

September 20, 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 February 28, 2002, as part of their applications and public interest statement, AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") provided appendices that listed Comcast and AT&T Broadband cable systems, their ownership structures, and total number of subscribers.¹ In order to refresh the record in the above-captioned proceeding, the parties attach hereto revised versions of those charts, which include updated information regarding the number of subscribers that were attributable to the AT&T and Comcast cable systems as of June 30, 2002.

As reflected in the attached charts, AT&T Broadband and Comcast, respectively, had 18,507,000 and 8,512,000 attributable subscribers as of June 30, 2002, for a total of 27,019,000 attributable subscribers.² As of July 31, 2002, there were 93,400,000 total multichannel video programming distribution ("MVPD") subscribers nationwide.³ Thus, AT&T Comcast would be

¹ See *Applications for Consent to the Transfer of Control of Licenses, Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee*, MB Dkt. No. 02-70, Applications and Public Interest Statement, Appendix 6 (Comcast), Appendix 7 (AT&T) (filed Feb. 28, 2002).

² This figure does not include the subscribers served by the Time Warner Entertainment, L.P. ("TWE") and Time Warner Inc. cable systems because AT&T and Comcast have proposed to insulate AT&T Broadband's interest in TWE and to place that interest in an irrevocable disposition trust at the closing of the merger.

³ See *Kagan Media Money*, August 27, 2002, at 7 (providing total MVPD subscribers as of July 31, 2002); see also *Implementation of Section 11(c) of the Cable Television Consumer Protection and Competition Act of 1992; Horizontal Ownership Limits*, 14 FCC Rcd 19098, ¶ 35 (1999) ("[I]n reviewing compliance with the rule, we will accept any published, current and widely cited industry estimate of MVPD subscribership."); *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from MediaOne Group, Inc.*,

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attributed with approximately 28.9% of all MVPD subscribers (*i.e.*, 27,019,000 million divided by 93,400,000 million).

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

Very truly yours,

/s/ Betsy Brady

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Transferor, to AT&T Corp., Transferee, 15 FCC Rcd 9816, ¶ 17 n.48 (2000) (relying on data provided by Paul Kagan Associates, Inc. in calculating total number of MVPD subscribers nationwide).

AT&T BROADBAND ATTRIBUTABLE SUBSCRIBERS¹

As of June 30, 2002²

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
Owned and Operated Systems	AT&T	AT&T Broadband	100%	13,130,000 ³
Consolidated System	Mile Hi Cable Partners, L.P.	Community Cable Television Daniels Communications, Inc.	78.00% limited 21% general 1.00% limited	126,000
Non-consolidated Systems⁴	Parnassos Communications, L.P.	TCI Adelphia Holdings, L.L.C. Adelphia Western New York Holdings, Inc. Montgomery Cablevision, Inc.	33.33% general 66.57% general 0.10% limited	464,000
	CC VIII, L.L.C. (Formerly known as Bresnan Communications Co. Ltd. Partnership)	TCID of Michigan, Inc. TCI Bresnan, L.L.C. Charter Communications Holdings, L.L.C.	18.75% Preferred Equity 11.28% Preferred Equity 69.97% Common Equity	903,000
	Insight Midwest L.P.	TCI of Indiana Holdings, L.L.C. Insight Communications Company, L.P.	50.00% limited 50.00% limited and general	1,295,000

¹ AT&T Broadband entities are in bold.

² This chart does not include 11.32 million subscribers served by the TWE and TWI cable systems. This is appropriate because AT&T and Comcast have proposed to insulate AT&T Broadband's interest in TWE and to place that interest in an irrevocable disposition trust at the closing of the merger. As a result, these TWE and TWI subscribers will not be attributed to the merged entity. However, the chart does include 1.48 million subscribers served by the AOL Time Warner-AT&T Broadband joint ventures in the Texas and Kansas City partnerships.

³ On April 5, 2002, AT&T Broadband entered into a definitive asset purchase agreement with Bresnan Communications under which AT&T Broadband will sell to Bresnan cable television systems serving about 320,000 basic subscribers, thereby reducing the number of customers in AT&T Broadband's owned and operated systems. Nonetheless, those subscribers are reflected in the number appearing above.

⁴ AT&T Broadband also owns a partial interest in Elbert County Cable Partners (TCI Cablevision of Kiowa, Inc. 80% general), which serves less than 500 subscribers.

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
	Kansas City Cable Partners	TCI of Missouri, Inc. TCI of Overland Park, Inc. Time Warner Entertainment Company, L.P.	46.20% general 3.80% general 50.00% general	310,000
	Texas Cable Partners, L.P.	TCI Texas Cable Holdings, L.L.C. TCI Texas Cable, Inc. Time Warner Entertainment - Advance/Newhouse L.P. TWE-A/N Texas Cable Partners General Ptnr. LLC	49.50% limited 0.50% general 49.50% limited 0.50% general	1,168,000
	US Cable of Coastal - Texas, L.P.	AT&T Broadband USC L.L.C. US Cable Holdings, L.P.	48.335% limited 51.664% general	144,000
	Midcontinent Communications	TCI Midcontinent, LLC Midcontinent Communications Investor, LLC	50% general 50% general	200,000
	Century-TCI California Communications, L.P.	TCI California Holdings, L.L.C. Century Exchange, L.L.C.	25% Limited 75% Limited and General	767,000
TOTAL				18,507,000

COMCAST CORP. ATTRIBUTABLE SUBSCRIBERS

As of June 30, 2002

	ENTITY	OWNERSHIP	OWNERSHIP %	SUBSCRIBERS
Wholly Owned Systems	Comcast cable subsidiaries	Comcast	100% interest	8,501,000
Attributable Systems	Clearview Partners	Comcast	30% general partnership interest	11,000
TOTAL				8,512,000