

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 Catherine Bohigian, Legal Advisor to Commissioner Martin, concerning the above-captioned matter.

The Parties reviewed information previously presented in the record of this proceeding concerning the public interest benefits of the proposed AT&T Comcast merger, the lack of any public interest detriments, and the thorough review process that the merger has undergone over the eight months since the application was first filed.

The Parties also noted that, as part of the trust that will hold AT&T's limited partnership interest in TWE, the applicants have agreed to restrictions on communications with two joint ventures between AT&T and Time Warner (Texas Cable Partners, L.P. and Kansas City Cable Partners), but contended that these restrictions should expire once the TWE interest is divested and the trust is dissolved. Thereafter, there is no merger-specific reason why the applicants should be under any constraints that do not apply to other joint ventures in the cable industry.

The Parties also 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. Finally, the Parties reviewed the third-party ISP agreements that AT&T and Comcast have entered into over the course of the year and reiterated the applicants' commitment to continue to pursue additional third-party ISP agreements.

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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cc: James R. Bird
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