

October 28, 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:

As discussed in prior filings by Applicants, AT&T Corp. ("AT&T"), Comcast Corporation ("Comcast"), and AOL Time Warner ("AOL TW") have entered into an agreement, in conjunction with the TWE Restructuring Agreement, that will allow America Online, Inc. ("AOL") to offer high-speed Internet service on AT&T Comcast's cable systems ("AOL ISP Agreement"). AT&T and AOL TW have also agreed that, if the AT&T-Comcast merger has not closed by March 1, 2003 and all other conditions to closing the TWE restructuring have been met or waived, then AT&T and AOL will enter into an ISP agreement whose terms are identical in all material respects to the AOL ISP Agreement.

The only difference of consequence between the two agreements concerns the cities in which the agreements would be implemented. The AOL ISP agreement contemplates that AOL ISP service would be made available to a particular number of subscribers in certain cities in which either AT&T or Comcast operates cable systems. If the AT&T-Comcast merger has not closed, of course, AT&T would not be in a position to offer the service on Comcast systems. In that event, therefore, AT&T would make the AOL ISP service available in a different number of cities in which AT&T operates cable systems, selected to produce approximately the same number of addressable subscribers contemplated in the original AOL ISP Agreement.

Very Truly Yours,

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