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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY



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

EX PARTE OR LATE FILED

October 22, 2001

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:

AT&T Broadband, L.L.C. ("AT&T") hereby notifies the Commission that it expects it will soon close transactions to (1) acquire a cable system in California (serving approximately 7,450 subscribers) from USA Media Group, L.L.C., and (2) acquire cable systems in Colorado (serving approximately 5,000 subscribers) from Universal Cable Communications, Inc., d/b/a Classic Cable. Although it is unclear whether AT&T is obligated to notify the Commission of these transactions or their 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 21,967,050 MVPD subscribers, and after these transactions close it will be attributed with approximately 21,979,500 MVPD subscribers (or 24.8% of all MVPD subscribers²). The 21,967,050 figure for AT&T subscribers prior to these transactions is based on AT&T's subscriber certification letter filed with the Commission on June 29, 2001 in

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

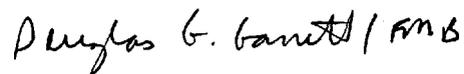
² There are currently approximately 88.7 million MVPD subscribers nationwide. See *Kagan Media Money*, June 26, 2001, at 11.

Ms. Magalie Roman Salas
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the above-captioned dockets regarding AT&T's transactions with Metrocast Cablevision and Lyncstar Integrated Communications. This total does not include 9.56 million subscribers attributed to Time Warner Entertainment, L.P. ("TWE")³ or 1.8 million subscribers attributed to Time Warner, Inc. ("TWI"), because AT&T believes that these 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 33,339,500 subscribers after the foregoing transactions 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 37.6%, since, as noted, there are currently approximately 88.7 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

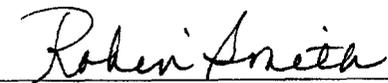
I, Robin Smith, do hereby certify that I caused one copy of the foregoing *Ex Parte* letter of AT&T Broadband, L.L.C. to be served by hand delivery on all parties below, this 22nd day of October, 2001.

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Robin Smith