

ORIGINAL

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April 19, 2002

Ex Parte Notice

RECEIVED

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

APR 19 2002  
FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**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**

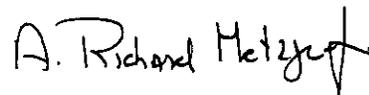
Dear Ms. Dortch:

On April 18, 2002, James R. Coltharp of Comcast Corporation ("Comcast"), Thomas Wayne of Credit Suisse First Boston, Betsy Brady of AT&T Broadband, Michael Hammer of Willkie Farr and Gallagher, outside counsel to AT&T Broadband, and I met with W. Kenneth Ferree, Sarah Whitesell, William Johnson, Royce Sherlock, Roger Holberg, Erin Dozier, and Judith Herman of the Media Bureau and James Bird, Neil Dellar, Kimberly Reindl, and Nandan Joshi of the Office of General Counsel. Mr. Wayne discussed the nature and status of AT&T Broadband's cashless stock appreciation option (which is described in note 104 of the applicants' Public Interest Statement). This included a description of the process through which the appraiser jointly engaged by AT&T Broadband and AOL Time Warner determined the current value of the Time Warner Entertainment ("TWE") limited partnership. Mr. Wayne noted that as a result of that appraisal, if, as expected, AT&T Broadband elected to exercise its cashless stock appreciation option, its interest in TWE would increase by 2.07 percent, to 27.58 percent of the Series A preferred and residual equity capital. Finally, Mr. Wayne described and discussed the registration rights process set forth in the TWE partnership agreement through which that limited partnership may be converted to a corporation and AT&T Broadband's TWE interest may be sold.

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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. If you have any questions, please contact me.

Very truly yours,



A. Richard Metzger, Jr.

cc: W. Kenneth Ferree  
Royce Sherlock  
Judith Herman  
Kimberly Reindl

Sarah Whitesell  
Roger Holberg  
James Bird  
Nandan Joshi

William Johnson  
Erin Dozier  
Neil Dellar