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

March 29, 2001

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

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

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) AT&T will sell certain cable systems located in Alabama, California, Illinois, Missouri, and Nevada (serving approximately 571,000 subscribers) to Charter Communications, Inc. ("Charter"); (2) AT&T will acquire cable systems from Charter serving approximately 62,000 subscribers in Florida; and (3) AT&T will sell certain cable systems located in Georgia, Illinois, Iowa, and Missouri (serving approximately 837,000 subscribers) to Mediacom Communications Corporation ("Mediacom"). In addition, AT&T anticipates that on April 1, 2001 it will close a transaction in which it will sell its cable system in Eagle Creek, Oregon (serving approximately 50 subscribers) to Cascade Cable TV, Inc.<sup>1</sup>

Under the Charter transactions described above, AT&T's attributable MVPD subscribers will decrease by approximately 509,000 (*i.e.*, 571,000 - 62,000). Under the Mediacom transactions described above, AT&T's attributable MVPD subscribers will decrease by approximately 837,000. Under the Eagle Creek transaction, AT&T's attributable MVPD subscribers will decrease by approximately 50, for a total net reduction in AT&T's attributable MVPD subscribers of approximately 1,346,050.

<sup>1</sup> 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." Even though AT&T is not acquiring any cable systems in most of the foregoing transactions and although the Eagle Creek transaction does not involve the transfer of any Commission license, AT&T nonetheless is providing the details of these transactions for the Commission's convenience.

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Based on available data, and assuming the most conservative interpretation of the Commission's current attribution rules, AT&T estimates that, prior to these transactions, it was attributed with approximately 34,675,200 MVPD subscribers,<sup>2</sup> and after these transactions close it will be attributed with approximately 33,329,150 MVPD subscribers.

While AT&T recognizes that this level of attributable subscribers is greater than 30% of all MVPD subscribers nationwide,<sup>3</sup> AT&T notes that the Commission initially allowed AT&T until May 19, 2001 to come into compliance with this limit<sup>4</sup> and recently suspended this compliance deadline<sup>5</sup> in light of the D.C. Circuit's decision in *Time Warner Entertainment, L.P. v. FCC*.<sup>6</sup>

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  
Associate General Counsel

DGG:fmb

cc: See attached service list

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<sup>2</sup> This figure for AT&T subscribers prior to the Charter and Mediacom transactions is based on AT&T's subscriber certification letter filed with the Commission on February 28, 2001 in the above-captioned dockets regarding AT&T's acquisition of a cable system in Los Altos Hills, CA.

<sup>3</sup> The actual percentage is approximately 38.4%, since there are currently approximately 86.8 million MVPD subscribers nationwide. See *The Kagan Media Index*, January 31, 2001, at 7.

<sup>4</sup> See *AT&T/MediaOne Merger Order*, CS Docket No. 99-251, FCC 00-202 (June 6, 2000) at ¶¶ 71 and 187.

<sup>5</sup> See *AT&T/MediaOne Deadline Suspension Order*, CS Docket No. 99-251, FCC 01-95 (March 16, 2001).

<sup>6</sup> No. 94-1035, 2001 U.S. App. LEXIS 3102 (D.C. Cir. March 2, 2001).

## 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 29th day of March, 2001.

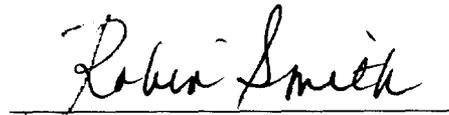
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