

**Before the Federal Communications Commission
Washington, D.C.**

In the matter of:)
)
AT&T CORPORATION)
)
Transferor,) File No. _____
)
and)
)
AT&T COMCAST CORPORATION)
)
Transferee,)
)
)
Amendment to the Application for Authority)
Pursuant to Section 214 of the Communications)
Act of 1934, as amended, for Transfer of Control of)
Authorizations to Provide International Resale)
Communications Services)

**AMENDMENT TO APPLICATION FOR AUTHORITY TO TRANSFER
CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to 47 C.F.R. § 63.50, AT&T Corp. and AT&T Comcast Corporation (“AT&T Comcast”), hereby amend the application currently pending before the Federal Communications Commission (“Commission” or “FCC”), filed on February 28, 2002, requesting authority to transfer to AT&T Comcast control of the Section 214 authorizations listed below.¹ These authorizations were originally obtained by certain subsidiaries of AT&T Corp., namely the subsidiaries of Tele-Communications, Inc. (“TCI”) and MediaOne Group, Inc. (“MediaOne”).

¹ Applicants are applying to transfer only those international Section 214 authorizations held by subsidiaries of MediaOne Group, Inc. and subsidiaries of Tele-Communications, Inc., and not to transfer any other authorizations held by AT&T Corp.

AT&T noted in the application that several of the TCI and MediaOne Group subsidiaries had originally been granted international Section 214 authority under different names. The International Bureau subsequently requested clarification with respect to changes in the entities authorized to provide international service. Through this amendment, AT&T hereby notifies the Commission of a name change and several pro forma conversions and assignments affecting the underlying international 214 authorizations. AT&T regrets that, through inadvertence, the Commission was not notified earlier of these actions.

1. File No. I-T-C-97-442

The international authorization to provide global resale services associated with File No. I-T-C-97-442 was originally granted to TCI Telephony Services of California, Inc., d/b/a People Link by TCI on September 17, 1997 (*see* Public Notice DA 97-2016, rel. Sept. 18, 1997). Control of this authorization was subsequently transferred to AT&T Corp. as part of the merger of TCI into AT&T Corp. The transfer of control to AT&T was granted in 1999 (*see* File No. ITC-T/C-1998-0914-00635, granted in Public Notice DA 99-388, rel. Mar. 3, 1999). In February 2001, TCI Telephony Services of California, Inc. was converted, under state statute, from a corporation to a limited liability company (“LLC”), called AT&T Broadband Phone of California, LLC. The pro forma conversion from a corporation to an LLC involved no change in the ultimate control of the authorized entity, which remained a 100% owned subsidiary of AT&T Corp.

2. File No. I-T-C-97-441

The international authorization to provide global resale services associated with File No. I-T-C-97-441 was originally granted to TCI Telephony Services of Connecticut, Inc., d/b/a People Link by TCI on September 17, 1997 (*see* Public Notice DA 97-2016, rel. Sept. 18, 1997). Control of this authorization was subsequently transferred to AT&T Corp. as part of the merger of TCI into AT&T Corp. The transfer of control to AT&T was granted in 1999 (*see* File No. ITC-T/C-1998-0914-00635, granted in Public Notice DA 99-388, rel. Mar. 3, 1997). In March 2001, TCI Telephony Services of Connecticut, Inc. was renamed AT&T Broadband Phone of Connecticut, Inc. This simple renaming involved no change in the control or ownership structure of the authorized entity, which remained a 100% owned subsidiary of AT&T Corp.

3. File No. I-T-C-97-457

The international authorization to provide global resale services associated with File No. I-T-C-97-457 was originally granted to TCI Telephony Services of Texas, Inc., d/b/a People Link by TCI on September 19, 1997 (*see* Public Notice DA 97-2070, rel. Sept. 25, 1997). Control of this authorization was subsequently transferred to AT&T Corp. as part of the merger of TCI into AT&T Corp. The transfer of control to AT&T was granted in 1999 (*see* File No. ITC-T/C-1998-0914-00635, granted in Public Notice DA 99-388, rel. Mar. 3, 1997). In February 2001, TCI Telephony Services of Texas, Inc. was converted, under state statute, from a corporation to an LLC, called AT&T Broadband Phone of Texas, LLC. The pro forma conversion from a corporation to an LLC involved no change in the ultimate control of the authorized entity, which remained a 100% owned subsidiary of AT&T Corp.

4. File No. I-T-C-97-458

The international authorization to provide global resale services associated with File No. I-T-C-97-458 was originally granted to TCI Telephony Services of Illinois, Inc., d/b/a People Link by TCI on September 19, 1997 (*see* Public Notice DA 97-2070, rel. Sept. 25, 1997). Control of this authorization was subsequently transferred to AT&T Corp. as part of the merger of TCI into AT&T Corp. The transfer of control to AT&T was granted in 1999 (*see* File No. ITC-T/C-1998-0914-00635, granted in Public Notice DA 99-388, rel. Mar. 3, 1997). In February 2001, TCI Telephony Services of Illinois, Inc. was converted, under state statute, from a corporation to an LLC, called AT&T Broadband Phone of Illinois, LLC. The pro forma conversion from a corporation to an LLC involved no change in the ultimate control of the authorized entity, which remained a 100% owned subsidiary of AT&T Corp.

5. File No. I-T-C-97-093

The international authorization to provide limited global resale services associated with File No. I-T-C-97-093 was originally jointly granted to Continental Telecommunications Corp. (“CTC”) and MediaOne Business Services, Inc. on April 2, 1997 (*see* Public Notice DA 97-665, rel. Apr. 3, 1997).²

On June 23, 1997, CTC notified the FCC that it had changed the name under which it does business to MediaOne Telecommunications Corp.

On June 11, 1998, MediaOne Business Services, Inc. was merged into MediaOne of Colorado, Inc. This was a pro forma merger, however, that involved no change in the ultimate

² This authorization jointly granted CTC and MediaOne Business Services, Inc. authority to provide global resale services originating outside of US West Communications, Inc. regions and terminating at all international points *except Lithuania and Russia.*

control of the authorized entity. Prior to the merger, MediaOne of Colorado, Inc. was already the 100% parent of MediaOne Business Services, Inc.

Control of this joint authorization was then transferred to AT&T Corp. as part the merger of MediaOne into AT&T Corp. This transfer of control was approved by the Commission on June 13, 2000 (*see* File No. ITC-T/C-19990707-00404, granted in Public Notice DA 00-1297, rel. June 13, 2000).

6. File No. I-T-C-97-095

The international authorization to provide resold international switched telecommunications services to Lithuania and Russia³ associated with File No. I-T-C-97-095 was originally jointly granted to MediaOne Telecommunications Corp. and MediaOne Business Services, Inc. on September 9, 1997 (*see Order, Authorization and Certificate*, ITC-97-095, DA 97-1929, rel. Sept. 9, 1997).⁴

On June 11, 1998, MediaOne Business Services, Inc. was merged into MediaOne of Colorado, Inc. This was a pro forma merger, however, that involved no change in the ultimate control of the authorized entity. Prior to the merger, MediaOne of Colorado, Inc. was already the 100% parent of MediaOne Business Services, Inc.

Control of this joint authorization was then transferred to AT&T Corp. as part the merger of MediaOne into AT&T Corp. This transfer of control was approved by the Commission on June 13, 2000 (*see* File No. ITC-T/C-19990707-00404, granted in Public Notice DA 00-1297, rel. June 13, 2000).

³ This authorization granted MediaOne Telecommunications Corp. and MediaOne Business Services, Inc. authority to resell international switched telecommunications services that originate outside the in-region states of US West Communications, Inc. and terminate in Lithuania and Russia.

⁴ Prior to the release of this order, CTC had previously notified the FCC that it had changed the name under which it does business to MediaOne Telecommunications Corp.

CONCLUSION

AT&T certifies that all of the information in this application is accurate. For all of the foregoing reasons, AT&T respectfully requests that the Commission amend the application filed on February 28, 2002, to reflect these clarifications.

Respectfully submitted,

AT&T Corporation

By: 
Rick D. Bailey
Vice President

Steven C. Horvitz
Danielle Frappier
Cole, Raywid & Braverman, LLP
1919 Pennsylvania Avenue, N.W., Suite 200
Washington, D.C. 20006
Phone: (202) 659-9750
Fax: (202) 456-0067

Attorneys for AT&T Corporation

Dated: March 26, 2002

AT&T

RECEIVED

MAR 29 2002

**FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**

**Private Point-
to-Point
Microwave
Service
Part 101**

**(LICENSEES/CALL SIGNS NOT
INCLUDED ON PART 90 APPLICATIONS)**

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 03/19/2002 at 11:23AM File Number: 0000815155
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: L00037917	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001607639
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): WESTMARC DEVELOPMENT JOINT VENTURE		
13) Attention To: STEPHEN FLESSNER		
14) P.O. Box: 5630	And / Or	15) Street Address:
16) City: DENVER	17) State: CO	18) Zip: 80217
19) Telephone Number: (720)267-2700	20) FAX:	
21) E-Mail Address:		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: L00438063	23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual): AT&T CORP.		
26) P.O. Box:	And / Or	27) Street Address: 32 AVENUE OF THE AMERICAS
28) City: NEW YORK	29) State: NY	30) Zip: 10013
31) Telephone Number: (212)387-4000	32) FAX:	
33) E-Mail Address:		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: STEVEN	MI:	Last Name: HORVITZ	Suffix:
35) Company Name: COLE, RAYWID & BRAVERMAN, LLP			
36) P.O. Box:	And / Or	37) Street Address: 1919 PENNSYLVANIA AVENUE, NW., SUITE 200	
38) City: WASHINGTON	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)659-9750	42) FAX:		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number: L00465664	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): AT&T COMCAST CORPORATION		
48) Name of Real Party in Interest:	49) TIN:	
50) Attention To: THOMAS R. NATHAN		
51) P.O. Box:	And / Or	52) Street Address: 1500 MARKET STREET
53) City: PHILADELPHIA	54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7535	57) FAX:	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:
60) Company Name: LAWLER, METZGER & MILKMAN, LLC			
61) P.O. Box:	And / Or	62) Street Address: 1909 K STREET, NW., SUITE 820	
63) City: WASHINGTON	64) State: DC	65) Zip: 20006	
66) Telephone Number: (202)777-7700	67) FAX:		
68) E-Mail Address:			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
79) Typed or Printed Name of Party Authorized to Sign
First Name: RICK MI: D Last Name: BAILEY Suffix:
80) Title: VICE PRESIDENT
Signature: RICK D BAILEY 81) Date: 03/19/02

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER			
Signature: ARTHUR R BLOCK		84) Date: 03/19/02	
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).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNBC721	AL					Yes
WPEX811	AL					Yes
WPAC946	AL					Yes
KKJ752	AL					Yes
WPKN856	AL					Yes
KGY635	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	03/19/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177362364448065695380873.pdf

Remittance ID:213484 Authorization Number:182269 -- Successful Authorization -- FILE COPY ONLY!! --

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING (1) LOCKBOX #358994	FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE PAGE NO 1 OF 2	APPROVED BY OMB 3060-058 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, L.L.		(3) TOTAL AMOUNT PAID (dollars and cents) \$300.00
(4) STREET ADDRESS LINE NO. 1 1919 Pennsylvania Ave., N.W.		
(5) STREET ADDRESS LINE NO. 2 Suite 200		
(6) CITY Washington		(7) STATE DC
		(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 202 - 6599750		(10) COUNTRY CODE (IF NOT IN U.S.A.) US
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(11) PAYER (FRN) 0003787942		(12) PAYER (TIN) 0520820071
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 (INCLUDING AREA CODE) (215) 981-7535		(20) COUNTRY CODE (IF NOT IN U.S.A.)
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(21) APPLICANT (FRN) 0006329247		(22) APPLICANT (TIN) 0270000798
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) FCC Call Sign/Other ID KGJ635	(24A) Payment Type Code(PTC) PATM	(25A) Quantity 1
(26A) Fee Due for (PTC) \$50.00	(27A) Total Fee \$50.00	
(28A) FCC CODE 1		(29A) FCC CODE 2 0000815155
(23B) FCC Call Sign/Other ID KKJ752	(24B) Payment Type Code(PTC) PATM	(25B) Quantity 1
(26B) Fee Due for (PTC) \$50.00	(27B) Total Fee \$50.00	

(28B) FCC CODE 1	(29B) FCC CODE 2 0000815155
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REMITTANCE ADVICE (Continuation Sheet) FEDERAL COMMUNICATIONS COMMISSION PAGE NO 2 OF 2	APPROVED BY OMB 3060-058
	SPECIAL USE
	FCC USE ONLY

**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION**

(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
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(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) (215) 981-7535	(20) COUNTRY CODE (IF NOT IN U.S.A.)
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FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) 0006329247	(22) APPLICANT (TIN) 0270000798
---	---

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

(23A) FCC Call Sign/Other ID KNBC721	(24A) Payment Type Code(PTC) PATM	(25A) Quantity 1
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(26A) Fee Due for (PTC) \$50.00	(27A) Total Fee \$50.00	FCC Use Only
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(28A) FCC CODE 1	(29A) FCC CODE 2 0000815155
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(23B) FCC Call Sign/Other ID WPAC946	(24B) Payment Type Code(PTC) PATM	(25B) Quantity 1
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(26B) Fee Due for (PTC) \$50.00	(27B) Total Fee \$50.00	FCC Use Only
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(28B) FCC CODE 1	(29B) FCC CODE 2 0000815155
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(23C) FCC Call Sign/Other ID WPEX811	(24C) Payment Type Code(PTC) PATM	(25C) Quantity 1
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(26C) Fee Due for (PTC) \$50.00	(27C) Total Fee \$50.00	FCC Use Only
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(28C) FCC CODE 1	(29C) FCC CODE 2 0000815155
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(23D) FCC Call Sign/Other ID WPKN856	(24D) Payment Type Code(PTC) PATM	(25D) Quantity 1
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(26D) Fee Due for (PTC) \$50.00	(27D) Total Fee \$50.00	FCC Use Only
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(28D) FCC CODE 1	(29D) FCC CODE 2 0000815155
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(23E) FCC Call Sign/Other ID	(24E) Payment Type Code(PTC)	(25E) Quantity
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(26E) Fee Due for (PTC)	(27E) Total Fee	FCC Use Only
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(28E) FCC CODE 1	(29E) FCC CODE 2
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(23F) FCC Call Sign/Other ID	(24F) Payment Type Code(PTC)	(25F) Quantity
(26F) Fee Due for (PTC)	(27F) Total Fee	
(28F) FCC CODE 1	(29F) FCC CODE 2	

FCC FORM 159-C February 2000(REVISED)

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/28/2002 at 10:49AM
		File Number: 0000776707

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 930510587	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001560812
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): BILLINGS TELE-COMMUNICATIONS, INC.		
13) Attention To: STEPHEN FLESSNER		
14) P.O. Box: 5630	And / Or	15) Street Address:
16) City: DENVER	17) State: CO	18) Zip: 80217
19) Telephone Number: (720)267-2700	20) FAX:	
21) E-Mail Address:		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:	23b) SGIN:	23c) FCC Registration Number (FRN): 0003470556			
24) First Name (if individual):	MI:	Last Name:	Suffix:		
25) Entity Name (if not an individual): AT&T CORP.					
26) P.O. Box:	And / Or	27) Street Address: 32 AVENUE OF THE AMERICAS			
28) City: NEW YORK	29) State: NY	30) Zip: 10013			
31) Telephone Number: (212)981-7535	32) FAX:				
33) E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:		
35) Company Name: LAWLER, METZGER & MILKMAN, LLC					
36) P.O. Box:	And / Or	37) Street Address: 1909 K STREET, NW., SUITE 820			
38) City: WASHINGTON	39) State: DC	40) Zip: 20006			
41) Telephone Number: (202)777-7700	42) FAX:				
43) E-Mail Address:					

Assignee/Transferee Information

44) The Assignee is a(n): Corporation					
45a) Taxpayer Identification Number: 270000798	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247			
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): AT&T COMCAST CORPORATION					
48) Name of Real Party in Interest:					49) TIN:
50) Attention To: THOMAS R. NATHAN					
51) P.O. Box:	And / Or	52) Street Address: 1500 MARKET STREET			
53) City: PHILADELPHIA	54) State: PA	55) Zip: 19102			
56) Telephone Number: (215)981-7535	57) FAX:				
58) E-Mail Address:					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: RENEE	MI:	Last Name: CALLAHAN	Suffix:		
60) Company Name: LAWLER, METZGER & MILKMAN, LLP					
61) P.O. Box:	And / Or	62) Street Address: 1909 K STREET, NW., SUITE 820			
63) City: WASHINGTON	64) State: DC	65) Zip: 20006			
66) Telephone Number: (202)777-7700	67) FAX:				
68) E-Mail Address:					

Alien Ownership Questions

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: ARTHUR	MI: R	Last Name: BLOCK	Suffix:
83) Title: OFFICER			
Signature: ARTHUR R BLOCK		84) Date: 02/28/02	
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).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPAT302	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	02/19/02	DESCRIPTION OF TRANSACTION/PUBLIC INTEREST STATEMENT	0177283460154467072670660.pdf

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

(1) LOCKBOX # 358994

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No. 1 of 1

FCC/MAR 06 2002

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, L.L. (3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
\$50.00

(4) STREET ADDRESS LINE NO. 1
1919 Pennsylvania Ave., 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 - 6599750** (10) COUNTRY CODE (if not in U.S.A.)
US

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

(11) PAYER (FRN) **0003 78 7942** (12) PAYER (TIN) **0520820071**

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) **(215) 981-7535** (20) COUNTRY CODE (if not in U.S.A.)

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

(21) APPLICANT (FRN) **0006 32 9247** (22) APPLICANT (TIN) **0270000798**

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

(23A) CALL SIGN/OTHER ID **WPAT302** (24A) PAYMENT TYPE CODE **PATM** (25A) QUANTITY **1**

(26A) FEE DUE FOR (PTC) **\$50.00** (27A) TOTAL FEE **\$50.00** FCC USE ONLY

(28A) FCC CODE 1 (29A) FCC CODE 2 **0000776707**

(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, _____, 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 [Signature] DATE 3/4/02

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31) MASTERCARD MASTERCARD/VISA ACCOUNT NUMBER: _____ EXPIRATION DATE: _____

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

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

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74502

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40359	030102	03/01/2002	50.00	50.00	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.
 74502

CHECK DATE
 03/01/2002

VENDOR NO.
 FCC

PAY

Fifty and NO/100

CHECK AMOUNT
 50.00

TO THE
 ORDER
 OF

FEDERAL COMMUNICATIONS
 COMMISSION



⑈074502⑈ ⑆054001204⑆ 002086050069⑈

Security Features Included. Details on back.

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

74502

74502

40359 030102 03/01/2002 50.00 50.00 0.00

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 02/28/2002 at 10:56AM File Number: 0000776856
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

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9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 830300111	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001623396
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): COMMUNITY CABLE TELEVISION		
13) Attention To: STEPHEN FLESSNER		
14) P.O. Box: 5630	And / Or	15) Street Address:
16) City: DENVER	17) State: CO	18) Zip: 80217
19) Telephone Number: (720)267-2700	20) FAX:	
21) E-Mail Address:		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)