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**REDACTED – FOR PUBLIC INSPECTION**

September 13, 2002

RECEIVED

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington, DC 20554

SEP 13 2002

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

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

Dear Ms. Dortch:

After a discussion with Commission staff regarding the agreement among AT&T Corp., Comcast Corporation, and AOL Time Warner Inc. to restructure Time Warner Entertainment Company, L.P. ("TWE Restructuring Agreement"), the applicants have agreed voluntarily to file confidential copies of certain exhibits and other agreements related to the TWE Restructuring Agreement pursuant to the terms of the Protective Order entered in this proceeding.<sup>1</sup>

Two copies of the filing, as redacted, are submitted herewith pursuant to the Protective Order. The confidential version will be made available for inspection pursuant to the terms of the Protective Order at the office of Davis Polk and Wardwell, 1300 Eye Street NW, Washington, DC 20005. Arrangements may be made by contacting the undersigned. If you have any questions or require further information, please do not hesitate to contact me.

Sincerely,



A. Renée Callahan

cc: Roger Holberg  
Linda Senecal

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<sup>1</sup> 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, 17 FCC Rcd 5926 (2002) ("Protective Order").

**CONFIDENTIAL INFORMATION –  
SUBJECT TO PROTECTIVE ORDER  
IN MB DOCKET NO. 02-70**

**REDACTED IN FULL**

**FOR PUBLIC INSPECTION**