

~~STAMP & RETURN~~

COLE, RAYWID & BRAVERMAN, L.L.P.

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MARIA T. BROWNE  
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THOMAS SCOTT THOMPSON  
ADAM S. CALDWELL  
SANDRA GREINER  
JAMES W. TOMLINSON  
MARK S. KRISTIANSEN\*

September 18, 1998

98-178

\*ADMITTED IN MASSACHUSETTS ONLY  
\*ADMITTED IN MARYLAND ONLY

*BY HAND DELIVERY*

Federal Communications Commission  
Wireless Bureau Applications  
PO Box 358130  
Pittsburgh, PA 15251-5130

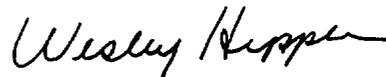
**Re: Transfer to AT&T Corp. of Tele-Communications, Inc.'s  
Interest in FCC Licensees  
KLC490  
Business Radio Service**

Ladies and Gentlemen:

Enclosed please find FCC Form 703 requesting authority for the transfer from Tele-Communications, Inc. ("TCI") to AT&T Corp. of TCI's interest in Sioux Falls Cable Television, d/b/a Dakota Cable Communications the licensee of the referenced facility. We are also enclosing FCC Form 159 and a check in the amount of \$45.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,



Wesley R. Heppler

enclosures

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING  
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

APPROVED BY OMB 3060-0589

PAGE NO. 1 OF 1

SPECIAL USE  
FCC USE ONLY

**SECTION A - PAYER INFORMATION**

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
**Cole Raywid & Braverman, L.L.P.**  
(3) TOTAL AMOUNT PAID (dollars and cents)  
\$ **45.00**  
(4) STREET ADDRESS LINE NO. 1  
**1919 Pennsylvania Avenue, NW**  
(5) STREET ADDRESS LINE NO. 2  
**Suite 200**  
(6) CITY  
**Washington**  
(7) STATE  
**DC**  
(8) ZIP CODE  
**20006**  
(9) DAYTIME TELEPHONE NUMBER (include area code)  
**(202) 659-9750**  
(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

**SECTION B - APPLICANT INFORMATION**

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)  
**AT&T CORP.**  
(12) STREET ADDRESS LINE NO. 1  
**32 AVENUE OF THE AMERICAS**  
(13) STREET ADDRESS LINE NO. 2  
(14) CITY  
**NEW YORK**  
(15) STATE  
**NY**  
(16) ZIP CODE  
**10013**  
(17) DAYTIME TELEPHONE NUMBER (include area code)  
(18) COUNTRY CODE (if not in U.S.A.)

**COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)**

**SECTION C - PAYMENT INFORMATION**

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
<b>KLC490</b>	<b>P A T M</b>	<b>1</b>	<b>\$ 45.00</b>	
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
(23B) FCC CODE 1		(24B) FCC CODE 2		
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY
(23C) FCC CODE 1		(24C) FCC CODE 2		
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY
(23D) FCC CODE 1		(24D) FCC CODE 2		

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25) PAYER TIN **0520820071**  
(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN **0134924710**

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT  
I, **Marlene E. Presley**, Certify under penalty of perjury that the foregoing and supporting information  
(PRINT NAME)  
are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28) MASTERCARD/ VISA ACCOUNT NUMBER: \_\_\_\_\_ EXPIRATION DATE: \_\_\_\_\_  
MONTH YEAR  
MASTERCARD  
VISA I hereby authorize the FCC to charge my VISA or MASTERCARD AUTHORIZED SIGNATURE DATE  
for the service(s)/authorization(s) herein described. ▶



UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR FCC USE ONLY	

**PART 1 - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee <b>Sioux Falls Cable Television, d/b/a Dakota Cable Communications</b>			
(b) Number and street address <b>7900 Xerxes Avenue South, Suite 1100</b>			
(c) City <b>Minneapolis</b>	(d) State <b>MN</b>	(e) ZIP Code <b>55431-1108</b>	
2. Internet address:		3. Taxpayer Identification Number	
4. Call sign and radio service of each station <b>KLC490 - IB Business</b>			
5. (a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>1</b>	(c) Fee Due \$ <b>45.00</b>	<b>FOR FCC USE ONLY</b>
6. Name(s) and Address(es) of Transferee <b>AT&amp;T Corp. 32 Avenue of the Americas New York, NY 10013</b> <b>1120 20th St., NW Washington, DC 20036</b>			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES NO <b>X</b>
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			<b>X</b>
9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: <b>Not Applicable</b>			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.			YES NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.			YES NO
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.			YES NO
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			YES NO
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).			YES NO
<b>CERTIFICATION</b>			
<ul style="list-style-type: none"> <li>● Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;</li> <li>● Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>● Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>● Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>● Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul>			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE <u><i>Mandy Hildebrand, Exec. VP, Midway of South Dakota, Inc.</i></u>		DATE <u><i>9/19/98</i></u>	
<small>Authorized Employee of Licensee Corporation</small>			
SIGNATURE <u><i>Paul J. Barky, VP, Fed. Gov't Affairs - AT&amp;T</i></u>		DATE <u><i>9/18/98</i></u>	
<small>Transferee of Control (Check one)</small>			
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (Specify): _____			

**DETAILS / ADDITIONAL INFORMATION:**

See Exhibit A.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

<p>1. Name and mailing address of corporate licensee Sioux Falls Cable Television, dba Dakota Cable Comm. 7900 Xerxes Avenue, South, Suite 1100 Minneapolis, MN 55431-1108</p>	<p style="text-align: center;"><b>DO NOT WRITE IN THIS BLOCK</b></p> <p style="text-align: center;"><b>CONDITIONS OF GRANT</b></p> <p>The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.</p> <p>This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.</p> <p><b>DATE AUTHORIZED:</b></p> <p style="text-align: center;"><b>FEDERAL COMMUNICATIONS COMMISSION</b></p>
<p>2. Call sign and radio service of each station KLC490 - IB Business</p>	
<p style="text-align: center;"><b>THIS AUTHORIZATION TO BE FILED WITH CORPORATION'S RADIO STATION RECORDS</b></p>	

## EXHIBIT A

Sioux Falls Cable is a South Dakota general partnership (the "Partnership") which is 50% owned by Midco of South Dakota, Inc. ("Midco"), an indirect subsidiary of Midcontinent Media, Inc. and 50% owned by Liberty of South Dakota, Inc., an indirect subsidiary of Tele-Communications, Inc. ("TCI"). Midco has management control and authority over the day-to-day operations of Sioux Falls Cable, including the operation of all FCC licensed facilities. Consequently, the proposed merger of TCI and AT&T Corp. is at most a pro forma transaction as it relates to the licensee, Sioux Falls Cable, and it does not involve any change in day-to-day management control or authority over Sioux Falls Cable, its FCC licenses or its cable operations. This application is being submitted to the Commission as a precautionary measure to assure that the Commission is fully informed as to the indirect impact (however marginal) of the proposed TCI-AT&T merger on Sioux Falls Cable and its FCC licenses.

STAMP & RETURN

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September 18, 1998

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\*ADMITTED IN MASSACHUSETTS ONLY  
\*ADMITTED IN MARYLAND ONLY

*BY HAND DELIVERY*

Federal Communications Commission  
Wireless Bureau Applications  
PO Box 358130  
Pittsburgh, PA 15251-5130

**Re: Transfer to AT&T Corp. of Tele-Communications, Inc.'s  
Interest in FCC Licensees  
KNBL377  
Business Radio Service**

Ladies and Gentlemen:

Enclosed please find FCC Form 703 requesting authority for the transfer from Tele-Communications, Inc. ("TCI") to AT&T Corp. of TCI's interest in Sioux Falls Cable, a partnership, d/b/a Mitchell Cable TV the licensee of the referenced facility. We are also enclosing FCC Form 159 and a check in the amount of \$45.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Wesley R. Heppler

enclosures

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BEFORE PROCEEDING

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FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

APPROVED BY OMB 3060-0589

PAGE NO. 1 OF 1

SPECIAL USE  
FCC USE ONLY

<b>SECTION A - PAYER INFORMATION</b>		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) <b>Cole Raywid &amp; Braverman, L.L.P.</b>		(3) TOTAL AMOUNT PAID (dollars and cents) \$ <b>45.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>1919 Pennsylvania Avenue, NW</b>		
(5) STREET ADDRESS LINE NO. 2 <b>Suite 200</b>		
(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(202) 659-9750</b>		(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

<b>SECTION B - APPLICANT INFORMATION</b>		
(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) <b>AT&amp;T CORP.</b>		
(12) STREET ADDRESS LINE NO. 1 <b>32 AVENUE OF THE AMERICAS</b>		
(13) STREET ADDRESS LINE NO. 2		
(14) CITY <b>NEW YORK</b>	(15) STATE <b>NY</b>	(16) ZIP CODE <b>10013</b>
(17) DAYTIME TELEPHONE NUMBER (include area code)		(18) COUNTRY CODE (if not in U.S.A.)

**COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)**

<b>SECTION C - PAYMENT INFORMATION</b>						
(19A) FCC CALL SIGN/OTHER ID <b>KNBL377</b>	(20A) PAYMENT TYPE CODE (PTC) <b>P A T M</b>	(21A) QUANTITY <b>1</b>	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ <b>45.00</b>	FCC USE ONLY		
(23A) FCC CODE 1			(24A) FCC CODE 2			
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$	FCC USE ONLY		
(23B) FCC CODE 1			(24B) FCC CODE 2			
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$	FCC USE ONLY		
(23C) FCC CODE 1			(24C) FCC CODE 2			
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$	FCC USE ONLY		
(23D) FCC CODE 1			(24D) FCC CODE 2			

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25) PAYER TIN <b>0 5 2 0 8 2 0 0 7 1</b>	(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN <b>0 1 3 4 9 2 4 7 1 0</b>
--	---

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT  
I, **Marlene E. Presley**, Certify under penalty of perjury that the foregoing and supporting information  
(PRINT NAME)  
are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28) MASTERCARD/VISA ACCOUNT NUMBER:	EXPIRATION DATE:
<input type="checkbox"/> MASTERCARD <input type="checkbox"/> VISA	<input type="checkbox"/> MONTH <input type="checkbox"/> YEAR AUTHORIZED SIGNATURE _____ DATE _____ I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.



UNITED STATES OF AMERICA  
 FEDERAL COMMUNICATIONS COMMISSION

<b>FOR FCC USE ONLY</b>	

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
 (This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee <b>Sioux Falls Cable, a Partnership, d/b/a Mitchell Cable TV</b>			
(b) Number and street address <b>7900 Xerxes Avenue South, Suite 1100</b>			
(c) City <b>Minneapolis</b>	(d) State <b>MN</b>	(e) ZIP Code <b>55431-1108</b>	
2. Internet address:		3. Taxpayer Identification Number	
4. Call sign and radio service of each station <b>KNBL377 - IB Business</b>			
5. (a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>1</b>	(c) Fee Due \$ <b>45.00</b>	<b>FOR FCC USE ONLY</b>
6. Name(s) and Address(es) of Transferee <b>AT&amp;T Corp. 1120 20th St., NW 32 Avenue of the Americas Washington, DC 20036 New York, NY 10013</b>			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES NO <input checked="" type="checkbox"/> <input type="checkbox"/>
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			<input type="checkbox"/> <input checked="" type="checkbox"/>
<b>9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: Not Applicable</b>			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.			YES NO <input type="checkbox"/> <input type="checkbox"/>
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.			<input type="checkbox"/> <input type="checkbox"/>
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.			<input type="checkbox"/> <input type="checkbox"/>
(d) What is the name and address of the corporation in immediate control?			<input type="checkbox"/> <input type="checkbox"/>
(e) Under the laws of what State or Country is the controlling corporation organized?			<input type="checkbox"/> <input type="checkbox"/>
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO <input type="checkbox"/> <input type="checkbox"/>
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			<input type="checkbox"/> <input type="checkbox"/>
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).			<input type="checkbox"/> <input type="checkbox"/>
<b>CERTIFICATION</b>			
<ul style="list-style-type: none"> <li>● Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;</li> <li>● Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>● Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>● Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>● Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul>			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE <u><i>Maury Hildebrand, Sr. VP, Midwest South Radio, Inc.</i></u>		DATE <u>9/9/98</u>	
Authorized Employee of Licensee Corporation			
SIGNATURE <u><i>Paul D. Bailey, VP Fed. Gov't Affairs - AT&amp;T</i></u>		DATE <u>9/18/98</u>	
Transferee of Control (Check one)			
<input type="checkbox"/> Individual		<input type="checkbox"/> Partner	
<input checked="" type="checkbox"/> Officer		<input type="checkbox"/> Other (Specify): _____	

**DETAILS / ADDITIONAL INFORMATION:**

See Exhibit A.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

1. Name and mailing address of corporate licensee

Sioux Falls Cable, a Partnership d/b/a Mitchell Cable TV  
7900 Xerxes Avenue, South, Suite 1100  
Minneapolis, MN 55431-1108

2. Call sign and radio service of each station

KNBL377 - IB Business

**DO NOT WRITE IN THIS BLOCK**

**CONDITIONS OF GRANT**

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

**DATE AUTHORIZED:**

**FEDERAL  
COMMUNICATIONS  
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH  
CORPORATION'S RADIO STATION RECORDS**

## EXHIBIT A

Sioux Falls Cable is a South Dakota general partnership (the "Partnership") which is 50% owned by Midco of South Dakota, Inc. ("Midco"), an indirect subsidiary of Midcontinent Media, Inc. and 50% owned by Liberty of South Dakota, Inc., an indirect subsidiary of Tele-Communications, Inc. ("TCI"). Midco has management control and authority over the day-to-day operations of Sioux Falls Cable, including the operation of all FCC licensed facilities. Consequently, the proposed merger of TCI and AT&T Corp. is at most a pro forma transaction as it relates to the licensee, Sioux Falls Cable, and it does not involve any change in day-to-day management control or authority over Sioux Falls Cable, its FCC licenses or its cable operations. This application is being submitted to the Commission as a precautionary measure to assure that the Commission is fully informed as to the indirect impact (however marginal) of the proposed TCI-AT&T merger on Sioux Falls Cable and its FCC licenses.

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ADAM S. CALDWELL  
SANDRA GREINER  
JAMES W. TOMLINSON  
MARK S. KRISTIANSEN\*

ATTORNEYS AT LAW  
SECOND FLOOR  
1919 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20006-3458  
(202) 659-9750

FCC/MELLON

SEP 18 1998  
ADAM RAYWID  
(1930-1991)  
OF COUNSEL  
FRANCES J. CHETWYND  
  
FACSIMILE  
(202) 452-0067  
  
INTERNET  
WWW.CRBLAW.COM

September 18, 1998

STAMP & RETURN

98-178

\*ADMITTED IN MASSACHUSETTS ONLY  
\*ADMITTED IN MARYLAND ONLY

*BY HAND DELIVERY*

Federal Communications Commission  
Wireless Bureau Applications  
PO Box 358130  
Pittsburgh, PA 15251-5130

**Re: Transfer to AT&T Corp. of Tele-Communications, Inc.'s  
Interest in FCC Licensees  
Business Radio Service**

Ladies and Gentlemen:

Enclosed please find FCC Form 703 requesting authority for the transfer from Tele-Communications, Inc. ("TCI") to AT&T Corp. of TCI's interest in Madison Square Garden, L.P., the licensee of the facilities on the attached list. We are also enclosing FCC Form 159 and a check in the amount of \$225.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Wesley R. Heppler

enclosures

**Business Radio Stations**

KD44404

KD44844

WNVC987

WNXN300

WPML384

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
VENDOR

55884

CHECK NO.

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
fcc	filing fee	1080.08			

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
1919 PENNSYLVANIA AVENUE N.W.  
WASHINGTON, DC 20006-3458

**NATIONSBANK, N.A.**  
WASHINGTON, D.C.  
15-120-540

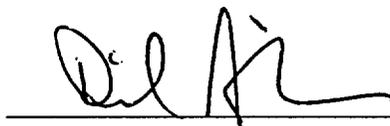
55884

CHECK NO. 55884      CHECK DATE 9/18/98      VENDOR NO.

PAY Two-hundred, twenty-five and 00/100 -----

CHECK AMOUNT  
\$225.00

TO THE ORDER OF  
FEDERAL COMMUNICATIONS COMMISSION



⑈055884⑈ ⑆054001204⑆ 2086050069⑈

Security features included. Details on back.



**Business Radio Licenses**  
**(Items 19A-22A)**

<b><u>Call Sign</u></b>	<b><u>Fee Code</u></b>	<b><u>Quantity</u></b>	<b><u>Fee</u></b>
KD44404	PATM	1	\$45.00
<del>KD44844</del>	<del>PATM</del>	1	<del>\$45.00</del>
WNVC987	PATM	1	\$45.00
WNXN300	PATM	1	\$45.00
WPML384	PATM	1	\$45.00

Approved by OMB  
3060-0053  
Expires 11/30/99  
See reverse for public  
burden estimate.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR  
FCC  
USE  
ONLY

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee <b>Madison Square Garden, L.P.</b>			
(b) Number and street address <b>Two Pennsylvania Plaza</b>			
(c) City <b>New York</b>	(d) State <b>NY</b>	(e) ZIP Code <b>10121</b>	
2. Internet address:		3. Taxpayer Identification Number <b>13-3793835</b>	
4. Call sign and radio service of each station <b>KD44404-IG WNXN300-IG</b> <b>KD44844-IG WPML384-IG</b> <b>WNYC987-IG</b>			
5.(a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>5</b>	(c) Fee Due \$ <b>225</b>	FOR FCC USE ONLY

6. Name(s) and Address(es) of Transferee  
**AT&T Corp., 32 Avenue of the Americas, New York, N.Y. 10013**

7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.	YES	NO
	X	

8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.	YES	NO
		X

**9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: N/A**

(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.	YES	NO

(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.	YES	NO

(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.	YES	NO

(d) What is the name and address of the corporation in immediate control?

(e) Under the laws of what State or Country is the controlling corporation organized?

(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.	YES	NO

(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.	YES	NO

(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).	YES	NO

**CERTIFICATION**

- Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;
- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).**

SIGNATURE 	DATE <b>9/17/98</b>
SIGNATURE (see next page)	DATE
<input type="checkbox"/> Individual <input checked="" type="checkbox"/> Partner <input type="checkbox"/> Officer <input type="checkbox"/> Other (Specify):	

Approved by OMB  
3060 P053  
Expires 11/30/99  
See reverse for public  
burden estimate.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR  
FCC  
USE  
ONLY

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee <b>Madison Square Garden, L.P.</b>			
(b) Number and street address <b>Two Pennsylvania Plaza</b>			
(c) City <b>New York</b>	(d) State <b>NY</b>	(e) ZIP Code <b>10121</b>	
2. Internet address:		3. Taxpayer Identification Number <b>13-3793835</b>	
4. Call sign and radio service of each station <b>KD44404 - IG      WNVC987 - IG      WPML384 - IG</b> <b>KD44844 - IG      WNNX300 - IG</b>			
5.(a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>5</b>	(c) Fee Due \$ <b>225.00</b>	FOR FCC USE ONLY

6. Name(s) and Address(es) of Transferee  
**AT&T Corp., 32 Avenue of the Americas, New York, N.Y. 10013**

7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.

YES	NO
X	

8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.

YES	NO
	X

**9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: N/A**

(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.	YES	NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.		
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.		
(d) What is the name and address of the corporation in immediate control?		
(e) Under the laws of what State or Country is the controlling corporation organized?		
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.	YES	NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.		
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- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

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SIGNATURE (see previous page) \_\_\_\_\_ DATE \_\_\_\_\_  
Authorized Employee of Licensee Corporation

SIGNATURE Paul A. Barty \_\_\_\_\_ DATE 9/9/98  
Transferee of Control (Check one)

Individual     Partner     Officer     Other (Specify): \_\_\_\_\_

**DETAILS / ADDITIONAL INFORMATION:**

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

1. Name and mailing address of corporate licensee

Madison Square Garden, L.P.  
Two Pennsylvania Plaza  
New York, N.Y. 10121

2. Call sign and radio service of each station

KD44404	IG
KD44844	IG
WNVC987	IG
WNXN300	IG
WPML384	IG

**DO NOT WRITE IN THIS BLOCK**

**CONDITIONS OF GRANT**

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

**DATE AUTHORIZED:**



**FEDERAL  
COMMUNICATIONS  
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH  
CORPORATION'S RADIO STATION RECORDS**

COLE, RAYWID & BRAVERMAN, L.L.P.

JOHN P. COLE, JR.  
BURT A. BRAVERMAN  
ROBERT L. JAMES  
JOHN D. SEIVER  
WESLEY R. HEPPLER  
PAUL GLIST  
DAVID M. SILVERMAN  
JAMES F. IRELAND, III  
STEVEN J. HORVITZ  
CHRISTOPHER W. SAVAGE  
ANN FLOWERS  
ROBERT G. SCOTT, JR.  
SUSAN WHELAN WESTFALL  
THERESA A. ZETERBERG  
KARLYN D. STANLEY  
JOHN DAVIDSON THOMAS  
JOHN C. DODGE  
FREDERICK W. GIROUX  
GEOFFREY C. COOK\*  
~~MARIA Z. BROWNE~~  
DONNA C. RATTLEY  
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\*ADMITTED IN MASSACHUSETTS ONLY  
\*ADMITTED IN MARYLAND ONLY

ATTORNEYS AT LAW  
SECOND FLOOR  
1919 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20006-3458  
(202) 659-9750

September 18, 1998

FCC/MELLON  
SEP 18 1998  
ALAN RAYWID  
(1930-1991)  
OF COUNSEL  
FRANCES J. CHETWYND  
FACSIMILE  
(202) 452-0067  
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WWW.CRBLAW.COM

STAMP & RETURN

98-178

BY HAND DELIVERY

Federal Communications Commission  
Wireless Bureau Applications  
PO Box 358130  
Pittsburgh, PA 15251-5130

Re: **Transfer to AT&T Corp. of Tele-Communications, Inc.'s  
Interest in FCC Licensees  
WPJT672  
Business Radio Service**

Ladies and Gentlemen:

Enclosed please find FCC Form 703 requesting authority for the transfer from Tele-Communications, Inc. ("TCI") to AT&T Corp. of TCI's interest in SportsChannel Chicago Associates, the licensee of the referenced facilities. We are also enclosing FCC Form 159 and a check in the amount of \$45.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Wesley R. Hepler

enclosures

ntm-2080.25

COLE, RAYWID & BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-3458

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\*ADMITTED IN MASSACHUSETTS ONLY  
\*ADMITTED IN MARYLAND ONLY

FCC/MELLON  
SEP 18 1998

ALAN RAYWID  
(1930-1991)  
OF COUNSEL  
FRANCES J. CHETWYND

FACSIMILE  
(202) 452-0067

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WWW.CRBLAW.COM

September 18, 1998

STAMP & RETURN

98-178

BY HAND DELIVERY

Federal Communications Commission  
Wireless Bureau Applications  
PO Box 358130  
Pittsburgh, PA 15251-5130

Re: Transfer to AT&T Corp. of Tele-Communications, Inc.'s  
Interest in FCC Licensees  
WNES-356  
WNES-357  
*Private Operational Fixed Microwave Service*

Ladies and Gentlemen:

Enclosed please find FCC Form 415 requesting authority for the transfer from Tele-Communications, Inc. ("TCI") to AT&T Corp. of TCI's interest in SportsChannel New England, the licensee of the referenced facilities. We are also enclosing FCC Form 159 and a check in the amount of \$90.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Wesley R. Heppler

enclosures

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
VENDOR

CHECK NO. **55647**

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
17711	0908988	09/08/98	FILING FEE/2080.25 45.00	45.00 Check total	.00 45.00

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
1919 PENNSYLVANIA AVENUE N.W.  
WASHINGTON, DC 20006-3458

**NATIONSBANK, N.A.**  
WASHINGTON, D.C.  
15-120-540

**55647**

CHECK NO. CHECK DATE VENDOR NO.

055647 09/08/98 FCC

**PAY**

CHECK AMOUNT

FORTY-FIVE AND 00/100 DOLLARS\*\*\*\*\*

\*\*\*\*\*45.00

TO THE  
ORDER  
OF

FEDERAL COMMUNICATIONS  
COMMISSION

⑈055647⑈ ⑆054001204⑆ 2086050069⑈

Security features included. Details on back.



UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR  
FCC  
USE  
ONLY

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee <b>SportsChannel Chicago Associates</b>		
(b) Number and street address <b>150 Crossways Park West</b>		
(c) City <b>Woodbury</b>	(d) State <b>NY</b>	(e) ZIP Code <b>11797</b>
2. Internet address:		3. Taxpayer Identification Number <b>11-2673025</b>
4. Call sign and radio service of each station  <b>WPJT-672</b>		

5.(a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>1</b>	(c) Fee Due \$ <b>45.00</b>	FOR FCC USE ONLY
------------------------------------	------------------------------	--------------------------------	---------------------

6. Name(s) and Address(es) of Transferee  
**AT&T Corp., 32 Avenue of the Americas, New York, New York 10013**

7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.	YES	NO
	XX	

8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.	YES	NO
		XX

**9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: N/A**

(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.	YES	NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.		
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.		
(d) What is the name and address of the corporation in immediate control?		
(e) Under the laws of what State or Country is the controlling corporation organized?		
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.	YES	NO
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.		
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).		

**CERTIFICATION**

- Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;
- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).**

SIGNATURE 	DATE <b>9/17/98</b>
Authorized Employee of Licensee Corporation	
SIGNATURE (see next page)	DATE
Transferee of Control (Check one)	
<input type="checkbox"/> Individual <input checked="" type="checkbox"/> Partner <input type="checkbox"/> Officer <input type="checkbox"/> Other (Specify):	

Approved by OMB  
3060-0053  
Expires 11/30/99  
See reverse for public  
burden estimate.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR  
FCC  
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**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
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2. Internet address:		3. Taxpayer Identification Number <b>11-2673025</b>	
4. Call sign and radio service of each station  <b>WPJT-672 - IG</b>			
5.(a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>1</b>	(c) Fee Due <b>\$ 45.00</b>	FOR FCC USE ONLY
6. Name(s) and Address(es) of transferee <b>AT&amp;T Corp., 32 Avenue of the Americas, New York, New York 10013</b>			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES <b>XX</b>
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			NO <b>XX</b>
9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: <b>N/A</b>			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.			YES  NO
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.			  
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<b>CERTIFICATION</b>			
<ul style="list-style-type: none"> <li>● Applicant waives any claim to the use of any particular frequency regardless of prior use by licensee or otherwise;</li> <li>● Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>● Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>● Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>● Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul>			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).			
SIGNATURE (see previous page) <small>Authorized Employee of Licensee Corporation</small>		DATE _____	
SIGNATURE <i>Bill Barth</i> <small>Transferee of Control (Check one)</small>		DATE <b>9/9/98</b>	
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (Specify): _____			

**DETAILS / ADDITIONAL INFORMATION:**

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

1. Name and mailing address of corporate licensee  
**SportsChannel Chicago Associates**  
150 Crossways Park West  
Woodbury, NY 11797

2. Call sign and radio service of each station  
**WPJT-672 IB**

**DO NOT WRITE IN THIS BLOCK**

**CONDITIONS OF GRANT**

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

**DATE AUTHORIZED:**



**FEDERAL  
COMMUNICATIONS  
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH  
CORPORATION'S RADIO STATION RECORDS**

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
VENDOR

55648

CHECK NO. 055648

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
17712	0908987	09/08/98	FILING FEE/2080.25 90.00	90.00	.00
				Check total	90.00

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
1919 PENNSYLVANIA AVENUE N.W.  
WASHINGTON, DC 20006-3458

NATIONSBANK, N.A.  
WASHINGTON, D.C.  
15-120-540

55648

CHECK NO. CHECK DATE VENDOR NO.

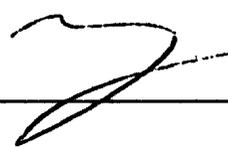
055648 09/08/98 FCC

PAY  
NINETY AND 00/100 DOLLARS\*\*\*\*\*

CHECK AMOUNT  
\*\*\*\*\*90.00

TO THE  
ORDER  
OF  
FEDERAL COMMUNICATIONS  
COMMISSION

⑈055648⑈ ⑆054001204⑆ 2086050069⑈



Security features included. Refer to back.





**ADMINISTRATIVE INFORMATION**

<p>28. The purpose of this filing is to:</p> <p>( H )</p> <p>Enter one or more letters that correctly describes the purpose of this filing</p>	<p><b>A</b> request an initial authorization for a new station (all)  <b>B</b> request authorization for modification of an existing licensed station (all)  <b>C</b> request authorization for a minor modification (Private and Common Carrier)  <b>D</b> request authorization to renew an existing licensed station (all)  <b>E</b> request authorization to reinstate an expired licensed station (all)  <b>F</b> request a full assignment of a radio station authorization (Private)  <b>G</b> request authorization of a developmental station (Private and Common Carrier)  <b>H</b> request authorization for transfer of control (Private)  <b>I</b> request authorization to convert from Private to Common Carrier (Common Carrier)  <b>J</b> request amendment to a pending application (all)</p>
<p>29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested.</p> <p align="center">N/A</p>	
<p>30. Number of associated applications filed as a system</p> <p align="center">None</p>	<p>31. FCC File Numbers of associated applications filed as a system, if known</p> <p align="center">N/A</p>
<p>32. Type of MAS Operation</p> <p>( )</p> <p>Two-way master-remote  One-way outbound  One-way Inbound</p> <p>Mobile meter reader  Subfrequency operation  Multiple master operation</p>	<p>33. Requested Authorization Expiration Date</p> <p align="center">Month Day</p>

**POINT OF CONTACT FOR TECHNICAL OPERATIONS**

<p>34. Mailing address street or geographical description</p> <p align="center">1 Civic Plaza</p>	<p>35. Voice Telephone Number</p> <p align="center">( 915 ) 543-5960</p>	
<p>36. City</p> <p align="center">Hartford</p>	<p>37. State</p> <p align="center">CT</p>	<p>38. Zip code</p>

**BROADCAST AUXILIARY APPLICANTS**

<p>39. Name of Broadcast Auxiliary frequency coordinator</p> <p align="center">N/A</p>	<p>40. Voice Telephone Number</p> <p align="center">( ) N/A</p>
<p>41. Call Sign of associated Broadcast Station, if any</p> <p align="center">N/A</p>	<p>42. Radio Service Code of associated Broadcast Station</p> <p align="center">N/A</p>

**TRANSFER OF CONTROL APPLICANTS**

<p>43. Is this a pro forma Transfer of Control? ( N ) Yes No</p>		
<p>44. Is each station named in item 27 of this filing constructed and operational? ( Y ) Yes No</p>		
<p>45. Name of Transferee</p> <p align="center">AT&amp;T Corp.</p>		
<p>46. Transferee's Mailing Address. Street</p> <p align="center">32 Avenue of the Americas</p>		
<p>47. City</p> <p align="center">New York</p>	<p>48. State</p> <p align="center">NY</p>	<p>49. Zip code</p> <p align="center">10013</p>

**ENVIRONMENTAL POLICY**

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307? • If "yes", attach environmental assessment as required by 47 CFR 1.1309 and 47 CFR 1.1311.	( N ) <u>Yes</u> <u>No</u>
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**FOREIGN GOVERNMENT REPRESENTATION**

51. Is the applicant a foreign government or the representative of any foreign government?	( N ) <u>Yes</u> <u>No</u>
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**COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP**

52. Is the applicant an alien or the representative of an alien?	( N ) <u>Yes</u> <u>No</u>
53. Is the applicant a corporation organized under the laws of any foreign government?	( N ) <u>Yes</u> <u>No</u>
54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> <u>No</u>
55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control	( N ) <u>Yes</u> <u>No</u>

\*If yes, attach exhibit explaining circumstances.

**BASIC QUALIFICATIONS**

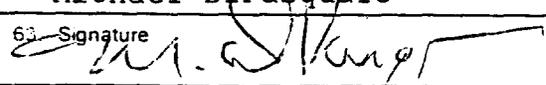
(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	( N ) <u>Yes</u> <u>No</u>
57. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?	( N ) <u>Yes</u> <u>No</u>
58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	( N ) <u>Yes</u> <u>No</u>
59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	( N ) <u>Yes</u> <u>No</u>
60. Is this a Common Carrier corporation? If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing.	( Y ) <u>Yes</u> <u>No</u>

\* If "yes", attach exhibit explaining circumstances.

**CERTIFICATION**

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.  
 \*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes

61. Typed Name of Person Signing Michael DiPasquale	62. Title Senior V.P. Finance & Admin.
63. Signature 	64. Date 9/17/98

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**



September 8, 1998

BY HAND

Ms. Magalie R. Salas, Secretary  
Federal Communications Commission  
1919 M Street, N.W.  
Room 222  
Washington, D.C. 20554

Re: Applications for Transfer of Control –  
WNES-356 and WNES-357

Dear Ms. Salas:

Pursuant to 47 C.F. R. §101.13(a)(5) and in accordance with the attached application on FCC Form 415, Tele-Communications, Inc. ("TCI") hereby requests Commission consent to a transfer of control of OFS call signs WNES-356 and WNES-357 to AT&T Corp. ("AT&T"). This transfer of control is part of a larger transaction between TCI and AT&T.

If you have any questions regarding the attached application, please contact the undersigned.

Sincerely,  
**TELE-COMMUNICATIONS, INC.**

A handwritten signature in black ink, appearing to read "Stephen Brett", is written over a horizontal line.

Stephen Brett, Esq.  
Executive Vice President

Enclosures

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Terrace Tower II  
5619 DTC Parkway  
Englewood, CO 80111-3000

Post Office Box 5630  
Denver, CO 80217-5630  
(303) 267-5500

*An Equal Opportunity Employer*

11 tm - 2080.25

COLE, RAYWID & BRAVERMAN, L.L.P.

ATTORNEYS AT LAW

SECOND FLOOR

1919 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-3458

(202) 659-9750

FCC/MELLON SEP 18 1998

ALAN RAYWID  
(1930-1991)

OF COUNSEL  
FRANCES J. CHETWIND

FACSIMILE  
(202) 452-0067

INTERNET  
WWW.CRBLAW.COM

JOHN P. COLE, JR.  
BURT A. BRAVERMAN  
ROBERT L. JAMES  
JOHN D. SEIVER  
WESLEY R. HEPPLER  
PAUL GLIST  
DAVID M. SILVERMAN  
JAMES F. IRELAND, III  
STEVEN J. HORVITZ  
CHRISTOPHER W. SAVAGE  
ANN FLOWERS  
ROBERT G. SCOTT, JR.  
SUSAN WHELAN WESTFALL  
THERESA A. ZETERBERG  
KARLYN D. STANLEY  
JOHN DAVIDSON THOMAS  
JOHN C. DODGE  
FREDERICK W. GIROUX  
GEOFFREY C. COOK\*  
MARIA T. BROWNE  
DONNA C. RATTLE  
THOMAS SCOTT THOMPSON  
ADAM S. CALDWELL  
SANDRA GREINER  
JAMES W. TOMLINSON  
MARK S. KRISTIANSEN\*

September 18, 1998

STAMP & RETURN

98-178

\*ADMITTED IN MASSACHUSETTS ONLY  
\*ADMITTED IN MARYLAND ONLY

BY HAND DELIVERY

Federal Communications Commission  
International Bureau - Earth Stations  
PO Box 358160  
Pittsburgh, PA 15251-5160

Re: **Transfer to AT&T Corp. of Tele-Communications, Inc.'s  
Interest in FCC Licensees  
E960143  
Transmit/Receive Earth Station**

Ladies and Gentlemen:

Enclosed please find FCC Form 312 requesting authority for the transfer from Tele-Communications, Inc. ("TCI") to AT&T Corp. of TCI's interest in SportsChannel Chicago Associates, the licensee of the referenced facilities. We are also enclosing FCC Form 159 and a check in the amount of \$385.00 to cover the required filing fee.

Should you have any questions regarding this matter, please contact the undersigned.

Sincerely,

*Wesley Heppler*  
Wesley R. Heppler

enclosures

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
 VENDOR

55764

CHECK NO. 055764

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
17868	09119827	09/11/98	FILING FEE/2080.00 385.00	385.00 Check total	.00 385.00

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
 1919 PENNSYLVANIA AVENUE N.W.  
 WASHINGTON, DC 20006-3458

**NATIONSBANK, N.A.**  
 WASHINGTON, D.C.  
 15-120-540

55764

CHECK NO. CHECK DATE VENDOR NO.

055764 09/11/98 FCC

**PAY**

CHECK AMOUNT

THREE HUNDRED EIGHTY-FIVE AND 00/100 DOLLARS\*\*\*\*\*

\*\*\*\*\*385.00

TO THE  
 ORDER  
 OF

FEDERAL COMMUNICATIONS  
 COMMISSION



⑈055764⑈ ⑆054001204⑆ 2086050069⑈



<b>FCC 312</b> <b>Main Form</b>	<b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS</b>	Approved by RIMB 1060 1678	FCC Use Only
		Est. Avg. Bureau Papers Per Response: 104 F's	File Number:
			Call Sign:

**PAYOR AND FILING FEE INFORMATION**

a. Payor Name Cole, Raywid & Braverman, LLP			b. Daytime Telephone Number 202/659-9750	
c. Mailing Street Address or P.O. Box 1919 Pennsylvania Avenue, NW - Suite 200			d. FCC Account Number 520820071	
e. City Washington,		f. State DC	g. Zip Code 20006	
h. Country Code (if not U.S.A.)				
i. Payment Type Code CNX	j. Quantity 1	k. Fee Due for Payment Type Code in (i) \$385.00	l. Total Amount Paid \$385.00	FCC Use Only

**APPLICANT INFORMATION**

1. Legal Name of Applicant SportsChannel Chicago Associates		2. Voice Telephone Number (516) 396-3000	
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (516) 364-2145	
5. Mailing Street Address or P.O. Box 150 Crossways Park West  ATTENTION:		6. City Woodbury	
		7. State / Country (if not U.S.A.) New York	8. Zip Code 11797
9. Name of Contact Representative (If other than applicant) Mark J. Tauber, Esq.		10. Voice Telephone Number (202) 861-3913	
11. Firm or Company Name Piper & Marbury, LLP		12. Fax Telephone Number (202) 861-4160	
13. Mailing Street Address or P.O. Box 1200 19th Street, NW  ATTENTION:		14. City Washington	
		15. State / Country (if not U.S.A.) D.C.	16. Zip Code 20036

**CLASSIFICATION OF FILING**

17. Place an "X" in the box next to the classification that applies to this filing for both questions a and b. Mark only one box for 17a and only one box for 17b.			
<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input type="checkbox"/> b4. Modification of License or Registration	
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b7. Notification of Minor Modification
	<input type="checkbox"/> b3. Amendment to a Pending Application	<input checked="" type="checkbox"/> b6. Transfer of Control of License or Registration	<input type="checkbox"/> b8. Other (Please Specify):
18. If this filing is in reference to an existing station, enter: Call sign of station:  E960143		19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed:  (b) File number of pending application:	

### TYPE OF SERVICE

**20. NATURE OF SERVICE:** This filing is for an authorization to provide or use the following type(s) of service(s). Place an "X" in the box(es) next to all that apply.

a. Fixed Satellite     b. Mobile Satellite     c. Radiodetermination Satellite     d. Earth Exploration Satellite     e. Other (please specify) \_\_\_\_\_

---

**21. STATUS:** Place an "X" in the box next to the applicable status. Mark only one box.

a. Common Carrier                       b. Non-Common Carrier

**22. If earth station applicant, place an "X" in the box(es) next to all that apply.**

a. Using U.S. licensed satellites     b. Using Non-U.S. licensed satellites

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**23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:**

a. Connected to the Public Switched Network                       b. Not connected to the Public Switched Network

---

**24. FREQUENCY BAND(S):** Place an "X" in the box(es) next to all applicable frequency band(s).

a. C-Band (4/6 GHz)                       b. Ku-Band (12/14 GHz)     c. Other (Please specify) \_\_\_\_\_

### TYPE OF STATION

**25. CLASS OF STATION:** Place an "X" in the box next to the class of station that applies. Mark only one box.

a. Fixed Earth Station     b. Temporary-Fixed Earth Station     c. 12/14 GHz VSAT Network     d. Mobile Earth Station     e. Space Station     f. Other (Specify) \_\_\_\_\_

If space station applicant, go to Question 27.

**26. TYPE OF EARTH STATION FACILITY:** Mark only one box.

a. Transmit/Receive                       b. Transmit-Only                       c. Receive-Only

### PURPOSE OF MODIFICATION OR AMENDMENT

**27. The purpose of this proposed modification or amendment is to:** Place an "X" in the box(es) next to all that apply.

a -- authorization to add new emission designator and related service

b -- authorization to change emission designator and related service

c -- authorization to increase EIRP and ERP density

d -- authorization to replace antenna

e -- authorization to add antenna

f -- authorization to relocate fixed station

g -- authorization to change assigned frequency(ies)

h -- authorization to add Points of Communication (satellites & countries)

i -- authorization to change Points of Communication (satellites & countries)

j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required

k -- Other (Please Specify) \_\_\_\_\_

### ENVIRONMENTAL POLICY

**28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as Exhibit A to this application.**

YES                       NO

**A Radiation Hazard Study must accompany all applications as Exhibit B for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.**

### ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as Exhibit C an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

### BASIC QUALIFICATIONS

35. Does the applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as Exhibit D, copies of the requests for waivers or exceptions with supporting documents.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as Exhibit E, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceeding two items?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO

41. Description. (Summarize the nature of the application and the services to be provided).
<p>Transfer of control of transportable earth station for uplinking and downlinking of Fox Sports Chicago programming on a non-broadcast, non-common carrier basis.</p>

**CERTIFICATION**

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

42. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual  
  b. Unincorporated Association  
  c. Partnership  
  d. Corporation  
  e. Governmental Entity  
  f. Other  
 (Please specify) \_\_\_\_\_

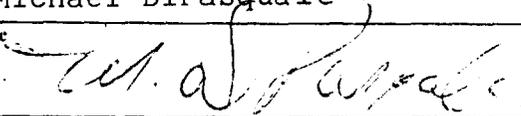
43. Typed Name of Person Signing

Michael DiPasquale

44. Title of Person Signing

Senior V.P. Finance & Administration

45. Signature



46. Date

9/17/98

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

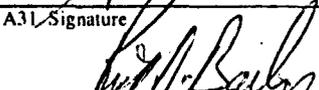
<b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>FCC 312 - Schedule A</b> (Place an "X" in one of the blocks below)					FCC Use Only	
<input type="checkbox"/> CONSENT TO TRANSFER OF CONTROL			<input type="checkbox"/> CONSENT TO ASSIGNMENT OF LICENSE			
<input type="checkbox"/> NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION			<input type="checkbox"/> NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION			
A1. Name of Licensee or Registrant <b>SportsChannel Chicago Associates</b>				A2. Voice Telephone Number (516) 396-3000		
A3. Mailing Street Address or P.O. Box 150 Crossways Park West ATTENTION:				A4. Fax Telephone Number (516) 364-2145		
A5. City Woodbury		A6. State / Country (if not U.S.A.) New York		A7. Zip Code 11797		
A8. List Call Sign(s) of station(s) being assigned or transferred E960143					A9. No. of station(s) listed 1	
A10. Name of Transferor/Assignor (if different than licensee or registrant) <b>Tele-Communications, Inc.</b>			A15. Name of Transferee/Assignee <b>AT&amp;T Corp.</b>			
A11. Mailing Street Address or P.O. Box Box 5630			A16. Mailing Street Address or P.O. Box 32 Avenue of the Americas			
A12. City Denver	A13. State/Country Colorado	A14. Zip Code 80217	A17. City New York	A18. State/Country New York	A19. Zip Code 10013	
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as Exhibit F, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.						
				<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO		
A21. If these facilities are licensed, attach as Exhibit G, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.						

**CERTIFICATION**

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.					
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.					
A22. Printed Name of Licensee (Must agree with A1) <b>SportsChannel Chicago Associates</b>		A23. Signature 		A24. Title (Office Held by Person Signing) <b>Senior V.P. Finl. &amp; Admin.</b>	A25. Date <b>9/17/98</b>
A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10) <b>Tele-Communications, Inc.</b>		A27. Signature (see next page)		A28. Title (Office Held by Person Signing)	A29. Date
A30. Printed Name of License Transferee/Assignee (Must agree with A15) <b>AT&amp;T Corp.</b>		A31. Signature (see next page)		A32. Title (Office Held by Person Signing) <b>Vice President Federal Government Affairs</b>	A33. Date

<b>FEDERAL COMMUNICATIONS COMMISSION</b> <b>FCC 312 - Schedule A</b> (Place an "X" in one of the blocks below)						FCC Use Only	
<input checked="" type="checkbox"/> <b>CONSENT TO TRANSFER OF CONTROL</b>						<input type="checkbox"/> <b>CONSENT TO ASSIGNMENT OF LICENSE</b>	
<input type="checkbox"/> <b>NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION</b>						<input type="checkbox"/> <b>NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION</b>	
A1. Name of Licensee or Registrant <b>SportsChannel Chicago Associates</b>				A2. Voice Telephone Number <b>516/396-3000</b>			
A3. Mailing Street Address or P.O. Box <b>150 Crossways Park West</b> ATTENTION:				A4. Fax Telephone Number <b>516/364-2145</b>			
A5. City <b>Woodbury</b>			A6. State / Country (if not U.S.A.) <b>NY</b>		A7. Zip Code <b>11797</b>		
A8. List Call Sign(s) of station(s) being assigned or transferred <p style="text-align: center;"><b>E960143</b></p>						A9. No. of station(s) listed <p style="text-align: center;"><b>1</b></p>	
A10. Name of Transferor/Assignor (if different than licensee or registrant) <b>Tele-Communications, Inc.</b>			A15. Name of Transferee/Assignee <b>AT&amp;T Corp.</b>				
A11. Mailing Street Address or P.O. Box <b>Box 5630</b>			A16. Mailing Street Address or P.O. Box <b>32 Avenue of the Americas</b>				
A12. City <b>Denver</b>	A13. State/Country <b>Colorado</b>	A14. Zip Code <b>80217</b>	A17. City <b>New York</b>		A18. State/Country <b>New York</b>	A19. Zip Code <b>10013</b>	
A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity? If Yes, attach as Exhibit F, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.						<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
A21. If these facilities are licensed, attach as Exhibit G, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.							

### CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.							
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.							
A22. Printed Name of Licensee (Must agree with A1) <b>SportsChannel Chicago Associates (see previous page)</b>		A23. Signature 		A24. Title (Office Held by Person Signing) 		A25. Date 	
A26. Printed Name of License Transferor/Assignor (If different than licensee, Must agree with A10) <b>Tele-Communications, Inc.</b>		A27. Signature 		A28. Title (Office Held by Person Signing) <b>Executive Vice President</b>		A29. Date <b>09/08/98</b>	
A30. Printed Name of License Transferee/Assignee (Must agree with A15) <b>AT&amp;T Corp.</b>		A31. Signature 		A32. Title (Office Held by Person Signing) <b>Vice President Federal Government Affairs</b>		A33. Date <b>9/9/98</b>	

**Exhibit G**

Applicant seeks to transfer control of transportable earth station for uplinking and downlinking of SportsChannel Chicago programming to AT&T Corp. This transfer of control is part of a larger transaction between AT&T Corp. and Tele-Communications, Inc.