

EX PARTE OR LATE FILED



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

Suite 1000
1120 20th Street, N.W.
Washington, DC 20036
202 457-3824
FAX 202 457-2545
EMAIL betbrady@lga.att.com

April 7, 2000

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

RECEIVED
APR - 7 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: 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"), CS Docket No. 99-251!

Dear Ms. Salas,

Please include a copy of the attached in the record of the 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,

cc: D. Lathen

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April 6, 2000

Deborah A. Lathen
Chief, Cable Services Bureau
Federal Communications Commission
445 Twelfth Street, Room 3-C740
Washington, DC 20554

Re: 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"), CS Docket No. 99-251

Dear Ms. Lathen,

I have been asked by Jim Cicconi to respond to your letter to him and Susan Eid dated April 5, 2000, regarding two documents you recently requested.

Both documents will be provided to you no later than close of business, Monday, April 10th. However, I would like to take this opportunity to clarify the record so there is no misunderstanding going forward.

As to the first document, the explanation of certain provisions of the Time Warner Entertainment ("TWE") Limited Partnership agreements, the Commission has been in possession of these agreements since September 3, 1999. In addition, representatives of AT&T and MediaOne have met with you and your staff on numerous occasions to answer your questions and otherwise explain in detail these agreements and their terms. The document in question was requested as an additional means to help your staff better understand certain provisions, but the document would by definition, merely summarize material that has been in the record for months. Nonetheless, as stated above, we will provide you with this information and make the appropriate individuals available again for questions if that is necessary.

Deborah A. Lathen
April 6, 2000
Page 2

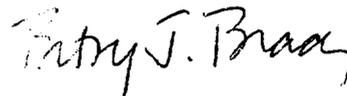
As to the second document, we did file a subscriber certification letter on March 17, 2000. That letter was based on information concerning systems under our control, and information on the public record filed by another company with respect to systems under that company's control. Your staff advised us that that company's information had been revised after our March 17th filing, and asked us to revise our subscriber numbers accordingly. As it was your staff that notified us of the changes, it is clear that you already have this information. Regardless, we are now in the process of revising our certification letter as your staff has requested.

More fundamentally, I want to correct your statement that we are withholding this material until a "decision or recommendation" has been made about our waiver request by the Commission. It has never been suggested that we are awaiting a Commission decision prior to making these documents available.

Finally, as you know, tomorrow will be the nine-month anniversary of the filing date of this application. I urge you to complete your review process of this merger as quickly as possible so that AT&T and MediaOne can begin the work of uniting their companies and delivering the benefits of their merger to consumers.

Please do not hesitate to contact me if you have any questions.

Sincerely,



Betsy J. Brady

cc: J. Cicconi
S. Eid