



Federal Communications Commission  
Washington, D.C. 20554

September 24, 2002

*VIA FACSIMILE AND ELECTRONIC MAIL*

Mr. James R. Coltharp  
Comcast Corporation  
2001 Pennsylvania Avenue, NW  
Suite 500  
Washington, D.C. 20006

Ms. Betsy J. Brady  
Vice President  
Federal Government Affairs  
AT&T  
1120 20th Street, N.W.  
Washington, D.C. 20036

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

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Dear Mr. Coltharp and Ms. Brady:

We are writing to inform you that we are temporarily stopping the clock for the 180-day review period that governs this proceeding. In the last few weeks, we have received a substantial amount of new information from you relating to your proposed transaction. Given the volume of the recently filed information, it is now unlikely that we will be able to release an order in this proceeding within the 27 days remaining on our 180-day clock. To reflect the time we anticipate it will require for us to evaluate this material, the clock will remain stopped for 15 days.

The 180-day clock represents an undertaking by the agency to complete action on assignment and transfer of control applications within a certain time frame and a means to keep interested parties informed of the progress of those applications. The clock carries with it no procedural or substantive rights or obligations, but merely represents an informal benchmark by which to evaluate the agency's progress.

On occasion, we will stop the clock when our ability to process and review the merits of an application is impeded by justifiable delay, the parties' actions, or external events. Stopping the clock in those circumstances is intended to provide a more accurate picture of the time the Commission finds necessary to process a particular transaction. Stopping the clock does not itself delay a decision in a proceeding; it merely reflects that a decision could be delayed as a result of some external factor. When this occurs, we endeavor to send a letter, such as this one, explaining our reason for stopping the clock.

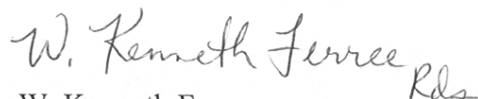
One external factor that can delay the decision-making process and lead us to stop the clock is the submission of a significant amount of new information late in a proceeding. That is the case here. In addition to several smaller filings, we have received in the last few weeks hundreds of pages of material relating to the proposed plan to restructure AT&T's interest in the Time Warner Entertainment ("TWE") limited partnership (filed just over one month ago); several additional agreements related to that restructuring (filed 11 days ago); a draft of the entire trust agreement through which you propose to insulate and divest the merged entity's interest in TWE (filed 11 days ago); a request explaining why certain merger conditions imposed in the *AT&T-Media One Order* should be removed (filed five days ago); and a statement explaining why the proposed TWE trust is in the public interest (filed four days ago). We recognize that some of these documents reflect negotiations and agreements only recently concluded. At this stage of the proceeding, we do not believe that we can fully evaluate this new material and still ensure that an order will be released by the 180-day benchmark.

We estimate that our review of this information will delay the release of our decision by approximately 15 days, and we accordingly stop the clock for that period of time. We also remind you that the Commission's ability to release an order within the 180-day benchmark is not indicative of how it will resolve the issues raised in this proceeding. Although the agency seeks to meet the 180-day benchmark, its statutory obligation to determine that an assignment or transfer serves the public interest takes precedence over the informal timeline.

This letter is unrelated to the motions that are pending before the Commission seeking the filing of certain additional documents relating to or arising out of the TWE restructuring.<sup>1</sup>

Please contact me at 202-418-2330 if you have any questions regarding this letter.

Sincerely,

Handwritten signature of W. Kenneth Ferree in cursive, with the initials "Rds" written to the right of the signature.

W. Kenneth Ferree  
Chief  
Media Bureau

cc: A. Richard Metzger

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<sup>1</sup> Motion of EarthLink, Inc., for Order Requiring Submission of Additional Information, Providing for Supplemental Comment, and Suspending the 180-Day Review Period (filed Sept. 5, 2002); Motion of Consumer Federation of America, et al, to Require AT&T and Comcast to Provide Information Material to Consideration of Application to Transfer Control of Licenses (filed Sept. 5, 2002).