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Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, SW, Room TWB-204
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MAY 24 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Notice of Oral Ex Parte
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. Roman Salas:

Yesterday, I spoke with Marsha MacBride, Commissioner Powell's Legal Advisor. During the conversation, I emphasized the need for AT&T to receive a waiver of at least 12 months from the date of closing of the proposed merger to come into compliance with the Commission's horizontal ownership rules. I also argued that the Commission should not require any interim proceeding as a condition for receiving twelve months in which to come into compliance with the rules given that the Commission has a sufficient record before it today to grant a twelve month waiver, and that any such interim proceeding would be contrary to Commission precedent. Finally, I reviewed the complex nature of the transactions involved in our compliance effort, including the timeframe for any potential disposition of our interest in the Time Warner Entertainment Limited Partnership. Such descriptions are outlined in detail in our filings in the record of this 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,

James W. Cicconi

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cc: M. MacBride