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October 4, 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 3, 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; Christopher Peters 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 call, 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 response to these questions, AT&T’s and Comcast’s representatives indicated the following:

- The representatives proposed to revise the definition of Derivative Transaction in the Trust Agreement to limit the economic interest retained by the Trust to no more than 20%.

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- The representatives indicated that they would shortly submit a letter that commits not to enforce the non-compete provisions of the TWE partnership agreement (including the standard non-compete and the overbuild restriction) and the non-compete provisions of the Kansas City Cable Partners and Texas Cable Partners, L.P. partnership agreements, effective upon the closing of the AT&T Comcast transaction.
- The representatives proposed that the Trustee would submit the periodic reports required under section 12(b) of the Trust Agreement to the Commission with any confidential, commercially-sensitive information redacted. The representatives further proposed that the Trustee would maintain in the Washington, D.C. metropolitan area a file containing the unredacted versions of such reports. The contents of those unredacted reports would be available for inspection by the FCC upon request, and, if required, any such report would be filed with the FCC in unredacted form with a request for confidential treatment.

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
Neil A. Dellar
Lauren Kravetz Patrich
Jeff Tobias

Roger D. Holberg
James R. Bird
William Dever
Simon Wilkie

Royce D. Sherlock
Erin Dozier
Cynthia Bryant
Qualex International