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January 11, 2002

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BY HAND DELIVERY

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FEDERAL COMMUNICATIONS COMMISSION
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Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.—The Portals
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Washington, D.C. 20554

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

Dear Ms. Salas:

The Federal Communications Commission's Order granting the transfer applications of America Online, Inc. and Time Warner Inc. sets forth a requirement that the General Counsel of AOL Time Warner Inc. ("AOL Time Warner") certify, upon the merger's closing and annually thereafter, the company's compliance, first, with certain conditions relating to its contractual relationships with AT&T and, second, with Section 631 of the Communications Act (47 U.S.C. § 551).¹ Attached please find AOL Time Warner's first annual certification of compliance.

Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,

Wayne D. Johnsen

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List A B C D E

¹ *In the Matter of Applications for Consent to Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and America Online, Inc., Transferors, to AOL Time Warner Inc., Transferee, 23 CR 157 (2001).*

AOL Time Warner

January 11, 2002

Paul T. Cappuccio
Executive Vice President,
General Counsel and Secretary

Ms. Magalie Roman Salas
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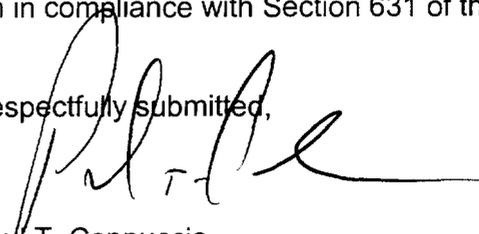
**Re: AOL Time Warner Inc. Certification of Compliance
Applications of America Online, Inc. and Time Warner Inc.
for Transfers of Control, CS Docket No. 00-30**

Dear Ms. Salas:

As required by the FCC's Order granting the transfer applications of America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner"), AOL Time Warner Inc. ("AOL Time Warner") hereby certifies that:

- (1) AOL Time Warner has not entered into any agreement with AT&T Corp., tacit or otherwise, that:
 - (a) gives any AOL Time Warner ISP exclusive access to any AT&T cable system for the purpose of offering high-speed Internet access service; or
 - (b) affects AT&T's ability to offer any rates, terms or conditions of access to ISPs that are not affiliated with AOL Time Warner.
- (2) AOL Time Warner is and will remain in compliance with Section 631 of the Communications Act.¹

Respectfully submitted,



Paul T. Cappuccio
Executive Vice President,
General Counsel and Secretary
AOL Time Warner Inc.

¹ While differing interpretations of the scope of Section 631 exist, AOL Time Warner believes its cable operations are in full compliance with Section 631 as applied to date. AOL Time Warner notes that Time Warner Entertainment Company ("TWE") is currently a defendant in a class action lawsuit, which was initially filed in the United States District Court for the Eastern District of New York (*Parker v. Time Warner Entertainment Company*, CV 98-4265 (ILG) (JMA)). Various rulings regarding class certification have now been appealed by plaintiffs and those appeals are currently pending before the Second Circuit Court of Appeals. The plaintiffs in this lawsuit allege that TWE has violated Section 631 by disclosing personally identifiable information that it obtained from sources other than its cable subscribers, and that the notices TWE provides to subscribers concerning its practices do not satisfy Section 631. TWE believes that these allegations are without merit and that its operations comply with the requirements of Section 631.