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Betsy J. Brady, Esq.  
Federal Government Affairs  
Vice President

JUL 28 1999

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

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July 28, 1999

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 MediaOne Group, Inc. ("Media One")  
CS Docket No. 99-251

Dear Ms. Roman Salas:

Please include a copy of the attached letter in the record of the above-referenced proceeding. Two copies of this Notice are being submitted to the Secretary of the FCC in accordance with Section 1.1206 of the Commission's rules.

Sincerely,

A handwritten signature in cursive script that reads "Betsy J. Brady".

cc: Quyen Truong

No. of Copies rec'd 0+1  
List ABCDE



Mark C. Rosenblum  
Vice President - Law

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July 22, 1999

Quyen Truong  
Federal Communications Commission  
445 Twelfth Street, SW, Room 3-C723  
Washington, DC 20554

Dear Ms. Truong,

On July 7, 1999, AT&T Corp. and MediaOne Group, Inc. ("MediaOne") (collectively referred to as "Applicants") filed applications with the Federal Communications Commission requesting approval of the transfer of control of licenses and authorizations in connection with the Applicants' proposed merger. Commission staff have requested our authorization to review all documents provided by the Applicants to the Department of Justice in connection with the Department's investigation of the proposed merger ("Protected Materials") and to engage in discussions with representatives of the Department with respect to those documents and the Department's investigation. We have agreed to these requests by the Commission.

Applicants understand that the Commission's discussions with the Department will be treated as exempt *ex parte* communications under Section 1.1204(a) of the Commission's rules. The Applicants understand that the Commission contemplates that, at some future time, the Commission may request that it be provided with copies of certain Protected Materials, and that if it does so, the applicants will provide the requested Protected Materials ("Requested Protected Materials") to the Commission subject to a protective order. The Requested Protected Materials on which the Commission wishes to so rely will be made available for review by third parties subject to the terms of a protective order, which will be issued if the Commission determines that it wishes to rely on or reference Requested Protected Materials in its decision in this proceeding. Applicants further understand that if, in its decision, the Commission intends to rely on or otherwise make reference to the contents of any of the Requested Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell*

*Atlantic/NYNEX* order, 12 FCC Rcd 19985 (1997). In that order, the Commission embodied its discussion of confidential information in a separate exhibit that was placed under seal and not released publicly as part of the order.

Based on the foregoing understanding and with respect to discussions between representatives of the Commission and the Department, the Applicants waive the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the Protected Materials in order to permit full discussions between representatives of the Department and the Commission with respect to the Protected Materials and the Department's investigation of the merger between the Applicants. This waiver also permits the Department to share with the Commission the Protected Materials in the Department's possession.

Sincerely,

A handwritten signature in black ink, appearing to read "W. Rosenfeld", followed by a long horizontal line extending to the right.