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February 28, 2000

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Tallahassee, Florida 32399-0850

VIA HAND DELIVERY

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RECORDS AND
REPORTING

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RECEIVED-FPSC

Re: Notice of the Effect of the America Online, Inc. and Time Warner Inc. Merger on the Ownership of Time Warner Connect

Dear Ms. Bayo:

The purpose of this letter is to inform the Florida Public Service Commission of the effect of the merger of America Online, Inc. ("AOL") and Time Warner Inc. ("TWI") on the ownership of Time Warner Connect ("TW-Connect"), a certificated provider of telecommunications services in Florida.

As you may have read, on January 10, 2000, AOL and TWI announced a stock-for-stock merger. Each of AOL and TWI will merge with subsidiaries of a newly formed holding company, AOL Time Warner Inc. ("AOL Time Warner"). As a result of the mergers, both AOL and TWI will become wholly owned subsidiaries of AOL Time Warner. Under the terms of the merger agreement, TWI and AOL stock will be converted to AOL Time Warner stock at fixed exchange ratios.

Currently, TW-Connect is indirectly wholly-owned by TWI. The TWI/AOL merger, however, will not result in the assignment or transfer of any certificates of public convenience and necessity or other assets held by TW-Connect. The TWI/AOL merger will also not result in any changes in the management of TW-Connect, nor will the merger result in the transfer of any stock of the company. TWI will continue in existence and will continue to hold indirectly a 100% ownership interest in TW-Connect as before.

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Ms. Blanca Bayo
February 28, 2000
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I would like to take this opportunity to assure the Commission that the merger of AOL and TWI is in the public interest and will have absolutely no adverse impact upon the service of TW-Connect to its existing Florida customers. In particular:

- * The certifications issued by the Commission to TW-Connect will continue to be held by the same entity.
- * TW-Connect will continue to be solely and exclusively responsible for its day-to-day management and operation of its telecommunications service offerings.
- * The local management and staff of TW-Connect will remain the same.
- * TW-Connect will provide service under any effective tariffs that it currently has on file with the Commission, without any alteration due to the TWI/AOL merger.

Please do not hesitate to contact me should you have any questions or if I can be of any assistance.

Very truly yours,

PENNINGTON, MOORE, WILKINSON,
BELL & DUNBAR, P.A.



Karen M. Camechis

KMC/kms