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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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

April 16, 2002

EX PARTE

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
445 12th Street, S.W., TW-A325
Washington, DC 20554

Re: **REDACTED – FOR PUBLIC INSPECTION**

Applications for Consent to the Transfer of Control of Licenses
from Comcast Corporation and AT&T Corp. to AT&T Comcast
Corporation.

MB Docket No. 02-70

Dear Mr. Caton:

This letter provides notice for the public record that undersigned
counsel for AT&T Corp. filed today certain confidential documents under
seal and subject to the *Protective Order* adopted by the Media Bureau for
this proceeding.¹ The confidential submission is redacted in its entirety
from this public filing. In addition to the confidentiality notice, these
documents are marked "Copying Prohibited" in accordance with the
Protective Order.

The confidential documents filed under seal include the Time Warner
Entertainment ("TWE") limited partnership agreement (conformed to reflect
certain amendments), schedules to the limited partnership agreement, the
admission agreement (including side letters relating to that agreement and
its schedules), the option agreement, a further amendment to the TWE
limited partnership agreement, and letters exchanged between MediaOne

¹ See In the Matter of 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, *Protective Order*, DA 02-734, at ¶ 2 and Exhibit A (MB March 29, 2002)
("Protective Order").

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and TWE with respect to the termination of the noncompete provisions of the TWE limited partnership agreement as to MediaOne.

The confidential documents submitted under separate cover simultaneously herewith are available for review subject to the *Protective Order* at the following address:

David Lawson, Esq.
Sidley Austin Brown & Wood
1501 K Street, N.W.
Washington, D.C. 20005
202-736-8088

An original and two copies of this letter are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules and the *Protective Order*.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael H. Hammer", with a long horizontal flourish extending to the right.

Michael H. Hammer

cc: Roger Holberg
Linda Senecal
Neil Dellar