



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

December 21, 2001

Robert D. Joffe, Esquire
Cravath, Swaine & Moore
825 Eighth Avenue
New York, NY 10019

Re: America Online/Time Warner, FTC Docket No. C-3989.

[REDACTED]

[REDACTED]

This letter responds to AOL Time Warner Inc.'s Motions for Approval of Non-Affiliated

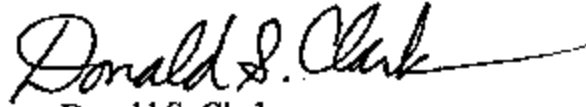
[REDACTED]

[REDACTED]

[REDACTED]

submitted and the representations made in connection with AOL Time Warner's Motions and has assumed them to be accurate and complete.

By direction of the Commission, Chairman Muris recused.



Donald S. Clark
Secretary

cc: Andrew Coren, President
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Mary Rickert, Vice President

