

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of merger of America Online, Inc. (AOL) with Time Warner Inc. (TWI) (holder of approximately 48% of the outstanding stock of Time Warner Telecom, Inc., full owner of AAV/ALEC Certificate No. 3167 and IXC Certificate No. 5327 in the name Time Warner Telecom of Florida, L.P.), whereby AOL and TWI will become wholly owned subsidiaries of AOL Time Warner Inc., a newly formed holding company.

DOCKET NO. 000204-TP
ORDER NO. PSC-00-0781-PAA-TP
ISSUED: April 21, 2000

The following Commissioners participated in the disposition of this matter:

JOE GARCIA, Chairman
J. TERRY DEASON
SUSAN F. CLARK
E. LEON JACOBS, JR.
LILA A. JABER

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING MERGER

BY THE COMMISSION:

NOTICE is hereby given by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

Section 364.33, Florida Statutes, provides that a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, transfer, or assignment of majority organizational

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

ORDER NO. PSC-00-0781-PAA-TP
DOCKET NO. 000204-TP
PAGE 2

control or controlling stock ownership, without prior approval from this Commission.

By letter dated February 14, 2000, America Online, Inc. (AOL) and Time Warner, Inc. (Time Warner) filed with this Commission an application for approval of Merger of AOL with Time Warner, whereby AOL and Time Warner will become wholly owned subsidiaries of AOL Time Warner, a newly formed holding company.

Time Warner is the holder of Alternative Access Vendor with Alternative Local Exchange Telecommunications authority Certificate No. 3167 and Interexchange Telecommunications Certificate No. 5327 in the name of Time Warner of Florida, L.P. AOL and Time Warner have stated that the transaction will be virtually transparent to their customers in Florida and it will not affect the services being provided. AOL and Time Warner have further stated that they will continue to operate under their existing certificated names and tariffs on file with this Commission.

In accordance with our authority under Section 364.33, Florida Statutes, to approve the acquisition or transfer of majority organizational control or controlling stock ownership of a telecommunications company providing service in Florida, we have reviewed the Petition of AOL and Time Warner, and find it appropriate to approve it. We have based our review and decision upon an analysis of the public's interest in efficient, reliable telecommunications service. Our decision does not address the potential impact of the transfer on the competitive market in Florida, or on the companies' or their competitors' interests. We emphasize, however, that our approval of the Petition pursuant to our authority under Section 364.33, Florida Statutes, does not preclude us from addressing any of our concerns that may arise regarding this transaction to the appropriate federal or state agencies.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that America Online, Inc. and Time Warner, Inc.'s request for approval of merger of America Online, Inc. with Time Warner, Inc., whereby America Online, Inc. and Time Warner, Inc. will become wholly owned subsidiaries of AOL Time Warner, is hereby approved. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective upon the issuance

ORDER NO. PSC-00-0781-PAA-TP
DOCKET NO. 000204-TP
PAGE 3

of a Consummating Order unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission, this 21st day of April, 2000.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

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ORDER NO. PSC-00-0781-PAA-TP
DOCKET NO. 000204-TP
PAGE 4

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing that is available under Section 120.57, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing will be granted or result in the relief sought.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

The action proposed herein is preliminary in nature. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, in the form provided by Rule 28-106.201, Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on May 12, 2000.

In the absence of such a petition, this order shall become final and effective upon the issuance of a Consummating Order.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.