



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.

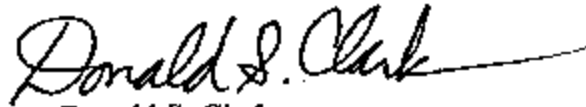
Dear Mr. Joffe:

This letter responds to AOL Time Warner Inc.'s Motions for Approval of Non-Affiliated ISP and Alternative Cable Broadband ISP Service Agreement in connection with four ISPs: New York Connect.Net, Ltd., (2) Internet Junction Corp., (3) Inter.net US. Ltd., and (4) STIC.NET. Pursuant to Paragraph II.A.2. of the Decision & Order issued by the Commission in this matter, AOL Time Warner requests that the Commission approve each ISP and the Agreements executed by each.

After consideration of AOL Time Warner's Motions and other available information, the Commission has determined to approve the ISPs and the Agreements as described in AOL Time Warner's Motions. In according its approval, the Commission has relied upon the information

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

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