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January 7, 1999

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

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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:

At the request of the Commission, on Wednesday, January 6, 1999, Jerry DeFrancisco, Vice President - Cable Based Telephony, Len Cali, and I of AT&T, and Mike Hammer of Wilkie Farr and Gallagher, representing TCI, met with Deborah Lathen, John Norton, Royce Dickens and Clint Odom of the Cable Services Bureau, and Robert Pepper and Tom Krattenmaker of the Office of Plans and Policy. During the meeting, AT&T outlined its current plans to upgrade TCI's cable facilities to enable them to provide telephony. A copy of the non-confidential portion of the presentation used at the meeting is attached. Certain slides containing confidential information subject to the Protective Order adopted by the Commission in the above-referenced proceeding have been excluded from this version. A full copy of the presentation is being filed with the Secretary under separate cover.

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: Royce Dickens
Tom Krattenmaker

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List ABCDE

Deborah Lathen
John Norton
Clint Odom
Robert Pepper

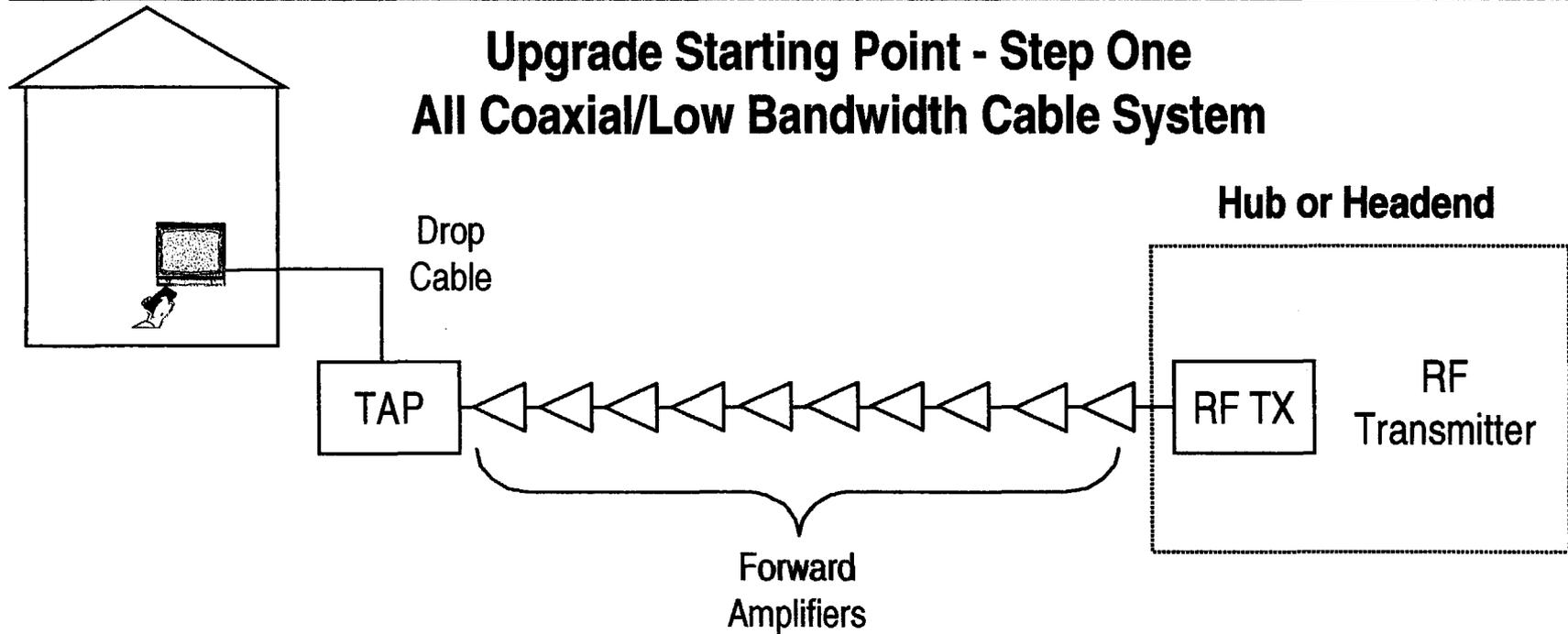
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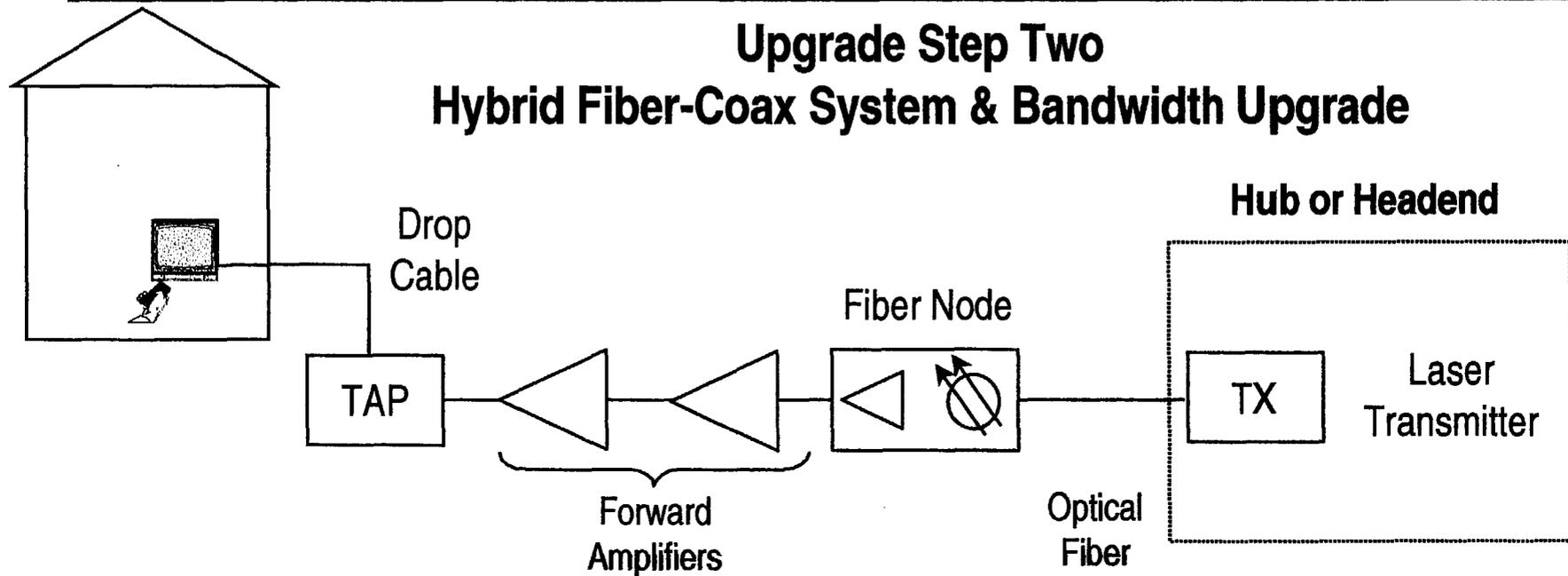
Upgrade Starting Point - Step One All Coaxial/Low Bandwidth Cable System



- Worst Case Scenario - Lowest Starting Point
- Network is All Coaxial Cable
- Bandwidth Could be as Low as 300 MHz
- System is One-Way
- Many Multiple Amplifiers in Series



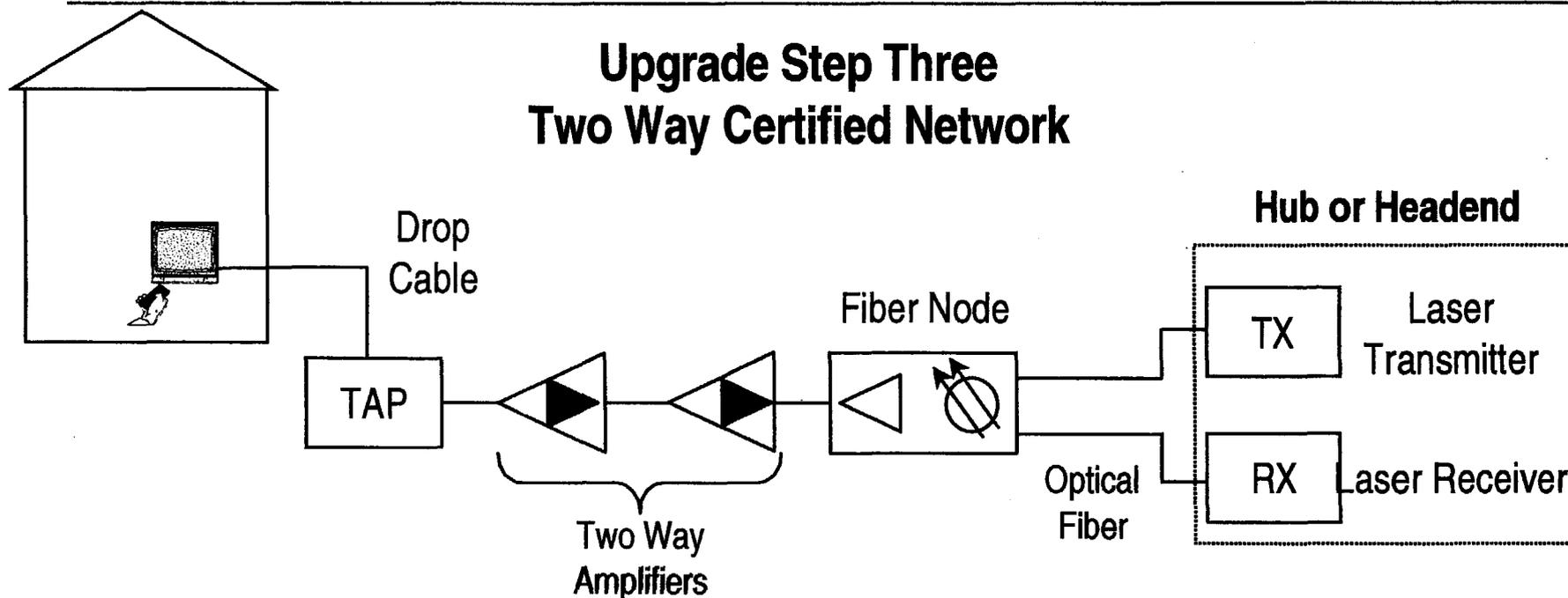
Upgrade Step Two Hybrid Fiber-Coax System & Bandwidth Upgrade



- Design New Network Configuration
 - Amplifier and Fiber Node Placement
- Introduce Fiber into System
 - Optical Fiber - Multiple Strands
 - Fiber Node
 - Laser Transmitter
- Replace Amplifiers with Higher Bandwidth Equivalents
- Replace Customer Drop as Required



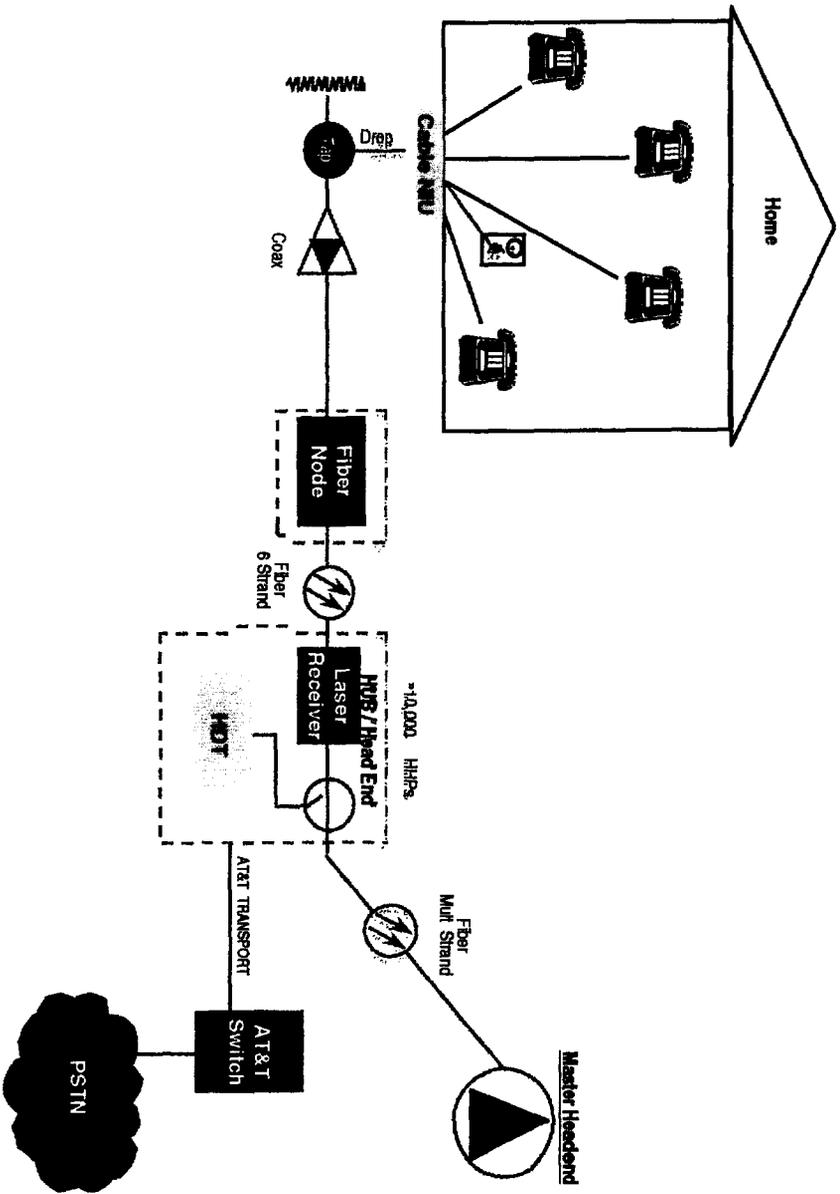
Upgrade Step Three Two Way Certified Network



- Install Optical Receiver in the Hub or Headend
 - Plug into Existing Laser Station
- Install Laser Transmitter in the Fiber Node
 - Plug in to Existing Node
- Install Return Amplifiers in all Forward Amplifiers
 - Plug in to Existing Amplifiers
- Setup Network Elements and Plan Future Maintenance
- Certify Network Ready for Two Way Advanced Services

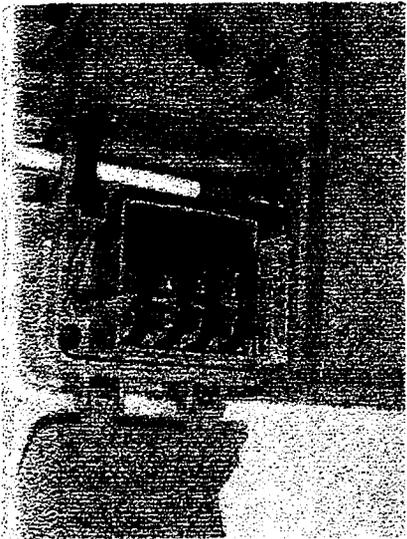
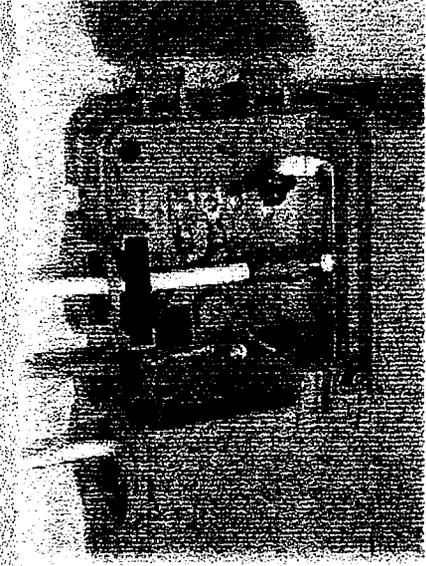
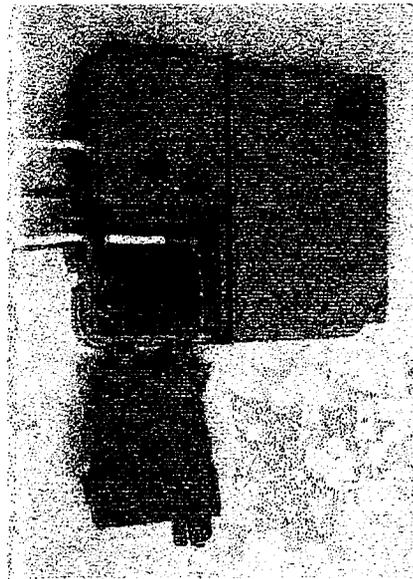
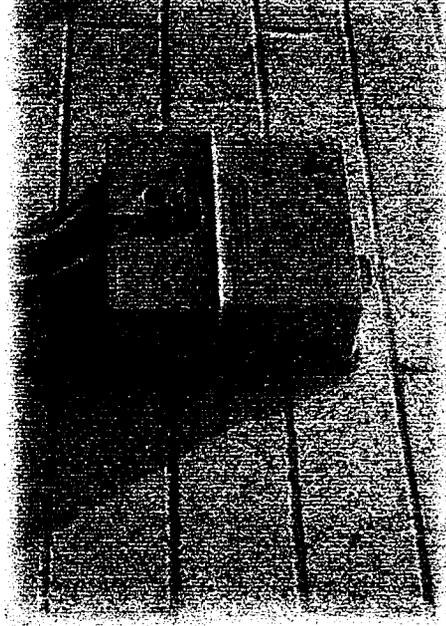


Circuit Switched HFC Telephony





AT&T





AT&T

IP HFC Telephony

