

September 30, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
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:

AT&T Corp. ("AT&T") files this letter to supplement the record in the above-captioned docket regarding AT&T Broadband's non-attributable interest in Cablevision Systems Corp. ("Cablevision"). Cablevision has 270,199,893 total outstanding shares of Cablevision and Rainbow Media Group (a tracking stock of Cablevision).¹ As AT&T and Comcast Corporation previously demonstrated, AT&T Comcast, post-merger, will have approximately 4.98% of the voting interest in Cablevision.² A voting interest of less than 5% is not attributable except where the interest-holder holds more than 33% of the combined equity and debt of the relevant entity. AT&T's economic interest in Cablevision is well below this threshold. AT&T Broadband owns 29,790,887 Cablevision shares and 9,791,336 Rainbow Media Group shares for a total of 39,582,223 shares of Cablevision.³ This represents 14.65% of the total Cablevision shares

¹ See Cablevision Systems Corp. SEC Form 10-K, filed April 1, 2002, for the fiscal year ended December 31, 2001. Cablevision's total outstanding shares appear on the Form 10-K cover page and are reported as of March 15, 2002.

² See *Application 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 at 20-21 (filed Feb. 28, 2002).

³ See *id.*, at 17.

(39,582,223/270,199,893 = 14.65%).⁴ AT&T Broadband does not hold any debt issued by Cablevision. Therefore, AT&T Broadband's total equity/debt percentage in Cablevision is well below the Commission's 33% equity/debt threshold.

Respectfully submitted,

/s/ Betsy Brady

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⁴ Cablevision is in the process of redeeming Rainbow Media Group shares and exchanging them for Cablevision shares. When this redemption and exchange process is completed, we do not anticipate that there will be a material change in the percentage of Cablevision shares or the percentage voting interest in Cablevision owned by AT&T Broadband (and AT&T Comcast post-merger).