

**CARTER, LEDYARD & MILBURN**  
*Counsellors at Law*

**Thomas F. Bardo**  
Associate  
(202) 623-5701  
Email: [bardo@clm.com](mailto:bardo@clm.com)

1401 Eye Street, N.W., Suite 300  
Washington, DC 20005  
Tel (202) 898-1515  
Fax (202) 898-1521

2 Wall Street  
New York, NY 10005-2072  
(212) 732-3200  
570 Lexington Avenue  
New York, NY 10022  
(212) 371-2720

October 12, 2000

BY FEDERAL EXPRESS

Ms. Carrie Bowman  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, Pennsylvania 17325



Re: File No. 0000218355 -- Requested Form 602 Filing

Dear Ms. Bowman:

On September 13, 2000, Liberty Media Corporation ("Liberty Media") filed a Form 603 application to transfer control of certain wireless licenses held by Waterfront Communications Corp. The application was assigned File Number 00002 18355.

Enclosed is a Form 602 Ownership Report for Liberty Media in connection with the pending transfer application. We have included an extra copy of this filing and would appreciate if you would stamp the copy and return it to us in the enclosed stamped, self-addressed envelope.

If you have any questions regarding the enclosed Form 602 filing, please contact me.

Sincerely,

*Thomas F. Bardo*  
Thomas F. Bardo  
Counsel for Liberty Media Corporation

TFB:kdd  
Enclosure

FCC 602  
Main Form

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Approved by OMB  
3090 - 0799  
See instructions for  
public burden estimate

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Liberty Media Corporation		3) Applicant TIN: [REDACTED]	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
See Exhibit 1			

RECEIVED  
 OCT 17 2000  
 Licensing & Technical  
 Analysis Branch

RECEIVED  
 OCT 2000  
 FEDERAL COMMUNICATIONS COMMISSION  
 WASHINGTON, DC 20541

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Vivian	MI: J.	Last Name: Carr	Suffix:
Title: Vice President and Secretary			
Signature: <i>Vivian Carr</i>		Date: 10/11/00	

Failure To Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

4a Name and address of all FCC Regulated Businesses*	4b Principal Business	4c TIN	4d Percent of Interest Held
Ascent Entertainment Group, Inc. 1225 17th Street Suite 1800 Denver, Colorado 80202	uplink services to NBC Television Network	[REDACTED]	100%
Teligent, Inc. 8065 Leesburg Pike Vienna, Virginia 22182	wireless telecommunications	[REDACTED]	36%
ICG Communications, Inc. 161 Inveness Drive West Englewood, Colorado 80112	telecommunications	[REDACTED]	24%
IDT Corp. 190 Main Street Hackensack, New Jersey 07601	telecommunications	[REDACTED]	10%
Liberty Digital, Inc. 1100 Glendon Avenue Suite 2000 Los Angeles, California 90024	interactive entertainment	[REDACTED]	92%
Emmis Communications Corp. 40 Monument Circle Suite 700 Indianapolis, Indiana 46204	broadcast radio and television; publishing	[REDACTED]	12%
Liberty Livewire Corporation 520 Broadway 5th Floor Santa Monica, California 90401	audio/video services and interactive television	[REDACTED]	84%
Telemundo Holdings, Inc.** 2290 West 8th Avenue Hialeah, Florida 33010	broadcast television	[REDACTED]	25%
Liberty Satellite & Technology, Inc. 8085 South Chester Street Suite 300 Englewood, Colorado 80111	satellite communications	[REDACTED]	21%

4a Name and address of all FCC Regulated Businesses*	4b Principal Business	4c TIN	4d Percent of Interest Held
Sprint PCS Group 2330 Shawnee Mission Parkway Westwood, Kansas	telephone communications	[REDACTED]	Liberty Media holds less than 1% of voting stock and securities which are exercisable for or convertible into a 24% share of Sprint PCS
Discovery Communications, Inc. 7700 Wisconsin Avenue Bethesda, Maryland 20814	cable television programming	[REDACTED]	49%
Gemstar-TVGuide International, Inc. 135 North Los Robles Avenue Suite 800 Pasadena, California 91101	television programming guides and services	[REDACTED]	21%
USA Networks, Inc. 152 West 57th Street New York, New York 10019	television broadcasting and cable television programming	[REDACTED]	21% (assuming conversion or exchange of certain securities)
Liberty Cablevision of Puerto Rico, Inc. Luquillo Industrial Park Rd. 992, Km 0.2 Luquillo, Puerto Rico 00773	cable headends	unavailable	100%

\* Subsidiaries of the listed entities which hold Commission authorizations are not separately identified.

\*\* Transfer applications which would implement, among other things, a restructuring of Liberty Media's ownership interest currently are pending with the Commission.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): AT&T Corp.			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 32 Avenue of the Americas, New York, New York 10013				
5) Type of Interest in Applicant (1) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n). (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 See Exhibit 2			9) Disclosable Interest Holder's Country of Citizenship United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 2				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary)	11b) Principal Business	11c) TIN	11d) Percent of Interest Held.
See Exhibit 2			

Liberty Media Corporation (“Liberty”) is a member of the Liberty Media Group (“LMG”), which is a tracking stock group of AT&T Corp. (“AT&T”).<sup>1</sup> LMG consists principally of the assets and businesses of Liberty and its subsidiaries, as well as certain other subsidiaries of AT&T. LMG was established in March of 1999 in connection with AT&T’s acquisition of Telecommunications Inc. (“TCI”). Although AT&T owns 100 percent of the stock of each member within LMG, LMG is operated by separate management groups of boards of directors and executive officers.<sup>2</sup> In fact, a majority of the members of Liberty’s board and executive officers are persons who held such positions prior to AT&T’s acquisition of TCI and who are not otherwise employees of AT&T.<sup>3</sup> In addition, the current term of office of this majority of the directors of Liberty extends until 2006 (and such directors are not removable by AT&T prior to such time, except for cause). AT&T and LMG have also instituted various additional measures to facilitate the operational independence of Liberty.<sup>4</sup> Finally, in Section II of Appendix B to its Memorandum Opinion and Order in CS Docket No. 99-251, FCC 00-202 (rel. June 6, 2000), the Commission required certain

---

<sup>1</sup> A “tracking stock” is a security that has been used by certain diversified entities and generally reflects the businesses or assets of a separate group or business segment of the issuer. The tracking stock in this case is a series of common stock of AT&T. The business or asset that is tracked by the stock often is referred to as a “group,” and in this case that group is LMG.

<sup>2</sup> Liberty’s management prior to Liberty’s merger with AT&T continues to manage the businesses and affairs of LMG, and additional mechanisms are in place to facilitate the operational independence of LMG from AT&T.

<sup>3</sup> Liberty’s Chairman of the Board, Dr. John Malone, is also a member of AT&T’s board of directors.

<sup>4</sup> Such other factors include the following: (1) Liberty’s board of directors manages the company’s businesses; (2) inter-group liabilities and obligations are limited by contract; and (3) pursuant to contract LMG may compete with AT&T’s cable television, telephone, and Internet businesses and has no obligation to share its financial resources or corporate opportunities with such businesses.

additional “safeguards relating to video programming” with respect to AT&T’s relationship with Liberty. Among other things, the members of Liberty’s Board who had been appointed by AT&T were replaced by individuals who are not directors, officers or employees of AT&T and were approved by the Cable Services Bureau. Such directors are permitted to communicate with AT&T only “regarding matters of waste of corporate assets, mismanagement, or fraud.” Further, AT&T’s ownership interests in cable systems are not held by any entity in LMG. Thus, as both a practical and legal matter, there is management and operational separation between AT&T’s cable systems and Liberty’s media interests.