

**COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY
CABLE TELEVISION DIVISION**

MediaOne of Massachusetts, Inc.)	
MediaOne Group, Inc. and AT&T Corp.,)	
)	
Appellants,)	
)	CTV 99-2
v.)	
)	
Board of Selectmen of the Town of North Andover)	
)	
Appellee)	
)	

**ANSWER OF TOWN OF NORTH ANDOVER TO APPEAL
OF AT&T/MEDIAONE**

The Town of North Andover ("North Andover"), submits this answer to the appeal of MediaOne of Massachusetts, Inc., MediaOne Group, Inc. and AT&T Corp. ("Appellants"), pursuant to M.G.L. c. 166A, §7 & 14, 207 C.M.R. §4.06, and 801 C.M.R. §1.01(6)(d).

Parties

1. North Andover lacks sufficient information to form a belief as to the truth or falsity of the allegations contained in paragraph 1. However, North Andover believes the allegation to be true.

2. North Andover lacks sufficient information to form a belief as to the truth or falsity with respect to the corporate organization and principal place of business of MediaOne. North Andover admits that MediaOne and AT&T applied to North Andover seeking transfer of the North Andover Cable Television license from MediaOne to AT&T

in connection with AT&T's takeover of MediaOne. North Andover further admits that MediaOne is the licensee.

3. North Andover lacks sufficient information to form a belief as to the truth or falsity with respect to the corporate organization of AT&T and AT&T's principal place of business. North Andover admits that AT&T applied to North Andover to acquire the cable television license for the Town of North Andover from MediaOne.

4. North Andover admits the allegations contained in paragraph 4.

I. Factual Allegations

5. North Andover admits that MediaOne and AT&T filed applications on FCC Form 394 with approximately 175 cities and towns in Massachusetts, including North Andover, seeking consent to the transfer of control of the cable television licenses that were owned or controlled by MediaOne to AT&T. North Andover further admits that the Cable Television Division of the Massachusetts Department of Telecommunications and Energy (the "Division") appointed Charles Beard as a special magistrate to conduct eleven regional hearings during August and September, 1999 regarding AT&T's application for license transfers. North Andover further admits that the report that Magistrate Beard generated in connection with the eleven regional hearings contained only non-binding recommendations. North Andover further admits that North Andover participated in the regional hearings. The remaining allegations contained in paragraph 5 purport to state legal conclusions to which no response is required.

6. North Andover admits that Magistrate Beard produced a report dated September 24, 1999 that contained non-binding recommendations. Further answering, North Andover states that the Magistrate's report is a document which speaks for itself.

7. Paragraph 7 purports to construe the language of the North Andover Cable Television License or otherwise state legal conclusions with respect to the construction or application of that document. Accordingly, no response is required. Further answering, North Andover states that the cable television license for the Town of North Andover is a document that speaks for itself.

8. North Andover admits that North Andover issued a conditional approval for the transfer of the North Andover Cable Television license from MediaOne to AT&T on or about November 10, 1999. The remaining allegations of paragraph 8 purport to characterize or construe the language contained in the written decision that North Andover supplied to the Division and to the Appellants. Accordingly, no response to these allegations is required. Further answering, North Andover states that its letter of November 10, 1999 is a document that speaks for itself.

II. Statement of Claims on Appeal

COUNT I

9. Appellees reallege and incorporate herein the answers to the allegations set forth in paragraphs 1 through 8 of this answer.

10. The allegations of paragraph 10 purport to state a legal conclusion to which no response is required. To the extent that the allegations of paragraph 10 purport to allege facts, North Andover denies the allegations.

COUNT II

11. Appellees reallege and incorporate herein the responses set forth in paragraphs 1 through 10 of this answer.

12. The allegations contained in paragraph 12 purport to state legal conclusions to which no response is required. To the extent that the allegations contained in paragraph 12 purport to state facts, North Andover denies the allegations.

III. Request for Relief

WHEREFORE, Appellee requests that the Division dismiss the appeal of the Appellants and issue an order approving the decision of the Town of North Andover to conditionally approve the license transfer from MediaOne to AT&T on the terms set forth in North Andover's letter of November 10, 1999.

Respectfully submitted,

Board of Selectmen of the Town of
North Andover
By its counsel,

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Dated: December ___, 1999