

October 10, 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 9, 2002, the undersigned, outside counsel for AT&T Corp., had a telephone conversation with W. Kenneth Ferree and Royce D. Sherlock of the Media Bureau. During that conversation, the undersigned discussed with Mr. Ferree and Ms. Sherlock the intention of AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") to file a letter certifying that, at the time of the closing of the proposed merger of AT&T Broadband and Comcast, AT&T Comcast's interest in Time Warner Entertainment Company, L.P. ("TWE") will be insulated under the Commission's rules. The undersigned also reiterated AT&T Comcast's intent to place the TWE interest in an irrevocable disposition trust at the time of the closing of the proposed merger. The letter certifying insulation of the TWE interest was filed with the Commission later in the day.

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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Marlene H. Dortch, Secretary
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