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EX PARTE OR LATE FILED



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RECEIVED

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December 22, 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W., TW-A325
Washington, DC 20554

99-251

Re: Ex Parte Contact
In the Matter of Applications for Transfer of Control to AT&T Corp.
("AT&T") of Licenses and Authorizations Held by MediaOne Group,
Inc. ("MediaOne")

Dear Ms. Salas:

On December 22, 1999, Larry Kurland, and the undersigned, of AT&T, met with Thomas Power, Legal Advisor to Chairman Kennard, Clint Odom of Commissioner Powell's Office, David Goodfriend, Legal Advisor to Commissioner Ness, and Rick Chessen, Legal Advisor to Commissioner Tristani. At the request of and in response to questions, AT&T advised the attendees that, if Liberty Media Group ("Liberty") were spun off from AT&T in a taxable transaction, the tax due would be based on the value of Liberty at the time of the spin-off, less AT&T's basis in Liberty, times the appropriate tax rate. Based on current market values and tax rates, that amount would exceed fifteen billion dollars. In addition, we discussed the laws and regulations that would apply to any such transaction.

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

Sincerely,

Betsy J. Brady

cc: T. Power
C. Odom
D. Goodfriend
R. Chessen

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