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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

AT&T Broadband, L.L.C.  
188 Inverness Drive West  
6th Floor  
Englewood, CO 80112

October 31, 2000

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 it anticipates that it will soon file license transfer applications with the Commission for the following transactions:

- (1) **CableOne Exchange**. AT&T will receive cable systems from CableOne, Inc. in California (serving approximately 106,000 subscribers) in exchange for AT&T cable systems in Idaho, Oregon, and Washington (serving approximately 146,000 subscribers);
- (2) **Comcast**.
  - (a) **Sale**. AT&T will sell cable systems in Delaware, Kentucky, Maryland, New Jersey, New Mexico, Pennsylvania, and Tennessee (serving approximately 712,000 subscribers) to Comcast Corporation;
  - (b) **Exchange**. AT&T will receive cable systems from Comcast Corporation in California, Colorado, Florida, Georgia, Illinois, and Pennsylvania (serving approximately 680,000 subscribers) in exchange for AT&T cable systems in Washington, D.C., Florida, Michigan, New Jersey, and Pennsylvania (serving approximately 757,000 subscribers);

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- (3) **Insight.**
- (a) **Sale.** AT&T will sell cable systems in Illinois (serving approximately 99,000 subscribers) to Insight Communications Company, L.P. (“Insight”);
  - (b) **Exchange.** AT&T will receive cable systems from Insight in California (serving approximately 8,000 subscribers) in exchange for AT&T cable systems in Illinois (serving approximately 10,000 subscribers);
  - (c) **Asset Contribution.** AT&T will contribute systems in Illinois and Indiana (serving approximately 248,000 subscribers) to Insight Midwest, L.P., a pre-existing 50/50 joint venture between AT&T and Insight (“50/50 Partnership”). Insight will contribute cable systems in Georgia, Illinois, Indiana, and Ohio (serving approximately 173,000 subscribers) to the 50/50 Partnership along with the cable systems it receives from AT&T under the sale and exchange transactions described in #s 3(a) and 3(b) above. The 50/50 Partnership will then, in turn, contribute all of the cable systems it has received from AT&T and Insight through the sale, exchange, and asset contribution transactions described herein (serving a total of approximately 530,000 subscribers) to Insight Communications of Indiana, L.L.C., a wholly owned subsidiary of the 50/50 Partnership; and
- (3) **Texas Cable Partners Exchange.** AT&T will receive cable systems from Texas Cable Partners, L.P. in Dallas, Texas (serving approximately 97,000 subscribers) in exchange for AT&T cable systems in Corpus Christi, Texas (serving approximately 82,000 subscribers).

Under the CableOne transaction described in #1 above, AT&T’s attributable MVPD subscribers will decrease by approximately 40,000. Under the Comcast transactions described in #2 above, AT&T’s attributable MVPD subscribers will decrease by approximately 789,000 (712,000 from the sale, 77,000 from the exchange). Under the Insight transactions described in #3 above, AT&T’s attributable MVPD subscribers will increase by approximately 181,000. This is because AT&T is already attributed with all of the subscribers involved in the three Insight transactions (either through direct ownership or through its pre-existing attributable interest in the 50/50 Partnership), except for the 8,000 subscribers received in the exchange described in #3(b) above and the new 173,000 subscribers contributed to the 50/50 Partnership by Insight described in #3(c) above. Finally, the Texas Cable Partners transaction described in #4 above will have no effect on AT&T’s attributable subscribers. This is because AT&T is already attributed with all of the 179,000 subscribers involved in this transaction (either through direct

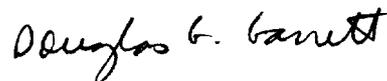
ownership or through its pre-existing attributable interest in Texas Cable Partners, L.P.) and will continue to be attributed with these 179,000 subscribers after the transaction closes. The net result of the transactions described in #s 1-4 above is to decrease AT&T's attributable MVPD subscribers by approximately 648,000.

Thus, based on available data, and assuming the most conservative interpretation of the Commission's current attribution rules, AT&T estimates that, prior to the above transactions, it was attributed with approximately 35,336,000 MVPD subscribers,<sup>1</sup> and after these transactions it will be attributed with approximately 34,688,000 MVPD subscribers.

While AT&T recognizes that this level of attributable subscribers is greater than 30% of all MVPD subscribers nationwide,<sup>2</sup> AT&T notes that the Commission has allowed AT&T until May 19, 2001 to come into compliance with this limit.<sup>3</sup>

An original and four (4) copies of this letter are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules.

Sincerely,



Douglas G. Garrett  
Senior Regulatory Counsel

DGG:ymb

cc: See attached service list

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<sup>1</sup> This figure for AT&T subscribers prior to the above transactions is based on AT&T's subscriber certification letter filed with the Commission on September 7, 2000 in the above-captioned dockets regarding AT&T's exchange of cable systems with Cablevision Systems Corp.

<sup>2</sup> The actual percentage is approximately 40.7%, since there are currently approximately 85.3 million MVPD subscribers nationwide. See *The Kagan Media Index*, September 30, 2000, at 8.

<sup>3</sup> See *AT&T/MediaOne Merger Order*, FCC 00-202 (June 6, 2000), 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 31<sup>st</sup> day of October, 2000.

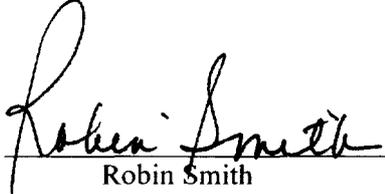
Deborah Lathen  
Chief  
Cable Services Bureau  
Federal Communications Commission  
445 12th Street, S.W.  
Room 3-C754  
Washington, DC 20554

William H. Johnson  
Deputy Chief/Cable Services Bureau  
Federal Communications Commission  
The Portals  
445 Twelfth Street, S.W.  
Room 3-C742  
Washington, DC 20554

Royce Dickens (2 copies)  
Deputy Chief, Policy and Rules Division  
Cable Services Bureau  
Federal Communications Commission  
445 12th Street, S.W.  
Room 4-A831  
Washington, DC 20554

Darryl Cooper  
Cable Services Bureau  
Office of Plans & Policy  
Federal Communications Commission  
445 12th Street, S.W.  
Room 4-A831  
Washington, DC 20554

Daniel Wang  
International Transcription Service  
1231 20th Street, N.W.  
Washington, DC 20036-2307

  
Robin Smith