

October 29, 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 28, 2002, Jim Coltharp and Jim Casserly, representing Comcast Corporation, and Betsy Brady and the undersigned, representing AT&T Corp. (collectively, the "Parties"), met with Susan Eid, Legal Advisor to Chairman Powell, concerning the above-captioned matter.

The Parties reiterated their view that the AOL ISP Agreement is irrelevant to the pending merger and the divestiture of AT&T's interest in TWE. In particular, the Parties pointed out that the applicants' commitment to divest the TWE interest is based on the disposition trust, not the AOL ISP Agreement. The Parties also underscored that there is no court or Commission decision that would require the AOL ISP Agreement to be placed in the record in this proceeding. To the contrary, the Parties noted that the D.C. Circuit's decision in *SBC Communications v. FCC* makes clear that the Commission has broad discretion to determine what documents are relevant to its public interest decision-making in a license transfer proceeding.

The Parties also stated that the AOL ISP Agreement does not undermine or trump the TWE restructuring agreement. The Parties pointed out that the applicants have submitted a certification to the Commission that the AOL ISP Agreement "in no way supercedes or contradicts the terms of the TWE restructuring agreement."

Finally, the Parties demonstrated that the assertion of some parties in this proceeding that, as a result of the combined size of AT&T Comcast post-merger, AT&T and Comcast were somehow able to "force" the terms of the AOL ISP Agreement on AOL Time Warner is completely false. In fact, the applicants have submitted a letter to the Commission pointing out that AT&T and AOL Time Warner also have 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 Time Warner will enter into an ISP agreement whose terms are identical in all material respects to the AOL ISP Agreement.

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.

Respectfully submitted,

/s/ Michael H. Hammer  
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