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August 6, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Ex Parte Notice

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Ms. Dortch:

On August 5, representatives of Comcast Corporation ("Comcast") and AT&T Corp. ("AT&T") met with Erin Dozier, W. Kenneth Ferree, Roger D. Holberg, William H. Johnson, John I. Scott, Royce D. Sherlock, and Patrick Webre of the Media Bureau, James R. Bird, Neil Dellar, Nandan Joshi, and Kimberly Reindl of the Office of General Counsel, Simon Wilkie of the Office of Plans and Policy, and Susan M. Eid, Media Advisor to Chairman Powell. AT&T was represented by Betsy Brady and Michael H. Hammer, Willkie Farr & Gallagher, outside counsel to AT&T. Comcast was represented by Arthur Block, James R. Coltharp, James L. Casserly, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., and the undersigned.

The discussion generally covered the use of a trust mechanism to address concerns that have been raised regarding AT&T Corp.'s interest in the Time Warner Entertainment ("TWE") partnership and the parties' efforts to dispose of that interest through the registration rights process or an alternative transaction. Mr. Block noted the recent report of a hiatus in the registration rights process. Potential alternative transactions for restructuring and disposing of the TWE interest were also discussed. Mr. Block also noted that given uncertainties about how the TWE issues may ultimately be resolved, including possibly through the registration rights process if current negotiations are not successful, a trust that is created to hold the TWE interest at closing would need

to be flexible. Mr. Block also stressed that placing the TWE interest in trust would minimize regulatory concerns regarding the merged company's ownership of that interest.

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Richard Metzger, Jr.

A. Richard Metzger, Jr.

cc: Erin Dozier
W. Kenneth Ferree
Roger D. Holberg
William H. Johnson
John I. Scott
Royce D. Sherlock
Patrick Webre
James R. Bird
Neil Dellar
Nandan Joshi

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