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REDACTED – FOR PUBLIC INSPECTION RECEIVED

September 27, 2002

SEP 27 2002

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

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:

This letter provides notice for the public record that Comcast Corporation ("Comcast") and AT&T Corp. ("AT&T") filed today confidential material under seal and subject to the Protective Order, DA 02-734, in the above-referenced docket.

The confidential material filed under seal is a letter dated September 27, 2002, from James R. Coltharp, Comcast, and Betsy J. Brady, AT&T. The unredacted, confidential version of this filing is being hand delivered to you, as well as to Roger Holberg and Linda Senecal of the Media Bureau, as required by 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 at 202-777-7700.

Two copies of the filing, as redacted, are submitted herewith pursuant to the Protective Order. 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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September 27, 2002

By Hand 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 September 19, 2002, AT&T Corp. (“AT&T”) and Comcast Corporation (“Comcast”) (collectively, the “Applicants”) filed an *ex parte* letter providing information regarding the status of pending franchise transfer of control applications before local franchising authorities (“LFAs”) in connection with the above-referenced merger proceeding. In that letter, the Applicants noted that they have sought approval for transfer of control of franchises in connection with the proposed merger from a total of 1,791 LFAs and that, as of September 19, 98.44% of those franchising authorities had either consented to the transfer of control or allowed the 120-day review period to elapse without objection. At the request of the Media Bureau, the Applicants attach hereto a list of LFAs that have denied the franchise transfer of control applications.¹

AT&T and Comcast are continuing discussions with these communities to encourage them to reconsider their denials and are also pursuing available appellate remedies, as needed. The Applicants are hopeful that they will obtain approval for the remaining transfer of control applications. In fact, since submission of the September 19 *ex parte* letter, one community has voted to reverse its denial.²

¹ In addition, the Applicants have agreed to extend the 120-day review period for two communities served by Comcast ([REDACTED]). As a result, those communities have not yet acted on the Applicants’ franchise transfer of control applications.

² This community is thus not included on the attached list.

Ms. Marlene H. Dortch, Secretary
September 27, 2002
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Two copies of the filing, as redacted, are submitted herewith pursuant to the Protective Order, DA 02-734, in the above-referenced docket. If you have any questions, please contact us.

Very truly yours,

Betsy Brady/APC

Betsy Brady
AT&T CORP.
1120 20th Street, NW
Suite 1000
Washington, DC 20036

James R. Coltharp/APC

James R. Coltharp
COMCAST CORPORATION
2001 Pennsylvania Avenue, NW
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cc: Royce D. Sherlock
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Erin Dozier
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**CONFIDENTIAL INFORMATION –
SUBJECT TO PROTECTIVE ORDER
IN MB DOCKET NO. 02-70**

**ATTACHMENT
REDACTED IN FULL –
FOR PUBLIC INSPECTION**

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