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March 17, 2000

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

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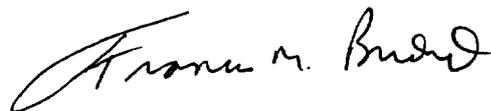
Re: *Ex Parte* Submission  
MM Docket No. 92-264  
CS Docket No. 99-251

Dear Ms. Salas:

Today I distributed the attached letter to various Commission staff. Please file a copy of this letter in the dockets of the above-captioned proceedings.

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,



Francis M. Buono

Attachment

No. of Copies rec'd 0+4  
List ABCDE



AT&T Broadband & Internet Services  
P.O. Box 5630  
Denver, CO 80217-5630

March 17, 2000

Ms. Deborah Lathen  
Chief  
Cable Services Bureau  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: In the Matter of Applications for Transfer of Control to AT&T Corp. of  
Licenses and Authorizations Held by MediaOne Group, Inc.,  
CS Docket No. 99-251  
MM Docket No. 92-264**

Dear Ms. Lathen:

I am submitting this letter and supporting attachments in order to update and certify the record in the above-captioned proceedings regarding AT&T's subscriber totals. As you know, AT&T and MediaOne provided detailed subscriber information in Appendix A to their Public Interest Statement filed on July 7, 1999. AT&T and MediaOne then updated this information in Exhibit A to their November 24, 1999 *ex parte* filing ("11/24/99 *Ex Parte*"). This letter and the supporting tables now update Exhibit A in the 11/24/99 *Ex Parte* to reflect the current AT&T subscriber total and the expected subscriber total after closing its proposed merger with MediaOne.

Specifically, **Table A** below contains all information regarding AT&T's current subscriber numbers. In order to facilitate the Bureau's review of these updated numbers, Table A is modeled after -- and contains nearly identical entries to -- the table that was included in Exhibit A to the 11/24/99 *Ex Parte*.

**Table B** updates the total in Table A by showing the impact on AT&T's current subscriber total of several pending transactions that are expected to close prior to the proposed AT&T/MediaOne closing.

**Table C** then adds MediaOne's subscribers to the AT&T subscriber total in Table B.

In summary, these three tables illustrate the following:

	<b>Subscribers</b>
AT&T's Current Subscribers ( <b>Table A</b> )	18,959,000
Reduction From AT&T's Current Subscribers Due to Closing of Pending Deals ( <b>Table B</b> )	-185,300
Addition of MediaOne's Subscribers ( <b>Table C</b> )	5,000,000
<b>TOTAL AT&amp;T SUBSCRIBERS AFTER MEDIAONE CLOSING</b>	<b>23,773,700</b>

Based on this subscriber total, at the time of the MediaOne closing, AT&T would serve approximately 28.89% of all MVPD subscribers nationwide (*i.e.*,  $23,773,700 \div 82,300,000$  total MVPD subscribers nationwide<sup>1</sup>). If the subscribers held by Time Warner Entertainment ("TWE") are added to this total, AT&T would serve approximately 33,523,700 subscribers<sup>2</sup> or approximately 40.7% of all MVPD subscribers nationwide (*i.e.*,  $33,523,700 \div 82,300,000$  total MVPD subscribers nationwide).<sup>3</sup>

Finally, on a going-forward basis, AT&T will continue to update the Commission with respect to changes in its subscriber totals through the notification letters it is required to file in

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<sup>1</sup> The 82,300,000 MVPD subscriber number is the 12/31/99 total from *The Kagan Media Index*, January 31, 2000, which is attached hereto as Exhibit A.

<sup>2</sup> According to documents recently filed with the Commission, TWE serves approximately 11.2 million subscribers. See Applications and Public Interest Statement of America Online, Inc. and Time Warner, Inc., CS Docket No. 00-30, February 11, 2000, at n. 23. This total includes the 1.45 million subscribers in the Time Warner-AT&T joint ventures in Kansas City and Texas as noted in Table A. Because these 1.45 million subscribers are *already included* in the above numbers, AT&T and MediaOne do not include them again here. Thus, the 33,523,700 total in the above text is derived by adding the AT&T subscriber total shown in the above table (23,773,700) to the TWE subscribers that are not already included in this AT&T total (9,750,000).

<sup>3</sup> AT&T and MediaOne believe that the subscribers held by TWE (other than the 1.45 million subscribers in the Kansas City and Texas joint ventures) should not be attributed to AT&T for the reasons set out in their earlier filings in this proceeding. See 11/24/99 *Ex Parte*, at 15-23; *Ex Parte* Reply Comments of AT&T Corp. and MediaOne Group, Inc., filed in CS Docket No. 99-251, at 13-20.

Ms. Deborah Lathen  
March 17, 2000  
Page 3

connection with any new MVPD system acquisition pursuant to revised 47 C.F.R. § 76.503(g). For your convenience, AT&T also will file these notifications in the merger proceeding, CS Docket No. 99-251.

Please feel free to contact me to discuss any questions you may have about these materials.

Sincerely,

*Douglas G. Garrett* 

Douglas G. Garrett  
Senior Regulatory Counsel

**Attachments**

cc: Parties on attached service list

TABLE A -- AT&T CURRENT SUBSCRIBERS<sup>4</sup>

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
<b>Owned and Operated Systems</b> <sup>5</sup>	<b>AT&amp;T</b>	<b>AT&amp;T Broadband</b>	100%	10,619,000
<b>Consolidated Systems</b>	Alabama T.V. Cable Inc.	TCI Cablevision of Alabama, Inc.	86.67%	28,000
		William J. McDonald	6.67%	
		Locust Mountain Part II, L.P.	6.67%	
	Cablevision Associates of Gary Joint Venture	Cable Television of Gary, Inc. Zarin Libauer Cablevision Corp.	90.00% general 10.00% general	19,000
	District Cablevision Limited Partnership	<b>AT&amp;T Broadband</b>  (NOTE: The 103,000 subscribers in District Cablevision are now included in AT&T's owned and operated totals above given that in December 1999 District Cablevision became 100% owned by AT&T.)	100%	0
	InterMedia Partners	<b>AT&amp;T Broadband</b>  (NOTE: The 142,000 subscribers in Intermedia Partners are now included in AT&T's owned and operated totals above given that in October 1999 Intermedia Partners became 100% owned by AT&T.)	100%	0
	Mile Hi Cable Partners, L.P.	Community Cable Television P&B Johnson Corp. Daniels Communications, Inc.	78.00% limited 21.00% general 1.00% limited	115,000

<sup>4</sup> AT&T entities are in bold.

<sup>5</sup> The 10,619,000 subscriber total for O&O in this table is derived as follows: The O&O total in the 11/24/99 *Ex Parte*, Exhibit A, was 10,621,000. We add to this total subscribers from D.C. (103,000), Intermedia Partners (142,000), and Intermedia Capital Partners IV, L.P. (303,000), as described in the respective entries for these systems below. We then add the 7,800 subscribers in the Cable Plus SMATV systems acquired by AT&T in February 2000 as reported in AT&T's letter to the Commission dated 2/29/00. Next, we subtract 258,000 subscribers that were moved from O&O to the new AT&T-Century partnership as described in the last entry to this table. Finally, we subtract 160,000 subscribers in the Tulsa, OK system and 152,000 subscribers in the Baton Rouge, LA system that were sold to Cox in March 2000. After these additions and subtractions to O&O are made, the new O&O total is 10,606,800. The remaining difference between this number (10,606,800) and the O&O total shown in this table (10,619,000) is due to AT&T subscriber growth in the O&O systems since the last chart update.

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
	South Chicago Cable, Inc. (includes Communications & Cable of Chicago, Inc. and LaSalle Tele-Communications, Inc.)	TCI of Illinois  TCID of Chicago, Inc TCID of South Chicago, Inc. Numerous Small Investors	16.75%  33.25% 40.00% 10.00%	203,000
	AT&T of South Suburbia, Inc. (Formerly known as Tele-Communications of South Suburbia, Inc.)	TCI of Illinois, Inc.  (NOTE: Since the last chart update, AT&T acquired all of the remaining interests in AT&T of South Suburbia, Inc. (formerly known as Tele-Communications of South Suburbia, Inc.). However, we continue to list this system separately here because its subscriber numbers have not been rolled into AT&T's O&O total as of the date of this filing.)	100%	9,000
	United Cable Television of Baltimore Limited Partnership	AT&T Broadband  (NOTE: Since the last chart update, AT&T acquired all of the remaining interests in United Cable Television of Baltimore Limited Partnership. However, we continue to list this system separately here because its subscriber numbers have not been rolled into AT&T's O&O total as of the date of this filing.)	100%	111,000
<b>Non-consolidated Systems</b>	Parnassos Communications, L.P.	TCI Adelpia Holdings, L.L.C.  Adelpia Western New York Holdings, Inc.  Montgomery Cablevision, Inc.	33.33% general  66.57% general  0.10% limited	477,000

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
	American Cable TV Investors 5, Ltd.	(NOTE: The American Cable TV Investors 5, Ltd. system was sold to Century. However, in December 1999, Century contributed the 25,000 subscribers in this system to the new AT&T-Century partnership described in the last entry to this table. AT&T reported on the Century deal in a letter to the Commission dated 12/2/99.)	0%	0
	CC VIII, L.L.C. (Formerly known as Bresnan Communications Co. Ltd. Partnership)	TCI-D of Michigan, Inc.  TCI Bresnan, L.L.C.  Charter Communications Holdings, L.L.C.	18.5735% Preferred Equity  12.9309% Preferred Equity  68.4956% Common Equity	668,000
	Cablevision Systems Corporation	Country Cable III, Inc.; CCC Sub, Inc.; TCI CSC II, Inc.; TCI CSC III, Inc.; TCI CSC IV, Inc.; TCI CSC V, Inc.; TCI CSC VI, Inc.; TCI CSC VII, Inc.; TCI CSC VIII, Inc.; TCI CSC IX, Inc.; TCI CSC X, Inc.; and TCI CSC XI, Inc.	33% in the aggregate	3,492,000
	Falcon Communications, L.P.	(NOTE: All of AT&T's interests in Falcon were sold to Charter in November 1999. This event was reported to the Commission in a letter dated 11/9/99. Thus, Falcon's 1,009,000 subscribers are no longer attributable to AT&T.)	0%	0
	Insight Midwest (Formerly known as Insight Communications of Indiana, L.L.C.)	TCI of Indiana Holdings, L.L.C.  Insight Communications Company, L.P.  (NOTE: The subscriber total for Insight Midwest includes 426,000 subscribers that were previously held in Intermedia Capital Partners VI, L.P. (see entry below). These subscribers were incorporated into the Insight Midwest system in October 1999 as part of the Charter transaction that was reported to the Commission in a letter dated 10/1/99.)	50.00% limited  50.00% limited and general	750,000

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
	InterMedia Capital Partners IV, L.P.	(NOTE: 303,000 subscribers in Intermedia Capital Partners IV, L.P. are now included in AT&T's owned and operated totals above. This conversion to O&O occurred as part of the Charter transaction that was reported to the Commission in a letter dated 10/1/99. The remaining subscribers in Intermedia Capital Partners IV, L.P. were sold to Charter as part of this transaction and thus are no longer attributable to AT&T.)	0%	0
	Intermedia Capital Partners VI, L.P.	(NOTE: See Note to Insight Midwest entry above for explanation of movement of Intermedia Capital Partners VI, L.P.'s subscribers to Insight Midwest.)	0%	0
	Lenfest Communications, Inc.	(NOTE: All of AT&T's interests in Lenfest and its subsidiaries were sold to Comcast in January 2000. Thus, the 1,504,000 subscribers in this entity are no longer attributable to AT&T. This event was reported to the Commission in a letter dated 1/19/2000.)	0%	0
	Clearview Partners	[LENFEST SUB]		0
	Garden State Cable TV	[LENFEST SUB]		0
	Raystay Co.	[LENFEST SUB]		0
	Susquehanna	[LENFEST SUB]		0
	Kansas City Cable Partners	Liberty Cable of Missouri, Inc. TCI of Overland Park, Inc. Time Warner Entertainment Company, L.P.	46.20% general 3.80% general 50.00% general	313,000

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
	Texas Cable Partners, L.P.	TCI Texas Cable Holdings, L.L.C. TCI Texas Cable, Inc. Time Warner Entertainment - Advance/Newhouse TWE-A/N Texas Cable Partners General Ptnr.	49.50% limited 0.50% general 49.50% limited 0.50% general	1,131,000
	Peak Cablevision, L.L.C.	(NOTE: All of AT&T's interests in Peak Cablevision, L.L.C. were sold to Cox in March 2000. Thus, Peak's 113,000 subscribers are no longer attributable to AT&T.)	0%	0
	TCA Cable Partners II	(NOTE: All of AT&T's interests in TCA Cable Partners II were sold to Cox in March 2000. Thus, TCA's 305,000 subscribers are no longer attributable to AT&T.)	0%	0
	US Cable of Coastal - Texas, L.P.	TCI USC, Inc. US Cable Holdings, L.P.	37.06% limited 62.94% general	141,000
	CAT Partnership	TCI Holdings II, Inc. Time Warner Entertainment Company, L.P. KBL Communications, Inc. Comcast Cable Communications, Inc.	33.333% general 16.667% general 16.667% general 33.333% general	39,000
	Sioux Falls	Liberty of South Dakota, Inc. Midco of South Dakota, Inc.	50% general 50% general	66,000

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
	Century-TCI California, L.P.	TCI California Holdings, L.L.C. Century Exchange, L.L.C. <b>(NOTE: This new deal closed in December 1999 and was reported to the Commission in a letter dated 12/2/99. The 778,000 subscribers in this partnership are comprised of 520,000 new subscribers that were contributed by Century and thus are newly attributable to AT&amp;T (as reported in AT&amp;T's 12/2/99 notification letter) and 258,000 subscribers that were contributed by AT&amp;T from its owned &amp; operated systems.)</b>	25% Limited 75% Limited and General	778,000
<b>TOTAL</b>				<b>18,959,000</b>

TABLE B

AT&T'S SUBSCRIBERS INCLUDING PENDING DEALS THAT ARE EXPECTED TO CLOSE PRIOR TO AT&T/MEDIAONE CLOSING<sup>6</sup>

	SUBSCRIBERS	AT&T'S PERCENTAGE OF TOTAL MVPD SUBSCRIBERS -- 82.3 MILLION <sup>7</sup>
AT&T Current Subscriber Total from Table A	18,959,000	23.04%
<p><b>Net Reduction in AT&amp;T's Current Subscribers Based on Deals that Are Expected to Close Prior to AT&amp;T/MediaOne Closing:</b></p> <ul style="list-style-type: none"> <li>-- <u>Adelphia Exchange</u>. Expected to close in 4/00. AT&amp;T's subscribers will decrease by approximately 2,300.</li> <li>-- <u>Sioux Falls Joint Venture</u>. Expected to close in 4/00. AT&amp;T's subscribers will increase by approximately 66,000.</li> <li>-- <u>Chambers Acquisition</u>. Expected to close in 4/00. AT&amp;T's subscribers will increase by approximately 79,000.</li> <li>-- <u>Palo Alto Acquisition</u>. Expected to close in second quarter 2000. AT&amp;T's subscribers will increase by approximately 29,000.</li> <li>-- <u>Cablevision Sale of Cleveland and Kalamazoo</u>. This sale by Cablevision to Charter is expected to close in the second quarter 2000. Since AT&amp;T is currently attributed with all Cablevision subscribers, as a result of this sale, AT&amp;T's subscribers will decrease by approximately 357,000.</li> </ul>	-185,300	N/A
<b>AT&amp;T SUBSCRIBER TOTAL INCLUDING PENDING DEALS</b>	<b>18,773,700</b>	<b>22.81%</b>

<sup>6</sup> AT&T notes that the 11/24/99 *Ex Parte* also referenced two other pending deals not listed below -- an exchange between AT&T and Comcast and the conversion of AT&T's interest in Bresnan to a non-attributable interest. See 11/24/99 *Ex Parte*, at 7. AT&T does not include these two deals here because the Bresnan transaction, while complete, did not convert AT&T's interest into a non-attributable interest, and the exchange with Comcast, while still planned, will likely not occur until after the proposed AT&T/MediaOne merger closes. If, however, the Comcast exchange were included, it would further reduce AT&T's subscriber total by approximately an additional 766,000.

<sup>7</sup> The 82.3 million MVPD subscriber number is the 12/31/99 total from *The Kagan Media Index*, January 31, 2000 (attached as Exhibit A).

**TABLE C**

**AT&T'S SUBSCRIBER TOTAL INCLUDING MEDIAONE'S SUBSCRIBERS**

	<b>SUBSCRIBERS</b>	<b>AT&amp;T'S PERCENTAGE OF TOTAL MVPD SUBSCRIBERS OF -- \$2.3 MILLION<sup>7</sup></b>
<b>Total AT&amp;T Subscribers from Table B</b>	18,773,700	22.81%
<b>MediaOne Subscribers</b>	5,000,000	N/A
<b>GRAND TOTALS</b>	<b>23,773,700</b>	<b>26.89%</b>

# EXHIBIT A

THE KAGAN MEDIA INDEX/Jan. 31, 2000/P. 8 of 16

Media Index Data Base		12/31/98	12/31/99	12/31/00	Proj. 98-99	Chg. 99-00
1 U.S. TV homes	(mil.)	99.0	100.0	101.0	1.0%	1.0%
2 Homes passed by cable	(mil.)	95.6	96.6	97.6	1.0	1.0
3 Basic cable subscribers	(mil.)	65.9	67.1	68.1	1.8	1.5
4 Pay-cable subscription units	(mil.)	48.3	49.7	50.9	2.9	2.4
5 Medium/full power DBS subscribers	(mil.)	8.6	10.6	12.1	23.3	14.2
6 Backyard dish subscribers	(mil.)	1.8	1.5	1.2	(15.0)	(24.8)
7 SMATV subscribers	(mil.)	1.4	1.5	1.5	5.8	4.8
8 Wireless cable subscribers	(mil.)	1.3	1.6	2.0	25.4	22.7
		Total MVPD subs		82.3		
9 Addressable cable homes	(mil.)	33.2	35.2	37.5	6.0	6.5
10 PPV revenue (year-to-date)	(mil.)\$	636.0	783.0	1,005.0	23.1	28.4
11 PPV revenue (latest 12 mo.)	(mil.)\$	636.0	783.0	1,005.0	23.1	28.4
12 PPV revenue/cable home/mo.	\$	0.80	0.97	1.23	20.9	26.5
13 VCR homes	(mil.)	82.3	84.2	86.1	2.3	2.3
14 Cassette rental turns (year-to-date)	(mil.)	3,024.0	3,025.0	3,014.0	0.0	(0.4)
15 Cassette rental turns (latest 12 mo.)	(mil.)	3,024.0	3,025.0	3,014.0	0.0	(0.4)
16 Cassette rentals/VCR home/mo.		3.1	3.0	2.9	(2.2)	(2.6)
17 Cassette rental rev. (year-to-date)	(mil.)\$	8,022.0	8,663.0	9,356.0	8.0	8.0
18 Cassette rental rev. (latest 12 mo.)	(mil.)\$	8,022.0	8,663.0	9,356.0	8.0	8.0
19 Avg. videocassette rental price	\$	2.65	2.86	3.10	8.0	8.4
20 Cassette rental rev./VCR home/mo.	\$	8.12	8.57	9.06	5.6	5.6
21 Cassette unit sales (year-to-date)	(mil.)	652.9	695.7	737.0	6.6	5.9
22 Cassette unit sales (latest 12 mo.)	(mil.)	652.9	695.7	737.0	6.6	5.9
23 Cassette unit sales/VCR home/mo.		0.7	0.7	0.7	4.2	3.6
24 Cassette sales rev. (year-to-date)	(mil.)\$	9,060.0	9,886.0	10,712.0	9.1	8.4
25 Cassette sales rev. (latest 12 mo.)	(mil.)\$	9,060.0	9,886.0	10,712.0	9.1	8.4
26 Avg. cassette retail price	\$	13.88	14.21	14.53	2.4	2.3
27 Cassette sales revenue/VCR home/mo.	\$	9.17	9.78	10.37	6.7	6.0
28 Total home video rev. (latest 12 mo.)	(mil.)\$	17,082.0	18,549.0	20,068.0	8.6	8.2
29 Total home video rev./VCR home/mo.	\$	17.30	18.36	19.42	6.1	5.8
30 Video shopping homes (24-hr. equiv.)	(mil.)	72.6	75.1	77.1	3.4	2.7
31 Video shopping rev. (year-to-date)	(mil.)\$	3,202.0	3,378.0	3,564.0	5.5	5.5
32 Video shopping rev. (latest 12 mo.)	(mil.)\$	3,202.0	3,378.0	3,564.0	5.5	5.5
33 Video shopping revenue per home/mo.	\$	3.68	3.75	3.85	2.0	2.8
34 Cable operator rev. (year-to-date)	(mil.)\$	33,344.2	36,301.1	40,039.9	8.9	10.3
35 Cable operator rev. (latest 12 mo.)	(mil.)\$	33,344.2	36,301.1	40,039.9	8.9	10.3
36 Revenue/basic sub/mo.	\$	42.17	45.08	49.00	6.9	8.7
37 Cable network fee rev. (year-to-date)	(mil.)\$	3,826.0	4,113.0	4,401.0	7.5	7.0
38 Cable net. fee rev. (latest 12 mo.)	(mil.)\$	3,826.0	4,113.0	4,401.0	7.5	7.0
39 Cable network fee rev./cable sub/mo.	\$	4.84	5.11	5.39	5.6	5.4
40 Broadcast net. ad rev. (year-to-date)	(mil.)\$	13,322.0	14,423.0	15,361.0	8.3	6.5
41 Bdcst. net. ad rev. (latest 12 mo.)	(mil.)\$	13,322.0	14,423.0	15,361.0	8.3	6.5
42 Spot TV ad rev. (year-to-date)	(mil.)\$	11,195.0	11,755.0	12,460.0	5.0	6.0
43 Spot TV ad rev. (latest 12 mo.)	(mil.)\$	11,195.0	11,755.0	12,460.0	5.0	6.0
44 Local TV ad rev. (year-to-date)	(mil.)\$	12,577.0	13,394.0	14,332.0	6.5	7.0
45 Local TV ad rev. (latest 12 mo.)	(mil.)\$	12,577.0	13,394.0	14,332.0	6.5	7.0
46 Cable network ad rev. (year-to-date)	(mil.)\$	6,916.0	8,298.0	9,677.0	20.0	16.6
47 Cable network ad rev. (latest 12 mo.)	(mil.)\$	6,916.0	8,298.0	9,677.0	20.0	16.6
48 Cable network ad homes	(mil.)	69.7	71.9	74.1	3.2	3.1
49 Cable net. ad rev./cable ad home/mo.	\$	8.27	9.62	10.88	16.3	13.2

## CERTIFICATE OF SERVICE

I, Robin Smith, do hereby certify that I caused one copy of the foregoing *Ex Parte* letter of AT&T Corp. to be served by hand delivery on all parties on the attached service list, this 17th day of March, 2000.

To-Quyen Truong  
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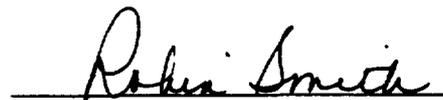
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