

EX PARTE OR LATE FILED



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October 30, 1998

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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 Meeting
In the Matter of Applications for Transfer of Control to AT&T Corp. ("AT&T") of
Licenses and Authorizations Held by Tele-Communications, Inc. ("TCI")
CS Docket No. 98-178

Dear Ms. Roman Salas:

On Thursday, October 29, 1998, Lewis Charkrin, AT&T's Vice President of Corporate Development and I, David Krone of TCI, Howard Symons of Mintz, Levin, Cohn, Ferris, Glovksy & Popeo, P.C., on behalf of TCI, met with Susan Fox, Senior Legal Advisor to Chairman Kennard, Jane Mago, Senior Legal Advisor to Commissioner Powell, Helgi Walker, Legal Advisor to Commissioner Furchgott-Roth, and Rick Chessen, Senior Legal Advisor to Commissioner Tristiani. During the meeting, Mr. Charkrin described the business reasons for AT&T's acquisition of TCI. These reasons included the need to provide a local telephony alternative to its residential customers, the desire to differentiate AT&T's service offerings, and the benefits associated with the broadband nature of TCI's facilities. Mr. Charkrin also reviewed the upgrades needed to enable TCI's cable plant to provide two-way, local services in a manner which will provide customers with the degree of reliability that they have come to expect from AT&T and the general rollout schedule for such upgrades. Mr. Charkrin also noted that AT&T's primary business objective is to deliver, rather than create, content.

In response to questions from Commission personnel, we also compared narrowband and broadband Internet and online services and explained the substantial disincentive to AT&T's and TCI's investment in broadband plant that would result from the imposition of common carrier obligation on that plant. We also emphasized that the broadband plant would be open to any provider of content or online services.

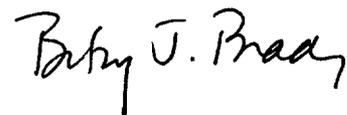


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Two copies of this Notice are being submitted to the Secretary of the FCC in accordance with Section 1.1206(a)(2) of the Commission's rules.

Sincerely,

Handwritten signature of Betty J. Brady in black ink.

cc: Susan Fox
Jane Mago
Helgi Walker
Rick Chesson
David Krone
Howard Symons