

November 1, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445-12th Street, S.W.
Washington, DC 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 31, 2002, Jim Coltharp, representing Comcast Corporation, and the undersigned, representing AT&T Corp. (collectively, the "Parties"), met with Stacy Robinson, Legal Advisor to Commissioner Abernathy, concerning the above-captioned matter.

The Parties reiterated statements previously made in the record of this proceeding that the proposed merger will not lead to any significant increase in clustering.¹ In particular, the Parties pointed out that AT&T Broadband's non-consolidated systems do not contribute to clustering in the new company. Those systems are ones in which AT&T Broadband has an attributable interest, but does not control or manage. As the Media Bureau previously explained in this proceeding, "clustering" consists of "two or more cable systems which are in close geographic proximity and share personnel, management, marketing, and/or technical facilities."² The Parties also stated that AT&T

¹ Reply to Comments and Petitions to Deny Applications for Consent to Transfer Control, MB Docket 02-70, at 112 (May 21, 2002) ("Reply Comments").

² See Document and Information Request, MB Docket No. 02-70, at 1 (question B1), attached to Letter from Royce D. Sherlock, Media Bureau, FCC, to James R. Coltharp, Comcast Corporation and Betsy J. Brady, AT&T Corp. (June 11, 2002) (emphasis added).

Broadband does not, and AT&T Comcast will not, manage the non-consolidated systems nor share personnel, management, marketing or technical facilities with those systems.³

In addition, the Parties discussed Comcast's cable systems in Michigan, Indiana, New Mexico, Georgia, Florida and Kansas, and stated that, with minor exceptions, the Comcast systems do not serve the same geographic areas served by the non-consolidated systems in which AT&T Broadband has an attributable interest.

Pursuant to section 1.1206(b) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions please contact us.

Respectfully submitted,

/s/ Michael H. Hammer

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³ AT&T Broadband does provide cable telephony on non-consolidated systems operated by Insight Communications. In the offering of that service, AT&T Broadband leases facilities, contract to have Insight technicians install telephony service, and engages in joint marketing with Insight. That support for the provision of Insight's facilities-based competitive phone service in no way implicates the concerns raised by BSPA.