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October 31, 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 30, representatives of Comcast Corporation (“Comcast”) and AT&T Corp. (“AT&T”) met with Stacy Robinson of Commissioner Abernathy’s office. 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; and the undersigned, outside counsel to Comcast.

During the meeting, the AT&T and Comcast representatives summarized a number of points reflected in the applicants’ previous filings in this proceeding. We explained the public interest benefits of the proposed merger as set forth in the applicants’ initial public interest filing and other submissions. We further stated that the proposed merger would not result in a significant increase of “clustering” of AT&T Broadband and Comcast cable systems, and provided Ms. Robinson with a copy of applicants’ response to question B1 of the Bureau’s information and document request, filed under the protective order on July 2. We also described the steps the applicants have agreed to take to insulate AT&T Comcast’s interest in Time Warner Entertainment Company, L.P. (“TWE”), including placing this interest in a trust. Regarding the term of the proposed trust, we summarized the points previously presented in a letter filed by Betsy Brady and James Coltharp on September 20 (pertaining to the size and complexity of AT&T’s TWE interest and the difficulty of

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unwinding it, the noncontrolling nature of the interest, and the volatile state of the capital markets). The representatives of Comcast and AT&T described their regional programming activities, which have previously been discussed in the applicants' initial public interest filing and other submissions in this proceeding. We also displayed the attached listing of regional sports programming services and noted that a more complete list of regional video programming services is available in the Commission's annual video competition report.

The AT&T and Comcast representatives subsequently spoke briefly with Catherine Bohigian of Commissioner Martin's office regarding the status of the Commission's review of the proposed merger. In addition, we provided Ms. Bohigian a copy of an *ex parte* letter filed in this proceeding on October 30 by David Lawson of Sidley Austin Brown & Wood LLP. We also met briefly with Susan Eid of the Chairman's office regarding the status of the Commission's review of the merger and to stress in summary fashion the arguments the applicants have previously made on the record that the Commission should reject motions filed by certain consumer groups and by a separate commercial ISP competitor requesting the release for public comment of the agreement that would allow AOL Time Warner to offer high-speed Internet service on AT&T Comcast's cable systems.

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. Richard Metzger, Jr.

A. Richard Metzger, Jr.

cc: Stacy Robinson
Roger D. Holberg
Lauren Kravetz Patrich
Jeff Tobias

Catherine Bohigian
Erin Dozier
William Dever
Simon Wilkie

Susan Eid
James R. Bird
Cynthia Bryant
Qualex International

What's Playing in the Regions

ACTION SPORTS CABLE NETWORK

SPORT	TEAMS	# OF GAMES
NBA	Portland Trail Blazers	27
NCAA	U. of Portland	6 men's, 6 women's
	Portland State	5 m, 5 w
	U. of Oregon	8

Still no deal with AT&T Broadband in Portland, leaving Blazers fans in the dark for much of the season.

COMCAST SPORTSNET MID-ATLANTIC

SPORT	TEAMS	# OF GAMES
NBA	Washington Wizards	53
NHL	Washington Capitals	57
NCAA	ACC	36 m, 35 w
	CAA	13 m, 5 w
	A-10	TBA
	MEAC	TBA

Also runs Wizards Post Game Live. Adding late-night SportsNite (re-airs as Sports-Rise in the morning). HDV coverage on select games begins 10/03.

COMCAST SPORTSNET PHILADELPHIA

SPORT	TEAMS	# OF GAMES
NBA	Philadelphia 76ers	64
NHL	Philadelphia Flyers	64
NCAA Basketball	A10	22 m, 7 w
	ACC, ERT/Misc.	10
	PAC-10	9
	CAA	6 m, 1 w

HDV coverage on select games begins 10/03.

EMPIRE SPORTS NETWORK

SPORT	TEAMS	# OF GAMES
NHL	Buffalo Sabres	74

FSN ARIZONA

SPORT	TEAMS	# OF GAMES
NHL	Phoenix Coyotes	60
NCAA Basketball	U. of Arizona	12 m, 3 w
	Arizona State U	8 m, 4 w
	Pac 10	32 m, 17 w
	Pac 10 Tourm.	6 m, 3 w

Also runs Prowlin' With the Wildcats and Runnin' With the Sun Devils.

FSN BAY AREA

SPORT	TEAMS	# OF GAMES
NBA	Golden State Warriors	60
	Sacramento Kings	25
NHL	San Jose Sharks	67
NCAA Basketball	Pac-10	38 m, 20 w
	Big-12	10 w

Also runs Warriors Roundtable, Shark Byte and Cal Sports Magazine.

FSN CHICAGO

SPORT	TEAMS	# OF GAMES
NBA	Chicago Bulls	44
NHL	Chicago Blackhawks	39
NCAA Basketball	Horizon League	8
	Missouri Valley	17 m, 5 w
	Mid-Continent	5 m, 1 w
	Mid-American	2 m
	Big Ten	22 w
	Conference USA	3 w

Also runs Full Access weekly magazine show covering Chicago pro teams.

FSN DETROIT

SPORT	TEAMS	# OF GAMES
NBA	Detroit Pistons	38
NHL	Detroit Red Wings	42
NCAA Hockey	CCHA; Tournament	13; 4

Also runs weekly Pistons, Red Wings and CCHA shows.

FSN FLORIDA

SPORT	TEAMS	# OF GAMES
NHL	Florida Panthers	75
NCAA Basketball	Miami	10 m, 6 w
	South Florida	7-8 m, 3 w
	Big East	5
	ESPN Regional	20

Also runs Hurricane Game Day and The Seth Greenberg Show.

FSN MIDWEST

SPORT	TEAMS	# OF GAMES
NBA	Indiana Pacers	40
NHL	St. Louis Blues	40
NCAA Basketball	Missouri	12 m, 3 w
	Big 12	25 w
	Mid-Continent	6 m, 1 w
	Horizon League	4 m
	Missouri Valley	19 m, 7 w

Also runs Pacers GameNight, Pacers Post-Game, Blues Monthly and Blues Face-Off. Owns and produces 25 over-the-air Blues games.

FSN NEW ENGLAND

SPORT	TEAMS	# OF GAMES
NBA	Boston Celtics	74
NCAA Basketball	Big East	8 w
NCAA Hockey	Boston U.	10
	Hockey East	15

FSN NEW YORK

SPORT	TEAMS	# OF GAMES
NBA	New York Knicks	2
NHL	NY Rangers	2
	NY Islanders	50
	NJ Devils	54

Steinbrenner's claim to the Nets left FSNY without a major hoops presence.

FSN NORTH

SPORT	TEAMS	# OF GAMES
NBA	Minn. Timberwolves	35
	Milwaukee Bucks	36
NHL	Minnesota Wild	45
NCAA Basketball	Marquette	3
	U. of Wisconsin	6 m, 5 w
	U. of Minnesota	TBA
NCAA Hockey	U. of Minnesota	35
	U. of Wisconsin	20

FSN NORTHWEST

SPORT	TEAMS	# OF GAMES
NCAA Basketball	Pac 10	14 m, 4 w
	West Coast	2 m

Also running On Campus with the Beavers, Cougars and Huskies.

FSN OHIO

SPORT	TEAMS	# OF GAMES
NBA	Cleveland Cavs	40
NHL	Columbus Blue Jackets	65
NCAA	Xavier M	10

Also runs Ice Breaker, a 30-minute pregame show for Blue Jackets.

FSN PITTSBURGH

SPORT	TEAMS	# OF GAMES
NHL	Pittsburgh Penguins	66
NCAA Basketball	Pittsburgh	9 m
	West Virginia	3 m, 1 w
	Penn State	6 m, 10 w
	Atlantic 10	18 m
	Duquesne	6 m
	Mid-American	11 m, 3 w

FSN ROCKY MOUNTAIN

SPORT	TEAMS	# OF GAMES
NBA	Denver Nuggets	60
	Utah Jazz	27
NHL	Colorado Avalanche	55
ML Hockey	Utah Grizzlies	5
NCAA Basketball	Denver 4	1 m, 1 w
	Pac 10	34 m, 5 w
	Big 12	25 w
	Misc. Div. I	4
NCAA Hockey	Denver	9
	Colorado College	3
Lacrosse	Denver	3

Also runs Big 12 Showcase weekly during NCAA season.

FSN SOUTH

SPORT	TEAMS	# OF GAMES
NBA	Atlanta Hawks	30
	Memphis Grizzlies	25
NHL	Carolina Hurricanes	55
	Nashville Predators	60
NCAA Basketball	SEC	45 m, 22 w
	ACC	25 m, 27 w
	Southern	7 m
	Ohio Valley	4 m, 1 w
	Colonial Athletic	3 m
	Big South	2 m
	Atlantic Sun	2 m, 1 w

Also runs SEC-TV and ACC Live weekly.

FSN SOUTHWEST

SPORT	TEAMS	# OF GAMES
NBA	Dallas Mavericks	42
	San Antonio Spurs	33
	Houston Rockets	in negotiations
NHL	Dallas Stars	40
NCAA Basketball	Texas Baylor, Texas A&M	5
	Big 12	2 w
	Western Athletic	6 m, 4 w
	Southland	up to 5 m

FSN WEST

SPORT	TEAMS	# OF GAMES
NBA	LA Lakers	35
NHL	LA Kings	65

FSN WEST 2

SPORT	TEAMS	# OF GAMES
NHL	Anaheim Mighty Ducks	40
Basketball	ACC	19 m
	PAC-10	44 m

Running Beach Poly on Saturday, Oct. 12, at 7 p.m.

MSG

SPORT	TEAMS	# OF GAMES
NBA	New York Knicks	71
NHL	NY Rangers	61
	NY Islanders	5
	NJ Devils	2
NCAA Basketball	MAAC	19 m, 7 w
	Big East	20 m, 10 w
	Hofstra	8 m, 2 w
	Big 12	2 m
	American East	6 m, 3 w
	A-10	34 m, 1 w
	NEC	13 m, 1 w
	Patriot League	2 m
	CAA	13 m, 1 w
NCAA Hockey	TBA	1
AHL	Hartford WolfPack	2

SUNSHINE NETWORK (FLORIDA)

SPORT	TEAMS	# OF GAMES
NBA	Miami Heat	44
	Orlando Magic	42
NHL	Tampa Bay Lightning	60
NCAA Basketball	Florida State	15 m, 10 w
	ACC	10 m, 20 w
	Florida	5 m, 10 w
	SEC	40 m, 20 w
	Atlantic Sun	6 m, 1 w
	Sunshine State	5 m, 5 w

Also runs Pre-Heat, Magic Tonight, Toyota Lightning Ice Time pregame shows, plus NCAA coaches shows for men and women.

YES

SPORT	TEAMS	# OF GAMES
NBA	New Jersey Nets	73

First NBA season for the network. With cablevision still saying no to YES, Nets fans who subscribe to the MSG-like Yankees fans—miss out.