

January 13, 2004

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: 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. Dortch:

The Federal Communications Commission's Order granting the above-referenced transfer of control applications of America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner") sets forth a requirement that the General Counsel of AOL Time Warner Inc. (now Time Warner Inc.) 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 (now Comcast) and, second, with Section 631 of the Communications Act (47 U.S.C. § 551). Attached please find Time Warner Inc.'s 2004 annual certification of compliance.

Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,



Steven N. Teplitz

Time Warner

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Dear Ms. Dortch:

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

- (1) Time Warner has not entered into any agreement with Comcast Corp.,¹ tacit or otherwise, that:
 - (a) gives any Time Warner ISP exclusive access to any Comcast cable system for the purpose of offering high-speed Internet access service; or
 - (b) affects Comcast's ability to offer any rates, terms or conditions of access to ISPs that are not affiliated with Time Warner.

¹ While the FCC's Order specified that the foregoing certification be related to agreements with AT&T Corp., Time Warner recognizes that AT&T's cable systems were transferred to AT&T Comcast Corporation (now Comcast Corp.) and has conformed its certification accordingly. *Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, Memorandum Opinion and Order, MB Docket No. 02-70, FCC 02-310 (rel. Nov. 14, 2002).*

(2) Time Warner is and will remain in compliance with Section 631 of the Communications Act.²

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'P. Cappuccio', written over the typed name below.

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

² While differing interpretations of the scope of Section 631 exist, Time Warner believes its cable operations are in full compliance with Section 631 as applied to date. Time Warner notes that Time Warner Entertainment Company (“TWE”) is currently a defendant in a class action lawsuit, which was 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)). 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.