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**EX PARTE OR LATE FILED**

October 30, 1998

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**OCT 30 1998**

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

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

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 John Adams, Sunil Daluvoy, Royce Dickens, Barbara Esbin, Meryl Icove, Deborah Lathen, and John Norton, of the Cable Services Bureau, and Tom Krattenmaker, Pamela Megna, William Rogerson, and Marilyn Simon, of the Office of Plans and Policy. 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.

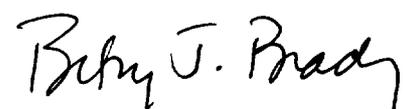
In response to questions from Commission personnel, we also compared narrowband and broadband Internet and online services and explained the substantial disincentive to AT&T's and TCI's investment in broadband plant that would result from the imposition of common carrier obligation on that plant. We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

cc: John Adams  
Sunil Daluvoy  
Royce Dickens  
Barbara Esbin  
Meryl Icove  
Tom Krattenmaker  
Deborah Lathen  
Pamela Megna  
John Norton  
William Rogerson  
Marilyn Simon  
David Krone  
Howard Symons