



AT&T Broadband, L.L.C.
9197 South Peoria
Englewood, CO 80112

July 25, 2000

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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

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

Dear Ms. Salas:

Pursuant to 47 C.F.R. § 76.503(g), AT&T Broadband, L.L.C. ("AT&T") hereby notifies the Commission that AT&T anticipates that on August 1, 2000 it will close a transaction with Cable Communications Cooperative of Palo Alto, Inc. for the acquisition of a cable system in Palo Alto, CA.¹

Based on available data, and assuming the most conservative interpretation of the Commission's current attribution rules, AT&T estimates that prior to this transaction it was attributed with approximately 35,308,000 MVPD subscribers,² and after this transaction it will be attributed with approximately 35,336,000 MVPD subscribers.

¹ 47 C.F.R. § 76.503(g) requires MSOs serving 20% or more of all MVPD subscribers nationwide to file subscriber certification letters "concurrent with [the filing of] applications to the Commission for transfer of licenses at issue in the acquisition." However, since the Palo Alto acquisition does not involve the transfer of any Commission license, AT&T is filing this certification letter prior to the closing of the transaction.

² This figure for AT&T subscribers prior to the Palo Alto transaction is derived as follows: (1) Table A in the *ex parte* letter that AT&T Corp. filed with the Commission in the above-captioned dockets on April 7, 2000 ("*April 7 Letter*") reported AT&T's current subscribers as 18,959,000; (2) add 142,000 subscribers to this total based on the fact that three of the pending deals referenced in Table B of the *April 7 Letter* -- namely, the Adelphia, Sioux Falls, and
(footnote continued ...)

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Ms. Magalie Roman Salas
July 25, 2000
Page 2

While AT&T recognizes that this level of attributable subscribers is greater than 30% of all MVPD subscribers nationwide,³ AT&T notes that the Commission has allowed AT&T until May 19, 2001 to come into compliance with this limit.⁴

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,



Douglas G. Garrett
Senior Regulatory Counsel

DGG:fmb

cc: See attached service list

(... footnote continued)

Chambers deals -- have now closed; (3) add 5 million subscribers for the MediaOne systems that AT&T now owns given the closing of this merger on June 15, 2000; and (4) add 11,207,000 subscribers that are attributed to Time Warner Entertainment, L.P. ("TWE"), given the Commission's finding that these subscribers are attributed to AT&T through its interest in MediaOne (these 11,207,000 subscribers include the approximately 1,795,000 subscribers served by the Time Warner Inc. cable systems). *See AT&T/MediaOne Merger Order*, FCC 00-202, at ¶ 31 and n. 145 (June 6, 2000). (NOTE: TWE is actually attributed with 12,651,000 subscribers, *see Merger Order* at n. 145, but AT&T subtracts 1,444,000 subscribers from this total because these TWE subscribers are already attributed to AT&T through the TWE-AT&T joint ventures in Kansas City and Texas. *See April 7 Letter* at n. 2).

³ The actual percentage is approximately 42%, since there are currently approximately 84.2 million MVPD subscribers nationwide. *See The Kagan Media Index*, May 30, 2000.

⁴ *See AT&T/MediaOne Merger Order* at ¶¶ 71 and 187.

CERTIFICATE OF SERVICE

I, Robin Smith, do hereby certify that I caused one copy of the foregoing *Ex Parte* letter of AT&T Broadband, L.L.C. to be served by hand delivery on all parties below, this 25th day of July, 2000.

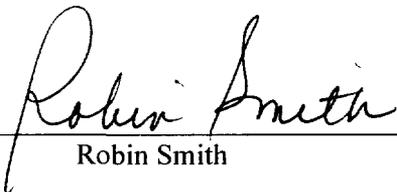
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