

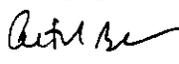
	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?		
<b>Record on File</b>		
if "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?		X
if "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following: (a) Direction of true north; (b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s); (c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected; (d) Every path number for the station for which this application is filed.		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

**CERTIFICATION**

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE 2/22/2
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME <b>Arthur R. Block</b>	
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION
<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION	<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY	

## APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

**SCHEDULE B. Control and Ownership Information** (*The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.*)

### SECTION I. Control and Ownership

- The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME ( <i>If person, list last name first</i> )				
<b>AT&amp;T Comcast Corporation</b>				
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	3	E.I. NO. ( <i>or Soc. Sec. No.</i> )	STATE OF INCORPORATION ▶
			<b>27-0000798</b>	<b>PA</b>

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME ( <i>If person, list last name first</i> )				
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. ( <i>or Soc. Sec. No.</i> )	STATE OF INCORPORATION ▶

LEGAL NAME ( <i>If person, list last name first</i> )				
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. ( <i>or Soc. Sec. No.</i> )	STATE OF INCORPORATION ▶

LEGAL NAME ( <i>If person, list last name first</i> )				
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶		E.I. NO. ( <i>or Soc. Sec. No.</i> )	STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)

	YES	NO
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		<b>X</b>
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant?		
If "YES," no further items in this section need be answered. <span style="float: right;">N/A</span>		
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners?		
N/A		
If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		

5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

N/A

YES	NO

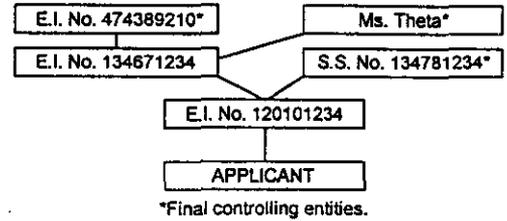
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:



NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. if they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (If person, list name first.)				
Insight Communications Midwest, LLC				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX				
810 7th Avenue, 40th Floor				
CITY	STATE	ZIP CODE	AREA CODE	TELEPHONE NO.
New York	NY	10019	(917)	286-2300

Commission authorization is hereby requested for: (Check only one box)

- Assignment of CARS license.       Transfer of control of CARS license. (pro forma)

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Signature	Date
	<i>El. Robert M. Grier</i>	3/25/2002
	PRINT FULL NAME	
	<i>El. Robert M. Grier</i>	

(Check appropriate classification.)

- Individual Applicant     
  Member of Applicant Partnership     
  Officer of Applicant Corporation Limited Liability Company     
  Officer of Applicant Association     
  Official of Applicant Governmental Entity

**EXHIBIT A-1**  
**Insight Communications Midwest, LLC**  
**(FRN #0003-74-8365)**

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
KKK-46	Boonville, IN	8/1/2005
KYX-60	Louisiana, MO	8/1/2005
KYX-69	Hannibal, MO	8/1/2005
WAJ-459	Shoals, IN	8/1/2005
WCF-542	Oregon, IL	7/1/2002
WGF-97	Jasper, IN	4/1/2002
WHZ-840	Danville, IL	4/1/2004
WPN-34	Belvidere, IL	8/1/2005

## EXHIBIT A-2

### Schedule A, Item 2(c)

In addition to the contact person shown in response to item 2(c) on Page 1, copies of the correspondence and records relating to the CARS facilities on Exhibit A-1 should be directed to:

A. Renee Callahan  
Lawler Metzger & Milkman, LLC  
1909 K Street, NW  
Suite 820  
Washington, DC 20006  
(202) 777-7700

Betsy J. Brady  
AT&T  
1120 20<sup>th</sup> Street, N.W.  
Suite 1000  
Washington, D.C. 20036  
(202) 457-3810

Steven J. Horvitz  
Cole, Raywid & Braverman, LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 200  
Washington, DC 20006  
(202) 659-9750

Regina F. Pace  
Fleischman and Walsh, L.L.P.  
1400 16<sup>th</sup> Street, NW  
Suite 600  
Washington, DC 20036  
(202) 939-7900

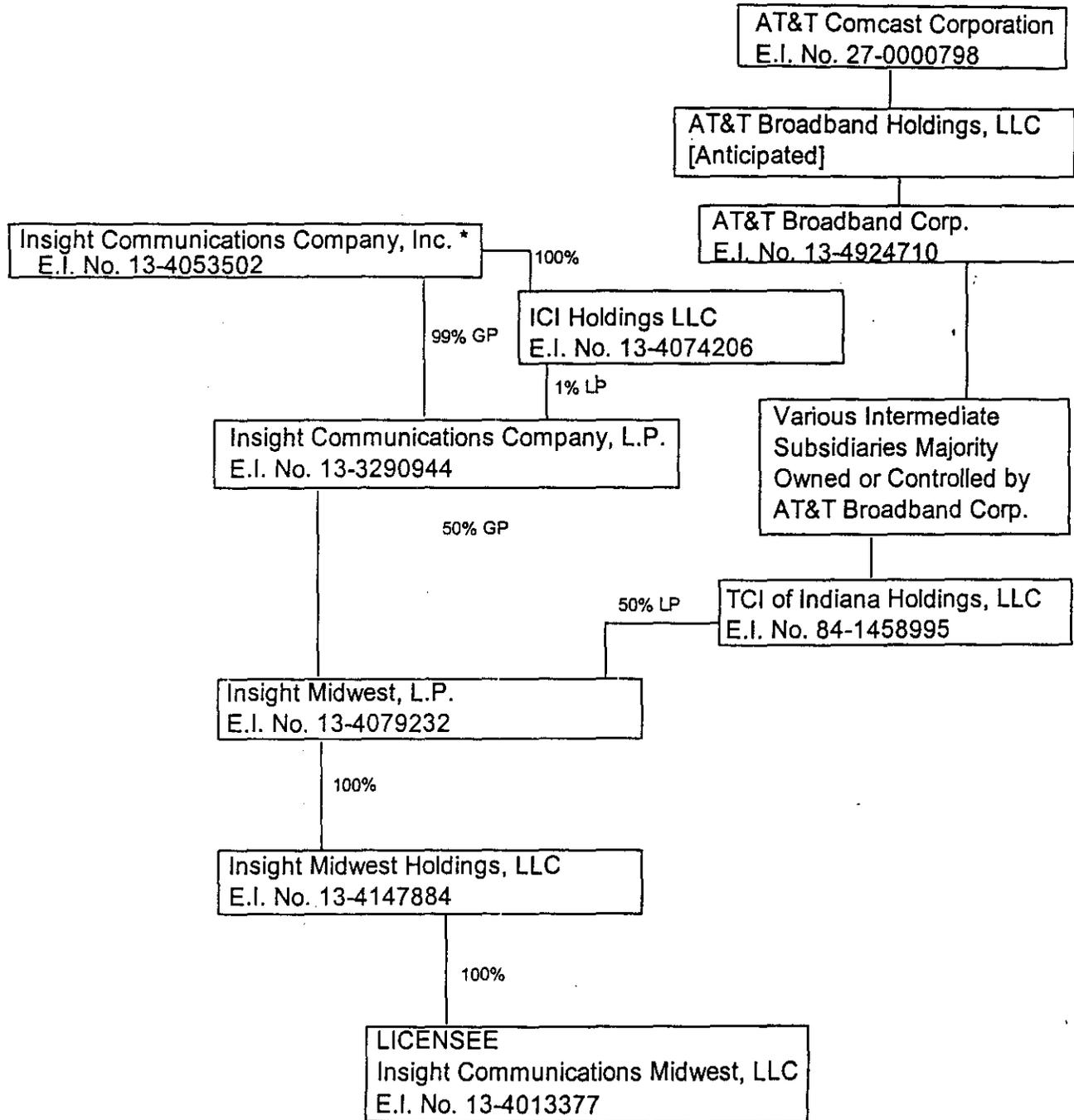
## **EXHIBIT A-5**

### **Schedule A, Item 4**

Section 78.13(a) of the Commission's rules states that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations, and it will continue to do so following completion of this transaction.

This transaction involves only the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T's interest in the licensee and does not affect the licensee's eligibility or operation of the cable system serviced by the subject CARS facilities. In addition, the consummation of this transaction will not create any cross-ownership interests prohibited under part 76 of the Commission's rules.

**EXHIBIT B-4 & B-5  
OWNERSHIP STRUCTURE AFTER TRANSFER OF CONTROL**



\* Ultimate Controlling Entity

## EXHIBIT B-6

### Schedule B, Section II

A detailed description of the proposed transaction and a public interest statement is attached hereto. The parties to this application note that with respect to the licenses held by Insight Communications Midwest, LLC, the instant transaction effectuates a *pro forma* transfer of control of the licensee. As is detailed in the chart attached as Exhibit B-4 & B-5 hereto, consent to the transfer of control to AT&T Comcast Corporation of TCI of Indiana Holdings, LLC, the 50% indirect limited partner in Insight Communications Midwest, LLC, is hereby sought. However, because TCI of Indiana Holdings, LLC is only an indirect limited partner in the ownership chain of the licensee and is not responsible for the day-to-day management of the licensee, this transaction only results in a *pro forma* transfer of control of Insight Communications Midwest, LLC.

Accordingly, there is no change in ultimate control of the licensee. See Anax Broadcasting, Inc., 87 FCC 2d 483, 49 RR 2d 1589 (1981). Since ultimate control of Insight Communications Midwest, LLC remains unchanged, prior Commission decisions indicate that the instant transaction is *pro forma* in nature and not subject to the 30 day public notice period or the filing of Petitions to Deny. See, e.g., Mize & Rowland Radio, FCC 81-257, 86 FCC 2d 782 (1981); Barnes Enterprises, Inc., 35 RR 2d 174 (1975).

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page No 1 of 2

(1) LOCKBOX #

358205

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

**Cole, Raywid & Braverman, LLP**

(3) TOTAL AMOUNT PAID (U.S. Dollars and

**\$1,680.00**

(4) STREET ADDRESS LINE NO. 1

**1919 Pennsylvania Avenue, N.W.**

(5) STREET ADDRESS LINE NO. 2

**Suite 200**

(6) CITY

**Washington**

(7) STATE

**DC**

(8) ZIP CODE

**20006**

(9) DAYTIME TELEPHONE NUMBER (include area code)

**202-659-9750**

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

**0003-7879-42**

(12) PAYER (TIN)

**52-0820071**

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

**AT&T Comcast Corporation**

(14) STREET ADDRESS LINE NO. 1

**1500 Market Street**

(15) STREET ADDRESS LINE NO. 2

(16) CITY

**Philadelphia**

(17) STATE

**PA**

(18) ZIP CODE

**19102**

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

**0006-3292-47**

(22) APPLICANT (TIN)

**27-0000798**

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

**KKK-46 (Boonville, IN)**

(24A) PAYMENT TYPE CODE

**TIC**

(25A) QUANTITY

**0001**

(26A) FEE DUE FOR (PTC)

**210.**

(27A) TOTAL FEE

**210.**

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

**KYX-60 (Lousiana, MO)**

(24B) PAYMENT TYPE CODE

**TIC**

(25B) QUANTITY

**0001**

(26B) FEE DUE FOR (PTC)

**210.**

(27B) TOTAL FEE

**210.**

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, **Westley Kay Littlejohn**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE Westley Kay Littlejohn DATE **2-28-2002**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

SPECIAL USE
FCC USE ONLY

**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT**

**SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(13) APPLICANT NAME <b>AT&amp;T Comcast Corporation</b>		
(14) STREET ADDRESS LINE NO. 1 <b>1500 Market Street</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>Philadelphia</b>	(17) STATE <b>PA</b>	(18) ZIP CODE <b>19102</b>
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	

**FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED**

(21) APPLICANT (FRN) <b>0006-3292-47</b>	(22) APPLICANT (TIN) <b>27-0000798</b>
---	---

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

**SECTION CC - PAYMENT INFORMATION**

(23A) CALL SIGN/OTHER ID <b>KYX-69 (Hannibal, MO)</b>	(24A) PAYMENT TYPE CODE <b>TIC</b>	(25A) QUANTITY <b>0001</b>
(26A) FEE DUE FOR (PTC) <b>210.</b>	(27A) TOTAL FEE <b>210.</b>	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID <b>WAJ-459 (Shoals, IN)</b>	(24B) PAYMENT TYPE CODE <b>TIC</b>	(25B) QUANTITY <b>0001</b>
(26B) FEE DUE FOR (PTC) <b>210.</b>	(27B) TOTAL FEE <b>210.</b>	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

(23C) CALL SIGN/OTHER ID <b>WCF-542 (Oregon, IL)</b>	(24C) PAYMENT TYPE CODE <b>TIC</b>	(25C) QUANTITY <b>0001</b>
(26C) FEE DUE FOR (PTC) <b>210.</b>	(27C) TOTAL FEE <b>210.</b>	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	

(23D) CALL SIGN/OTHER ID <b>WGF-97 (Jasper, IN)</b>	(24D) PAYMENT TYPE CODE <b>TIC</b>	(25D) QUANTITY <b>0001</b>
(26D) FEE DUE FOR (PTC) <b>210.</b>	(27D) TOTAL FEE <b>210.</b>	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	

(23E) CALL SIGN/OTHER ID <b>WHZ-840 (Danville, IL)</b>	(24E) PAYMENT TYPE CODE <b>TIC</b>	(25E) QUANTITY <b>0001</b>
(26E) FEE DUE FOR (PTC) <b>210.</b>	(27E) TOTAL FEE <b>210.</b>	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	

(23F) CALL SIGN/OTHER ID <b>WPN-34 (Belvidere, IL)</b>	(24F) PAYMENT TYPE CODE <b>TIC</b>	(25F) QUANTITY <b>0001</b>
(26F) FEE DUE FOR (PTC) <b>210.</b>	(27F) TOTAL FEE <b>210.</b>	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**COLE, RAYWID & BRAVERMAN, L.L.P.**

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74450

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40217	022702	02/27/2002	1680.00	1680.00	0.00

**COLE, RAYWID & BRAVERMAN, L.L.P.**

1919 PENNSYLVANIA AVE. N.W.  
WASHINGTON, DC 20006-3458

**BANK OF AMERICA**  
02992 DC  
15-120-540

CHECK NO.  
74450

CHECK DATE  
02/28/2002

VENDOR NO.  
FCC

PAY

One thousand six hundred eighty and NO/100

CHECK AMOUNT  
1680.00

TO THE  
ORDER  
OF

FEDERAL COMMUNICATIONS  
COMMISSION

⑈074450⑈ ⑆054001204⑆ 002086050069⑈

Security Features Included. Details on back.

FEDERAL COMMUNICATIONS  
**COLE, RAYWID & BRAVERMAN, L.L.P.**

74450

**74450**

40217      022702      02/27/2002      1680.00      1680.00      0.00

COLE, RAYWID & BRAVERMAN, L.L.P.

**STAMP AND RETURN**

STEVEN J. HORVITZ  
WRITER'S E-MAIL  
SHORVITZ@CRBLAW.COM

ATTORNEYS AT LAW  
1919 PENNSYLVANIA AVENUE, N.W., SUITE 200  
WASHINGTON, D.C. 20006-3458  
TELEPHONE (202) 659-9750  
FAX (202) 452-0067  
WWW.CRBLAW.COM

LOS ANGELES OFFICE  
2381 ROSECRANS AVENUE, SUITE 110  
EL SEGUNDO, CALIFORNIA 90245-4290  
TELEPHONE (310) 643-7999  
FAX (310) 643-7997

March 1, 2002

**VIA COURIER**

Federal Communications Commission  
Cable Services Bureau  
P.O. Box 358205  
Pittsburgh, PA 15251-5205

FCC/MILLON

MAR 01 2002

Attn: Gloria Conway, Cable Services Bureau

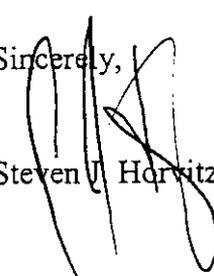
Re: **AT&T Comcast Corporation**  
**Application for Transfer of AT&T Corp.'s Interest in**  
**New England Cable News's CARS Licenses**

Ladies and Gentlemen:

Enclosed please find FCC Form 327 requesting the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T Corp.'s interest in New England Cable News, licensee of the facilities on the attached list. Also enclosed is FCC Form 159 and a check for \$210.00 for the required filing fee.

If there are any questions regarding this application, please contact Westley Littlejohn or the undersigned.

Sincerely,

  
Steven J. Horvitz

Enclosures

Federal Communications Commission

March 1, 2002

Page 2

**New England Cable News**  
**(FRN # 0006-60-2403)**

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
KD-55008	Boston, MA	08/01/2002

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of 4

1.(a) Application for:  License  Renewal  Assignment of License  
(Check only one box)  Modification  Reinstatement  Transfer of Control  
 Amendment of Application

(b) Does this application refer to an existing station?  YES  NO If "YES," give call sign **See Ex. A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- Add Channel(s)  Change Transmit Site  Add Receive Site(s)  Change Antenna System  
 Delete Channel(s)  Change Operating Power  Delete Receive Site(s)  Change Height of Antenna Structure  
 Change Transmitter  Change Receive Site(s)  Change Height of Antenna  
 Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) <b>AT&amp;T Comcast Corporation</b>				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX <b>1500 Market Street</b>				
CITY <b>Philadelphia</b>	STATE <b>PA</b>	ZIP CODE <b>19102</b>	AREA CODE <b>215</b>	TELEPHONE NO. <b>665-1700</b>

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant. If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.)  
**27-0000798**

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) <b>Thomas R. Nathan, Regulatory Affairs</b>				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME <b>AT&amp;T Comcast Corporation</b>				
MAILING STREET ADDRESS OR P.O. BOX <b>1500 Market Street</b>				
CITY <b>Philadelphia</b>	STATE <b>PA</b>	ZIP CODE <b>19102</b>	AREA CODE <b>215</b>	TELEPHONE NO. <b>981-7535</b>

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS <b>On File - No Change</b>				
CITY	STATE	ZIP CODE		

	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?  <b>Record on File</b>  If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?  If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		X
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following: (a) Direction of true north; (b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s); (c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected; (d) Every path number for the station for which this application is filed.		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.38 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

**CERTIFICATION**

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE <i>Arthur R. Block</i>	DATE 2/22/2
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME <b>Arthur R. Block</b>	
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION
		<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION
		<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

## APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

**SCHEDULE B. Control and Ownership Information** *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

**SECTION I. Control and Ownership**

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME <i>(If person, list last name first)</i> <b>AT&amp;T Comcast Corporation</b>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶
	<b>3</b>	<b>27-0000798</b>	<b>PA</b>

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

*(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)*

	YES	NO
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		<b>X</b>
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant?  If "YES," no further items in this section need be answered. <span style="float: right;"><b>N/A</b></span>		
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners?  <span style="float: right;"><b>N/A</b></span>		
If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		

200 [0909 ON XR/XL] 80:BT DHL 20/82/20

FEB-27-02 13:22

FROM: COLE, RAYWID & BRAVERMAN, L.L.P.

202-4520067

T-197 P.05/08 F-975

5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

N/A

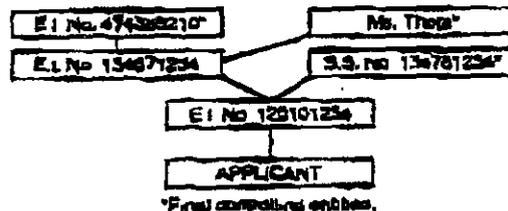
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Thera (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:



NOTE Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. if they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (if person, list name first)  
**New England Cable News**  
 CONTINUE NAME HERE IF NEEDED

ASSUMED NAME USED FOR DOING BUSINESS (if any)

MAILING STREET ADDRESS OR P O BOX  
 160 Wells Avenue

CITY Newton	STATE MA	ZIP CODE 02459	AREA CODE 617	TELEPHONE NO. 630-5000
----------------	-------------	-------------------	------------------	---------------------------

Commission authorization is hereby requested for. (Check only one box)

- Assignment of CARS license  Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT U.S. CODE, TITLE 18, SECTION 1001.

Signature: *Philip S. Balloni* Date: Feb. 28, 2002  
 PRINT FULL NAME: Philip S. Balloni

(Check appropriate classification)

- Individual Applicant  Member of Applicant Partnership  Officer of Applicant Corporation  Officer of Applicant Association  Officer of Applicant Governmental Entity

**EXHIBIT A-1**  
**New England Cable News**  
**(FRN # 0006-60-2403)**

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
KD-55008	Boston, MA	08/01/2002

## EXHIBIT A-2

### Schedule A, Item 2(c)

In addition to the contact person shown in response to item 2(c) on Page 1, copies of the correspondence and records relating to the CARS facilities on Exhibit A-1 should be directed to:

A. Renee Callahan  
Lawler Metzger & Milkman, LLC  
1909 K Street, NW  
Suite 820  
Washington, DC 20006  
(202) 777-7700

Betsy J. Brady  
AT&T  
1120 20<sup>th</sup> Street, N.W.  
Suite 1000  
Washington, D.C. 20036  
(202) 457-3810

Steven J. Horvitz  
Cole, Raywid & Braverman, LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 200  
Washington, DC 20006  
(202) 659-9750

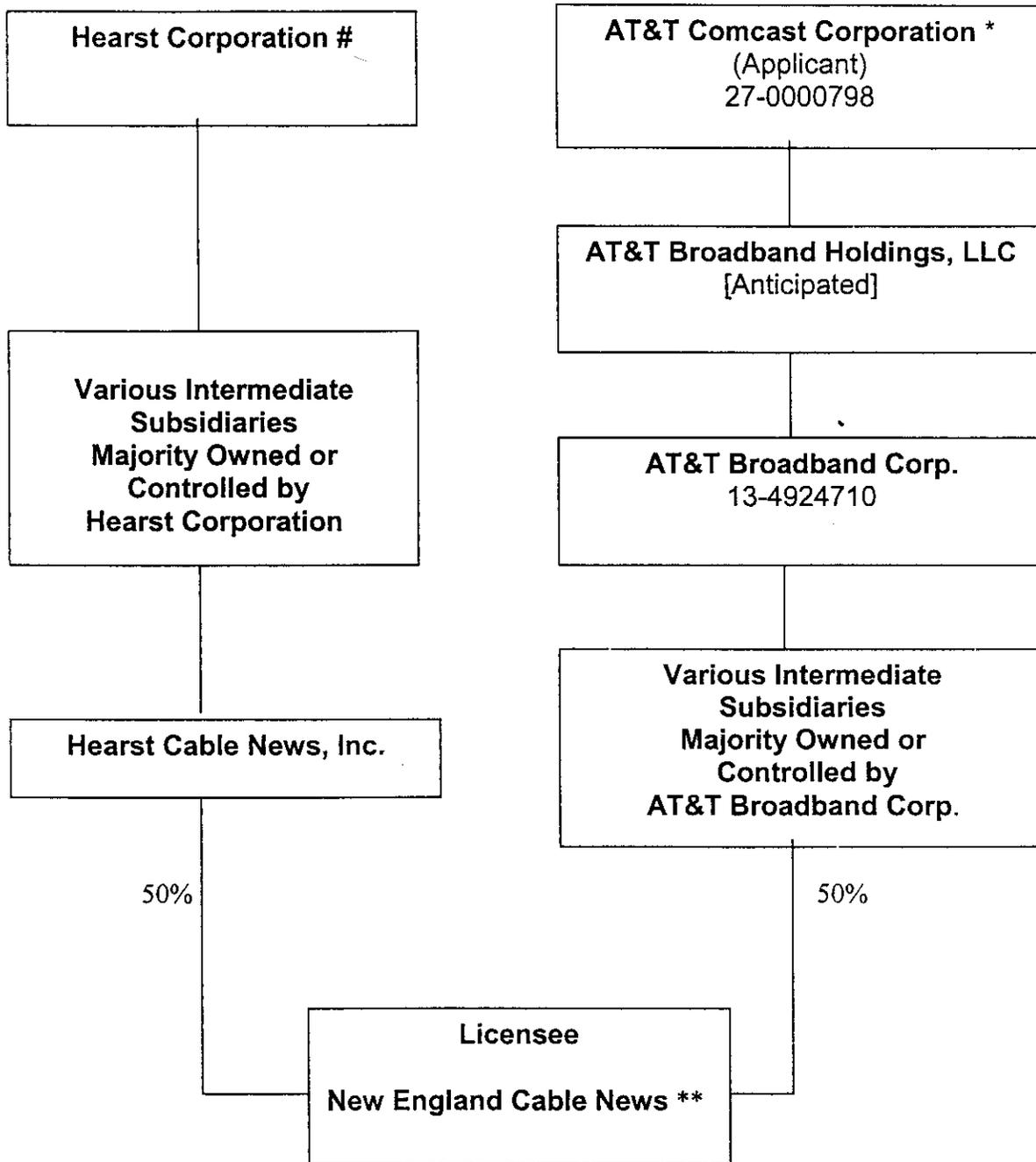
Mark J. Prak  
Brooks, Pierce, McLendon, Humphrey & Leonard, LLP  
Suite 1600  
First Union Capitol Center  
150 Fayetteville Street Mall  
Raleigh, NC 27601  
(919) 839-0108

## **EXHIBIT A-5**

### **Schedule A, Item 4**

Section 78.13(c) of the Commission's rules states that a cable network-entity is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable-network operations. This will not change as a result of the proposed transaction. Thus, the company will remain eligible in the CARS service. In addition, the consummation of this transaction will not create any cross-ownership interests prohibited under part 76 of the Commission's rules.

**Exhibit B-4 and B-5**  
**Ownership Structure After Transfer of Control**



\* See accompanying description of transaction

# The Hearst Corporation is a privately-held corporation managed by executive officers and a Board of Directors elected by the Trustees under Article Second (b) of the will of William Randolph Hearst, deceased.

\*\* New England Cable News is a joint venture of The Hearst Corporation (through subsidiaries) and AT&T Corporation (through subsidiaries).

**EXHIBIT B-6**

**Schedule B, Section II**

ATTACHED

**A COMPLETE COPY OF THE  
PUBLIC INTEREST STATEMENT IS  
AVAILABLE IN THE FCC REFERENCE ROOM**

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page No 1 of 1

(1) LOCKBOX #  
**358205**

SPECIAL USE  
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
**Cole, Raywid & Braverman, LLP** (3) TOTAL AMOUNT PAID (U.S. Dollars and  
**\$210.00**

(4) STREET ADDRESS LINE NO. 1  
**1919 Pennsylvania Avenue, N.W.**

(5) STREET ADDRESS LINE NO. 2  
**Suite 200**

(6) CITY  
**Washington** (7) STATE **DC** (8) ZIP CODE **20006**

(9) DAYTIME TELEPHONE NUMBER (include area code) **202-659-9750** (10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN) **0003-7879-42** (12) PAYER (TIN) **52-0820071**

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME  
**AT&T Comcast Corporation**

(14) STREET ADDRESS LINE NO. 1  
**1500 Market Street**

(15) STREET ADDRESS LINE NO. 2

(16) CITY  
**Philadelphia** (17) STATE **PA** (18) ZIP CODE **19102**

(19) DAYTIME TELEPHONE NUMBER (include area code) (20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) **0006-3292-47** (22) APPLICANT (TIN) **27-0000798**

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID **KD-55008 (Boston, MA)** (24A) PAYMENT TYPE CODE **TIC** (25A) QUANTITY **0001**

(26A) FEE DUE FOR (PTC) **210.** (27A) TOTAL FEE **210.** FCC USE ONLY

(28A) FCC CODE 1 (29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY

(26B) FEE DUE FOR (PTC) (27B) TOTAL FEE FCC USE ONLY

(28B) FCC CODE 1 (29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT  
I, **Westley Kay Littlejohn**, certify under penalty of perjury that the foregoing and supporting information is true and correct to  
the best of my knowledge, information and belief. SIGNATURE Westley Kay Littlejohn DATE **2-28-2002**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31) MASTERCARD/VISA ACCOUNT NUMBER: \_\_\_\_\_ EXPIRATION \_\_\_\_\_  
 MASTERCARD

VISA I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.  
SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

**OLE, RAYWID & BRAVERMAN, L.L.P.**

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO.

74453

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40220	022702	02/27/2002	210.00	210.00	0.00

**COLE, RAYWID & BRAVERMAN, L.L.P.**

1919 PENNSYLVANIA AVE. N.W.  
WASHINGTON, DC 20006-3458

**BANK OF AMERICA**

02992 DC  
15-120-540

CHECK NO.

74453

CHECK DATE

02/28/2002

VENDOR NO.

FCC

PAY

Two hundred ten and NO/100

CHECK AMOUNT

210.00

TO THE  
ORDER  
OF

FEDERAL COMMUNICATIONS  
COMMISSION



⑈074453⑈ ⑆054001204⑆ 002086050069⑈

Security Features Included. Details on back.

**COLE, RAYWID & BRAVERMAN, L.L.P.** FEDERAL COMMUNICATIONS

74453

**74453**

40220

022702

02/27/2002

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