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September 12, 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 September 11, 2002, Royce Sherlock, Roger Holberg, Erin Dozier and Patrick Webre of the Media Bureau and James Bird, Nandan Joshi, Kimberly Reindl, and Neil Dellar of the Office of General Counsel spoke by telephone with Betsy Brady, AT&T Corp. ("AT&T"), Michael Hammer, Willkie, Farr and Gallagher, outside counsel to AT&T, James R. Coltharp, Comcast Corporation ("Comcast"), James L. Casserly, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., outside counsel to Comcast, and the undersigned, outside counsel to Comcast.

The discussion concerned the agreement that AT&T, Comcast, and AOL Time Warner recently executed to restructure Time Warner Entertainment L.P. ("TWE"). In response to questions from FCC staff regarding the exhibits to that agreement, representatives of AT&T and Comcast emphasized that the key to their plan for addressing the Commission's concerns regarding AT&T's minority interest in TWE is the proposed trust and other steps they have agreed to implement to insulate that interest. The representatives further pointed out that the TWE restructuring agreement, assuming it closes, would change the nature of the interest that would be held in trust, but would not have any effect on the relationship between AT&T Comcast and the trust; in particular, any governance rights associated with TWE or any of the entities resulting from the restructuring would reside with the trustee, not with AT&T Comcast. Finally,

the representatives of AT&T and Comcast stressed that the agreement that AOL and AT&T Comcast are to execute relating to AOL Time Warner offering high-speed Internet service on AT&T Comcast cable systems would have no bearing on the proposed merger.

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  
Roger D. Holberg  
John I. Scott  
Royce D. Sherlock  
Patrick Webre  
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