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AT&T

AT&T Broadband, L.L.C.
188 Inverness Drive West
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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);

(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,[1] 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,[2] AT&T notes that the Commission has allowed AT&T until May 19, 2001 to come into compliance with this limit.[3]

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

Douglas G. Garrett
Senior Regulatory Counsel

DGG:fmb

cc: See attached service list

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1 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.

2 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.

3 *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 31st day of October, 2000.

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