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OCT 4 2000

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY



**James W. Cicconi**  
General Counsel and  
Executive Vice President  
Law & Government Affairs

Suite 1000  
1120 20th St. NW  
Washington, DC 20036  
202 457-2233  
FAX 202 457-2244

October 4, 2000

ORIGINAL

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW, Room TWB-204  
Washington, D.C. 20554

RE: Notice of Oral Ex Parte  
In the Matter of Applications for Consent to the Transfer of Control of Licenses and  
Section 214 Authorizations from MediaOne Group, Inc. to AT&T Corp., CS Docket  
No. 99-251; In the Matter of Applications for Transfer of Control to America  
Online, Inc. ("AOL") of Licenses and Authorizations Held by Time Warner Inc.  
("Time Warner"), CS Docket No. 00-30

Dear Ms. Salas:

On Tuesday, and Wednesday, I spoke with Kathryn C. Brown by phone. During the calls, I indicated that, absent a change in the terms of its partnership agreement with Time Warner, AT&T may not unilaterally dispose of its interest in the Time Warner Entertainment Limited Partnership ("TWE"), except through a registration rights process that could not commence until approximately January 1, 2001. I further indicated that it is possible that this process would not permit AT&T to fully dispose of its 25.5% interest in TWE prior to May 19, 2001. In the absence of a negotiated settlement between the parties, which appears unlikely, the only alternative to the uncertainties created by the registration rights process would be an obligation on both parties to ensure the fair and timely termination of the partnership.

Two copies of this Notice are being submitted to the Secretary of the FCC in accordance with Section 1.1206 of the Commission's rules.

Sincerely,

*James Cicconi/pka*

cc: K. C. Brown

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Sincerely,

A handwritten signature in cursive script that reads "James Cicconi/PKA".

cc: K. C. Brown