

LAWLER, METZGER & MILKMAN, LLC

2001 K STREET, NW
SUITE 802
WASHINGTON, D.C. 20006

A. RENEE CALLAHAN
PHONE (202) 777-7723

PHONE (202) 777-7700
FACSIMILE (202) 777-7763

October 2, 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 October 1, representatives of Comcast Corporation (“Comcast”) and AT&T Corp. (“AT&T”) had a telephone conversation with W. Kenneth Ferree and Royce D. Sherlock of the Media Bureau; and James R. Bird and Neil A. Dellar of the Office of General Counsel. During that meeting, AT&T was represented by Betsy Brady, AT&T, and Michael H. Hammer, Willkie Farr & Gallagher, outside counsel to AT&T. Comcast was represented by James R. Coltharp, Senior Director, Public Policy of Comcast; James L. Casserly, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., outside counsel to Comcast; William H. Aaronson and William Taylor, Davis Polk & Wardwell, outside counsel to Comcast; and A. Richard Metzger, Jr. and the undersigned, Lawler, Metzger & Milkman, LLC, outside counsel to Comcast.

During the meeting, the representatives of AT&T and Comcast addressed a number of questions raised by the Commission staff regarding AT&T Broadband’s interest in Time Warner Entertainment Company, L.P. (“TWE”), the proposed Agreement and Declaration of Trust (“Trust Agreement”), which was filed in the above-referenced proceeding on September 13, 2002, and the TWE Restructuring Agreement, which was filed in the above-referenced proceeding on August 23, 2002. In addressing these questions, the representatives of AT&T and Comcast covered the following issues:

- The representatives described the mechanics of the registration rights process under the TWE Restructuring Agreement.

Marlene H. Dortch, Secretary

October 2, 2002

Page 2 of 2

- The representatives also explained the need for flexibility regarding communications between the Grantor and the Trustee relating to the effectuation of Alternate Dispositions. The representatives reiterated that the Trust Agreement will not permit *any* communications relating to the management or operation of TWE, except in limited circumstances as required for compliance with securities and tax laws, rules and regulations, or other applicable legal or regulatory requirements.
- The representatives also noted that the Trustee's reports under section 12(b) of the Trust Agreement may contain highly confidential, commercially-sensitive information regarding negotiations with other entities that should not be subject to inspection by third parties, even under a protective order. Hence, it was suggested that the Trustee should be permitted to submit redacted reports to the Commission, a procedure that has been followed by trustees in the past.
- As the representatives have previously noted, except with regard to issues resulting from AT&T's minority interest in TWE, the Kansas City and Texas partnerships raise no regulatory concerns that do not apply to any joint venture by cable operators, and thus the restrictions set forth in section 11 of the Trust relating to the sharing of programming information with Kansas City Cable Partners and Texas Cable Partners, L.P. should terminate when the interest in TWE has been divested fully.
- The non-compete and "no overbuild" provisions of the TWE partnership agreement were discussed, as was the effect of the AT&T Comcast merger on such provisions.
- The representatives described the process through which assets held in the trust, including AOL Time Warner common stock, could be monetized.

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. Renée Callahan

A. Renée Callahan

cc:	W. Kenneth Ferree	Roger D. Holberg	Royce D. Sherlock
	Neil Dellar	James R. Bird	Erin Dozier
	Lauren Kravetz Patrich	William Dever	Cynthia Bryant
	Jeff Tobias	Simon Wilkie	Qualex International