipt of the e-mail message of September 22, 2000, I have not disclosed or used any of the information contained therein in any way, and I acknowledge that I am prohibited from doing so.

  
Christopher Curtin

SUBSCRIBED AND SWORN to before me, a Notary Public, this 13th day of October, 2000.

  
Notary Public

My appointment expires: April 30, 2002

Steven Schrock  
NOTARY PUBLIC DISTRICT OF COLUMBIA  
My Commission Expires April 30, 2002

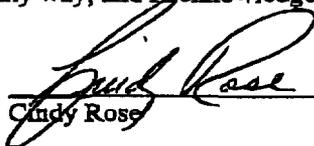
Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of )  
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Applications of America Online, Inc. ) CS Docket No. 00-30  
And Time Warner, Inc. )  
For Transfers of Control )

AFFIDAVIT OF CINDY ROSE

I, Cindy Rose, under penalty of perjury, do solemnly swear or affirm that the following statements are true, accurate, and complete to the best of my knowledge and belief.

1. I am Vice President of Government Relations of The Walt Disney Company.
2. I understand that this affidavit is being submitted to the FCC in response to the Order of the Cable Services Bureau, released October 10, 2000, in the above-captioned proceeding.
3. On September 22, 2000, I received from Preston Padden an electronically forwarded e-mail message that he had received from The Walt Disney Company's outside counsel. The message contained a brief description of certain America Online ("AOL") documents.
4. Shortly after receiving the e-mail message, I received a subsequent e-mail message from Mr. Padden indicating the confidential nature of the information in the earlier transmission and instructing me to disregard his previous e-mail.
5. The September 22, 2000 e-mail has been deleted from the mailbox and trash bin of my computer at The Walt Disney Company, and I do not have any copies of such e-mail in my possession.
6. Following my receipt of the e-mail message of September 22, 2000, I have not disclosed or used any of the information contained therein in any way, and I acknowledge that I am prohibited from doing so.

  
Cindy Rose

SUBSCRIBED AND SWORN to before me, a Notary Public, this \_\_\_th day of October, 2000.

\_\_\_\_\_  
Notary Public

My appointment expires: \_\_\_\_\_

# **ATTACHMENT**

**3**

BEFORE THE  
**FEDERAL COMMUNICATIONS COMMISSION**  
 WASHINGTON, D.C. 20554

In the Matter of	)	
	)	
Applications of America Online, Inc.	)	CS Docket No. 00-30
And Time Warner, Inc.	)	
For Transfers of Control	)	

AFFIDAVIT OF PRESTON PADDEN

I, Preston Padden, under penalty of perjury, do solemnly swear or affirm that the following statements are true, accurate, and complete to the best of my knowledge and belief.

1. I understand that this affidavit is being submitted to the FCC in response to the Order of the Cable Services Bureau, released October 10, 2000, in the above-captioned proceeding.

2. I am Executive Vice President of Government Relations of The Walt Disney Company and the senior attorney in the company's Washington, D.C. office. As such, my responsibilities include coordination and supervision of the company's legislative activities as well as its participation in various administrative agency matters, including the above-referenced proceeding before the FCC. In connection with such work, I regularly have occasion to communicate with, and receive communications from, outside counsel retained by the company to represent it in such proceedings. I also review and revise, as appropriate, filings made by Disney or its outside counsel in FCC proceedings.

3. On Friday, September 22, 2000, I was in San Francisco, California, attending the National Association of Broadcasters Radio Show.

4. That morning (Pacific Daylight Time), following an early morning breakfast, I returned to my hotel room and commenced going through a large number of e-mail messages. Among them was a message from Larry Duncan, an associate at Verner, Liipfert, one of the company's outside law firms, who has had significant involvement in that firm's representation of the company in the present proceeding. In connection with Verner, Liipfert's work on CS Docket No. 00-30, I had routinely exchanged communications with Mr. Duncan. I opened and quickly skimmed the message, which contained a brief description of several America Online ("AOL") documents that Mr. Duncan had reviewed.

5. Due to the need quickly to review all of the accumulated incoming messages in my mailbox, I devoted little time or attention to the substance of Mr. Duncan's e-mail message. Moreover, although through my work on this proceeding I was aware of the existence of the Protective Order, I was of the understanding that it governed only the documents themselves. Given the limited attention that I committed to the message, the possibility that the Protective Order might have restricted my eligibility to review the brief descriptions of the documents contained in Mr. Duncan's e-mail never entered my mind.

6. After reviewing his message, I sent a nonsubstantive reply to Mr. Duncan, thanking him for his great work. In connection therewith, per my usual practice for all matters on which I am

working, I electronically copied my reply, with Mr. Duncan's original message attached, to a number of the other senior executives of the company as well as to my staff in the Washington office.

7. About thirty or forty minutes after replying to his initial e-mail, I received from Mr. Duncan a subsequent e-mail transmission advising me that the information in his earlier message was confidential and that it was not to be communicated to business people in the company. Immediately upon receiving this information, I sent an acknowledgement to Mr. Duncan and drafted and sent an e-mail message to the individuals copied on my initial distribution list that notified them of the confidential nature of the information in my previous message and instructed them to disregard that earlier message.

8. Over the weekend, following the end of the NAB Radio Show on September 23, 2000, I left San Francisco and returned to Washington. Whereupon, I received a call notifying me of a pressing family matter involving my son that required my immediate and undivided attention. I left Washington at 6:30 a.m. Monday morning to travel to Colorado to address this matter.

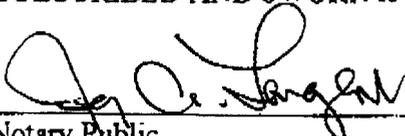
9. On Tuesday, September 26, while still occupied in Colorado, I participated in a short conference call with my colleague, Marsha MacBride, Mr. Duncan, and Larry Sidman, the lead attorney from Verner, Liipfert. We discussed sending a follow-up e-mail message to the recipients of my earlier messages expressly directing them to delete the message containing the confidential material. In addition, during that conversation I learned that Verner, Liipfert had determined that it was necessary to notify the Commission and AOL of the fact of, and the circumstances surrounding, the inadvertent disclosure. Following that call, I instructed my secretary, in my absence, to prepare and transmit under my name to the Washington office staff and to all of the other individuals who had received my earlier messages, another e-mail ordering the deletion of the message in question.

10. In addition to the foregoing, I took steps to delete the message from Mr. Duncan from my own computer, and the Information Services department for the company has confirmed that all records of the e-mail containing the confidential information have been deleted from the mailbox and trash bin of my computers. Also, I did not print any hard copies of the message I received from Mr. Duncan, or of my reply message that retransmitted it, and I do not have any copies of either such e-mail in my possession.

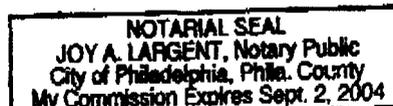
11. Finally, except for the retransmission discussed above, following my receipt of the e-mail message from Mr. Duncan on September 22, 2000, I have not disclosed or used any of the information contained therein in any way, and I acknowledge that I am prohibited from doing so.

  
Preston Padden

SUBSCRIBED AND SWORN to before me, a Notary Public, this 13th day of October, 2000.

  
Notary Public

My appointment expires: \_\_\_\_\_



# **ATTACHMENT**

**4**

BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

In the Matter of )  
 )  
Applications of America Online, Inc. ) CS Docket No. 00-30  
And Time Warner, Inc. )  
For Transfers of Control )

AFFIDAVIT OF MICHAEL TASOOJI

I, Michael Tasooji, under penalty of perjury, do solemnly swear or affirm that the following statements are true, accurate, and complete to the best of my knowledge and belief.

1. I am the Senior Vice President and Chief Information Officer of The Walt Disney Company. In that capacity, I exercise authority over all technical and computer services and operations for The Walt Disney Company and its subsidiaries, including the American Broadcasting Company ("ABC").

2. I understand that this affidavit is being submitted to the FCC in response to the Order of the Cable Services Bureau, released October 10, 2000, in the above-captioned proceeding.

3. Pursuant to the Bureau's Order, on October 11, 2000, the office of the General Counsel of The Walt Disney Company, in cooperation with my office, undertook steps to ensure that the e-mail messages that are the subject of this investigation - both that received from the company's outside counsel on September 22, 2000, containing a description of certain America Online ("AOL") documents subject to the FCC's Protective Order in this Docket, and the message from Preston Padden retransmitting same to other individuals within The Walt Disney Company or ABC - are eliminated from the company's e-mail and other computer and information storage systems.

4. Technical analysts from my office or the Information Systems department of ABC, have examined the office desktop computers and any laptop computers used by each of the Disney or ABC recipients at the companies' facilities in London, England; New York, New York; Washington, D.C.; and Burbank, California and the technicians have independently verified that the records of these messages have been eliminated from these systems. The analysts physically checked all of the computer file folders of the recipients and made sure that any archived copies of the e-mail were deleted.

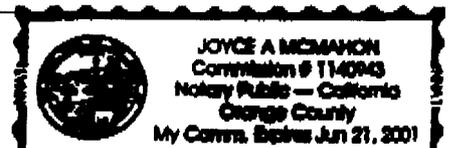
5. Finally, as an additional measure, technicians at The Walt Disney Company and ABC have destroyed all tape backup copies for the companies' information systems that potentially could have contained the September 22, 2000 e-mail messages.

Michael Tasooji  
Michael Tasooji

SUBSCRIBED AND SWORN to before me, a Notary Public, this 13th day of October, 2000.

[Signature]  
Notary Public

My appointment expires: 6-21-2001



**ATTACHMENT**

**5**

VERNER · LIIPFERT  
BERNHARD · McPHERSON <sup>BY</sup> HAND  
**CHARTERED**

901 - 15TH STREET, N.W.  
WASHINGTON, D.C. 20005-2301  
(202) 371-6000  
FAX: (202) 371-6279

**MEMORANDUM**

To: Federal Communications Practice Group

From: Erwin Krasnow, Chair  
Communications Practice Group

Subject: Protecting Confidential Documents

Date: October 13, 2000

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This memorandum is to remind all attorneys of their responsibility to protect the confidentiality of all documents and information entrusted to their care, and to establish specific procedures that all attorneys are required to follow when dealing with confidential documents. The term "confidential document" means all written, recorded, electronically stored, or graphical material, whether produced or created by a party or another person, that relates to the confidential information.

When confidential documents or any information derived from them are within the possession of any attorney in the Communications Practice Group, or any other Verner Liipfert attorney working on matters related to matters pending before the Federal Communications Commission, including matters which involve information under protective order, the attorney shall take the following actions to assure that the confidentiality of all such information is protected.

1. Absolute confidentiality must be maintained for all information subject to confidentiality requirements, including specifically that under protective order.
2. If there is any doubt about whether any document, summary thereof, or other information is subject to confidentiality ("confidential information"), the information must be protected until the issue of the confidentiality that may apply is determined. In any case in which any such issue arises, the determination as to the appropriate course of action must be brought to the attention of the "billing" or "responsible" attorney for that matter.

3. In any case in which a protective order requires execution of a written acknowledgement of confidentiality, no attorney or employee in the firm shall have access to confidential documents or information unless that person has signed the acknowledgement of confidentiality and otherwise complied with all requirements established by the protective order.
4. All confidential information and documents must be maintained in secured files completely separate and apart from non-confidential information.
5. Such files shall include a list of all persons authorized to view or otherwise to have access to such information. If a letter or other written acknowledgement of confidentiality or similar document is required, a copy of such a document must be included in the file for each and every person to whom access is allowed. Only such persons on the above-described list shall be given access (including persons or attorneys employed by the client).
6. Before any confidential information is conveyed, discussed, or otherwise disclosed to any employee of, or consultant to the client, the “billing” or “responsible” attorney for the client matter personally must ensure that each intended recipient is authorized to receive the confidential information.
7. No confidential information shall be conveyed to any person, inside or outside the firm, by e-mail. The only permissible means of conveying such information to another eligible to receive it is by physical delivery or by facsimile. In the case of physical delivery, such information shall be entirely contained in a separate envelope inside of the delivery envelope and clearly marked “confidential information for eyes only of \_\_\_\_\_.” In the case of a facsimile, the recipient must be contacted and acknowledge that such information is being sent before it is transmitted, and the cover sheet shall clearly state that the information is “strictly confidential for eyes only of \_\_\_\_\_”.
8. Each attorney allowing access to others of confidential information must keep a record in the file naming each person to whom access is granted.
9. Any breach or deviation from these requirements must be reported immediately to the “billing” and “responsible” attorneys for the client matter for which the work is being performed and to the Chair of the Communications Practice Group.
10. Any questions regarding these procedures are to be clarified with the Chair of the Communications Group.

**ATTACHMENT**

**6**

## MEMORANDUM

To: All Legal Department and Government Relations Staff

From: Lou Meisinger  
Executive Vice President and General Counsel

Subject: Policies and Procedures for Handling and Disposition of Documents  
and/or Information Subject to Protective Order in Federal  
Communications Commission (FCC) Proceedings

Date: October 13, 2000

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All staff members in the Legal or Government Affairs Departments of The Walt Disney Company or any of its subsidiaries (collectively, the "Company"), in all offices, shall abide by the following policies and procedures whenever working on matters or proceedings before the Federal Communications Commission (FCC) in which the FCC or any of its Bureaus or Divisions has entered a protective order applicable to documents, materials, or information submitted by any party to such matter or proceeding:

1. **Notice of Protective Order.** At such time as the Commission, or any of its Bureaus or Divisions, issues a protective order in any proceeding in which the Company is a participant, the senior supervisor working on such matter or proceeding shall ensure that each individual working on such matter (in any of the Company's offices) receives notice of the existence of such protective order and of its terms. Where practicable, the preferred method for such notice shall be the distribution of copies of the protective order itself. Supervisors shall furnish a copy of any such protective order entered by the FCC to the office of the Company's General Counsel along with evidence of the publication of such notice to staff and a list of the staff members so notified.
2. **Obligation to Read.** Each Company employee working on a matter that is subject to a protective order issued by the FCC shall read the protective order and shall maintain a copy of same in the individual's files until such time as the (i) the protective order expires or is otherwise vacated; (ii) the proceeding subject to the protective order terminates; or (iii) the employee no longer is working on the matter or proceeding.
3. **Restrictions on Access.** No employee of the Company shall seek or have access to any document or information subject to any protective order issued by the FCC unless and until they have satisfied all requirements and procedures, including the execution of any prescribed documents, necessary for access under the terms of the protective order.

4. **Maintenance of Records.** The protective order, all executed documents necessary to access such confidential document, and copies of any such confidential information and/or documents obtained by Company personnel pursuant to the protective order shall be maintained in files completely separate and apart from all other information maintained in connection with the related matter or proceeding.
  
5. **Exchange of Confidential Documents with Outside Consultants and Counsel.** Any Disney employee with authorized access to confidential documents shall not exchange such documents or any confidential information derived from them with outside counsel or consultants unless such employee has verified that the outside counsel or consultants have complied with the requirements of the protective order and may have access to such confidential information.
  
6. **Final Disposition of Confidential Materials.** At the termination of work on matters or proceedings involving information subject to an FCC protective order, all confidential materials subject to such protective order shall be disposed of according to the requirements set forth in such protective order.

Any questions regarding these procedures must be directed to me.