

ORIGINAL



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

RECEIVED

June 29, 2001

JUN 29 2001

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

EX PARTE OR LATE FILED

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

Dear Ms. Salas:

AT&T Broadband, L.L.C. ("AT&T") hereby notifies the Commission that (1) on July 1, 2001, it expects to close a transaction to sell its cable system in Bristol, New Hampshire (serving approximately 2,500 subscribers) to Metrocast Cablevision of New Hampshire, LLC; and (2) on July 6, 2001, AT&T expects to close a transaction to acquire SMATV systems in Elk Grove and Roseville, CA (serving approximately 400 subscribers) from Lyncstar Integrated Communications, LLC. Although it is unclear whether AT&T is obliged to notify the Commission of these transactions or the effect on its MVPD subscribership (in light of the D.C. Circuit's recent decision in *Time Warner Entertainment, L.P. v. FCC*¹), AT&T nonetheless is providing the details of these transactions for the Commission's convenience.

Based on available data, and assuming the most conservative interpretation of the Commission's most recent attribution rules, AT&T estimates that, prior to these transactions, it was attributed with approximately 21,969,150 MVPD subscribers, and after these transactions close it will be attributed with approximately 21,967,050 MVPD subscribers (or 25.1% of all MVPD subscribers²). The 21,969,150 figure for AT&T subscribers prior to these transactions is

¹ No. 94-1035, 2001 U.S. App. LEXIS 3102 (D.C. Cir. March 2, 2001) (vacating Commission's cable horizontal ownership rules).

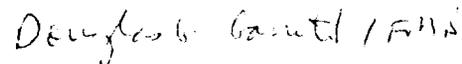
² There are currently approximately 87.5 million MVPD subscribers nationwide. See *Kagan Media Money*, May 30, 2001, at 10.

Ms. Magalie Roman Salas
Page 2
June 29, 2001

derived by (1) taking the AT&T subscriber total (*i.e.*, 33,329,150) cited in AT&T's letter filed with the Commission on March 29, 2001 in the above-captioned dockets regarding AT&T's transactions with Charter, Mediacom, and Cascade Cable TV, and (2) subtracting from this total 9.56 million subscribers attributed to Time Warner Entertainment, L.P. ("TWE")³ and 1.8 million subscribers attributed to Time Warner, Inc. ("TWI"), because AT&T believes that the TWE and TWI subscribers cannot properly be attributed to AT&T in light of the *Time Warner* decision. If the TWE and TWI subscribers were nonetheless added to AT&T's totals, AT&T would be attributed with approximately 33,327,050 subscribers after the foregoing deals close.⁴

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
Associate General Counsel

DGG:fmb

cc: See attached service list

³ AT&T notes that TWE actually holds 11 million subscribers, but this includes 1.44 million subscribers in the Time Warner-AT&T joint ventures in Kansas City and Texas. Because these subscribers are already attributed to AT&T, we back them out of the TWE subscriber total cited here (*i.e.*, 11 million - 1.44 million = 9.56 million).

⁴ Even if the TWE and TWI subscribers were attributed to AT&T so that AT&T's level of attributable subscribers were greater than 30% of all MVPD subscribers nationwide (the actual percentage would be 38.1%, since, as noted, there are currently approximately 87.5 million MVPD subscribers nationwide), AT&T notes that the Commission initially allowed AT&T until May 19, 2001 to come into compliance with the 30% limit (*see AT&T/MediaOne Merger Order*, CS Docket No. 99-251, FCC 00-202 (June 6, 2000), at ¶¶ 71 and 187) and recently suspended this compliance deadline in light of the *Time Warner* decision referenced above. *See AT&T/MediaOne Deadline Suspension Order*, CS Docket No. 99-251, FCC 01-95 (March 16, 2001).

CERTIFICATE OF SERVICE

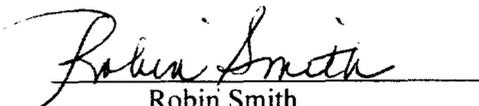
I, Robin Smith, do hereby certify that I caused one copy of the foregoing *Ex Parte* letter of AT&T Broadband, L.L.C. to be served by hand delivery on all parties below, this 29th day of June, 2001.

Kenneth Ferree
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 Sherlock (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

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


Robin Smith