

TIME WARNER

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**FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**

November 20, 2000

Karen Oneije
Office of the Chairman
Federal Communications Commission
445 12th Street, S.W. - The Portals
Washington, D.C. 20554

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

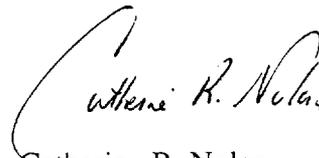
Dear Ms. Oneije,

On behalf of Time Warner, I am pleased to provide you with a copy of a press release and joint statement announcing a definitive agreement between EarthLink and Time Warner Cable to offer EarthLink broadband Internet services over Time Warner cable systems.

Under this agreement, EarthLink's full package of high-speed Internet access, content, applications and functionality - - including video streaming - - will be made available to the approximately 20 million homes passed by Time Warner Cable's broadband-capable cable networks. This agreement marks a ground breaking advance in providing consumers with choice among multiple high-speed ISPs, and represents the cable industry's most far-reaching partnership with an unaffiliated ISP.

Today's announcement of a definitive agreement between EarthLink and Time Warner Cable is yet another significant step showing that AOL and Time Warner are in fact implementing the framework outlined in their February 12, 2000 "Memorandum of Understanding."

Sincerely,

A handwritten signature in black ink that reads "Catherine R. Nolan". The signature is written in a cursive style with a large, sweeping initial "C" that loops around the first part of the name.

Catherine R. Nolan
Vice President
Law and Public Policy

cc: Magalie R. Salas

For Immediate Release

**EARTHLINK AND TIME WARNER CABLE ANNOUNCE DEFINITIVE AGREEMENT
TO OFFER EARTHLINK BROADBAND INTERNET SERVICES OVER
TIME WARNER CABLE SYSTEMS**

**—Agreement Marks Groundbreaking Advance in Providing
Choice to Consumers in Broadband Cable Internet Access—**

ATLANTA and NEW YORK, November 20, 2000—EarthLink (Nasdaq:ELNK), the nation's second largest Internet services provider with more than 4.6 million subscribers, and Time Warner Cable, a Time Warner Inc. (NYSE:TWX) company that serves 12.6 million U.S. cable customers, today announced that they have signed a definitive agreement for EarthLink to offer its broadband Internet services over Time Warner Cable systems.

Under this agreement, EarthLink's full package of high-speed Internet access, content, applications and functionality—including video streaming—will be made available to the approximately 20 million homes passed by Time Warner Cable's broadband-capable cable networks.

This agreement marks a groundbreaking advance in providing consumers with choice among multiple high-speed ISPs over Time Warner Cable's broadband networks, and represents the cable industry's most far-reaching partnership with an unaffiliated ISP.

EarthLink's Chief Executive Officer Garry Betty said: "This agreement to offer EarthLink's broadband Internet services over Time Warner Cable's systems is an important advance in bringing the benefits of open access to our subscribers and all Internet users. Building on our alliances with DSL, satellite, fixed wireless, and other cable operators, this partnership will significantly expand our ability to provide subscribers with always-on, high-speed Internet access. We look forward to working with Time Warner Cable, and we hope to negotiate similar agreements with other cable companies to offer EarthLink broadband service to consumers nationwide."

Glenn A. Britt, President of Time Warner Cable, said: "This definitive agreement with EarthLink, one of the world's leading ISPs, is a win for consumers and a win for the

development of broadband cable Internet access. Our partnership with EarthLink demonstrates our commitment to offer Time Warner Cable customers multiple choices in broadband ISPs. The agreement marks the most far-reaching alliance yet between a cable operator and an unaffiliated ISP. This is a good business agreement for both Time Warner Cable and EarthLink, and we believe it will serve as a model for future broadband agreements between ISPs and cable companies across the country. We are in productive negotiations with additional ISPs, based on this agreement, that will speed development of the interactive medium and provide valuable new benefits to consumers."

Time Warner Cable previously has announced its intention to restructure its existing contract with its affiliate Road Runner. EarthLink will begin offering broadband Internet services over Time Warner Cable's systems after this restructuring and technological modifications are complete. EarthLink anticipates providing its broadband Internet services over Time Warner Cable's systems sometime in the second half of 2001.

Specific terms of this agreement between EarthLink and Time Warner Cable were not disclosed. The agreement is contingent upon FTC approval and the closing of the America Online-Time Warner merger.

About EarthLink

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Contacts:

Edward Adler
Time Warner Inc.
(212) 484-6630

Dan Greenfield
EarthLink
(703) 980-8226 (cell) or
greenfie@corp.earthlink.net

Mike Luftman
Time Warner Cable
(203) 328-0613 or
mike.luftman@twcable.com

Greg Stanko
Ogilvy
(202) 452-7809

Kari Walker
Alexander Ogilvy
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Honorable Susan Ness
Federal Communications Commission
445 12th Street, S.W. - The Portals
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Re: Applications of American Outline, Inc.
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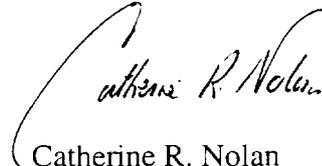
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Mark Schneider
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CS Docket No. 00-30

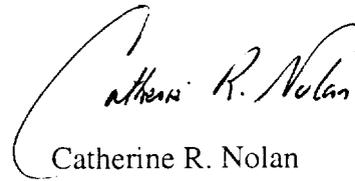
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Time Warner Cable owns and manages the world's most advanced, best clustered cable television operations, with 90 percent of its 12.6 million customers in systems of 100,000 subscribers or more. It is a division of Time Warner Entertainment, which is an operating unit of Time Warner Inc.

Caution Concerning Forward-Looking Statements

This press release includes certain "forward-looking statements" about EarthLink and Time Warner Inc. within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations or beliefs of the companies' management and are naturally subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein due to changes in economic, business, competitive, technological, and/or regulatory factors affecting the companies and factors affecting the proposed combination of Time Warner Inc. and America Online, Inc. More detailed information about these factors is set forth in the companies' respective filings with the Securities and Exchange Commission, including their most recent quarterly report on Form 10-Q. EarthLink and Time Warner are under no obligation to (and expressly disclaims any such obligation to) update or alter their forward-looking statements whether as a result of new information, future events, or otherwise.

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Contacts:

Edward Adler
Time Warner Inc.
(212) 484-6630

Dan Greenfield
EarthLink
(703) 980-8226 (cell) or
greenfie@corp.earthlink.net

Mike Luftman
Time Warner Cable
(203) 328-0613 or
mike.luftman@twcable.com

Greg Stanko
Ogilvy
(202) 452-7809

Kari Walker
Alexander Ogilvy
(404) 881-2310

For Immediate Release

**JOINT AMERICA ONLINE/TIME WARNER STATEMENT ON
EARTHLINK-TIME WARNER CABLE DEFINITIVE AGREEMENT**

DULLES, VA and NEW YORK, November 20, 2000—Today's definitive agreement between EarthLink (Nasdaq:ELNK) and Time Warner Cable marks an important advance in providing consumers with choice among multiple high-speed ISPs over Time Warner Cable's broadband networks, and represents the cable industry's most far-reaching partnership with an unaffiliated ISP. This agreement is a win for consumers and a win for the development of broadband cable Internet access. This is a good business agreement for both Time Warner Cable and EarthLink, and we believe that it will become a model for future broadband cable alliances. In order to provide the FTC with time to consider the technical and other details of the EarthLink-Time Warner Cable agreement, America Online and Time Warner have extended the FTC's review period for two weeks beyond November 30. The Companies expect to close their merger by the end of the year or the very early days of 2001.

Caution Concerning Forward-Looking Statements

This document includes certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations or beliefs and are naturally subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein. The forward-looking statements herein include statements about the proposed Time Warner/America Online transaction. The following factors, among others, could cause actual results to differ materially from those described herein: the risk that the Time Warner and America Online businesses will not be integrated successfully; the costs related to the merger; inability to obtain, or meet conditions imposed for, governmental approvals for the merger of America Online and Time Warner; and other economic, business, competitive, technological and/or regulatory factors affecting Time Warner's and America Online's businesses generally. More detailed information about those factors is set forth in filings by Time Warner, America Online and AOL Time Warner with the Securities and Exchange Commission, including America Online's most recent annual report on Form 10-K, Time Warner's most recent quarterly report on Form 10-Q and current reports on Form 8-K. None of Time Warner, America Online or AOL Time Warner is under any obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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Contacts:

Edward Adler
Time Warner Inc.
(212) 484-6630

Tricia Primrose
America Online Inc.
(212) 484-7450

TIME WARNER

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

November 20, 2000

Jordan Goldstein
Office of Commissioner Ness
Federal Communications Commission
445 12th Street, S.W. - The Portals
Washington, D.C. 20554

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

Dear Mr. Goldstein,

On behalf of Time Warner, I am pleased to provide you with a copy of a press release and joint statement announcing a definitive agreement between EarthLink and Time Warner Cable to offer EarthLink broadband Internet services over Time Warner cable systems.

Under this agreement, EarthLink's full package of high-speed Internet access, content, applications and functionality - - including video streaming - - will be made available to the approximately 20 million homes passed by Time Warner Cable's broadband-capable cable networks. This agreement marks a ground breaking advance in providing consumers with choice among multiple high-speed ISPs, and represents the cable industry's most far-reaching partnership with an unaffiliated ISP.