

EX PARTE OR LATE FILED



**Betsy J. Brady, Esq.**  
Federal Government Affairs  
Vice President

Suite 1000  
1120 20th Street, N.W.  
Washington, DC 20036  
202 457-3824  
FAX 202 457-2545  
EMAIL betbrady@lga.att.com

October 27, 1998

RECEIVED

OCT 27 1998

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
1919 M Street, NW, Room 222  
Washington, D.C. 20554

RE: Ex Parte  
In the Matter of the Application for Consent to the Transfer of Control of Licenses  
and Section 214 Authorization From Tele-Communications, Inc. to AT&T Corp.  
CS Docket No. 98-178

Dear Ms. Salas:

A copy of the attached was delivered to Royce Dickens today. Two copies of this Notice are being submitted to the Secretary of the FCC in accordance with Section 1.1206(a)(1) of the Commission's rules.

Sincerely,

*Betsy J. Brady*

No. of Copies rec'd 023  
List A B C D E

October 27, 1998

Royce Dickens  
Federal Communications Commission  
2033 M Street, NW, Room 404 F  
Washington, D.C. 20554

Re: CC Docket No. 98-178

Dear Ms. Dickens:

On September 14, 1998, AT&T Corp. and Tele-Communications, Inc. ("TCI") (collectively referred to as "Applicants") filed applications with the Federal Communications Commission requesting approval of the transfer of control of licenses and authorizations in connection with the Applicants' proposed merger. Commission staff have requested our authorization to review all documents provided by the Applicants to the Department of Justice in connection with the Department's investigation of the proposed merger ("Protected Materials") and to engage in discussions with representatives of the Department with respect to those documents and the Department's investigation. We have agreed to these requests by the Commission.

Applicants understand that the Commission's discussions with the Department will be treated as exempt *ex parte* communications under Section 1.1204(a) of the Commission's rules. The Applicants understand that the Commission contemplates that, at some future time, the Commission may request that it be provided with copies of certain Protected Materials, and that if it does so, the applicants will provide the requested Protected Materials ("Requested Protected Materials") to the Commission subject to a protective order. The Requested Protected Materials will be made available for review by third parties subject to the terms of a protective order, which will be issued if and when the Commission determines that it may wish to rely on or reference Requested Protected Materials in its decision in this proceeding. Applicants further understand that if, in its decision, the Commission intends to rely on or otherwise make reference to the contents of any of the Requested Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX* order, 12 FCC Rcd 19985 (1997). In that order, the Commission embodied its discussion of confidential information in a separate exhibit that was placed under seal and not released publicly as part of the order.

Based on the foregoing understanding and with respect to discussions between representatives of the Commission and the Department, the Applicants waive the confidentiality

provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the Protected Materials in order to permit full discussions between representatives of the Department and the Commission with respect to the Protected Materials and the Department's investigation of the merger between the Applicants. This waiver also permits the Department to share with the Commission the Protected Materials in the Department's possession.

Sincerely,



Francis M. Buono  
Willkie, Farr & Gallagher,  
On behalf of Tele-Communications, Inc.



Mark C. Rosenblum  
Vice President—Law  
AT&T Corp.

cc: D. Lathen  
J. Norton  
M. Roman Salas