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FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

May 24, 2000

EX PARTE

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

Re: CS Docket No. 99-251 (Application for Consent to the Transfer of
Control of Licenses from MediaOne Group, Inc. to AT&T Corp.)

Dear Ms. Salas:

On May 23, 2000, the undersigned had a telephone conversation with David Goodfriend of Commissioner Ness' office regarding the above-captioned matter. We discussed the public interest bases for granting the limited waiver of the cable horizontal ownership rules sought by AT&T. We also discussed the need to grant AT&T a waiver of at least 12 months from the closing of the proposed merger in order to allow AT&T a commercially reasonable time to undertake the complex transactions that would be necessary to come into compliance with the rules. We discussed the nature of those complex transactions, which have been described in previous filings in this proceeding.

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

Thank you.

Respectfully submitted,



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cc: D. Goodfriend, Esq.

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