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April 16, 2002

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ex Parte Notice

William F. Caton, Acting Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

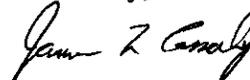
Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Mr. Caton:

On April 15, 2002, James R. Coltharp of Comcast Corporation, Betsy Brady of AT&T Corp., and I met with Susan M. Eid, Legal Advisor to Chairman Powell, and W. Kenneth Ferree, Chief of the Media Bureau. We summarized the status of the merger application process and plans to provide additional information to the Commission's staff. We reiterated the parties' desire to work cooperatively with the staff to provide the information needed for Commission review of the proposed merger. In particular, we summarized material presented in the Public Interest Statement regarding AT&T Broadband's limited partnership interest in TWE and reiterated the parties' intention, if that interest cannot be divested before the merger closes, to take the steps that may be necessary to insulate the interest under the Commission's rules and such additional steps, if any, as may be appropriate to ensure that AT&T Comcast would not be able to influence TWE prior to its ultimate sale.

Pursuant to section 1.1206(b)(2) of the Commission's rules, an original and one copy of this letter are being filed with the Office of the Secretary. Copies of this letter are also being sent to Ms. Eid and Mr. Ferree. Please let me know if you have any questions.

Sincerely,


James L. Casserly

cc: Susan M. Eid
W. Kenneth Ferree

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