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AT&T CORP  
Form 8-K  
March 28, 2001

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report: March 28, 2001

AT&T CORP.

A New York  
Corporation

Commission File  
No. 1-1105

I.R.S. Employer  
No.13-4924710

32 Avenue of the Americas, New York, New York 10013-3412

Telephone Number (212) 387-5400

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements of businesses acquired

The audited financial statements as of December 31, 1998 and 1997 and for each of the three years in the period ended December 31, 1998 of Tele-Communications Inc., including the report of independent accountants, filed as Exhibit 99 to this 8-K includes the following information:

1. Report of Independent Accountants.
2. Consolidated Balance Sheets at December 31, 1998.
3. Consolidated Statements of Operations and Comprehensive Earnings for the years ended December 31, 1998, 1997 and 1996.
4. Consolidated Statement of Stockholders' Equity for the years ended December 31, 1998, 1997 and 1996.
5. Consolidated Statements of Cash Flows for the years ended December 31, 1998, 1997 and 1996.

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### 6. Notes to consolidated financial statements.

The audited financial statements as of December 31, 1999 and 1998 and for each of the three years in the period ended December 31, 1999 of MediaOne Group, Inc., including the report of independent accountants, filed as Exhibit 99.1 to this 8-K includes the following information:

1. Report of Independent Public Accountants.
2. Consolidated Statements of Operations for the years ended December 31, 1999, 1998 and 1997.
3. Consolidated Balance Sheets at December 31, 1999 and 1998.
4. Consolidated Statements of Cash Flows for the years ended December 31, 1999, 1998 and 1997.
5. Consolidated Statement of Shareowners' Equity for the years ended December 31, 1999, 1998 and 1997.
6. Notes to consolidated financial statements

### (b) Exhibits

- |              |  |
|--------------|--|
| Exhibit 23   | Consent of KPMG LLP  |
| Exhibit 23.1 | Consent of Arthur Andersen LLP   |
| Exhibit 99   | Tele-Communications Inc. financial results and other information for the year ended December 31, 1998. |
| Exhibit 99.1 | MediaOne Group, Inc. financial results and other information for the year ended December 31, 1999.     |

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AT&T CORP.

/s/ N. S. Cyprus

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By: N. S. Cyprus  
Vice President and Controller

March 28, 2001