

COLE, RAYWID & BRAVERMAN, L.L.P.

STAMP AND RETURN

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2381 ROSECRANS AVENUE, SUITE 110
EL SEGUNDO, CALIFORNIA 90245-4290
TELEPHONE (310) 643-7999
FAX (310) 643-7997

February 28, 2002

VIA COURIER

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

FCC/MILLON

FEB 28 2002

Attn: Gloria Conway, Cable Services Bureau

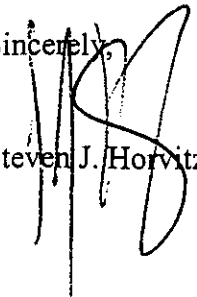
Re: **AT&T Comcast Corporation**
Application for Transfer of AT&T Corp.'s Interest in
Midcontinent Communication's CARS Licenses

Ladies and Gentlemen:

Enclosed please find FCC Form 327 requesting the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T Corp.'s interest in Midcontinent Communications, licensee of the facilities on the attached list. Also enclosed is FCC Form 159 and a check for \$2,310.00 for the required filing fee.

If there are any questions regarding this application, please contact Westley Littlejohn or the undersigned.

Sincerely,


Steven J. Horvitz

Enclosures

**Midcontinent Communications
(FRN #0002-62-1951)**

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
WLY-345	Custer, SD	02/01/2002*
WHZ-358	Ft. Pierre, SD	01/01/2006
WHZ-523	Springview, NE	01/01/2007
WGV-524	Bison, SD	03/01/2003
WAM-446	Sisseton, SD	08/01/2005
WPW-40	Rugby, ND	08/01/2005
WHZ-333	Reliance, SD	10/01/2005
WBB-708	Grafton, ND	08/01/2006
WBB-709	Grand Forks, ND	08/01/2006
WBB-710	Cavalier, ND	08/01/2006
WLY-763	Stephan, SD	02/01/2007

*Renewal application pending.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

- 1.(a) Application for: License Renewal Assignment of License
(Check only one box) Modification Reinstatement Transfer of Control
 Amendment of Application

(b) Does this application refer to an existing station? YES NO If "YES," give call sign **See Ex. A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- Add Channel(s) Change Transmit Site Add Receive Site(s) Change Antenna System
 Delete Channel(s) Change Operating Power Delete Receive Site(s) Change Height of Antenna Structure
 Change Transmitter Change Receive Site(s) Change Height of Antenna
 Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) AT&T Comcast Corporation				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 665-1700

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant.
If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.)
27-0000798

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) Thomas R. Nathan, Regulatory Affairs				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME AT&T Comcast Corporation				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 981-7535

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS On File - No Change				
CITY	STATE	ZIP CODE		

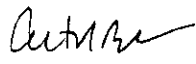
	YES	NO
3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates? Record on File If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked? If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		X
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following: (a) Direction of true north; (b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s); (c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected; (d) Every path number for the station for which this application is filed.		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.38 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

CERTIFICATION

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE 2/20/2
	WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	
PRINT FULL NAME Arthur R. Block		
(Check appropriate classification)		
<input type="checkbox"/> INDIVIDUAL APPLICANT	<input type="checkbox"/> MEMBER OF APPLICANT PARTNERSHIP	<input checked="" type="checkbox"/> OFFICER OF APPLICANT CORPORATION
<input type="checkbox"/> OFFICER OF APPLICANT ASSOCIATION	<input type="checkbox"/> OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY	

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME <i>(if person, list last name first)</i> AT&T Comcast Corporation			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶ 3	E.I. NO. <i>(or Soc. Sec. No.)</i> 27-0000798	STATE OF INCORPORATION ▶ PA

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME <i>(if person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(if person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(if person, list last name first)</i>			
CONTINUE NAME HERE IF NEEDED	ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)

	YES	NO
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		X
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant? If "YES," no further items in this section need be answered. N/A		
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners? N/A		
If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		

5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

YES	NO

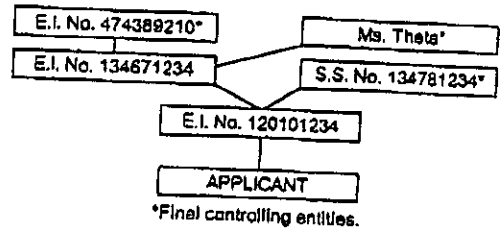
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to Item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:



NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. If they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

LEGAL NAME OF APPLICANT (If person, list name first.)
Midcontinent Communications

ASSUMED NAME USED FOR DOING BUSINESS (If any)

MAILING STREET ADDRESS OR P.O. BOX
3600 Minnesota Drive, Suite 700

CITY Edina	STATE MN	ZIP CODE 55435	AREA CODE 952	TELEPHONE NO. 844-2600
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Commission authorization is hereby requested for: (Check only one box)

- Assignment of CARS license.
- Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

Signature: *Mark S. Niblick* Date: 2-26-02

PRINT FULL NAME: MARK S. NIBLICK Pres./CEO

(Check appropriate classification.)

- Individual Applicant
- Member of Applicant Partnership
- Officer of Applicant Corporation
- Officer of Applicant Association
- Official of Applicant Governmental Entity

EXHIBIT A-1
Midcontinent Communications
(FRN #0002-62-1951)

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
WLY-345	Custer, SD	02/01/2002*
WHZ-358	Ft. Pierre, SD	01/01/2006
WHZ-523	Springview, NE	01/01/2007
WGV-524	Bison, SD	03/01/2003
WAM-446	Sisseton, SD	08/01/2005
WPW-40	Rugby, ND	08/01/2005
WHZ-333	Reliance, SD	10/01/2005
WBB-708	Grafton, ND	08/01/2006
WBB-709	Grand Forks, ND	08/01/2006
WBB-710	Cavalier, ND	08/01/2006
WLY-763	Stephan, SD	02/01/2007

*Renewal application pending.

EXHIBIT A-2
Schedule A, Item 2(c)

In addition to the contact person shown in response to item 2(c) on Page 1, copies of the correspondence and records relating to the CARS facilities on Exhibit A-1 should be directed to:

A. Renee Callahan
Lawler Metzger & Milkman, LLC
1909 K Street, NW
Suite 820
Washington, DC 20006
(202) 777-7700

Betsy J. Brady
AT&T
1120 20th Street, N.W.
Suite 1000
Washington, D.C. 20036
(202) 457-3810

Steven J. Horvitz
Cole, Raywid & Braverman, LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006
(202) 659-9750

J. Christopher Redding
Dow Lohnes & Albertson, PLLC
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, DC 20036
(202) 776-2776

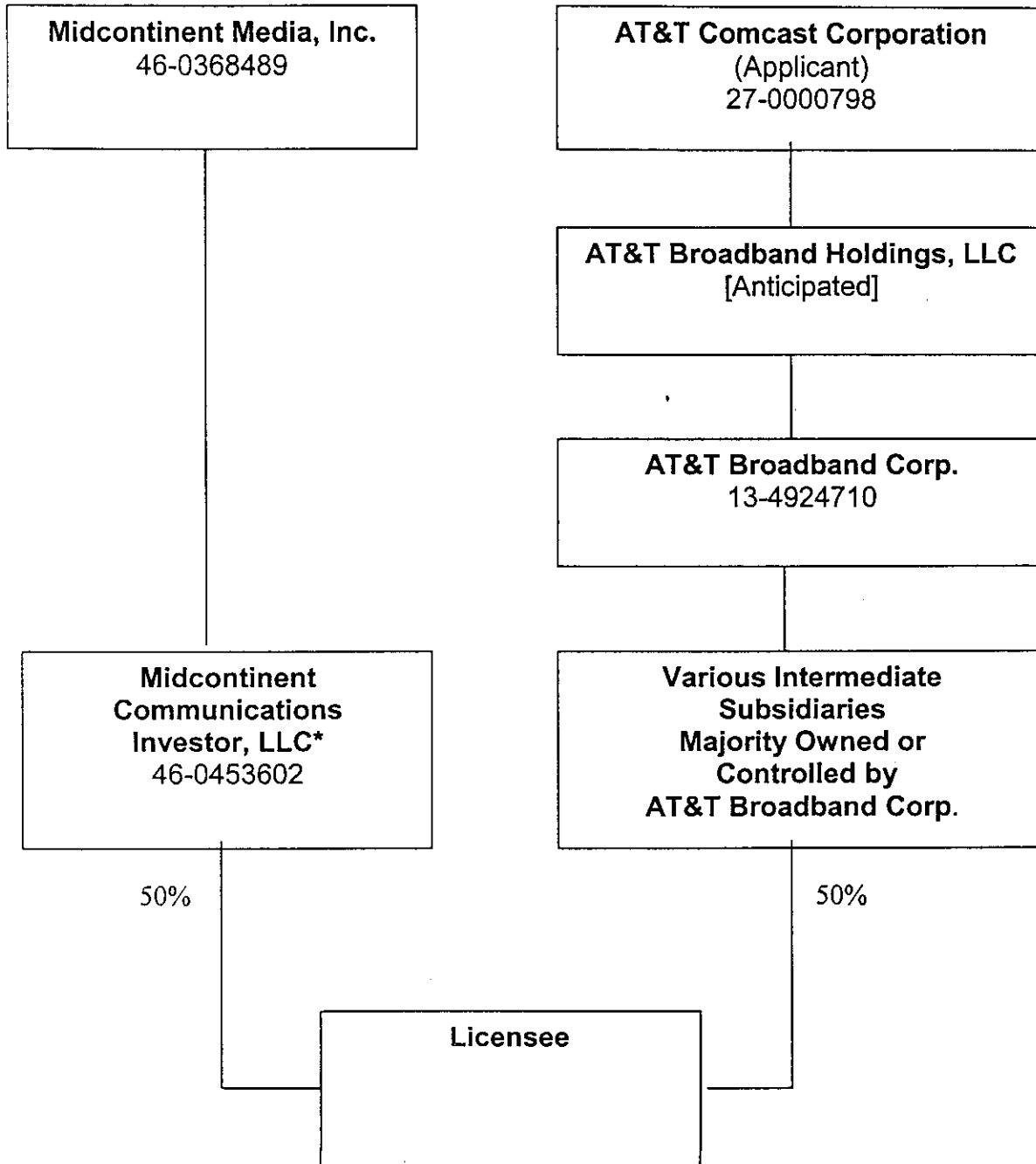
EXHIBIT A-5

Schedule A, Item 4

Section 78.13(a) of the Commission's rules states that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations, and it will continue to do so following completion of this transaction.

This transaction involves only the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T's interest in the licensee and does not affect the licensee's eligibility or operation of the cable system serviced by the subject CARS facilities. In addition, the consummation of this transaction will not create any cross-ownership interests prohibited under part 76 of the Commission's rules.

Exhibit B-4 and B-5
Ownership Structure After Transfer of Control



*Managing general partner

EXHIBIT B-6
Schedule B, Section II

ATTACHED

**A COMPLETE COPY OF THE
PUBLIC INTEREST STATEMENT IS
AVAILABLE IN THE FCC REFERENCE ROOM**

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 3

(1) LOCKBOX #

358205

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and

\$2,310.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0003-7879-42

(12) PAYER (TIN)

52-0820071

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE

PA

(18) ZIP CODE

19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WLY-345 (Custer, SD)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WHZ-358 (Ft. Pierre, SD)

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

0001

(26B) FEE DUE FOR (PTC)

210.

(27B) TOTAL FEE

210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, **Westley Kay Littlejohn**

, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

Westley Kay Littlejohn

DATE **2-28-2002**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME AT&T Comcast Corporation		
(14) STREET ADDRESS LINE NO. 1 1500 Market Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Philadelphia	(17) STATE PA	(18) ZIP CODE 19102
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) 0006-3292-47	(22) APPLICANT (TIN) 27-0000798
---	---

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID WHZ-523 (Springview, NE)	(24A) PAYMENT TYPE CODE TIC	(25A) QUANTITY 0001
(26A) FEE DUE FOR (PTC) 210.	(27A) TOTAL FEE 210.	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID WGV-524 (Bison, SD)	(24B) PAYMENT TYPE CODE TIC	(25B) QUANTITY 0001
(26B) FEE DUE FOR (PTC) 210.	(27B) TOTAL FEE 210.	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

(23C) CALL SIGN/OTHER ID WAM-446 (Sisseton, SD)	(24C) PAYMENT TYPE CODE TIC	(25C) QUANTITY 0001
(26C) FEE DUE FOR (PTC) 210.	(27C) TOTAL FEE 210.	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	

(23D) CALL SIGN/OTHER ID WPW-40 (Rugby, ND)	(24D) PAYMENT TYPE CODE TIC	(25D) QUANTITY 0001
(26D) FEE DUE FOR (PTC) 210.	(27D) TOTAL FEE 210.	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	

(23E) CALL SIGN/OTHER ID WHZ-333 (Reliance, SD)	(24E) PAYMENT TYPE CODE TIC	(25E) QUANTITY 0001
(26E) FEE DUE FOR (PTC) 210.	(27E) TOTAL FEE 210.	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	

(23F) CALL SIGN/OTHER ID WBB-708 (Grafton, ND)	(24F) PAYMENT TYPE CODE TIC	(25F) QUANTITY 0001
(26F) FEE DUE FOR (PTC) 210.	(27F) TOTAL FEE 210.	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME AT&T Comcast Corporation		
(14) STREET ADDRESS LINE NO. 1 1500 Market Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Philadelphia	(17) STATE PA	(18) ZIP CODE 19102
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) 0006-3292-47	(22) APPLICANT (TIN) 27-0000798
---	---

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID WBB-709 (Grand Forks, ND)	(24A) PAYMENT TYPE CODE TIC	(25A) QUANTITY 0001
(26A) FEE DUE FOR (PTC) 210.	(27A) TOTAL FEE 210.	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID WBB-710 (Cavalier, ND)	(24B) PAYMENT TYPE CODE TIC	(25B) QUANTITY 0001
(26B) FEE DUE FOR (PTC) 210.	(27B) TOTAL FEE 210.	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

(23C) CALL SIGN/OTHER ID WLY-763 (Stephan, SD)	(24C) PAYMENT TYPE CODE TIC	(25C) QUANTITY 0001
(26C) FEE DUE FOR (PTC) 210.	(27C) TOTAL FEE 210.	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	

(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	

(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	

(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74452

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40219	022702	02/27/2002	2310.00	2310.00	0.00

COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVE. N.W.
WASHINGTON, DC 20006-3458

BANK OF AMERICA
02992 DC
15-120-540

CHECK NO.
74452

CHECK DATE
02/28/2002

VENDOR NO.
FCC


PAY

Two thousand three hundred ten and NO/100

CHECK AMOUNT
2310.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION



⑈074452⑈ ⑆054001204⑆ 002086050069⑈

Security Features Included. Details on back.

COLE, RAYWID & BRAVERMAN, L.L.P. FEDERAL COMMUNICATIONS

74452

74452

40219	022702	02/27/2002	2310.00	2310.00	0.00
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**FILE COPY
STAMP & RETURN**

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

BRYAN CAVE LLP
700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960
(202) 508-6000
FACSIMILE: (202) 508-6200

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
LOS ANGELES, CALIFORNIA
IRVINE, CALIFORNIA

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

March 13, 2002

Via Courier

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

FCC/MELLON

MAR 13 2002

Attention: Gloria Conway
Cable Services Bureau

Re: AT&T Comcast Corporation
Application for Transfer of AT&T Corp.'s Interest
in Texas Cable Partners, L.P.'s CARS Licenses

Ladies and Gentlemen:

Transmitted herewith is an FCC Form 327, in triplicate, which requests Commission consent to the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T Corp.'s interest in Texas Cable Partners, LP, licensee of the facilities on the attached list. A request for pro forma treatment of this application is contained in Exhibit B-6. Also enclosed are FCC Forms 159 and 159-C and a check for \$3,990.00 for the required filing fee.

Should there be any questions regarding this application, please communicate with the undersigned counsel for Texas Cable Partners, L.P.

Very truly yours,



John R. Wilner

JRW/vih
Enclosures
jrw/024814/222299v1

BRYAN CAVE LLP

Federal Communications Commission

March 13, 2002

Page 2

bcc: Arthur H. Harding, Esq. (w/enc.)
Steven J. Horvitz, Esq. (w/enc.)

ATTACHMENT

<u>STATION</u>	<u>LOCATION</u>
WGZ-452	Benavides, TX
WJT-43	Corpus Christi, TX
WGI-758	Eagle Pass, TX
WGZ-450	Escobas, TX
WHZ-780	El Paso, TX
WJI-36	El Paso, TX
WLY-483	Ft. Bliss, TX
KOD-36	Harlingen, TX
WGZ-451	Horseshoe Ranch, TX
KA-80625	Houston, TX
KYX-62	Loma Vista, TX
WGI-757	Moore, TX
WHZ-869	One North, TX
KYX-61	Pearsall, TX
KOD-31	Pharr, TX
WAF-861	Port Isabel, TX
WGZ-464	Realitos, TX
WLY-742	Uvalde, TX
KOD-35	Weslaco, TX

OLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74455

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40222	022702	02/27/2002	3990.00	3990.00	0.00

COLE, RAYWID & BRAVERMAN, L.L.P.
 1919 PENNSYLVANIA AVE. N.W.
 WASHINGTON, DC 20006-3458

BANK OF AMERICA
 02992 DC
 15-120-540

CHECK NO.
74455

CHECK DATE
02/28/2002

VENDOR NO.
FCC

PAY

Three thousand nine hundred ninety and NO/100

CHECK AMOUNT
3990.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
 COMMISSION

⑈074455⑈ ⑆054001204⑆ 002086050069⑈

COLE, RAYWID & BRAVERMAN, L.L.P. FEDERAL COMMUNICATIONS

74455

74455

40222 022702 02/27/2002 3990.00 3990.00 0.00

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 4

(1) LOCKBOX #

358205

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and
\$3,990.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE
DC

(8) ZIP CODE
20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0003-7879-42

(12) PAYER (TIN)

52-0820071

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE
PA

(18) ZIP CODE
19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

KA-80625 (Houston, TX)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

KOD-31 (Pharr, TX)

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

0001

(26B) FEE DUE FOR (PTC)

210.

(27B) TOTAL FEE

210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, **Westley Kay Littlejohn**

certify under penalty of perjury that the foregoing and supporting information is true and correct to
the best of my knowledge, information and belief.

SIGNATURE

Westley Kay Littlejohn

DATE **3-13-2002**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME AT&T Comcast Corporation	
(14) STREET ADDRESS LINE NO. 1 1500 Market Street	
(15) STREET ADDRESS LINE NO. 2	
(16) CITY Philadelphia	(17) STATE PA
(18) ZIP CODE 19102	
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) 0006-3292-47	(22) APPLICANT (TIN) 27-0000798
---	---

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID KOD-35 (Wes Laco, TX)	(24A) PAYMENT TYPE CODE TIC	(25A) QUANTITY 0001
(26A) FEE DUE FOR (PTC) 210.	(27A) TOTAL FEE 210.	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID KOD-36 (Near Harlingen, TX)	(24B) PAYMENT TYPE CODE TIC	(25B) QUANTITY 0001
(26B) FEE DUE FOR (PTC) 210.	(27B) TOTAL FEE 210.	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

(23C) CALL SIGN/OTHER ID KYX-61 (Pearsall, TX)	(24C) PAYMENT TYPE CODE TIC	(25C) QUANTITY 0001
(26C) FEE DUE FOR (PTC) 210.	(27C) TOTAL FEE 210.	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	

(23D) CALL SIGN/OTHER ID KYX-62 (Lomas Vista, TX)	(24D) PAYMENT TYPE CODE TIC	(25D) QUANTITY 0001
(26D) FEE DUE FOR (PTC) 210.	(27D) TOTAL FEE 210.	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	

(23E) CALL SIGN/OTHER ID WAF-861 (Port Isabel, TX)	(24E) PAYMENT TYPE CODE TIC	(25E) QUANTITY 0001
(26E) FEE DUE FOR (PTC) 210.	(27E) TOTAL FEE 210.	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	

(23F) CALL SIGN/OTHER ID WGI-757 (Moore, TX)	(24F) PAYMENT TYPE CODE TIC	(25F) QUANTITY 0001
(26F) FEE DUE FOR (PTC) 210.	(27F) TOTAL FEE 210.	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1
1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Philadelphia

(17) STATE
PA

(18) ZIP CODE
19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)
0006-3292-47

(22) APPLICANT (TIN)
27-0000798

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID
WGI-758 (Eagle Pass, TX)

(24A) PAYMENT TYPE CODE
TIC

(25A) QUANTITY
0001

(26A) FEE DUE FOR (PTC)
210.

(27A) TOTAL FEE
210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID
WGZ-450 (Escobas, TX)

(24B) PAYMENT TYPE CODE
TIC

(25B) QUANTITY
0001

(26B) FEE DUE FOR (PTC)
210.

(27B) TOTAL FEE
210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID
WGZ-451 (Horseshoe Ranch, TX)

(24C) PAYMENT TYPE CODE
TIC

(25C) QUANTITY
0001

(26C) FEE DUE FOR (PTC)
210.

(27C) TOTAL FEE
210.

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID
WGZ-452 (Benavides, TX)

(24D) PAYMENT TYPE CODE
TIC

(25D) QUANTITY
0001

(26D) FEE DUE FOR (PTC)
210.

(27D) TOTAL FEE
210.

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID
WGZ-464 (Realitos, TX)

(24E) PAYMENT TYPE CODE
TIC

(25E) QUANTITY
0001

(26E) FEE DUE FOR (PTC)
210.

(27E) TOTAL FEE
210.

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID
WHZ-780 (El Paso, TX)

(24F) PAYMENT TYPE CODE
TIC

(25F) QUANTITY
0001

(26F) FEE DUE FOR (PTC)
210.

(27F) TOTAL FEE
210.

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT

SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE

PA

(18) ZIP CODE

19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID

WHZ-869 (One North, TX)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WGI-36 (El Paso, TX)

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

0001

(26B) FEE DUE FOR (PTC)

210.

(27B) TOTAL FEE

210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

WJT-43 (Corpus Christi, TX)

(24C) PAYMENT TYPE CODE

TIC

(25C) QUANTITY

0001

(26C) FEE DUE FOR (PTC)

210.

(27C) TOTAL FEE

210.

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

WLY-483 (Ft. Bliss, TX)

(24D) PAYMENT TYPE CODE

TIC

(25D) QUANTITY

0001

(26D) FEE DUE FOR (PTC)

210.

(27D) TOTAL FEE

210.

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

WLY-742 (Uvalde, TX)

(24E) PAYMENT TYPE CODE

TIC

(25E) QUANTITY

0001

(26E) FEE DUE FOR (PTC)

210.

(27E) TOTAL FEE

210.

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of 4

1.(a) Application for: License Renewal Assignment of License
 (Check only one box) Modification Reinstatement Transfer of Control
 Amendment of Application

(b) Does this application refer to an existing station? YES NO If "YES," give call sign **See Ex. A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

Add Channel(s) Change Transmit Site Add Receive Site(s) Change Antenna System
 Delete Channel(s) Change Operating Power Delete Receive Site(s) Change Height of Antenna Structure
 Change Transmitter Change Receive Site(s) Change Height of Antenna
 Other (Specify)

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) AT&T Comcast Corporation				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 665-1700

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant. If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.)
27-0000798

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) Thomas R. Nathan, Regulatory Affairs				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME AT&T Comcast Corporation				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 981-7535

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS On File - No Change				
CITY	STATE	ZIP CODE		

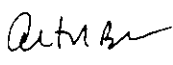
	YES	NO
(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?		
Record on File		
If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.		
(b) Will the applicant control the station equipment?	X	
(c) Will the applicant have unlimited access to the equipment?	X	
(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?	X	
(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?		X
If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		
4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following: (a) Direction of true north; (b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s); (c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected; (d) Every path number for the station for which this application is filed.		
6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.38 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).		
7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?		X

CERTIFICATION

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	SIGNATURE 	DATE 2/22/2
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME Arthur R. Block	

(Check appropriate classification)

- INDIVIDUAL APPLICANT
 MEMBER OF APPLICANT PARTNERSHIP
 OFFICER OF APPLICANT CORPORATION
 OFFICER OF APPLICANT ASSOCIATION
 OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

EXHIBIT A-1
Texas Cable Partners, L.P.
(FRN #0003-57-2153)

<u>STATION</u>	<u>LOCATION</u>
WGZ-452	Benavides, TX
WJT-43	Corpus Christi, TX
WGI-758	Eagle Pass, TX
WGZ-450	Escobas, TX
WHZ-780	El Paso, TX
WJI-36	El Paso, TX
WLY-483	Ft. Bliss, TX
KOD-36	Harlingen, TX
WGZ-451	Horseshoe Ranch, TX
KA-80625	Houston, TX
KYX-62	Loma Vista, TX
WGI-757	Moore, TX
WHZ-869	One North, TX
KYX-61	Pearsall, TX
KOD-31	Pharr, TX
WAF-861	Port Isabel, TX
WGZ-464	Realitos, TX
WLY-742	Uvalde, TX
KOD-35	Weslaco, TX

EXHIBIT A-2
Schedule A, Item 2(c)

In addition to the contact person shown in response to item 2(c) on Page 1, copies of the correspondence and records relating to the CARS facilities on Exhibit A-1 should be directed to:

John R. Wilner
Bryan Cave LLP
700 Thirteenth Street, N.W.
Suite 600
Washington, D.C. 20005
(202) 508-6041

A. Renee Callahan
Lawler Metzger & Milkman, LLC
1909 K Street, NW
Suite 820
Washington, DC 20006
(202) 777-7700

Betsy J. Brady
AT&T
1120 20th Street, N.W.
Suite 1000
Washington, D.C. 20036
(202) 457-3810

Steven J. Horvitz
Cole, Raywid & Braverman, LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006
(202) 659-9750

EXHIBIT A-5

Schedule A, Item 4

Section 78.13(a) of the Commission's rules states that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations, and it will continue to do so following completion of this transaction.

This transaction involves only the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T's interest in the licensee and does not affect the licensee's eligibility or operation of the cable system serviced by the subject CARS facilities. In addition, the consummation of this transaction will not create any cross-ownership interests prohibited under part 76 of the Commission's rules.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME <i>(If person, list last name first)</i>				
AT&T Comcast Corporation				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶
		3	27-0000798	PA

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME <i>(If person, list last name first)</i>				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)

	YES	NO
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		X
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant? If "YES," no further items in this section need be answered.		N/A
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners? If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		N/A

5. If the answer to item 2 is "YES," have the controlling owners or operators of the cooperative enterprise filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling owners or operators?

YES	NO

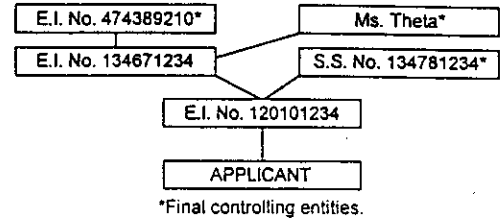
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

6. If the applicant does not answer "YES" to item 3, 4, or 5:

Attach as Exhibit B-4 the information requested of the applicant in item one for each entity which either directly or indirectly controls the applicant. In addition, attach as Exhibit B-5 a detailed diagram of the "family tree" showing the direct or indirect control of the applicant, to and including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

EXAMPLE

If the applicant is controlled by Partnership Alpha (E.I. No. 120101234) which in turn is controlled by Corporation Beta (E.I. No. 134671234) and by Mr. Dee (who has no E.I. No., but Social Security No. 134781234); and finally Mr. Cay (E.I. No. 474389210) and Ms. Theta (who has no E.I. No. and has elected not to provide her Social Security No.) control Corporation Beta, the diagram would be depicted as shown on the right:



NOTE: Use the word "applicant," not the applicant's name. For controlling entities, use the E.I. No. If they have no E.I. No., use Social Security No. Use controlling entities name only if no E.I. No. or Social Security No. is given. Also, indicate the final controlling entities.

SECTION II. Assignment of Authorization or Transfer of Control

Indicate the name, mailing address, and telephone number of the licensee.

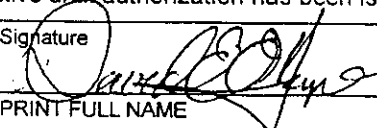
LEGAL NAME OF APPLICANT (If person, list name first.) Texas Cable Partners, L.P.				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX P.O. Box 6659				
CITY Englewood	STATE CO	ZIP CODE 80155	AREA CODE 303	TELEPHONE NO. 799-1200

Commission authorization is hereby requested for: (Check only one box)

- Assignment of CARS license. Transfer of control of CARS license.

Attached as Exhibit B-6 is a statement describing the proposed assignment or transfer of control. The assignment or transfer of control shall not be completed or become effective until authorization has been issued by the Commission.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

Signature: 
PRINT FULL NAME

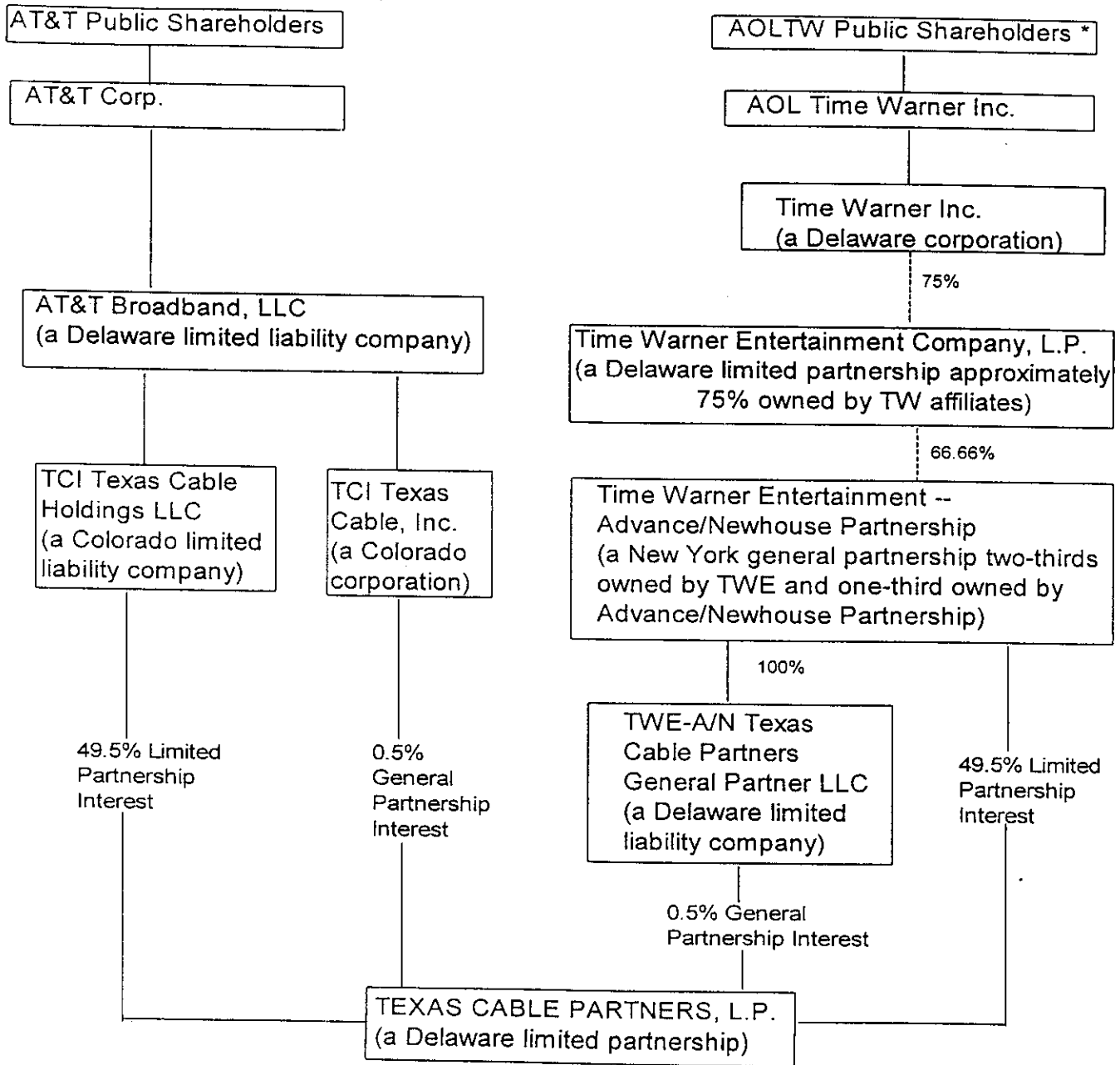
Date
March 12, 2002

David E. O'Hayre

(Check appropriate classification.)

- Individual Applicant Member of Applicant Partnership Officer of Applicant Partnership Officer of Applicant Association Official of Applicant Governmental Entity

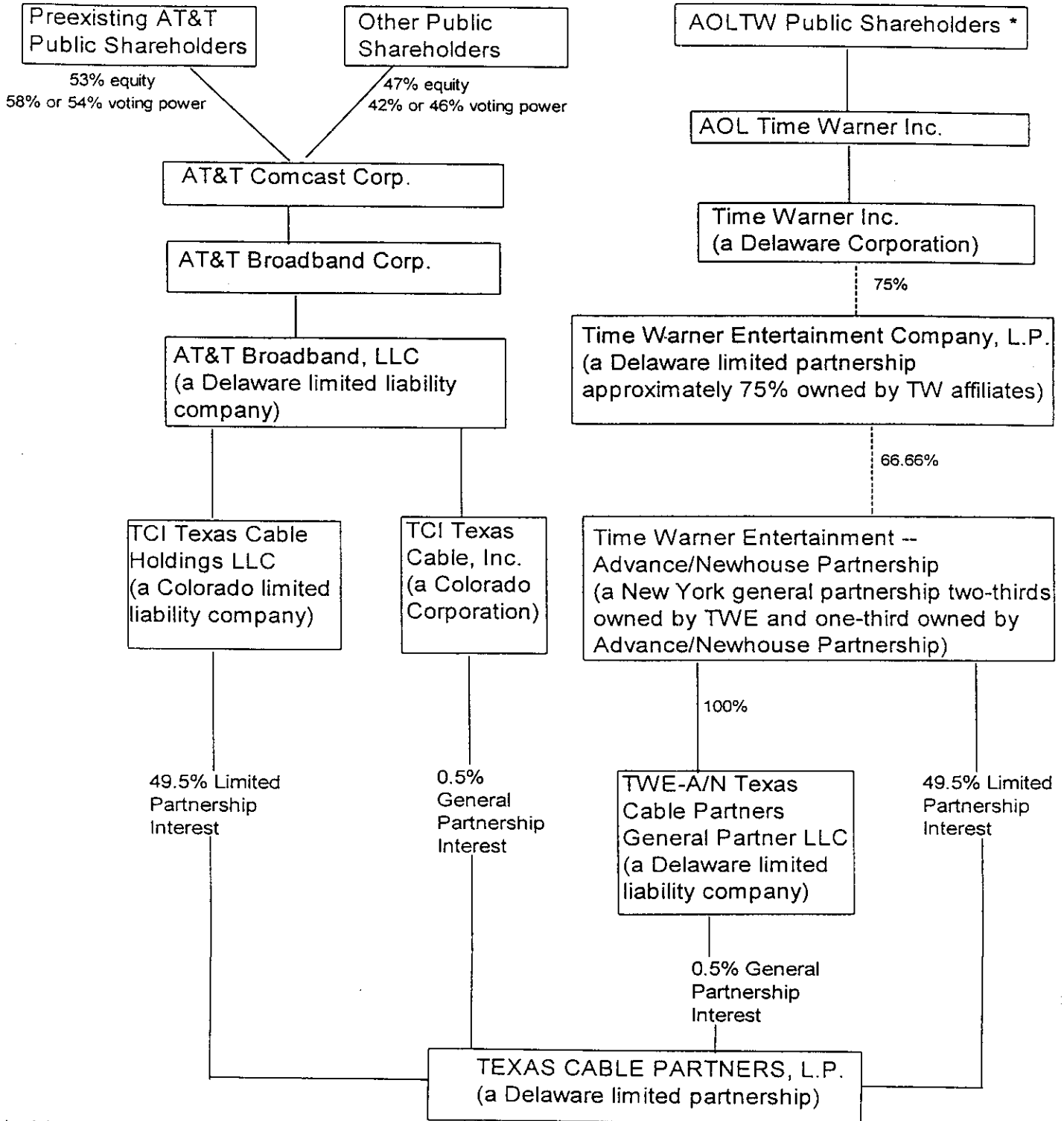
EXHIBIT B-4 & B-5
 CURRENT OWNERSHIP OF TEXAS CABLE PARTNERS, L.P.



* ultimate control

EXHIBIT B-4 & B-5

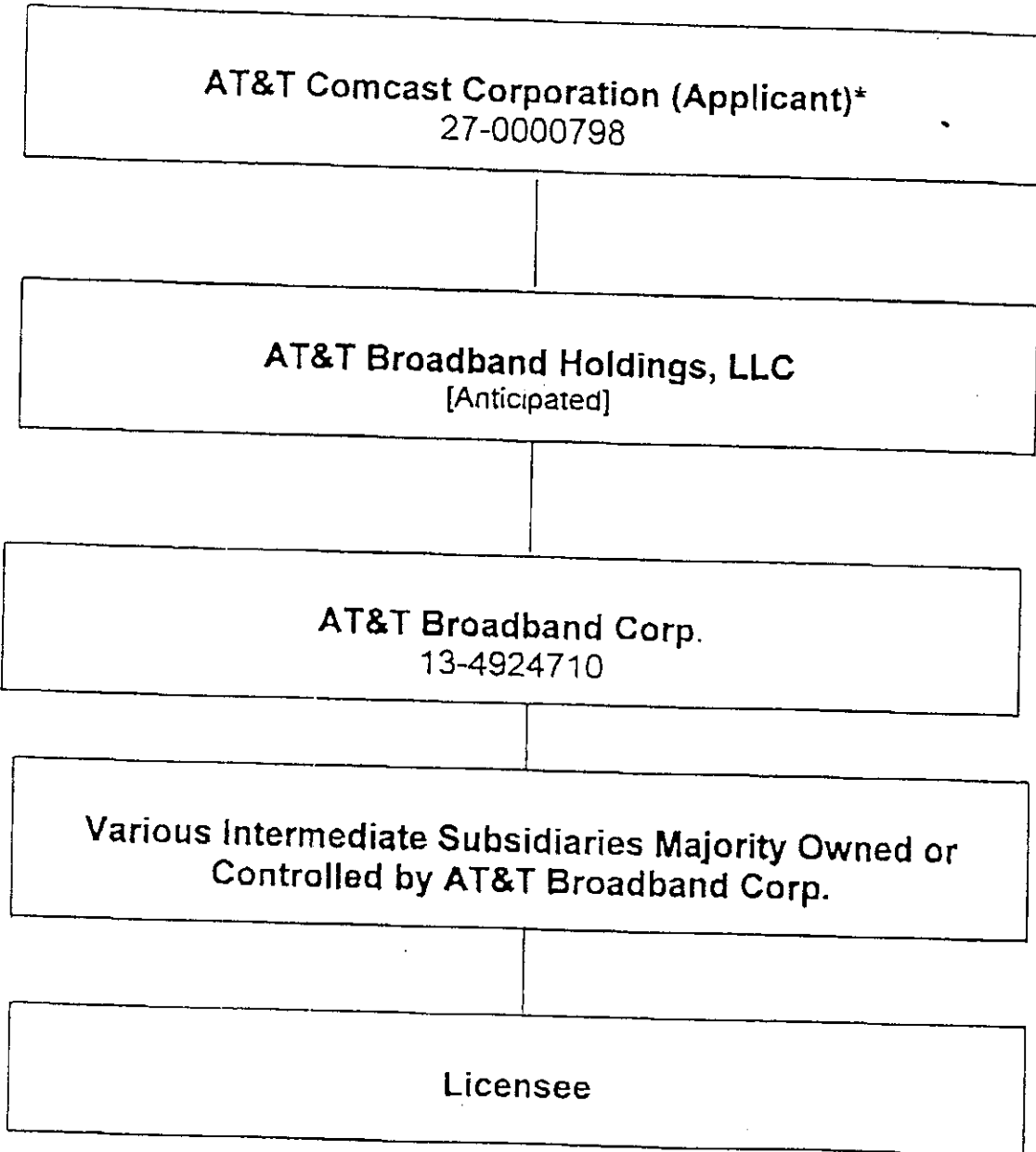
OWNERSHIP OF TEXAS CABLE PARTNERS, L.P. AFTER CONSUMMATION OF AT&T/COMCAST TRANSACTION



* ultimate control

EXHIBIT B-4 & B-5

Ownership Structure After Transfer of Control



*See accompanying description of transaction.

EXHIBIT B-6

Texas Cable Partners, L.P. ("TCP") holds licenses to operate the facilities in the Cable Television Relay Service ("CARS") listed on Exhibit A-1. TCP is a Delaware limited partnership among Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N") and TCI Texas Cable Holdings, LLC ("TCI") as limited partners, and TWE-A/N Texas Cable Partners General Partner LLC ("TWE-A/N GP," and collectively with TWE-A/N, the "Time Warner Partners") and TCI Texas Cable, Inc. ("TCI GP," and collectively with TCI, the "TCI Partners") as general partners. TWE-A/N and TCI, the two limited partners in TCP, each has a 49.5% limited partnership interest in TCP, and TWE-A/N GP and TCI GP, the two general partners in TCP, each has a 0.5% general partner interest in TCP.

Time Warner Entertainment Company, L.P. ("TWE") is a Delaware limited partnership. Each of the general partners of TWE is an indirect, wholly-owned subsidiary of AOL Time Warner Inc. ("AOLTW"). A limited partnership interest representing approximately 25.51% of the equity of TWE is held by MediaOne TWE Holdings, Inc. ("MediaOne"). MediaOne is an indirect, wholly-owned subsidiary of AT&T Corp. ("AT&T"). As the Commission is aware, MediaOne's limited partnership interest in TWE is entirely passive and MediaOne has forfeited its co-management rights under the TWE partnership agreement, including its representation on the TWE management committee.¹

¹ See In the Matter of Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from MediaOne Group, Inc., Transferor, to AT&T Corp., Transferee, Memorandum Opinion and Order, 15 FCC Rcd 9816, ¶¶ 4, 26, 71 (2000) ("AT&T/MediaOne Order").

Time Warner Cable, a division of TWE, is the General Manager of TCP. In its capacity as General Manager, Time Warner Cable provides the overall day-to-day management of TCP, and has exclusive responsibility for the management, operation, maintenance and supervision of TCP's cable television systems, subject only to prior consent of the TCP Management Committee with respect to any extraordinary matters requiring Management Committee approval.² On January 11, 2001, the Commission approved applications for transfer of control of all FCC licenses held or managed by TWE, including all licenses then held by TCP, to AOLTW.³

Pursuant to an Agreement and Plan of Merger dated as of December 19, 2001 among AT&T, AT&T Broadband Corp. ("AT&T Broadband"), Comcast Corporation ("Comcast"), AT&T Broadband Acquisition Corp., Comcast Acquisition Corp. and AT&T Comcast Corporation (the "AT&T/Comcast Transaction"), AT&T has agreed to spin-off AT&T Broadband, the entity holding AT&T's cable television interests, including its interests in TCP

² Certain extraordinary actions (such as material asset purchase or sale transactions and significant changes affecting TCP) require the approval of the six-member TCP Management Committee, consisting of three members designated by the Time Warner Partners and three members designated by the TCI Partners. Each member of the Management Committee has one vote, and all actions or decisions of the Management Committee must have unanimous approval. The powers of the Management Committee are consistent with the kinds of minority investor protections that have been found by the Commission not to confer control. News International, PLC, 97 FCC 2d 349 (1984).

³ See In the Matter of Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and America Online, Inc., Transferors, to AOL Time Warner Inc., Transferee, Memorandum Opinion and Order, 16 FCC Rcd 6547 (2001) ("AOLTW Order"). Certain CARS licenses held by TCP at the time of the AOL Time Warner merger have since been canceled, and new CARS licenses have since been acquired. Exhibit A-1 reflects these post-merger changes.

and TWE, to AT&T's shareholders. AT&T Broadband will then merge with AT&T Broadband Acquisition Corp., a wholly-owned subsidiary of AT&T Comcast Corporation ("AT&T Comcast") and Comcast will merge with Comcast Acquisition Corp., also a wholly-owned subsidiary of AT&T Comcast.

The AT&T/Comcast Transaction will not result in an assignment or transfer of control of any FCC licenses held by TCP. As the Commission has concluded, "we see no need for FCC approval in cases where ownership transfer does not result in a change in the identity of the licensee or the ultimate controlling interest of the licensee."⁴ TCP will remain as licensee of the subject CARS facilities; the AT&T/Comcast Transaction will not result in a change in the identity of the licensee. Similarly, TWE-A/N GP and TCI GP will remain as the sole general partners of TCP, and thus the AT&T/Comcast Transaction will not alter the entities serving as general partners of TCP. Day-to-day operational control of TCP will continue to be held by Time Warner Cable, an entity ultimately controlled by AOLTW and its public shareholders, as approved by the Commission in the AOLTW Order.⁵

Because the AT&T/Comcast Transaction will not result in a change in (i) the identity of TCP, (ii) the ultimate controlling interest of TCP; or (iii) day-to-day operational control of TCP, AOLTW submits that the AT&T/Comcast Transaction will, at most, constitute a pro forma

⁴ Amendment of Part 78 of the Commission's Rules Concerning Licensing Procedures and Reporting Requirements in the Cable Television Relay Service, 100 FCC 2d 1136, ¶ 12 (1985). The Commission's position is codified in Section 78.35(c) of the Rules. 47 C.F.R. §78.35(c).

⁵ AOLTW Order, ¶¶1, 316, Appendix C.

transfer of control of TCP licenses.⁶ Moreover, as discussed above, the Commission, in the AOLTW Order, approved the transfer of the FCC licenses held by TCP to AOLTW. Time Warner Cable's management of the TCP cable systems since January 11, 2001, the merger's effective date, has been in accord with and pursuant to the terms of the AOLTW Order. This factor also distinguishes TCP and the instant CARS application from the AT&T Broadband cable systems involved in the AT&T/Comcast Transaction and the related license transfer applications.⁷

⁶ See, e.g., Metromedia, Inc., 55 RR 2d 1278, 1282 (1984), recon. denied, 56 RR 2d 1198 (1984), appeal dismissed, California Association of the Physically Handicapped v. FCC, 778 F.2d 823 (D.C. Cir. 1985).

⁷ AT&T and Comcast have submitted a document entitled "Applications and Public Interest Statement" in conjunction with their license transfer applications.

ST. LOUIS, MISSOURI
NEW YORK, NEW YORK
KANSAS CITY, MISSOURI
OVERLAND PARK, KANSAS
PHOENIX, ARIZONA
LOS ANGELES, CALIFORNIA
IRVINE, CALIFORNIA

JOHN R. WILNER
DIRECT DIAL NUMBER
(202) 508-6041

BRYAN CAVE LLP
700 THIRTEENTH STREET, N.W.
WASHINGTON, D.C. 20005-3960
(202) 508-6000
FACSIMILE: (202) 508-6200

**FILE COPY
STAMP & RETURN**

RIYADH, SAUDI ARABIA
KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
DUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP.
LONDON, ENGLAND

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

FCC/MELLON **MAR 13 2002**

March 13, 2002

Via Courier

Federal Communications Commission
Cable Services Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

Attention: Gloria Conway
Cable Services Bureau

Re: AT&T Comcast Corporation
Application for Transfer of AT&T Corp.'s Interest
in Kansas City Cable Partners' CARS Licenses

Ladies and Gentlemen:

Transmitted herewith is an FCC Form 327, in triplicate, which requests Commission consent to the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T Corp.'s interest in Kansas City Cable Partners, licensee of the facilities on the attached list. A request for pro forma treatment of this application is contained in Exhibit B-6. Also enclosed are FCC Forms 159 and 159-C and a check for \$1,260.00 for the required filing fee.

Should there be any questions regarding this application, please communicate with the undersigned for Kansas City Cable Partners.

Very truly yours,



John R. Wilner

JRW/vih
Enclosures
jrw/024814/222302v1

BRYAN CAVE LLP

Federal Communications Commission

March 13, 2002

Page 2

bcc: Arthur H. Harding, Esq. (w/enc.)
Steven J. Horvitz, Esq. (w/enc.)

ATTACHMENT

<u>STATION</u>	<u>LOCATION</u>
WLY-353	Ft. Leavenworth, KS
WHZ-921	Leavenworth, KS
WGW-207	Independence, MO
WAE-602	Kansas City, MO
WGW-219	Kansas City, MO
WGW-220	Kansas City, MO

COLE, RAYWID & BRAVERMAN, L.L.P.

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74451

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40218	022702	02/27/2002	1260.00	1260.00	0.00

COLE, RAYWID & BRAVERMAN, L.L.P.

1919 PENNSYLVANIA AVE. N.W.
WASHINGTON, DC 20006-3458

BANK OF AMERICA
02992 DC
15-120-540

CHECK NO.
74451

CHECK DATE
02/28/2002

VENDOR NO.
FCC

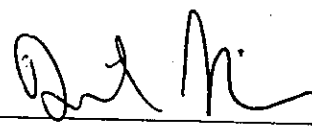
PAY

One thousand two hundred sixty and NO/100

CHECK AMOUNT
1260.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION



⑈07445⑈ ⑆05400⑆204⑆ 002086050069⑈

Security Features Included. Details on back.

COLE, RAYWID & BRAVERMAN, L.L.P. FEDERAL COMMUNICATIONS

74451

40218	022702	02/27/2002	1260.00	1260.00	0.00
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74451

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 2

(1) LOCKBOX #

358205

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and

\$1,260.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-659-9750

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0003-7879-42

(12) PAYER (TIN)

52-0820071

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

AT&T Comcast Corporation

(14) STREET ADDRESS LINE NO. 1

1500 Market Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Philadelphia

(17) STATE

PA

(18) ZIP CODE

19102

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0006-3292-47

(22) APPLICANT (TIN)

27-0000798

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WAE-602 (Kansas City, KS)

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

0001

(26A) FEE DUE FOR (PTC)

210.

(27A) TOTAL FEE

210.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WGW-207 (Independence, MO)

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

0001

(26B) FEE DUE FOR (PTC)

210.

(27B) TOTAL FEE

210.

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Westley Kay Littlejohn

certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

Westley Kay Littlejohn

DATE **2-28-2002**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

MASTERCARD

EXPIRATION

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME AT&T Comcast Corporation		
(14) STREET ADDRESS LINE NO. 1 1500 Market Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Philadelphia		(17) STATE PA
		(18) ZIP CODE 19102
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN) 0006-3292-47	(22) APPLICANT (TIN) 27-0000798
---	---

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

SECTION CC - PAYMENT INFORMATION

(23A) CALL SIGN/OTHER ID WGW-219 (Kansas City, MO)		(24A) PAYMENT TYPE CODE TIC	(25A) QUANTITY 0001
(26A) FEE DUE FOR (PTC) 210.	(27A) TOTAL FEE 210.	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		

(23B) CALL SIGN/OTHER ID WGW-220 (Kansas City, MO)		(24B) PAYMENT TYPE CODE TIC	(25B) QUANTITY 0001
(26B) FEE DUE FOR (PTC) 210.	(27B) TOTAL FEE 210.	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		

(23C) CALL SIGN/OTHER ID WHZ-921 (Leavenworth, KS)		(24C) PAYMENT TYPE CODE TIC	(25C) QUANTITY 0001
(26C) FEE DUE FOR (PTC) 210.	(27C) TOTAL FEE 210.	FCC USE ONLY	
(28C) FCC CODE 1	(29C) FCC CODE 2		

(23D) CALL SIGN/OTHER ID WLY-353 (Ft. Leavenworth, KS)		(24D) PAYMENT TYPE CODE TIC	(25D) QUANTITY 0001
(26D) FEE DUE FOR (PTC) 210.	(27D) TOTAL FEE 210.	FCC USE ONLY	
(28D) FCC CODE 1	(29D) FCC CODE 2		

(23E) CALL SIGN/OTHER ID		(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1	(29E) FCC CODE 2		

(23F) CALL SIGN/OTHER ID		(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1	(29F) FCC CODE 2		

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE A

Page 1 of 4

- 1.(a) Application for: (Check only one box)
- | | | |
|---------------------------------------|--|---|
| <input type="checkbox"/> License | <input type="checkbox"/> Renewal | <input type="checkbox"/> Assignment of License |
| <input type="checkbox"/> Modification | <input type="checkbox"/> Reinstatement | <input checked="" type="checkbox"/> Transfer of Control |
| | | <input type="checkbox"/> Amendment of Application |

(b) Does this application refer to an existing station? YES NO If "YES," give call sign **See Ex. A-1**

(c) If this application is for a modification of a licensed station, check the box(es) for the appropriate description(s). Attach as Exhibit A-1 a complete explanation of the modification or proposed construction.

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> Add Channel(s) | <input type="checkbox"/> Change Transmit Site | <input type="checkbox"/> Add Receive Site(s) | <input type="checkbox"/> Change Antenna System |
| <input type="checkbox"/> Delete Channel(s) | <input type="checkbox"/> Change Operating Power | <input type="checkbox"/> Delete Receive Site(s) | <input type="checkbox"/> Change Height of Antenna Structure |
| <input type="checkbox"/> Change Transmitter | <input type="checkbox"/> Change Receive Site(s) | <input type="checkbox"/> Change Height of Antenna | |
| <input type="checkbox"/> Other (Specify) | | | |

2.(a) Indicate the name, mailing address, and telephone number of the applicant.

LEGAL NAME OF APPLICANT (If person, list last name first) AT&T Comcast Corporation				
CONTINUE NAME HERE IF NEEDED				
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 665-1700

(b) Indicate Internal Revenue Service Employer Identification (E.I.) Number used by the applicant. If the applicant has no E.I. Number, use Social Security Number.

E.I. NO. (OR SOC. SEC. NO.) 27-0000798
--

(c) Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

NAME OF CONTACT PERSON (Last name first.) Thomas R. Nathan, Regulatory Affairs				
CONTINUE NAME HERE IF NEEDED				
FIRM OR COMPANY NAME AT&T Comcast Corporation				
MAILING STREET ADDRESS OR P.O. BOX 1500 Market Street				
CITY Philadelphia	STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE NO. 981-7535

Attach as Exhibit A-2 the name, mailing address, and telephone number of each additional person who should be contacted, if any.

(d) Indicate the address where the station's records will be maintained.

STREET ADDRESS On File - No Change				
CITY	STATE	ZIP CODE		

3.(a) Will the applicant provide program material to cable television systems other than those which the applicant owns or operates?

Record on File

If "YES," attach as Exhibit A-3 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis; or a copy of a written statement specifying that service will be provided without charge.

(b) Will the applicant control the station equipment?

(c) Will the applicant have unlimited access to the equipment?

(d) Will effective measures be taken to prevent use of the equipment by unauthorized persons?

(e) Has the applicant or any controlling party to this application had any FCC station license, permit, or authorization revoked?

If "YES," attach as Exhibit A-4 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.

YES	NO
X	
X	
X	
	X
	X

4. Attach as Exhibit A-5 a statement showing that the applicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.

5. Attach as Exhibit A-6 a map or drawing of appropriate detail showing the complete proposed relay system including points of interconnection, if any, with other cable television relay stations, common carrier stations, and/or other stations. The map or drawing should show the following:

- (a) Direction of true north;
- (b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal receiving point(s);
- (c) Call sign(s) and licensee(s) of any station(s) to which applicant's proposed station will be interconnected;
- (d) Every path number for the station for which this application is filed.

6. For a new station, new receive site, or change in azimuth, transmit antenna, power (increase only), or frequency of an existing station, attach as Exhibit A-7 a statement or showing detailing the results of a frequency coordination study performed pursuant to Section 78.36 of the FCC Rules by a technically qualified person or entity (e.g. local coordinating committees, frequency engineering firms, etc.).

7. Is the applicant, or any of its partners, members, or owners, a foreign government or the representative thereof?

CERTIFICATION

All the statements made in the application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The applicant certifies that he has a current copy of the Commission's Rules governing the Cable Television Relay Service (CARS).

The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.

SIGNATURE
Arthur R. Block

DATE
2/22/2

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

PRINT FULL NAME
Arthur R. Block

(Check appropriate classification)

- INDIVIDUAL APPLICANT
- MEMBER OF APPLICANT PARTNERSHIP
- OFFICER OF APPLICANT CORPORATION
- OFFICER OF APPLICANT ASSOCIATION
- OFFICIAL OF APPLICANT GOVERNMENTAL ENTITY

EXHIBIT A-1
Kansas City Cable Partners
(FRN #0001-61-0427)

<u>Call Sign</u>	<u>Location</u>	<u>Expiration Date</u>
WAE-602	Kansas City, KS	5/1/2004
WGW-207	Independence, MO	2/1/2002
WGW-219	Kansas City, MO	2/1/2002
WGW-220	Kansas City, MO	2/1/2002
WHZ-921	Leavenworth, KS	1/1/2004
WLY-353	Ft. Leavenworth, KS	4/1/2002

EXHIBIT A-2
Schedule A, Item 2(c)

In addition to the contact person shown in response to item 2(c) on Page 1, copies of the correspondence and records relating to the CARS facilities on Exhibit A-1 should be directed to:

John R. Wilner
Bryan Cave LLP
700 Thirteenth Street, N.W.
Suite 600
Washington, D.C. 20005
(202) 508-6041

A. Renee Callahan
Lawler Metzger & Milkman, LLC
1909 K Street, NW
Suite 820
Washington, DC 20006
(202) 777-7700

Betsy J. Brady
AT&T
1120 20th Street, N.W.
Suite 1000
Washington, D.C. 20036
(202) 457-3810

Steven J. Horvitz
Cole, Raywid & Braverman, LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, DC 20006
(202) 659-9750

EXHIBIT A-5

Schedule A, Item 4

Section 78.13(a) of the Commission's rules states that an owner or operator of a cable television system is eligible to hold a Cable Television Relay Station ("CARS") license. The current licensee uses the subject CARS facilities in connection with its cable television operations, and it will continue to do so following completion of this transaction.

This transaction involves only the transfer from AT&T Corp. to AT&T Comcast Corporation of AT&T's interest in the licensee and does not affect the licensee's eligibility or operation of the cable system serviced by the subject CARS facilities. In addition, the consummation of this transaction will not create any cross-ownership interests prohibited under part 76 of the Commission's rules.

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); and the Internal Revenue Service Employer Identification (E.I.) Number used by the entity (if the entity has no E.I. Number, use Social Security Number). If the entity is a nongovernmental corporation, indicate the state under whose laws the corporation is organized.

LEGAL NAME <i>(If person, list last name first)</i>				
AT&T Comcast Corporation				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶
		3	27-0000798	PA

Indicate applicant's members; partners; or owners (if a cooperative enterprise).

LEGAL NAME <i>(If person, list last name first)</i>				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

LEGAL NAME <i>(If person, list last name first)</i>				
CONTINUE NAME HERE IF NEEDED		ENTITY CODE ▶	E.I. NO. <i>(or Soc. Sec. No.)</i>	STATE OF INCORPORATION ▶

(If additional space is needed, attach as Exhibit B-1 the requested information in the same format as above.)

	YES	NO
2. Is the applicant a cooperative enterprise wholly owned by cable television owners or operators?		X
3. Has the above-named applicant filed FCC Form 325 indicating all entities which either directly or indirectly control the applicant? If "YES," no further items in this section need be answered.		N/A
4. If the applicant is an unincorporated association or partnership, have the applicant's controlling members or partners filed FCC Form(s) 325 indicating all entities which either directly or indirectly control such controlling members or partners? 		N/A
If "YES," attach as Exhibit B-2 a statement explaining which members or partners control the applicant; no further items in this section need be answered.		