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ECOLLEGE COM
Form SC 13G/A
April 19, 2001

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1) *

ECOLLEGE.COM

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

27887E100

(CUSIP Number)

February 26, 2001

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's

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initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 27887E100 13G PAGE 2 OF 8 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

AT&T Corp. 13-4924710

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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0%

12 TYPE OF REPORTING PERSON

CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

MediaOne Group, Inc.

91-2047743

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO(S) . OF ABOVE PERSON(S) (ENTITIES ONLY)
MediaOne of Colorado, Inc. 84-1242269

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Colorado

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO(S) . OF ABOVE PERSON(S) (ENTITIES ONLY)
MediaOne Interactive Services, Inc. 84-1320963

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Colorado

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
CO

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This amendment to the statement on Schedule 13G, filed on February 14, 2001 (the "Statement"), is being filed by AT&T Corp. ("AT&T"), MediaOne Group, Inc., a wholly owned subsidiary of AT&T ("MediaOne Group"), MediaOne of Colorado, Inc., a wholly owned subsidiary of MediaOne Group ("MediaOne of Colorado"), and MediaOne Interactive Services, Inc., a wholly owned subsidiary of MediaOne of Colorado ("MediaOne Interactive Services" and together with MediaOne Group, MediaOne of Colorado and MediaOne Interactive Services, the "MediaOne Subsidiaries") and relates to the Common Stock, par value \$.01 per share (the "Common Stock"), of eCollege.com, a Delaware corporation (the "Issuer"). This amendment to the Statement is being filed to report that as of February 26, 2001, AT&T and the MediaOne Subsidiaries were beneficial owners of less than 5% of the outstanding shares of Common Stock of the Issuer, and as of February 27, 2001, AT&T and the MediaOne Subsidiaries were no longer the beneficial owners of any shares of Common Stock of the Issuer.

ITEM 1.

- (a) NAME OF ISSUER
eCollege.com.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
10200 A East Girard Avenue
Denver, Colorado 80231

ITEM 2.

- (a) NAME OF PERSONS FILING
AT&T Corp.
MediaOne Group, Inc.
MediaOne of Colorado, Inc.
MediaOne Interactive Services, Inc.
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
AT&T's principal business office is located at 32 Avenue of the Americas, New York, NY 10013. MediaOne Group's, MediaOne of Colorado's and MediaOne Interactive Services' principal business office is located at 188 Inverness Drive West, 6th Floor, Englewood, Colorado 80112.
- (c) CITIZENSHIP
AT&T Corp. - New York
MediaOne Group, Inc. - Delaware
MediaOne of Colorado, Inc. - Colorado
MediaOne Interactive Services, Inc. - Colorado
- (d) TITLE OF CLASS OF SECURITIES
Common Stock, \$.01 par value
- (e) CUSIP NUMBER
27887E100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13D-1(b), OR 240.13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

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- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

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- (d) An investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

As of February 26, 2001, each of AT&T and the MediaOne Subsidiaries was a beneficial owner of less than 5% of the outstanding shares of Common Stock of the Issuer, and as of February 27, 2001, each of AT&T and the MediaOne Subsidiaries was no longer the beneficial owner of any shares of Common Stock of the Issuer.

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: -0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF A GROUP

Not Applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 10, 2001

AT&T CORP.

By: /s/ Robert S. Feit

Signature

Robert S. Feit, Assistant Secretary - AT&T Corp.

Name/Title

MEDIAONE GROUP, INC.

By: /s/ James N. Zerefos

Signature

James N. Zerefos, Assistant Secretary

Name/Title

MEDIAONE OF COLORADO, INC.

By: /s/ James N. Zerefos

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Signature

James N. Zerefos, Assistant Secretary

Name/Title

MEDIAONE INTERACTIVE SERVICES, INC.

By: /s/ James N. Zerefos

Signature

James N. Zerefos, Assistant Secretary

Name/Title

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