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AOL TIME WARNER INC
Form 10-K/A
March 26, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

to

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001.

Commission file number 1-15062

AOL TIME WARNER INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
75 Rockefeller Plaza, New York, NY
(Address of principal executive offices)

13-4099534
(I.R.S. Employer
Identification No.)
10019
(Zip Code)

Registrant's telephone number, including area code: (212) 484-8000

The undersigned registrant hereby amends the following items,
financial statements, exhibits or other portions of its 2001 Annual Report
on Form 10-K as set forth herein:

Item 14. Exhibits, Financial Statement Schedules and Exhibit Index.

Item 14(a)(1)-(2) is amended to replace subparagraph (ii) thereof to
read in its entirety as follows:

"(ii) The financial statements and financial statement schedule of
Time Warner Telecom Inc. ("Telecom") and the report of independent

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accountants thereon included in the Telecom Annual Report on Form 10-K for the year ended December 31, 2001 at pages F-1 through F-25 thereof are incorporated herein by reference and filed as an exhibit hereto."

The list of exhibits set forth in, and incorporated by reference from, the Exhibit Index, is amended to include the following additional exhibits, filed herewith and/or incorporated by reference:

- 23.2 Consent of Ernst & Young LLP, Independent Auditors (with respect to Time Warner Telecom Inc.).
- 99.1 Financial statements and financial statement schedule of Time Warner Telecom Inc. for the fiscal year ended December 31, 2001 and the report of the independent auditors thereon (which are incorporated herein by reference to pages F-1 through F-25 of the Annual Report on Form 10-K for the year ended December 31, 2001 of Time Warner Telecom Inc. (File No. 0-30218)).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

AOL TIME WARNER INC.
(Registrant)

Date: March 26, 2002

By: /s/ Wayne H. Pace

Wayne H. Pace
Executive Vice President
and Chief Financial Officer

| Exhibit Number ----- | Exhibit Index ----- Description ----- | Sequential Page Number ----- |
|----------------------------|---|------------------------------------|
| 23.2 | Consent of Ernst & Young LLP, Independent Auditors (with respect to Time Warner Telecom Inc.). | |

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99.1 Financial statements and financial statement schedule *
of Time Warner Telecom Inc. for the fiscal year ended
December 31, 2001 and the report of the independent auditors
thereon (which are incorporated herein by reference to pages
F-1 through F-25 of the Annual Report on Form 10-K for
the year ended December 31, 2001 of Time Warner Telecom Inc.
(File No.0-30218)).