

EX PARTE OR LATE FILED



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December 1, 1998

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, SW, Room TWB-204
Washington, D.C. 20554

Re: Ex Parte
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 Monday, November 30, 1998, Karen Itzkowitz and I, of AT&T, Philip Verveer and Michael Hammer of Willkie Farr & Gallagher, and Howard Symons of Mintz, Levin, Cohn, Ferris, Glovksy & Popeo, P.C., on behalf of TCI, met with John Norton, Sunil Daluvoy, and William Johnson of the Cable Services Bureau, Patrick DeGraba, Thomas Krattenmaker, and William Rogerson of the Office of Plans and Policy, and ToQuyen Truong of the Common Carrier Bureau. During the meeting, AT&T reviewed certain issues raised by commentators, including the effect of the proposed merger on cable rates, interconnection to and unbundling of the cable plant, and the post-merger application of the program access rules to AT&T and TCI. The positions taken were consistent with the application and comments filed in the above-referenced proceeding by AT&T and TCI.

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,

cc: John Norton
Sunil Daluvoy
Patrick DeGraba
William Johnson
Thomas Krattenmaker
William Rogerson
ToQuyen Truong

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