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AT&T Broadband & Internet Services
P.O. Box 5630
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January 19, 2000

Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: *Ex Parte* Submission
MM Docket No. 92-264
CS Docket No. 99-251

Dear Ms. Salas:

Pursuant to Paragraph 76 of the Commission's Memorandum Opinion and Order on Reconsideration, MM Docket No. 92-264, FCC 98-138 (released June 26, 1998), Tele-Communications, Inc. ("TCI") hereby notifies the Commission that on January 18, 2000, TCI closed a transaction with Comcast Corporation ("Comcast") whereby TCI sold all of its interest in Lenfest Communications, Inc. to Comcast.

Based on available data, and assuming the most conservative interpretation of the Commission's current attribution rules, TCI estimates that prior to the transaction it had approximately 34,120,000 cable homes passed and after the transaction it will have approximately 32,090,000 cable homes passed.

In addition, TCI notes that on December 2, 1999, it filed a letter with the Commission reporting on how a transaction between Century Communications Corporation and TCI affected TCI's number and percentage of MVPD subscribers nationwide both before and after consummation of AT&T's proposed merger with MediaOne ("Century Letter"). The Lenfest transaction described above will remove approximately 1,504,000 subscribers from AT&T's current attributable subscribers and will affect the numbers and percentages reported in the Century Letter in the following manner: AT&T is now attributed with approximately 19,639,000 MVPD subscribers, or approximately 24.1% of all MVPD subscribers nationwide (*i.e.*, $19,639,000 \div 81,400,000$).¹

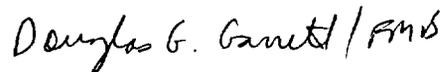
¹ The 81.4 million MVPD subscriber number is the September, 1999 total from *The Kagan Media Index*, October 31, 1999, at 8.

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The other subscriber numbers and percentages reported in the Century Letter are unaffected by the Lenfest transaction. Specifically: (1) taking into account the remaining pending transactions referred to in the Century Letter (two of which will be completed prior to the closing of the MediaOne merger, and one soon thereafter), AT&T will be attributed with approximately 17,515,000 MVPD subscribers, and its percentage of total MVPD subscribers will be approximately 21.5% (*i.e.*, $17,515,000 \div 81,400,000$); and (2) after the proposed merger with MediaOne is completed, AT&T will be attributed with approximately 22,515,000 MVPD subscribers, and its percentage of total MVPD subscribers will be approximately 27.7% (*i.e.*, $22,515,000 \div 81,400,000$).²

An original and four (4) copies of this letter and attachment are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules.

Sincerely,

Handwritten signature of Douglas G. Garrett in black ink, with the initials "FMB" written to the right of the signature.

Douglas G. Garrett
Senior Regulatory Counsel

DGG:ymb

cc: See attached service list

² In addition, even if AT&T does not complete the exchange of interests in cable systems with Comcast Corporation prior to closing the proposed MediaOne merger, AT&T will still be attributed with less than 30% of all MVPD subscribers at the time the MediaOne merger is closed.

CERTIFICATE OF SERVICE

I, Patty Kincaid, do hereby certify that I caused one copy of the foregoing *Ex Parte* letter of Tele-Communications, Inc. to be served by hand delivery on all parties on the attached service list, this 19th day of January 2000.

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