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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY



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July 18, 2000

Ms. Deborah A. Lathen
Chief
Cable Services Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

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

Dear Ms. Lathen:

This letter responds to a request from the Commission staff for additional explanation regarding an AT&T request set forth in my letter to you dated July 11, 2000, specifically the actions that AT&T is requesting permission to undertake in connection with New England Cable News ("NECN"). To clarify, AT&T is requesting that its representatives be permitted to attend the NECN Management Committee meeting scheduled for July 20, 2000. AT&T proposes that its participation in the July 20 meeting be limited to the following, and that AT&T be permitted to engage in discussions with Hearst regarding these items for a reasonable period following the board meeting:

- The October 31, 2000 expiration of the term of the Agreement, the future structure of the partnership, including the buy/sell provisions of the Agreement, and the continued existence of the NECN service.
- The manner in which the NECN service will be governed and managed during the Safeguards compliance period. Specifically, AT&T would reiterate the restrictions on its participation in the management and operation of NECN and seek agreement from Hearst that AT&T's failure to attend NECN board meetings will not be considered a breach of the Joint Venture Agreement. AT&T would also request that Hearst provide advance notice to AT&T

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counsel of board items that, pursuant to the Joint Venture Agreement, require unanimous approval of the partners so that AT&T can determine whether they are items that would have a significant impact on NECN and are not directly related to Video Programming activities.

AT&T hereby withdraws its request with respect to the other NECN matters (the 3rd and 4th bullets) listed in the July 11, 2000 letter. To ensure that compliance with the Safeguards is maintained, AT&T proposes that the Corporate Compliance Officer appointed pursuant to Paragraph 16 of the Safeguards, or her designee, attend the meeting.

If you have any questions regarding this letter, please do not hesitate to contact me.

Sincerely,

/s/Stephen C. Garavito

cc: Darryl Cooper
Linda Senecal