

ORIGINAL

EX PARTE OR LATE FILED

WILLKIE FARR & GALLAGHER

RECEIVED

JUL - 1 2002

MICHAEL H. HAMMER
202 429 4736
mhammer@willkie.com

July 1, 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20036-3384
202 328 8000
Fax: 202 887 8979

Ex Parte Notice

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

Re: Application 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 June 28, 2002, Betsy Brady and Jim Zerefos, AT&T Broadband, Richard Metzger, Lawler Metzger & Milkman, and the undersigned ("AT&T Representatives") had a telephone conversation with Royce Sherlock, FCC Media Bureau, and Neil Dellar, FCC Office of General Counsel, regarding the above-captioned matter for the purpose of responding to questions raised by the Commission. The AT&T representatives stated that the interest in Time Warner Entertainment Company, L.P. ("TWE") currently held by AT&T Broadband was initially acquired in 1993 by a subsidiary of U S WEST, Inc. In 1998, MediaOne Group, Inc. ("MediaOne"), then a subsidiary of US WEST, Inc. ("US WEST"), and U S WEST separated into two distinct public companies, with the TWE interest being retained by a subsidiary of MediaOne. In 2000, MediaOne merged with a wholly owned subsidiary of AT&T Corp., with the result that the limited partnership interest in TWE is now held by an indirect wholly owned subsidiary of AT&T Corp. The AT&T representatives further clarified that the April 16, 2002 *ex parte* letter filed in this proceeding contained all the agreements related to AT&T Broadband's ownership interest in TWE. In particular, the AT&T representative clarified that there are no additional admission agreements related to TWE. As of the date of this letter, the sole partners of TWE are wholly owned subsidiaries of AT&T Corp., holding an aggregate 27.64% limited partnership interest (including the interest acquired pursuant to the 2002 exercise of rights under the Option Agreement), and wholly owned subsidiaries of AOL Time Warner Inc., which hold the remaining 72.36% partnership interest in TWE.

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. Sherlock and Mr. Dellar.

Sincerely,



Michael Hammer

No. of Copies rec'd 071
List ABCDE

cc: Royce Sherlock
Neil A. Dellar