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TIME WARNER TELECOM INC
Form SC 13D
January 23, 2001

Draft 1/19/2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Information to be included in statements filed pursuant to
Rule 13d-1(a) and amendments thereto filed pursuant to Rule 13d-2(a)

Time Warner Telecom Inc.

(Name of Issuer)

Class A Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

887319101

(CUSIP Number)

Paul T. Cappuccio, Esq.
Executive Vice President, General Counsel
and Secretary

AOL Time Warner Inc.
75 Rockefeller Plaza
New York, NY 10019
(212) 484-8000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

January 11, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

(Continued on following page(s))

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
AOL Time Warner Inc.
IRS No. 13-4099534

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER 0 |
| | 8 SHARED VOTING POWER 50,363,738 (Class B Common Stock) 1,2 |
| | 9 SOLE DISPOSITIVE POWER 0 |
| | 10 SHARED DISPOSITIVE POWER 50,363,738 (Class B Common Stock) 1 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
50,363,738 (Class B Common Stock) 1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES 2 [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
69.7% (Class B Common Stock) 1 or
60.1% (Class A Common Stock)

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

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(2) Solely as a result of a Stockholders Agreement dated as of May 10, 1999, among AOL Time Warner (as successor by merger to Time Warner Inc.), AT&T Corporation ("AT&T") (as successor by merger to MediaOne of Colorado, Inc.), Advance Telecom Holdings Corporation ("Advance") (by transfer from Advance/Newhouse Partnership) and Newhouse Telecom Holdings Corporation ("Newhouse") (by transfer from Advance/Newhouse Partnership), to vote their shares of Class B Common Stock in favor of each others' directors AOL Time Warner may be deemed the beneficial owner of 6,289,842 shares of Class B Common Stock owned by AT&T, 6,036,063 shares of Class B Common Stock owned by Advance and 9,536,856 shares of Class B Common Stock owned by Newhouse.

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Time Warner Inc.
IRS No. 13-1388520

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|----------------------------------------------------------------------------------|----|-----------------------------------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 50,363,738 (Class B Common Stock) 1,2 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 50,363,738 (Class B Common Stock) 1 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
50,363,738 (Class B Common Stock) 1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES 2 [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
69.7% (Class B Common Stock) 1 or
60.1% (Class A Common Stock)

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14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

(2) Solely as a result of a Stockholders Agreement dated as of May 10, 1999, among AOL Time Warner (as successor by merger to Time Warner Inc.), AT&T Corporation ("AT&T") (as successor by merger to MediaOne of Colorado, Inc.), Advance Telecom Holdings Corporation ("Advance") (by transfer from Advance/Newhouse Partnership) and Newhouse Telecom Holdings Corporation ("Newhouse") (by transfer from Advance/Newhouse Partnership), to vote their shares of Class B Common Stock in favor of each others' directors AOL Time Warner may be deemed the beneficial owner of 6,289,842 shares of Class B Common Stock owned by AT&T, 6,036,063 shares of Class B Common Stock owned by Advance and 9,536,856 shares of Class B Common Stock owned by Newhouse.

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
FibrCom Holdings LP
I.R.S. No. 06-1530235

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER
REPORTING 4,875,000 (Class B Common Stock) 1
PERSON WITH

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
4,875,000 (Class B Common Stock) 1

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,875,000 (Class B Common Stock) 1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES * [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.7% (Class B Common Stock) 1
12.7% (Class A Common Stock)

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING
EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Time Warner Companies, Inc.
IRS No. 13-1388520

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY
OWNED BY EACH 8 SHARED VOTING POWER
REPORTING 3,367,609 (Class B Common Stock) 1
PERSON WITH

9 SOLE DISPOSITIVE POWER
0

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10 SHARED DISPOSITIVE POWER
3,367,609 (Class B Common Stock) 1

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,367,609 (Class B Common Stock) 1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.7% (Class B Common Stock)
9.1% (Class A Common Stock)

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
American Television and Communications Corporation
I.R.S. No. 13-2922502

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 0
BENEFICIALLY
OWNED BY EACH 8 SHARED VOTING POWER

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REPORTING PERSON WITH 15,469,415 (Class B Common Stock) 1

9 SOLE DISPOSITIVE POWER 0

10 SHARED DISPOSITIVE POWER 15,469,415 (Class B Common Stock) 1

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,469,415 (Class B Common Stock) 1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 21.4% (Class B Common Stock) 1
 31.6% (Class A Common Stock)

14 TYPE OF REPORTING PERSON*
 CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!
 INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

1 NAME OF REPORTING PERSON
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Warner Communications Inc.
 I.R.S. No. 13-2696809

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF 7 SOLE VOTING POWER

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| | | |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| SHARES | 0 | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | ----- |
| | 8 | SHARED VOTING POWER 22,510,784 (Class B Common Stock) 1 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 22,510,784 (Class B Common Stock) 1 |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,510,784 (Class B Common Stock) 1 | |
| ----- | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/> [X] | |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 31.2% (Class B Common Stock) 40.2% (Class A Common Stock) | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON* CO | |
| ----- | | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

| | | |
|-------|-----------------------------------------------------------------------------------------------------------------------|------------|
| 1 | NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TW/TAE Inc. I.R.S. No. 13-3667918 | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) (b) |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | SOURCE OF FUNDS* 00 | |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |

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| | | |
|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 0 | SOLE VOTING POWER |
| | 8 | SHARED VOTING POWER 3,367,609 (Class B Common Stock) 1 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 3,367,609 (Class B Common Stock) 1 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,367,609 (Class B Common Stock) 1 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X] | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.7% (Class B Common Stock) 9.1% (Class A Common Stock) | |
| 14 | TYPE OF REPORTING PERSON* CO | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

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SCHEDULE 13D

CUSIP No. Class A Common Stock -- 887319101

| | | |
|---|----------------------------------------------------------------------------------------------------------------------------------|------------|
| 1 | NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Paragon Communications I.R.S. No. 84-1029466 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* 00 | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | |

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| | | | |
|---------------|--|--------------------------------------------------------------|--------------------------|
| 6 | | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | | Delaware | |
| NUMBER OF | | 7 | SOLE VOTING POWER |
| SHARES | | 0 | |
| BENEFICIALLY | | ----- | |
| OWNED BY EACH | | 8 | SHARED VOTING POWER |
| REPORTING | | 773,322 | (Class B Common Stock) 1 |
| PERSON WITH | | ----- | |
| | | 9 | SOLE DISPOSITIVE POWER |
| | | 0 | |
| | | ----- | |
| | | 10 | SHARED DISPOSITIVE POWER |
| | | 773,322 | (Class B Common Stock) 1 |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 773,322 (Class B Common Stock) 1 | |
| 12 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES | |
| | | CERTAIN SHARES* <input checked="" type="checkbox"/> [X] | |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | | 1.1% (Class B Common Stock) | |
| | | 2.2% (Class A Common Stock) | |
| 14 | | TYPE OF REPORTING PERSON* | |
| | | PN | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

(1) The Class B Common Stock of Time Warner Telecom Inc. is immediately convertible on a share for share basis into Time Warner Telecom Class A Common Stock.

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AOL Time Warner Inc., a Delaware corporation ("AOL Time Warner"), and its wholly owned subsidiaries, Time Warner Inc., a Delaware corporation ("Time Warner"), Time Warner Companies, Inc., a Delaware corporation ("TWC"), Warner Communications Inc., a Delaware corporation ("Warner"), American Television and Communications Corporation, a Delaware corporation ("ATC"), FibrCOM Holdings LP, a Delaware limited partnership ("Fibrcom"), TW/TAE, Inc., a Delaware corporation ("TW/TAE"), and Paragon Communications, a Colorado general partnership ("Paragon") (collectively, the "Reporting Persons"), hereby file this Statement on Schedule 13D (the "Statement") as required by Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the "Act"), relating to shares of Class B Common Stock, par value \$.01 per share, (the "Class B Common Stock"), of Time Warner Telecom Inc. ("Time Warner Telecom") of which AOL Time Warner is the ultimate beneficial owner. Each share of Class B Common Stock is immediately convertible on a share for share basis into shares of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), of Time Warner Telecom. Pursuant to Rule 13d-1(k) under the Act and as

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provided in the Joint Filing Agreement filed as Exhibit 3 hereto, the Reporting Persons have agreed to file one statement with respect to their ownership of Class B Common Stock of Time Warner Telecom. The joint Schedule 13D of the Reporting Persons is hereinafter referred to as the "Statement".

The Statement is being filed as a result of the combination (the "Holding Company Transaction") on January 11, 2001 of America Online, Inc. ("AOL") and Time Warner, in connection with which (1) each of AOL and Time Warner became a wholly owned subsidiary of AOL Time Warner and (2) AOL Time Warner became the ultimate beneficial owner of the Time Warner Telecom Class B Common Stock beneficially held by TWC, WCI, ATC, Fibrcom, TW/TAE and Paragon, each an indirect wholly owned subsidiary of AOL Time Warner. As a result of the Holding Company Transaction, Rule 13d-1(d) of the Act no longer applies to Time Warner and AOL Time Warner is not eligible to use Schedule 13G. AOL Time Warner is the beneficial owner of 69.7% of the Class B Common Stock or upon conversion 32.3% of the Class A Common Stock of Time Warner Telecom.

The Statement amends and supplements the Statement on Schedule 13G originally filed on February 14, 2000, with respect to shares of Class A Common Stock beneficially owned by certain of the Reporting persons.

Item 1. Security and Issuer.

The Statement relates to the Class A Common Stock, par value \$.01 per share, and the Class B Common Stock, par value \$.01 per share ("Class B Common Stock"), of Time Warner Telecom Inc., a Delaware corporation ("Time Warner Telecom"). The address of the principal executive offices of Time Warner Telecom is 10475 Park Meadows Drive, Littleton, CO 80124.

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Item 2. Identity and Background.

The Statement is filed on behalf of AOL Time Warner Inc., a Delaware corporation ("AOL Time Warner"), Time Warner Inc., a Delaware corporation ("Time Warner"), FibrCOM Holdings, LP, a Delaware limited partnership ("Fibrcom"), Time Warner Companies, Inc., a Delaware corporation ("TWC"), American Television and Communications Corporation, a Delaware corporation ("ATC"), Warner Communications Inc., a Delaware corporation ("Warner") TW/TAE, Inc., a Delaware corporation ("TW/TAE") and Paragon Communications ("Paragon"), a Colorado general partnership. AOL Time Warner, Time Warner, TWC, ATC, Fibrcom, Warner, TW/TAE and Paragon are hereinafter collectively referred to as the "Reporting Persons".

AOL Time Warner has its principal executive offices at 75 Rockefeller Plaza, New York, NY 10019. AOL Time Warner is the first internet powered media and communications company. Its business interests include interactive services, cable systems, publishing, music, networks and filmed entertainment. Substantially all of AOL Time Warner's interests in filmed entertainment, most of its interests in cable systems and a substantial portion of its interests in networks are held through Time Warner Entertainment Company, L.P. ("TWE"), a Delaware limited partnership in which AOL Time Warner has a majority interest.

Time Warner, a wholly owned subsidiary of AOL Time Warner, has its principal executive offices at 75 Rockefeller Plaza, New York, New York

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10019. Time Warner is a holding company with the same business interests as AOL Time Warner, except it does not have an ownership interest in AOL's interactive services businesses.

TWC, a wholly owned subsidiary of Time Warner, has its principal executive offices at 75 Rockefeller Plaza, New York, NY 10019. TWC is a holding company with interests in publishing, music, cable systems, networks and filmed entertainment.

Warner, an indirect wholly owned subsidiary of TWC, has its principal executive offices at 75 Rockefeller Plaza, New York, New York 10019. Warner is a holding company that holds partnership interests in TWE and substantially all of AOL Time Warner's music business, conducted under the umbrella name of Warner Music Group Inc.

ATC, a wholly owned subsidiary of TWC, has its principal executive offices at 290 Harbor Drive, Stamford, CT 06902. ATC's principal business activity is holding a general partnership interest in TWE.

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TW/TAE, an indirect wholly owned subsidiary of TWC, has its principal executive offices at 75 Rockefeller Plaza, New York, NY 10019. TW/TAE's principal business activity is holding a limited partnership interest in TWE.

Fibrcom, an indirect wholly owned subsidiary of TWC, holds an interest in Time Warner Telecom as its principal business activity. Its principal executive offices are at 75 Rockefeller Plaza, New York, NY 10019. FIBRCOM Incorporated ("FI"), a Delaware corporation and the general partner of Fibrcom, is a wholly owned indirect subsidiary of TWC and its principal executive offices are at 75 Rockefeller Plaza, New York, NY 10019. FI is holding a company and its principal business activity is holding an interest in Fibrcom.

Paragon, an indirect wholly owned subsidiary of TWC, owns and operates cable television systems. The general manager of Paragon is KBL Communications, Inc. ("KBL"), a Delaware corporation, which has its principal executive offices at 75 Rockefeller Plaza, New York, NY 10019. KBL is a holding company with interests in cable systems. KBL is a wholly owned indirect subsidiary of TWC.

The name, business address, citizenship, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each director and executive officer of each of the Reporting Persons or any general partner of the Reporting Persons is set forth in Annexes A through H, respectively, which Annexes are incorporated herein by reference.

During the last five years, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person named in Annexes A through H hereto has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities

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laws or finding any violation with respect to such laws.

Except as described herein, to the best knowledge of the Reporting Persons as of the date hereof, (i) none of the Reporting Persons, nor any of the persons listed on Annexes A to H beneficially owns any shares of Class A Common Stock and (ii) there have been no transactions in the shares of Class A Common Stock or Class B Common Stock effected during the past 60 days by the Reporting Persons, nor to the best of the knowledge of the Reporting Persons, any of the persons listed on Annexes A through H.

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Item 3. Source and Amount of Funds or Other Consideration.

In 1998, Time Warner Telecom LLC ("TWT LLC") was created as a result of a reorganization of the business telephony operations of Time Warner, TWE and a partnership between TWE, Advance and Newhouse ("TWE-A/N"). As part of that reorganization, (1) the business telephony operations conducted by Time Warner, TWE and TWE-A/N were each contributed to TWT LLC and (2) TWE's and TWE-A/N's interests therein were distributed to their partners, Time Warner, AT&T, Advance and Newhouse.

On May 10, 1999, TWT LLC, Time Warner Telecom Inc., a wholly owned subsidiary of TWT LLC ("TWT Inc.") and TW Telecom Merger Corp., a newly formed Delaware corporation, entered into an Agreement and Plan of Merger. Pursuant to the Agreement and Plan of Merger, TWT LLC and TWT Inc. merged into TW Telecom Merger Corp., and TW Telecom Merger Corp., the surviving corporation, changed its name to Time Warner Telecom Inc. (the "Reconstitution"). The holders of Class B limited liability company interests of TWT LLC became holders of Class B Common Stock of Time Warner Telecom and the holders of Class A limited liability company interests of TWT LLC became holders of Class A Common Stock of Time Warner Telecom. In the Reconstitution, Time Warner exchanged Class B limited liability company interests equaling a 62% Class B participation percentage in TWT LLC for 50,363,739 shares of Class B Common Stock of Time Warner Telecom.

The description of the Agreement and Plan of Merger contained herein is qualified in its entirety by reference to the Agreement, which is attached hereto as Exhibit 1.

On January 11, 2001, the Holding Company Transaction was consummated pursuant to the Second Amended and Restated Agreement and Plan of Merger, dated as of January 10, 2000, among AOL Time Warner, AOL, Time Warner, America Online Merger Sub Inc., a wholly owned subsidiary of AOL Time Warner ("AOL Merger Sub") and Time Warner Merger Sub Inc., a wholly owned subsidiary of AOL Time Warner ("TW Merger Sub"), AOL Merger Sub was merged into AOL and TW Merger Sub was merged into Time Warner (the "Mergers"). As a result, AOL and Time Warner each became a wholly owned subsidiary of AOL Time Warner. In addition, upon consummation of the Mergers, (i) each outstanding share of AOL Common Stock was automatically converted into one share of AOL Time Warner Common Stock, (ii) each outstanding share of Time Warner Common Stock was automatically converted into 1.5 shares of AOL Time Warner Common Stock and (iii) each outstanding share of Time Warner Series LMCN-V Common Stock was automatically converted into 1.5 shares of AOL Time Warner Series LMCN-V Common Stock having terms substantially identical to those of the Time Warner Series LMCN-V common stock.

As a result of the Holding Company Transaction, AOL Time Warner

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became the ultimate beneficial owner of the Class B Common Stock of Time Warner Telecom.

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Item 4. Purpose of Transaction.

As a result of the Holding Company Transaction, as described in Item 3 above, AOL Time Warner beneficially holds 50,363,739 shares of Class B Common Stock of Time Warner Telecom.

AOL Time Warner, Time Warner, TWC, WCI, ATC, Fibrcom, TW/TAE and Paragon intend to review and evaluate their investment in Time Warner Telecom from time to time consistent with the contractual restrictions set forth in Item 6. On the basis of such review and evaluation, AOL Time Warner, Time Warner, TWC, WCI, ATC, Fibrcom, TW/TAE and Paragon may acquire additional Time Warner Telecom securities from time to time in market transactions or otherwise or may dispose of some or all of their holdings of Time Warner Telecom securities from time to time in market transactions or otherwise or may participate in an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Time Warner Telecom. In addition, as described in Item 6 below, pursuant to a recent amendment to the Stockholders Agreement, AOL Time Warner has the ability to appoint four directors to the board of directors of Time Warner Telecom (as opposed to three directors prior to the recent amendment). AOL Time Warner has not yet named the fourth director.

Other than as reported in this Item 4, none of the Reporting Persons have any current plans or proposals that relate to or would result in (i) the acquisition or disposition of securities of Time Warner Telecom; (ii) initiating an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Time Warner Telecom or any of its subsidiaries; (iii) a sale or transfer of a material amount of assets of Time Warner Telecom or any of its subsidiaries; (iv) any change in the present board of directors or management of Time Warner Telecom including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (v) any material change in the present capitalization or dividend policy of Time Warner Telecom; (vi) initiating any other material change in Time Warner Telecom's business or corporate structure; (vii) changes in Time Warner Telecom's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of Time Warner Telecom by any person; (viii) causing a class of securities of Time Warner Telecom to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (ix) causing a class of equity securities of Time Warner Telecom to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (x) any action similar to any of those enumerated in clauses (i) through (ix) of this sentence.

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Item 5. Interest in Securities of the Issuer.

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The Reporting Persons directly own the following shares of Class B Common Stock of Time Warner Telecom:

| Reporting Person | Class A Common Stock |
|-------------------------------------------------------|-------------------------|
| Warner Communications Inc. | 22,510,784 |
| American Television and Communications Corporation | 15,469,415 |
| FibrCOM Holdings, LP | 4,875,000 |
| Time Warner Companies, Inc. | 3,367,609 |
| TW/TAE Inc. | 3,367,609 |
| Paragon Communications | 773,322 |

In addition, each Reporting Person listed above beneficially owns an equal number of shares of Class A Common Stock by virtue of that party's ownership of Class B Common Stock, which is convertible at any time on a share for share basis into Class A Common Stock.

Because each of the Reporting Persons listed above is an indirect wholly owned subsidiary of AOL Time Warner, AOL Time Warner may be deemed to be the indirect beneficial owner of the shares of Class B Common Stock (and Class A Common Stock due to the conversion explained above) owned by such Reporting Persons. Accordingly, AOL Time Warner, and the Reporting Persons as a group, beneficially own 50,363,793 shares of Class B Common Stock and an equal number of shares of Class A Common Stock (due to the conversion right) and may be deemed to share voting and dispositive power.

Because of the provisions of the Stockholders Agreement, described in Item 6 below, relating to the voting and disposition of the Class B Common Stock by AOL Time Warner (as successor by merger to Time Warner), AT&T Corporation ("AT&T") (as successor by merger to MediaOne Group, Inc.), Advance Telecom Holdings Corporation ("Advance") (by transfer from Advance/Newhouse Partnership) and Newhouse Telecom Holdings Corporation (by transfer from Advance/Newhouse Partnership) ("Newhouse", and together with AOL Time Warner, AT&T and Advance, the "Existing Stockholders"), the Existing Stockholders may be deemed to constitute a "group". The Existing Stockholders collectively have beneficial ownership of 72,226,500 shares of Class B Common Stock (and 72,226,500 shares of Class A Common Stock, based upon conversion of the Class B Common Stock). The Reporting Persons disclaim beneficial ownership of any of the shares owned by AT&T, Advance and Newhouse.

One person who is a director of FI and a director and executive officer of KBL, and who serves as an AOL Time Warner nominee on the board of Time Warner Telecom, has reported legal beneficial ownership of Class A Common Stock of Time Warner Telecom, as follows: Spencer B. Hays has reported that he has sole voting and dispositive power over 2,000 shares of Class A Common Stock of Time Warner Telecom that were purchased in the open market with personal funds.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

In connection with the Reconstitution, Time Warner, MediaOne and Newhouse entered into a Stockholders Agreement dated as of May 10, 1999

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(the "Stockholders Agreement"). The following summary description of the Stockholders Agreement does not purport to be complete and is qualified in its entirety by reference to the text of such agreement, which is attached hereto as Exhibit 2. Additionally, there can be no assurance that the Existing Stockholders will not cause the Stockholders Agreement to be amended, modified or terminated or cause Time Warner Telecom to waive any provision of such agreement.

The Stockholders Agreement provides that at each annual meeting of Time Warner Telecom's stockholders at which directors are elected, the holders of the Class B Common Stock will vote their shares in favor of the following nominees:

- (1) the nominees selected by the holders of Class B Common Stock as described in the next paragraph,
- (2) the chief executive officer, and
- (3) three nominees who are neither employed nor affiliated with Time Warner Telecom or any holder of Class B Common Stock and who are selected by a committee comprised of all the members of the board of directors, other than the chief executive officer and the independent directors;

provided that if the Existing Stockholders do not have the right to nominate a total of at least three Class B nominees, such nominating committee shall consist of a total of three directors and shall include such Class B nominees plus such other director or directors as shall be determined by a majority of the board of directors. Solely as a result of the agreement of each Existing Stockholder to vote in favor of the other Existing Stockholders' director nominees under the stockholders agreement, the Existing Stockholders may be deemed to share beneficial ownership of the shares beneficially owned by each of them. AOL Time Warner disclaims any such beneficial ownership

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Initially under the Stockholders Agreement, the Class B nominees were selected as follows: initially three Class B nominees were designated by AOL Time Warner, three by AT&T and one by Advance and Newhouse. Under the Stockholders Agreement, the ability of the Existing Stockholders to designate any Class B nominees depends on the identity of the particular stockholder and the percentage of shares of Class A Common Stock and Class B Common Stock owned by it. As of June 30, 2000, each Existing Stockholder must own at least 7.28% of the Common Stock to appoint one director. In the case of AOL Time Warner, so long as it owns at least 14.55% of the Common Stock it will be entitled to nominate four directors. In the event that AOL Time Warner owns less than 14.55% of the Common Stock, which event is referred to herein as an "AOL Time Warner step event", the number of directors which AOL Time Warner may nominate will decrease proportionally with its ownership of the Common Stock until it owns less than 7.28%, at which point it will not be entitled to nominate any directors. In the case of AT&T, so long as an AOL Time Warner step event has not occurred and it owns at least 7.28% of the Common Stock, AT&T will be entitled to nominate three directors. If an AOL Time Warner step event has occurred, the number of directors that AT&T is entitled to nominate will decrease proportionally with its ownership of the Common Stock (in accordance with the same percentage thresholds as apply to AOL Time Warner) until it owns less than 7.28%, at which point it will not be entitled to nominate any directors. If an AOL Time Warner step event has not occurred but AT&T owns less than

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7.28% of the Common Stock, it will not be entitled to nominate any directors. In the case of the Advance/Newhouse stockholder group, so long as it owns at least 7.28% of the Common Stock, the Advance/Newhouse stockholder group will be entitled to nominate one director. The foregoing percentages shall be adjusted, from time to time, in the event that Time Warner Telecom issues additional shares of Common Stock or takes actions in respect of Common Stock, such as stock splits or recapitalizations, to reflect the percentages that would have been in effect had such action been taken as of the effective date of the Reconstitution and prior to the computation of such percentages.

The Stockholders Agreement prohibits any transfer of Class B Common Stock held by the Existing Stockholders, unless expressly permitted under the terms thereof. In addition, voting agreements relating to the Class B Common Stock with any third party are prohibited.

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If a selling Class B stockholder proposes to sell all of its shares of Class B Common Stock pursuant to a bona fide offer from an unaffiliated third party, such stockholder shall give a refusal notice to all other holders of Class B Common Stock. The notice must contain the identity of the offeror and an offer to sell such stock to the holders of Class B Common Stock upon the terms and subject to the conditions set forth in the offer from the third party. The non-selling holders of Class B Common Stock will have the right of first refusal to purchase pro rata all, but not less than all, of such Class B Common Stock. If the non-selling holders do not exercise that right for all the shares, the selling Class B Stockholder shall be free, for a period of 90 days thereafter, to sell such shares of Class B Common Stock, as shares of Class B Common Stock, to the third party offeror on terms and conditions that are no less favorable to the selling Class B Common stockholder than those contained in the refusal notice. If a holder sells all, but not less than all, of its Class B Common Stock as shares of Class B Common Stock, such holder may transfer its right to nominate Class B nominees for election to the board of directors. In addition, if AOL Time Warner proposes to sell all, but not less than all, of its Class B Common Stock together with shares of its Class A Common Stock that represent an aggregate of more than one-third of the outstanding shares of Common Stock, then other holders of Class B Common Stock will have certain "tag-along" rights that provide them with the right to sell their shares of Class A Common Stock and Class B Common Stock on a pro rata basis along with, and on the same terms and conditions as, AOL Time Warner. However, these "tag-along" rights apply to all Class B Common Stock prior to applying to any Class A Common Stock held by such holders. In connection with such sale, AOL Time Warner and any other stockholder transferring all of its shares of Class B Common Stock shall have the right to transfer all of its right, if any, to nominate Class B nominees for election to the board of directors. In addition, AOL Time Warner and the other selling stockholders will not be required to convert their shares of Class B Common Stock to Class A Common Stock prior to such sale.

Except for transfers to affiliates and any other transfer described above, immediately prior to any direct transfer of Class B Common Stock or certain indirect transfers of Class B Common Stock, the Class B Common Stock must be converted to Class A Common Stock. Except for transfers described above, a stockholder may not transfer its right to nominate Class B nominees. A holder of Class B Common Stock will not be required to convert its shares into Class A Common Stock, and such holder's right to nominate Class B nominees will not terminate, if such holder is

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acquired by a third party or such holder distributes to its stockholders a company holding its shares of Class B Common Stock, as well as other assets.

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Item 7. Material to Be Filed as Exhibits.

- Exhibit 1: Agreement and Plan of Merger dated as of May 10, 1999 (incorporated by reference to Exhibit 2.1 to Time Warner Telecom's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (File No. 0-30218)).
- Exhibit 2: Stockholders Agreement dated as of May 10, 1999 (incorporated by reference to Exhibit 4.1 to Time Warner Telecom's Registration Statement on Form S-1 (Registration No. 333-49439)).
- Exhibit 3: Joint filing Agreement among AOL Time Warner, Time Warner, TWC, WCI, ATC, TW/TAE, Paragon and Fibrcom.

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Signature

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Date: January 23, 2001

AOL TIME WARNER INC.

By /s/ J. Michael Kelly

Name: J. Michael Kelly
Title: Executive Vice
President and Chief
Financial Officer

TIME WARNER INC.

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Senior Vice President

TIME WARNER COMPANIES, INC.

By /s/ Spencer B. Hays

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Name: Spencer B. Hays
Title: Senior Vice President

WARNER COMMUNICATION INC.

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

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FIBRCOM HOLDINGS, L.P.
By its general partner

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

TW/TAE, INC

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

PARAGON COMMUNICATIONS
By its managing general
partner KBL COMMUNICATIONS INC.

By /s/ Spencer B. Hays

Name: Spencer B. Hayes
Title: Vice President

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JOINT FILING AGREEMENT

AOL Time Warner Inc., Time Warner Inc., Time Warner Companies, Inc., Warner Communications Inc., American Television and Communications Corporation, TW/TAE, Inc., Paragon Communications and Fibrcom Holdings, LP, each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934 (the "Act"), as amended, that the Statement on Schedule 13D filed herewith, and any amendments thereto, relating to the shares of Class A Common Stock, par value \$.01 per share and upon conversion of the Class B Common Stock, par value \$.01 per share, of Time Warner Telecom Inc., is, and will be, filed jointly on behalf of each such person and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the date set forth below.

Dated: January 23, 2001

AOL TIME WARNER INC.

BY /s/ J. Michael Kelly

Name: J. Michael Kelly
Title: Executive Vice President
and Chief Financial
Officer

TIME WARNER INC.

BY /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Senior Vice President

TIME WARNER COMPANIES, INC.

BY /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Senior Vice President

WARNER COMMUNICATIONS INC.

BY /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Senior Vice President

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By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

FIBRCOM HOLDINGS, L.P.,
By its general partner,

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

TW/TAE, Inc.

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

PARAGON COMMUNICATIONS,
By its managing general partner
KBL Communications Inc.

By /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President

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ANNEX A

The following is a list of the directors and executive officers of AOL Time Warner Inc. ("AOL Time Warner"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of AOL Time Warner, each person is a citizen of the United States of America.

Directors

| Name | Office | Principal Occupation or Employment and Address |
|-------------------|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ----- | ----- | ----- |
| Daniel F. Akerson | Director | Chairman of the Board and Chief Executive Officer, XO Communications, Inc. 11111 Sunset Hills Drive Reston, VA 20190 (a broadband and communications company) |

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| | | |
|-----------------------|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| James L. Barksdale | Director | Partner, The Barksdale Group c/o AOL Time Warner* (a venture capital firm) |
| Stephen F. Bollenbach | Director | President and Chief Financial Officer, Hilton Hotels Corporation c/o Hilton Hotels Corporation 9396 Civic Center Drive Beverly Hills, CA 90210 (hotel ownership and management) |
| Stephen M. Case | Director and Chairman | Chairman, AOL Time Warner* |
| Frank J. Caufield | Director | Partner, Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025 (a venture capital partnership) |
| Miles R. Gilbourne | Director | Director, AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|------------------|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Carla A. Hills | Director | Chairman and Chief Executive Officer Hills & Company 1200 19th Street, NW Washington, DC 20036 (international trade and investment consultants) |
| Gerald M. Levin | Director, and Chief Executive Officer | Chief Executive Officer, AOL Time Warner* |
| Reuben Mark | Director | Chairman and Chief Executive Officer Colgate-Palmolive Company 300 Park Avenue New York, NY 10022 (consumer products) |
| Michael A. Miles | Director | Former Chairman and Chief Executive Officer of Philip Morris Companies Inc., Director |

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of various companies
Three Lakes Drive
Northfield, IL 60093

| | | |
|--------------------|-----------------------------------------------|------------------------------------------------|
| Kenneth J. Novack | Director and Vice Chairman | Director and Vice Chairman AOL Time Warner* |
| Richard D. Parsons | Director and Co-Chief Operating Officer | Co-Chief Operating Officer AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|----------------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Robert W. Pittman | Director and Co-Chief Operating Officer | Co-Chief Operating Officer AOL Time Warner* |
| Franklin D. Raines | Director | Chairman and Chief Executive Officer Fannie Mae 3900 Wisconsin Avenue NW Washington, DC 20016-2806 (non-bank financial services company) |
| R. E. Turner | Director, Vice Chairman and Senior Advisor | Vice Chairman and Senior Advisor, AOL Time Warner* |
| Francis T. Vincent, Jr. | Director | Chairman of Vincent Enterprises (private investor), and Director of Various Companies 290 Harbor Drive Stamford, CT 06902 |

Executive Officers Who Are Not Directors

| | | |
|---------------------|-----------------------------|-------------------------------------------------------------------------------------------------------------------|
| Richard J. Bressler | Executive Vice President | Executive Vice President and Chief Executive Officer of AOL Time Warner Investments, AOL Time Warner* |
| Paul T. Cappuccio | Executive Vice | Executive Vice President, |

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President,
General Counsel
and Secretary

General Counsel and Secretary
AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|---------------------------|----------------------------------------------------------------|----------------------------------------------------------------------------------|
| David M. Colburn | Executive Vice President | Executive Vice President, AOL Time Warner* |
| J. Michael Kelly | Executive Vice President and Chief Financial Officer | Executive Vice President and Chief Financial Officer, AOL Time Warner* |
| Kenneth B. Lerer | Executive Vice President | Executive Vice President, AOL Time Warner* |
| William J. Raduchel | Executive Vice President and Chief Technology Officer | Executive Vice President and Chief Technology Officer, AOL Time Warner* |
| Mayo S. Stuntz, Jr. | Executive Vice President | Executive Vice President, AOL Time Warner* |
| George Vradenburg, III | Executive Vice President for Global and Strategic Policy | Executive Vice President for Global and Strategic Policy, AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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ANNEX B

The following is a list of the directors and executive officers of Time Warner Inc. ("Time Warner"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of Time Warner, each

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person is a citizen of the United States of America.

| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|---------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| Spencer B. Hays | Director, Senior Vice President and Deputy General Counsel | Senior Vice President and Deputy General Counsel, AOL Time Warner* |
| Paul T. Cappuccio | Director, Executive Vice President, General Counsel and Secretary | Executive Vice President and General Counsel, AOL Time Warner* |
| Thomas W. McEnerney | Director and Vice President | Vice President and General Counsel AOL Time Warner* |
| Stephen M. Case | Chairman | Chairman, AOL Time Warner* |
| Gerald M. Levin | Chief Executive Officer | Chief Executive Officer, AOL Time Warner* Officer |
| Richard J. Bressler | Executive Vice President | Executive Vice President and Chief Executive Officer AOL Time Warner Investments, AOL Time Warner* |
| David M. Colburn | Executive Vice President | Executive Vice President, AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|--------------------|---------------------------------------------------------------|------------------------------------------------------------------------------|
| J. Michael Kelly | Executive Vice President and Chief Financial Officer | Executive Vice President and Chief Financial Officer, AOL Time Warner* |
| Kenneth B. Lerer | Executive Vice President | Executive Vice President, AOL Time Warner* |
| Kenneth J. Novack | Vice Chairman | Director and Vice Chairman AOL Time Warner* |
| Richard D. Parsons | Co-Chief Operating Officer | Co-Chief Operating Officer AOL Time Warner* |

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| | | |
|---------------------------|----------------------------------------|----------------------------------------------------------------------------------|
| Robert W. Pittman | Co-Chief Operating Officer | Co-Chief Operating Officer AOL Time Warner* |
| William J. Raduchel | Executive Vice President | Executive Vice President and Chief Technology Officer, AOL Time Warner* |
| R. E. Turner | Vice Chairman and Senior Advisor | Vice Chairman and Senior Advisor, AOL Time Warner* |
| Mayo S. Stuntz, Jr. | Executive Vice President | Executive Vice President AOL Time Warner* |
| George Vradenburg, III | Executive Vice President | Executive Vice President for Global and Strategic Policy, AOL Time Warner* |
| Thomas W. McEnerney | Director, Vice President | Vice President AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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ANNEX C

The following is a list of the directors and executive officers of Time Warner Companies, Inc. ("TWC"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of TWC, each person is a citizen of the United States of America.

| Name ---- | Office ----- | Principal Occupation or Employment and Address ----- |
|------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Richard J. Bressler | Director, Executive Vice President | Executive Vice President and Chief Executive Officer of AOL Time Warner Investments, AOL Time Warner* |
| Richard D. Parsons | Director and President | Co-Chief Operating Officer, AOL Time Warner* |
| Paul T. Cappuccio | Director, Executive Vice President, General Counsel and Secretary | Executive Vice President, General Counsel and Secretary |

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| | | |
|------------------|---------------------------------------------------------------|------------------------------------------------------------------------------|
| Stephen M. Case | Chairman | Chairman, AOL Time Warner |
| David M. Colburn | Executive Vice President | Executive Vice President, AOL Time Warner* |
| J. Michael Kelly | Executive Vice President and Chief Financial Officer | Executive Vice President and Chief Financial Officer, AOL Time Warner* |
| Kenneth B. Lerer | Executive Vice President | Executive Vice President, AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|---------------------------|----------------------------------------|----------------------------------------------------------------------------------|
| Gerald M. Levin | Chief Executive Officer | Chief Executive Officer, AOL Time Warner* |
| Kenneth J. Novack | Vice Chairman | Director and Vice Chairman AOL Time Warner* |
| Richard D. Parsons | Co-Chief Operating Officer | Co-Chief Operating Officer AOL Time Warner* |
| Robert W. Pittman | Co-Chief Operating Officer | Co-Chief Operating Officer AOL Time Warner* |
| William J. Raduchel | Executive Vice President | Executive Vice President and Chief Technology Officer, AOL Time Warner* |
| Mayo S. Stuntz, Jr. | Executive Vice President | Executive Vice President AOL Time Warner* |
| R. E. Turner | Vice Chairman and Senior Advisor | Vice Chairman and Senior Advisor, AOL Time Warner* |
| George Vradenburg, III | Executive Vice President | Executive Vice President for Global and Strategic Policy, AOL Time Warner* |

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*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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ANNEX D

The following is a list of the directors and executive officers of Warner Communications Inc. ("WCI"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of WCI, each person is a citizen of the United States of America.

| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|------------------------|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Richard J. Bressler | Director and Executive Vice President | Executive Vice President and Chief Executive Officer of AOL Time Warner Investments, AOL Time Warner* |
| Gerald M. Levin | Chairman and Chief Executive Officer | Chief Executive Officer, AOL Time Warner* |
| Richard D. Parsons | Director | Co-Chief Operating Officer, AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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ANNEX E

The following is a list of the directors and executive officers of American Television and Communications Corporation ("ATC"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. The principal executive office of ATC is 290 Harbor Drive, Stamford, CT 06902. To the

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best knowledge of ATC, each person is a citizen of the United States of America.

| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|---------------------|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Gerald M. Levin | Director, Chairman and Chief Executive Officer | Chief Executive Officer, AOL Time Warner* |
| Richard D. Parsons | Director and President | Co-Chief Operating Officer, AOL Time Warner* |
| Richard J. Bressler | Executive Vice President | Executive Vice President and Chief Executive Officer of AOL Time Warner Investments, AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

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ANNEX F

The following is a list of the directors and executive officers of TW/TAE, Inc. ("TW/TAE"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of TW/TAE, each person is a citizen of the United States of America.

| Name ----- | Office ----- | Principal Occupation or Employment and Address ----- |
|--------------------|------------------------|------------------------------------------------------------|
| Richard D. Parsons | Director and President | Co-Chief Operating Officer, AOL Time Warner* |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

ANNEX G

The following is a list of the directors and executive officers of FIBRCOM Incorporated, the general partner of Fibrcom Holdings, LP, setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of FI, each person is a citizen of the United States.

| Name | Office | Principal Occupation or Employment Address |
|-------------------|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ---- | ----- | ----- |
| Spencer B. Hays | Director and Vice President | Senior Vice President and Deputy General Counsel, AOL Time Warner* |
| John A. LaBarca | Director | Senior Vice President, Financial Operations, AOL Time Warner* |
| Richard J. Davies | President | Senior Vice President - Corporate Development, Time Warner Cable, a division of Time Warner Entertainment Company, L.P. 290 Harbor Drive Stamford, CT 06902 |

*The business address of AOL Time Warner, Time Warner, TWC, WCI, TW/TAE, Fibrcom, FI, Paragon and KBL is 75 Rockefeller Plaza, New York, NY 10019.

ANNEX H

The following is a list of the directors and executive offices of KBL Communications, Inc. ("KBL"), the managing general partner of Paragon Communications, a Colorado general partnership, setting forth the business address and present principal occupation or employment (and the name,

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principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of KBL, each person is a citizen of the United States of America.

| Name ----- | Office ----- | Principal Occupation or Employment Address ----- |
|-----------------|------------------------------------------------------|--------------------------------------------------------------------------|
| Spencer B. Hays | Director and Senior Vice President | Senior Vice President and Deputy General Counsel, AOL Time Warner* |
| John A. LaBarca | Director, Senior Vice President and Controller | Senior Vice President, Financial Operations, AOL Time Warner* |

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