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November 5, 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:

On November 4, 2002, representatives of AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") met with Commissioner Michael J. Copps and his Legal Advisor, Alexis Johns. AT&T was represented by Betsy J. Brady and Mike Hammer, and Comcast was represented by Jim Coltharp and Jim Casserly.

The presentation mainly focused on the public interest benefits of Comcast's proposed merger with AT&T Broadband. The parties discussed how the merger would unite the complementary strengths of two major cable companies, one with a strong record of cable system upgrades and balance sheet management, and one with proven success in providing cable phone services. We explained how the merger would accelerate the upgrade of AT&T's cable systems and expand the availability of broadband services including high-speed Internet service. We discussed how these benefits would result from the merger and could not be obtained in the absence of the merger.

We also explained that AT&T Comcast will be substantially less vertically integrated than was AT&T after its merger with MediaOne. Due to various intervening divestitures by AT&T and changes in attributable interests, AT&T Comcast will have attributable interests in only 25 video programming services, or 6.6% of the total national and regional programming services listed in the most recent video competition report, in contrast to the 97 services, or 27% of the total reported at the time of the 2001 video competition report, that AT&T and MediaOne possessed. Turning to horizontal effects, we explained that, because AT&T and Comcast serve different geographic areas, the merger will not diminish the MVPD choices available in the communities that AT&T Comcast will serve. On the subject of cable rates, we explained that the merger was unlikely to eliminate the substantial upward pressure resulting from rapid increases

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in the costs of programming but noted applicants' hope that the merger would attenuate those pressures, thereby diminishing upward pressure on prices for cable service. Finally, we explained that the disposition trust that is being created to hold AT&T's minority interest in TWE will ensure the disposition of that asset within a time certain.

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. Copies of this letter are also being sent to Commissioner Copps, Ms. Johns, and the merger review team. Please let me know if you have any questions.

Sincerely,

James L. Casserly

cc: Commissioner Copps
Roger D. Holberg
James R. Bird
Jeff Tobias
Qualex International

Alexis Johns
Erin Dozier
William Dever
Patrick Webre

Royce D. Sherlock
Simon Wilkie
Cynthia Bryant
Lauren Kravetz Patrich