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September 26, 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 September 25, 2002, representatives of Comcast Corporation (“Comcast”) met in New York City with Commissioner Michael Copps and his Legal Advisor, Alexis Johns. Comcast was represented by Brian L. Roberts, President, Joseph W. Waz, Vice President, External Affairs and Public Policy Counsel, and James R. Coltharp, Senior Director, Public Policy.

Messrs. Roberts, Waz, and Coltharp summarized the public interest benefits of Comcast’s planned merger with AT&T Broadband, reviewed Comcast’s continuing progress in providing high-speed Internet customers with additional ISP choices, and discussed the measures the Applicants have proposed to address issues relating to AT&T’s minority interest in Time Warner Entertainment Company, L.P (“TWE”). (On all of these subjects, the presentation was drawn directly from materials already filed on the public record and did not include any new facts, analysis, or argumentation.) Plans for the restructuring of TWE, as reflected in previously filed documents, were also discussed. In response to a question from Commissioner Copps, Mr. Coltharp responded that, using the latest available numbers and counting all attributable interests, Comcast and AT&T Broadband combined serve approximately 28.9% of MVPD households. Mr. Roberts concluded by requesting that the Commission complete its review of the merger, and grant its approval, as soon as possible.

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Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. Copies of this letter are also being sent to Commissioner Capps, Ms. Johns, and the merger review team. Please let me know if you have any questions.

Sincerely,

James L. Casserly

cc:	Commissioner Capps	Alexis Johns	Royce D. Sherlock
	Roger D. Holberg	Erin Dozier	Simon Wilkie
	James R. Bird	William Dever	Cynthia Bryant
	Jeff Tobias	Patrick Webre	Lauren Kravetz Patrich
	Qualex International		

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