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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

James L. Casserly

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March 19, 2001

Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Ex Parte Report: In the Matter of Applications for Transfer of Control to
AT&T Corp. ("AT&T") of Licenses and Authorizations Held by MediaOne
Group, Inc. ("MediaOne"), CS Docket No. 99-251 /

Dear Ms. Salas:

On Friday, March 16, 2001, on behalf of AT&T Corporation, I participated in a discussion with Commissioner Ness regarding the above-referenced proceeding. Gene Kimmelman of Consumers Union was also a party to the conversation.

The main subject of discussion was whether the merger conditions adopted in the Commission's order of June 6, 2000, were based entirely on "public interest" considerations or were, instead, closely tied to the cable television ownership and attribution rules recently struck down by the U.S. Court of Appeals for the D.C. Circuit. I cited to ¶¶ 3-4, 38, 40, 67-68, and 72 of the Memorandum Opinion and Order (released June 6, 2000) as support for the latter proposition. I also cited ¶¶ 2, 3, 5-6, and 8 of the Order on Reconsideration (released March 14, 2001) as further support. And, in response to an argument from Mr. Kimmelman regarding ¶ 43 of the Order, I pointed out that (1) that paragraph begins by referring to the cable ownership attribution rules, not the public interest standard, and (2) the sentence accompanying footnote 152 is not a finding regarding likely harms to competition. Rather, it appears to be more in the nature of a conclusion about the *lack* of evidence to *disprove* certain *conjectural harms* to competition. Finally, I argued that a decision to suspend pending deadlines under the merger conditions would allow the Commission more time to sort through the issues presented by the recent court decision, but would not prejudge the outcome of such an analysis.

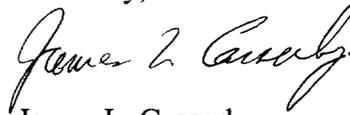
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Magalie Roman Salas
Secretary
March 19, 2001
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An original and one copy of this letter are being supplied in accordance with Section 1.106 of the Commission's rules. Please let me know if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "James L. Casserly". The signature is written in black ink and is positioned above the printed name.

James L. Casserly

cc: Honorable Susan Ness