

CRAVATH, SWAINE & MOORE

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000
FACSIMILE: (212) 474-3700

CITYPOINT
ONE ROPEMAKER STREET
LONDON EC2Y 9HR ENGLAND
TELEPHONE: 44-207-453-1000
FACSIMILE: 44-207-860-1150

SUITE 2609, ASIA PACIFIC FINANCE TOWER
3 GARDEN ROAD, CENTRAL
HONG KONG
TELEPHONE: 852-2509-7200
FACSIMILE: 852-2509-7272

WRITER'S DIRECT DIAL NUMBER

(212) 474-1448

WILLIAM B. BRANNAN
LEWIS R. STEINBERG
SUSAN WEBSTER
WILLIAM H. WIDEN
TIMOTHY G. MASSAD
DAVID MERCADO
ROWAN D. WILSON
JOHN T. GAFFNEY
PETER T. BARBUR
SANDRA C. GOLDSTEIN
PAUL MICHALSKI
THOMAS G. RAFFERTY
MICHAEL S. GOLDMAN
RICHARD HALL
ELIZABETH L. GRAYER
JULIE A. NORTH
STEPHEN L. BURNS
KATHERINE B. FORREST
KEITH R. HUMMEL
DANIEL SLIFKIN
JEFFREY A. SMITH
ROBERT I. TOWNSEND, II
WILLIAM J. WHELAN, II

SCOTT A. BARSHAY
PHILIP J. BOECKMAN
ROGER G. BROOKS
WILLIAM V. FOGG
FAIZA J. SAEED
RICHARD J. STARK
THOMAS E. DUNN
JULIE T. SPELLMAN
RONALD CAMI
MARK I. GREENE

SPECIAL COUNSEL
THOMAS D. BARR

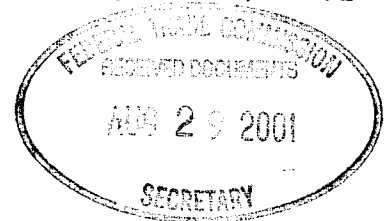
OF COUNSEL
CHRISTINE BESHAR

SAHUEL C. BUTLER
GEORGE J. GILLESPIE, III
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
ALAN J. HRUSKA
FREDERICK A.O. SCHWARZ, JR.
ROBERT S. RIFKIND
DAVID O. BROWNWOOD
PAUL M. DODYK
THOMAS R. BROHE
ROBERT D. JOFFE
ALLEN FINKELSON
RONALD S. ROLFE
PAUL C. SAUNDERS
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
MAX R. SHULMAN
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN

D. COLLIER KIRKHAM
MICHAEL L. SCHLER
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER O. TURNER
PHILIP A. GELSTON
RORY O. HILLSON
NEIL P. WESTREICH
FRANCIS P. BARRON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.
JAMES D. COOPER
STEPHEN L. GORDON
DANIEL L. MOSLEY
GREGORY M. SHAW
PETER S. WILSON
JAMES C. VARDELL, III
ROBERT H. BARON
KEVIN J. GREHAN
W. CLAYTON JOHNSON
STEPHEN S. MADSEN
C. ALLEN PARKER
MARC S. ROSENBERG

August 28, 2001

Docket No C-3989



Dear Mr. Clark:

By motion dated June 25, 2001, AOL Time Warner Inc. ("AOLTW") moved the Commission for approval (1) of Juno Online Services, Inc. ("Juno") and High Speed Access Corp. ("HSA") as Non-affiliated ISPs, and (2) of the Alternative Cable Broadband ISP Service Agreements entered into between Time Warner Cable ("TWC") and these entities.

On behalf of AOLTW, I am authorized to, and hereby do, withdraw those portions of the motion which pertain to HSA and leave pending the balance of the motion which pertains to Juno.

This letter in its entirety may be placed on the public record.

Thank you.

Very truly yours,

Robert D. Joffe

Donald S. Clark, Esq.
Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, N.W., Room 172
Washington, DC 20580

BY FAX AND AIRBORNE EXPRESS

Naomi Licker
Compliance Division
Federal Trade Commission
600 Pennsylvania Avenue, NW, Room S2115
Washington, DC 20580

BY FAX AND AIRBORNE EXPRESS

Copy w/encls. to:

Edward J. Weiss, Esq.
AOL Time Warner Inc.
75 Rockefeller Plaza, 26th Floor
New York, NY 10019

Marc J. Apfelbaum, Esq.
Time Warner Cable
290 Harbor Drive
Stamford, CT 06902-6732

Encl.

17A