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August 22, 2002

Ex Parte Notice

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

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 22, James R. Coltharp of Comcast Corporation ("Comcast") sent copies of the attached press release, issued by AT&T Corp. ("AT&T") and Comcast, to the Chairman and Commissioners and their staffs, as well as to the Media Bureau, Wireline Competition Bureau, Office of the General Counsel, and Office of Plans and Policy. The press release describes an agreement that has been reached between AT&T, Comcast, and AOL Time Warner regarding the restructuring of the Time Warner Entertainment ("TWE") limited partnership. The press release also describes an additional, non-exclusive agreement under which AOL High-Speed Broadband service will be made available on AT&T Comcast cable systems.

In addition, Mr. Coltharp and the undersigned called various employees of the Commission to summarize the news reflected in the press release. Conversations were held with Jim Bird, Susan Eid, Royce Sherlock, and William Johnson, and voice mail messages were left for Catherine Bohigian, Ken Ferree, Alexis Johns, Marsha McBride, and Stacy Robinson. In each of these calls, Mr. Coltharp and I summarized the substance of the attached release and underscored that the TWE restructuring agreement presents no basis for delay in the Commission's review of the Comcast-AT&T Broadband merger. We pointed out that this restructuring arrangement fits well within the trust proposal the Applicants filed on August 8, 2002, and the proposed trust is also sufficiently flexible to ensure that any regulatory concerns pertaining to TWE would be resolved even if, for any reason, the TWE restructuring agreement were not to close.

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This letter is submitted pursuant to section 1.1206(b)(2) of the Commission's rules. Please let me know if you have any questions.

Sincerely,

James L. Casserly

Attachment

cc: Erin Dozier
Roger D. Holberg
John I. Scott
Royce D. Sherlock
Patrick Webre
James R. Bird
Neil Dellar
Nandan Joshi
Kimberly Reindl
Simon Wilkie
William Dever
Cynthia Bryant
Jeff Tobias
Lauren Kravetz Patrich
Qualex International