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James W. Cicconi
General Counsel and
Executive Vice President
Law & Government Affairs

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Suite 1000
1120 20th St. NW
Washington, DC 20036
202 457-2233
FAX 202 457-2244

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

September 1, 1999

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

Re: Ex Parte Contact
In the Matters of CS Docket No. 99-251 (Application for Consent to the Transfer of Control of Licenses from MediaOne Group, Inc. to AT&T Corp.); MM Docket No. 92-264 (Horizontal Ownership Limits); and CS Docket No. 98-82 (Cable Attribution Rules)

Dear Ms. Salas:

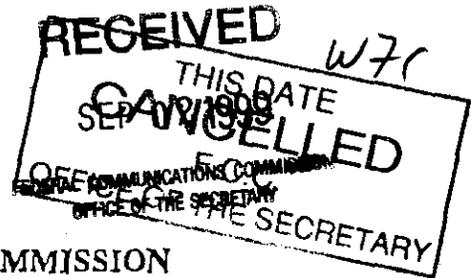
On August 31, 1999, Leo Hindery, President and CEO of AT&T Broadband and Internet Services, Amos Hostetter, and the undersigned, met with the following Federal Communications Commission officials with regard to the above-referenced proceedings: Chairman Kennard, Kathy Brown, Tom Power, Bob Pepper, Howard Shelanski, and Bill Johnson. We discussed the need to conform the cable horizontal ownership and attribution rules to the programming concerns underlying the cable horizontal ownership statute. We also discussed the impact of the cable horizontal ownership and attribution rules upon the proposed merger of AT&T and MediaOne. We provided the Commission officials with a copy of the attached document.

An original and five copies of this letter are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules.

Sincerely,

A handwritten signature in cursive script that reads "James W. Cicconi".

cc: Chairman Kennard
Kathy Brown
Tom Power
Bob Pepper
Bill Johnson
Howard Shelanski



SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
August 3, 1999

TIME WARNER ENTERTAINMENT COMPANY, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12878
(Commission
File Number)

13-3666692
(I.R.S. Employer
Identification No.)

American Television and
Communications Corporation
Warner Communications Inc.
(Exact name of registrant
as specified in its charter)

Delaware
Delaware
(State or other jurisdiction
of incorporation or organization)

13-2922502
13-2696809
(I.R.S. Employer
Identification No.)

75 Rockefeller Plaza, New York, NY 10019
(Address of principal executive offices) (zip code)

(212) 484-8000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events.

Time Warner Entertainment Company, L.P. ("TWE") files this Report on Form 8-K to report that MediaOne Group, Inc.'s ("MediaOne") management and governance rights over all of TWE's businesses have terminated, as described below. This reduction in governance rights will result in Time Warner Inc. consolidating TWE's operating results and financial position for accounting purposes, which is expected to occur no later than the third quarter of this year.

On August 3, 1999, TWE received a notice (the "Termination Notice") from MediaOne, a holder of a limited partnership interest in TWE, concerning the termination of MediaOne's covenant not to compete with TWE. The termination of that covenant is necessary for MediaOne to complete its merger with AT&T Corp. As a result of the Termination Notice and the operation of the Partnership Agreement governing TWE, MediaOne's governance and management rights have terminated immediately and irrevocably to the fullest extent permitted by Section 5.5(f) of the TWE Partnership Agreement. As a result, MediaOne no longer has a vote on or any right to participate in the Cable Management Committee described on page I-21 of TWE's Annual Report on Form 10-K for the year ended December 31, 1998, and its representatives serving on TWE's Board of Representatives no longer have the right to vote on any matter pertaining to any of TWE's businesses. MediaOne retains certain protective governance rights on the TWE Board of Representatives pertaining to certain limited matters affecting TWE as a whole.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 5, 1999.

TIME WARNER ENTERTAINMENT COMPANY, L.P.

By: WARNER COMMUNICATIONS INC.
As General Partner

By: /s/Christopher P. Bogart
Name: Christopher P. Bogart
Title: Vice President

AMERICAN TELEVISION AND COMMUNICATIONS
CORPORATION
WARNER COMMUNICATIONS INC.

By: /s/Christopher P. Bogart
Name: Christopher P. Bogart
Title: Vice President