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August 2, 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 August 1, 2002 representatives of Comcast Corporation ("Comcast") met with W. Kenneth Ferree, Chief, Media Bureau, and Paul Gallant, Special Advisor to the Bureau Chief, Media Bureau. Comcast was represented by Arthur R. Block, Senior Vice President and General Counsel, and James R. Coltharp, Senior Director, Public Policy.

The discussion generally covered the use of a trust mechanism to address concerns that have been raised regarding AT&T Corp.'s interest in the TWE partnership and the parties' efforts to dispose of that interest through the registration rights process or an alternative transaction. This discussion built on prior discussions that were reported on July 2 and July 17, 2002. Mr. Block again underscored the unique nature of the TWE partnership arrangement, the unusually large value of that interest as compared to other interests previously subject to FCC trust, and the turmoil in the capital markets. The Comcast representatives also emphasized that AT&T and Comcast are contemplating a trust proposal in addition to insulation of the TWE interest, not in lieu of insulation, that the interest involved is not a controlling interest in TWE, and that ownership of the interest that would be placed in trust would not violate any law or regulation.

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.

Very truly yours,

/s/ A. Richard Metzger, Jr.
A. Richard Metzger, Jr.

cc: W. Kenneth Ferree
Erin Dozier
Donald Stockdale
Jeff Tobias

Paul Gallant
James R. Bird
William Dever
Qualex International

Roger Holberg
David Sappington
Cynthia Bryant