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

STAMP AND RETURN

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EL SEGUNDO, CAUFORNIA 90245-4290
TELEPHONE (3IO) 643-7999
FAX (3IO) 643-7997

FCC/Mallon

February 28, 2002

VIA COURIER

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

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.

Enclosures

Federal Communications Commission February 28, 2002 Page 2

Midcontinent Communications (FRN #0002-62-1951)

Call Sign	Location	Expiration Date
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.

FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

		SC	HEDULE A			
1.(a) Application for:					·	Page 1 of
(Check only one i	☐ License box)		Renewal		Assignme	ent of Licens
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42.5					Amendm	ent of Applic
	tion refer to an existing sta		X YES	□ NO I	f "YES " give call	sign o =
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Delete Channel(s)	Change Operating F	ower [Delete Recei	ve Site(s)	Change Heig Structure	ht of Anteni
Change Transmitter] Change Reco	eive Site(s)	Change Heig	ht of Antenr
Other (Specify)						
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ASSUMED NAME USED F	OR DOING BUSINESS (If any)				+ 	
	•					
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If the applicant has no E	e Service Employer Identification J. Number, use Social Security Number.	(E.I.) Number a umber,	used by the applicar	nt.	E.I. NO. (OR SOC. SE 27-0000798	EC. NO.)
(c) Indicate the name, mailir	ng address, and telephone numbe	r of porces to	antest Voltania		21-0000198	
NAME OF CONTACT PERS		- Di person to c	contact, if other than	applicant.		
Thomas R. Natha	n, Regulatory Affairs	:			·	
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FIRM OR COMPANY NAME						5
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сітү Philadelphia		STATE PA	ZIP CODE 19102	AREA CODE 215	TELEPHONE 981-7535	NO.
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	re the station's records will be mai	intained.				
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On File - No Chang	<u>je</u>					
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STATE

ZIP CODE

PARTNERSHIP

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.

CONTINUE NAME HERE IF NEEDED	CODE	•	3	E.I. NO. (or Soc. Sec. No.) 27-0000798	STATE OF INCORPO- RATION	>	PA
Indicate applicant's members; partners; or owners (if a cooperative enterpri	se).	•			11011014	,	1
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EXHIBIT A-1 Midcontinent Communications (FRN #0002-62-1951)

Call Sign	Location	Expiration Date
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

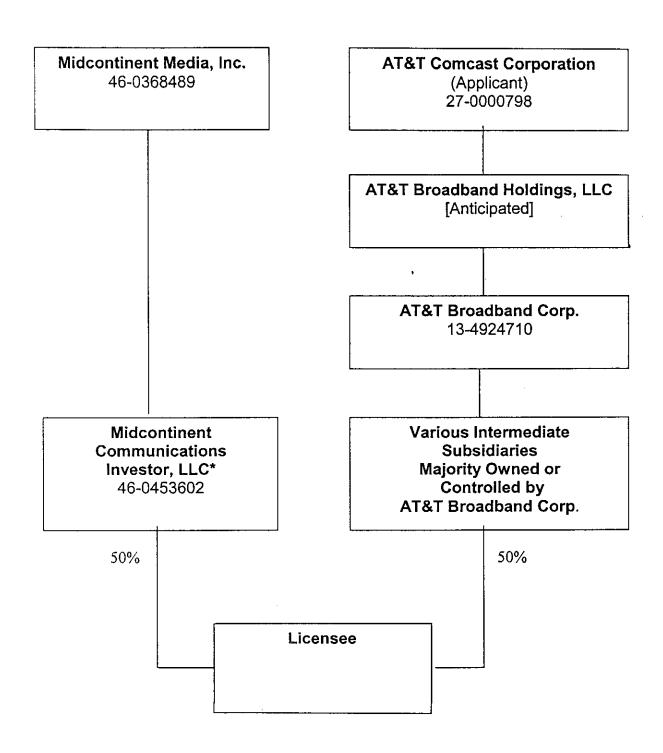
EXHIBIT A-5

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

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FEDERAL COMMUNICATIONS COMMISSION

Page No 2 of 3

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FEDERAL COMMUNICATIONS COMMISSION

3060-0589 Page No <u>3</u> of <u>3</u>

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

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FEDERAL COMMUNICATIONS

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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

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Details on back.

02/28/2002 **FCC**

PAY

Two thousand three hundred ten and NO/100

CHECK AMOUNT 2310.00

TO THE ORDER OF

FEDERAL COMMUNICATIONS

COMMISSION

#074452# #054001204# 002086050069#

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COMMUNICATIONS COLE, RAYWID & BRAVERMAN, L.I.

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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

KUWAIT CITY, KUWAIT
ABU DHABI, UNITED ARAB EMIRATES
OUBAI, UNITED ARAB EMIRATES
HONG KONG
SHANGHAI, PEOPLE'S REPUBLIC OF CHINA
IN ASSOCIATION WITH BRYAN CAVE,
A MULTINATIONAL PARTNERSHIP.

LONDON, ENGLAND

MAR 1 3 2002

INTERNET ADDRESS JRWILNER@BRYANCAVELLP.COM

March 13, 2002

FCC/MELLON

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 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 Wihen

John R. Wilner

JRW/vih Enclosures jrw/024814/222299v1

BRYAN CAVE LLP

Federal Communications Commission March 13, 2002 Page 2

bcc: Arth

Arthur H. Harding, Esq. (w/enc.)

Steven J. Horvitz, Esq. (w/enc.)

ATTACHMENT

STATION LOCATION

WGZ-452 Benavides, TX

WJT-43 Corpus Christi, TX

WGI-758 Eagle Pass, TX

WGZ-450 Escobas, TX

WHZ-780 El Paso, TX

WЛ-36 EI 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

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO.

YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	74455
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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

VENDOR NO.

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FCC 02/28/2002

PAY

Three thousand nine hundred ninety and NO/100

CHECK AMOUNT

3990.00

TO THE ORDER OF

FEDERAL COMMUNICATIONS

COMMISSION

#O74455# #O54001204# 002086050069#

COMMUNICATIONS COLE, RAYWID & BRAVERMAN, L.

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READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		<u> </u>		
S D D ONE I ROCEEDING	FEDERAL (COMMUNICATION	IS COMMISSION	Approved by OMB 3060-0589
	RE	MITTANCE A	DVICE	Page No 1 of 4
(1) LOCKBOX#			SPECIAL USE	
358205			FCC USE ONLY	
(2) PAVED 114	SECTIO	N A - PAYER INF	ORMATION	
(2) PAYER NAME (if paying by credit card, e Cole, Raywid & Braverman	POLOT DOTOG GRADALITA A	ppears on your card)		(3) TOTAL AMOUNT PAID (U.S. Dollars and
(4) STREET ADDRESS LINE NO. 1				\$3,990.00
1919 Pennsylvania Avenue	, N.W.	_		
(5) STREET ADDRESS LINE NO. 2 Suite 200				
(6) CITY				(7) STATE (8) ZIP CODE
Washington				(7) STATE (8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (inc 202-659-9750		(10) COUNTRY CODE		
FCC REGISTRATIO	ON NUMBER (FRN) AND TAX IDEN	TIFICATION NI	MBER (TIN) REQUIRED
(11) PAYER (FRN) 0003-7879-42	1,0	(12) PAYER (TIN)		
	AND THE ABOVE	<u>52-0820071</u>		
	HAN ONE APPLIC	CANT NAME ARE ANT. USE CONTI	DIFFERENT, C	OMPLETE SECTION B
			NOATION SHEE	15 (FORM 159-C)
AT&T Comcast Corporation (14) STREET ADDRESS LINE NO. 1	1		· · · · · · · · · · · · · · · · · · ·	
1500 Market Street				
(15) STREET ADDRESS LINE NO. 2				
(16) CITY				(17) STATE (18) ZIP CODE
Philadelphia (19) DAYTIME TELEPHONE NUMBER (incl				PA 19102 -
(13) DAT TIME TELEPHONE NUMBER (Incl.	ude area code) (7	20) COUNTRY CODE	(if not in U.S.A.)	
FCC REGISTRATIO	N NUMBER (FRN) AND TAX IDENT	CIFICATION NU	MBER (TIN) REQUIRED
, , , , , , , , , , , , , , , , , , , ,	(4	22) APPLICANT (TIN))	- LESS (TR.) REQUIRED
0006-3292-47	200 E + CV CERT	27-0000798		
	JR EACH SERVIC	(24A) PAYMENT T	ES ARE NEEDE	D, USE CONTINUATION SHEET
KA-80625 (Houston, TX)		TIC	ľ	5a) QUANTITY 001
(26A) FEE DUE FOR (PTC) 210 .	(27A) TOTAL FEE	0.40	FCC USE ONL	
(28A) FCC CODE 1	(29A) FCC COD	210.		
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT T	YPE CODE (2	5B) QUANTITY
KOD-31 (Pharr, TX) (26B) FEE DUE FOR (PTC)	[(270) TOT: 1 - 000	TIC	o	001
210.	(27B) TOTAL FEE	210.	FCC USE ONL	Y
(28B) FCC CODE I	(29B) FCC CODE	E 2		
(30) CERTIFICATION STATEMENT	SECT	ION D - CERTIFIC	CATION	
Westley Kay Littlejohn	·	, certify under penalty	of periury that the for	regoing and supporting information is true and correct to
the best of my knowledge, information and belief.	SIGNATUR	E Westey	a Witth	egoning and supporting information is true and correct to
<u> </u>	SECTION E - CREI			
	VISA ACCOUNT NUM		INPUNFORMAT	ION
MASTERCARD MASTERCARD	LLLL	BER:		EXPIRATION
VISA I hereby authorize the FCC	C to charge my VISA	or MASTERCARD	for the service(s)/a	authorization herein described.
SIGNATURE				DATE

FEDERAL COMMUNICATIONS COMMISSION

Page No <u>2</u> of <u>4</u>

					SPECIAL USE	<u>-=</u>
					FCC USE ONLY	
	USI	THIS SECTION	ONLY FOR EACH	ADDITIONA	AL APPLICANT	
(13) APPLICANT NAME		SECTION BB - A	DDITIONAL APPL	ICANT INFO	DRMATION	
AT&T Compast Co	rnoratio	n				
1 (14) SIKEET ADDRESS LIN	JE NO 1	11				
1500 Market Stree	t					
(15) STREET ADDRESS LIN	IE NO. 2					
(16) CITY					,	
Philadelphia					(17) STATE (18) ZIP CODE	
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			(20) COUNTRY COD			
FCC R	EGISTRATI	ON NUMBER (FR	N) AND TAX IDEN	TIFICATION	N NUMBER (TIN) REQUIRED	
			(22) APPLICANT (TII	V)	NUMBER (TIN) REQUIRED	
0006-3292-47			27 0000700	•		
IF MORE BOXES	ARE NEED	ED, USE ADDITI	ONAL FCC 159-C	CONTINUAT	ION SHEETS TO LIST EACH SERVICE	
(23A) CALL SIGN/OTHER ID		SECTION	CC - PAYMENT I	NFORMATIO	ON	
KOD-35 (Wes Laco	TV1		(24A) PAYMENT	TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	, IA)	(274) 7074	TIC		0001	
	210.	(27A) TOTAL FEE		FCC USE	ONLY	
(28A) FCC CODE 1		(29A) FCC CO	210.	_		
(23B) CALL SIGN/OTHER ID						
KOD-36 (Near Harli	ngen. TX	n	(24B) PAYMENT	TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE	I IIC	LECG HOP	0001	
(200) 500	<u>21</u> 0.		210.	FCC USE	ONLY	
(28B) FCC CODE 1		(29B) FCC CO	DE 2			
			·			
(23C) CALL SIGN/OTHER ID			(24C) PAYMENT T	VPE CODE	105000	
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(26C) FEE DUE FOR (PTC)	0.40	(27C) TOTAL FEE		FCC USE		
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()00 00021		(29C) FCC COI	DE 2			
(227)						
(23D) CALL SIGN/OTHER ID	4. T M		(24D) PAYMENT T	YPE CODE	(25D) QUANTITY	
KYX-62 (Lomas Vis	ta, IX)	1,000	TIC		0001	
	210.	(27D) TOTAL FEE	040	FCC USE	ONLY	·
(28D) FCC CODE 1	2.10.	(29D) FCC COL	210.			
		(0,0), cc col	JE 2			
(23E) CALL SIGN/OTHER ID						
NAF-861 (Port Isabe	al TV\		(24E) PAYMENT T	YPE CODE	(25E) QUANTITY	
26E) FEE DUE FOR (PTC)	CI, IA)	(27E) TOTAL FEE	TIC		0001	İ
	210.	(27C) TOTAL PEE	240	FCC USE (DNLY	
28E) FCC CODE I		(29E) FCC COD	210.			
23F) CALL SIGN/OTHER ID						
VGI-757 (Moore, TX)		(24F) PAYMENT TY	PE CODE	(25F) QUANTITY	
26F) FEE DUE FOR (PTC)		(27F) TOTAL FEE	1110	ECC HOE o	0001	
28F) FCC CODE 1	210.		210.	FCC USE C	INLY	
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FEDERAL COMMUNICATIONS COMMISSION

Page No 3 of 4

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(13) APPLICANT NAME			JN BR - VD	DITIC	ONAL APPLIC	ANT INFO	RMATION		
AT&T Comcast Co	rporation	1							
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	E NO. 2								
(16) CITY							(17)	STATE (18) ZIP CO	NDC .
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(23A) CALL SIGN/OTHER ID			SECTION	(CC - F	PAYMENT INF	ORMATIO	N		
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(26A) FEE DUE FOR (PTC)		(27A) TOTAL FEE	<u></u>	<u> </u>	FCC USE	0001		
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(28A) FCC CODE 1		(2	29A) FCC COI	DE 2					
						-4			
(23B) CALL SIGN/OTHER ID	TV			(24)	B) PAYMENT TY	PE CODE	(25B) QUAN	TITY	<u> </u>
WGZ-450 (Escobas	3, IX)	1 (220)	TOTAL EFF	TIC	<u>C</u>		0001		
	210.	(4/6)) TOTAL FEE	÷	210.	FCC USE	ONLY		
(28B) FCC CODE 1		1 (2	29B) FCC COI	DE 2	<u> </u>	<u> </u>			
									
(23C) CALL SIGN/OTHER ID				(24	C) PAYMENT TY	PE CODE	(25C) QUAN'	TITV	
WGZ-451 (Horsesh	oe Ranch			TK	C		0001	1111	
(26C) FEE DUE FOR (PTC)	040	(27C)) TOTAL FEE	,		FCC USE			
(28C) FCC CODE I	210.	1.	29C) FCC COL	DE 3	210.	<u>-</u>			
		(4	9C) rec col	JE 2					
(23D) CALL SIGN/OTHER ID									
WGZ-452 (Benavide	es. TX)			(24E	D) PAYMENT TY	PE CODE	(25D) QUAN	TITY	
(26D) FEE DUE FOR (PTC)		(27D)) TOTAL FEE		<u> </u>	FCC USE (0001		
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(23E) CALL SIGN/OTHER ID	T \(\(\)				E) PAYMENT TYP	'E CODE	(25E) QUANT	rity	
NGZ-464 (Realitos, 26E) FEE DUE FOR (PTC)	<u>, IX)</u>	T (27E)	TOTAL FEE	TIC	<u>C</u>	·	0001		
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23F) CALL SIGN/OTHER ID				(24F	F) PAYMENT TYP	E CODE	T (2.55) OTTA 150		
VHZ-780 (El Paso,	TX)			TIC) PATMICHT III.	E CODE	(25F) QUANT	TTY	-
26F) FEE DUE FOR (PTC)	240	(27F) ?	TOTAL FEE			FCC USE O	NLY		
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FCC FORM 159-C

FEBRUARY 2000 (REVISED)

SPECIAL USE

FEDERAL COMMUNICATIONS COMMISSION

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Page No 4	_ of _ 4

					FCC USE ONLY
	USE	THIS SECTION	ONLY FOR EACH	ADDITIONA	I ADDI ICANIC
400		SECTION BB - A	DDITIONAL APPLI	CANT INFO	RMATION
(13) APPLICANT NAME				.c.i.i.i.iii	MIATION
AT&T Comcast Co	prporation	<u>n</u>			
1500 Market Stree	NE NO. 1 •				
(15) STREET ADDRESS LIN	JE NO 2				
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(16) CITY					
Philadelphia					(17) STATE (18) ZIP CODE
(19) DAYTIME TELEPHON	E NUMBER (inc	lude area code)	(20) COUNTRY CODE	(if not in U.S.A.	PA 19102 -
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() · · · () ()			(22) APPLICANT (TIN	T)	
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(23A) CALL SIGN/OTHER ID		SECTION	CC - PAYMENT IN	VFORMATIO	ON
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		, , , , , ,			
(23B) CALL SIGN/OTHER ID					
WGI-36 (El Paso, T	' X'		(24B) PAYMENT T	YPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	<u> </u>		TIC		0001
		I (27R) TOTAL FEL		Trace Lies	
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FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

			\$	SCHEL	DULE A		.	Page 1	· 1
1.(a) Application for:	, ,	License			Renewal			Assignment of Lic	
(Check only one	box)			Reinstatement					
				Ļ	Remstate	ment		Transfer of Contro)l
(b) Does this applica	tion r	oforto on a della contra						Amendment of Ap	
		efer to an existing state		.4 - 4?	X YES	☐ NO	If "YE	ES," give call sign See	э Ех.
as Exhibit A-1 a c	ompl	a modification of a lice explanation of the	ensea s modific	ation	n, cneck the or proposed	box(es) for the construction.	₃ app	ropriate description(s)	. Atta
Add Channel(s)		Change Transmit Sit	e		Add Receive	Site(s)		Change Antenna Sys	tem
Delete Channel(s)		Change Operating Pe	ower		Delete Recei	ve Site(s)		Change Height of And Structure	tenna
Change Transmitter					Change Rece	eive Site(s)		Change Height of Ant	tenna
Other (Specify)									
2.(a) Indicate the name, mail	ing add	dress, and telephone number	r of the apr	plicant.					·
CONTINUE NAME HERE ASSUMED NAME USED F	OR DO	DED OING BUSINESS (If any)							
MAILING STREET ADDRE	et	R P.O. BOX							-
CITY Philadelphia			STAT		ZIP CODE	AREA COD		TELEPHONE NO.	-
Timadeipina			PA		19102	215		665-1700	_
	=.I. Nut	mber, use Social Security Nu	ımber.					E.I. NO. (OR SOC. SEC. NO.) 7-0000798	
		lress, and telephone number	of person	to con	tact, if other than	applicant.			-
NAME OF CONTACT PER Thomas R. Natha	in, R	Lest name first.) Legulatory Affairs	;						
CONTINUE NAME HERE	F NEE	DED							1
FIRM OR COMPANY NAM									-
AT&T Comcast C	SS OF	P.O. BOX							
1500 Market Stre	et							•	
Philadelphia	, <u></u>		STATE PA		ZIP CODE 19102	AREA CODE		TELEPHONE NO. 981-7535	
Attach as Exhibit A-2 the if any.	e name	e, mailing address, and telept	hone numb						J
(d) Indicate the address who	ere the	station's records will be mail	ntained						
STREET ADDRESS On File - No Char					·] -
I IIC - IIO Chai	96								

STATE

ZIP CODE

CITY

ge 2 of _4		
	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?		х
If "YES," attach as Exhibit A-4 a statement Identifying the Ilcense, 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.		<u></u>
5. Attach as Exhibit A-6 a map or drawing of supropriate detail showing the complete proposed relay system including points	 	<u> </u>
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:	1	
(a) Direction of true north;		
(b) Location of transmitting site(s), the location of any intermediate relay station(s), passive repeater(s), and terminal		1
receiving point(s);		1
 (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. 		
For a new station, new receive site, or change in eximuth, transmit antenna, power (Increese only), or frequency of an		
existing station, attach as Exhibit A-7 a statement or showing datalling 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.	1	
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 SIGNATURE DAT		
are true, complete, and correct to the best of my knowledge and belief and are made in good faith.	1/22/	2
WILLFUL FALSE STATEMENTS MADE ON PRINT FULL NAME THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18,		
SECTION 1001. Arthur R. Block		
(Check appropriate classification)		-
	L OF APP NMENTAL	

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

<u>STATION</u>	LOCATION
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

LEGAL NAME (If person, list last name first)

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.

CONTINUE NAME HERE IF NEEDED	CODE	>	3	E.I. NO. (or Soc. Sec. No.) 27-0000798	STATE OF INCORPO- RATION	>	РА
indicate applicant's members; partners; or owners (if a cooperative enterprise).			-		TRATION		
LEGAL NAME (if person, list last name first)					<u> </u>		
CONTINUE NAME HERE IF NEEDED	ENTITY		т —	5110 (10)			
·	CODE	<u> </u>		E.I. NO. (ar Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
LEGAL NAME (If person, list last name first)							
CONTINUE NAME HERE IF NEEDED	·						
	CODE	•		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	•	
LEGAL NAME (# person, list last name first)			·				
CONTINUE NAME HERE IF NEEDED	ENTITY			E.I. NO. (or Soc. Sec. No.)	1		
	CODE	>		E.I. NO. (of Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
additional space is needed, attach as Exhibit B-1 the requested information in the	same form	at as	above.)				
					- <u></u>		YES
		<u>. </u>	<u> </u>				YES
s the applicant a cooperative enterprise wholly owned by cable	television	owi	ners o	or operators?			YES
s the applicant a cooperative enterprise wholly owned by cable las the above-named applicant filed FCC Form 325 indicating addrectly control the applicant?	television	owi	ners o	or operators?			YES
las the above-named applicant filed FCC Form 325 indicating and indirectly control the applicant?	television	whi	ich eit	or operators? Ther directly or			YES
las the above-named applicant filed FCC Form 325 indicating addrectly control the applicant?	television	whi	ners o	or operators? Ther directly or			YES
las the above-named applicant filed FCC Form 325 indicating andirectly control the applicant? "YES," no further items in this section need be answered.	all entities	s whi	ich eit	her directly or			YES
as the above-named applicant filed FCC Form 325 indicating adirectly control the applicant? "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, partners filed FCC Form(s) 325 indicating all entities which is	all entities	s whi	ich eit	her directly or			YES
as the above-named applicant filed FCC Form 325 indicating adirectly control the applicant? "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, partners filed FCC Form(s) 325 indicating all entities which is	all entities	s whi	ich eit	her directly or			YES
as the above-named applicant filed FCC Form 325 indicating adirectly control the applicant? "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, partners filed FCC Form(s) 325 indicating all entities which is	all entities	appl	N/A icant's	her directly or			YES
las the above-named applicant filed FCC Form 325 indicating addrectly control the applicant? "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, partners filed FCC Form(s) 325 indicating all entities which is	all entities	appl	ich eit	her directly or			YES
as the above-named applicant filed FCC Form 325 indicating adirectly control the applicant? "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, partners filed FCC Form(s) 325 indicating all entities which eightrolling members or partners?	all entities have the ther direc	appl	N/A icant's r indir	s controlling members rectly control such			YES
las the above-named applicant filed FCC Form 325 indicating addrectly control the applicant? "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, partners filed FCC Form(s) 325 indicating all entities which eigntrolling members or partners? "YES," attach as Exhibit B-2 a statement explaining within the control of the contro	all entities have the ther direc	appl	N/A icant's r indir	s controlling members rectly control such			YES
las the above-named applicant filed FCC Form 325 indicating addrectly control the applicant? "YES," no further items in this section need be answered. the applicant is an unincorporated association or partnership, partners filed FCC Form(s) 325 indicating all entities which is	all entities have the ther direc	appl	N/A icant's r indir	s controlling members rectly control such			YES

Page4 of4		•		
5. If the answer to item 2 is "YES," have the contro filed FCC Form(s) 325 indicating all entities whice owners or operators?	lling owners or operators of ch either directly or indirectly	the cooperative	e enterprise ontrolling	YES NO
If "YES," attach as Exhibit B-3 a statement expline no further items in this section need be answere	laining which owners or ope ed.	rators control th	e applicant;	
6. If the applicant does not answer "YES" to item 3	, 4, or 5:		***	
Attach as Exhibit B-4 the information requested directly or indirectly controls the applicant. In ad "family tree" showing the direct or indirect control entity or entities. The final controlling entity or entity or entities.	dition, attach as Exhibit B-5 of the applicant, to and inc	a detailed diag	ram of the	
	EXAMPLE			
If the applicant is controlled by Partnership Alph (E.I. No. 120101234) which in turn is controlled Corporation Beta (E.I. No. 134671234) and by M (who has no E.I. No., but Social Security No. 13 and finally Mr. Cay (E.I. No. 474389210) and Ms (who has no E.I. No. and has elected not to provided Social Security No.) control Corporation Beta, the would be depicted as shown on the right:	by fr. Dee 4781234); s. Theta vide her	<u> </u>	474389210* 134671234 E.I. No. 120* APPLICA *Final controlling	NT
NOTE: Use the word "applicant," not the applicant's name. For If they have no E.I. No., use Social Security No. Use or Social Security No. is given. Also, indicate the final of SECTION II. Assignment of Authorization or Trans	ontrolling entities name only if no E.I. controlling entities.	No.		
Indicate the name, mailing address, and telephone				
Texas Cable Partners, L.P.		······································		
ASSUMED NAME USED FOR DOING BUSINESS (If any)				
MAILING STREET ADDRESS OR P.O. BOX P.O. BOX 6659				
Englewood	STATE ZIP CO 801		FA CODE TELEPHON 799-12	
Commission authorization is hereby requested for:	(Check only one box)			
Assignment of CARS license.	ransfer of control of CARS license.			
Attached as Exhibit B-6 is a statement describing t transfer of control shall not be completed or become	he proposed assignment or ne effective until authorization	transfer of cont in has been issu	rol. The assignmed by the Comm	ent or ission.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	PRINT FULL NAME David E. O'Hayre	Olyns		Date March 12, 2002
(Check appropriate classification.)	David D. Ollayle			
Individual Member of Applicant Partnership	X Officer of Applicant CONSTRUCTOR Partnership	Officer of App Association	olicant	Official of Applicant Governmental Entity

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

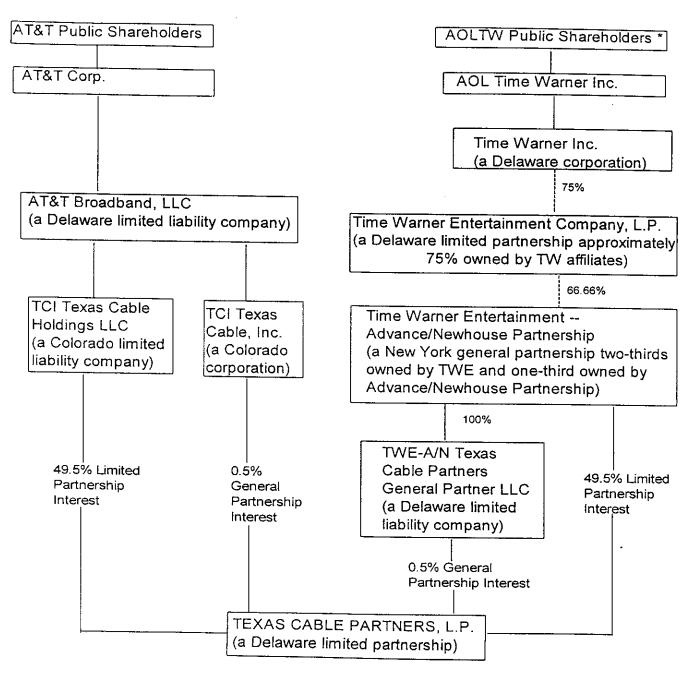


EXHIBIT B-4 & B-5

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

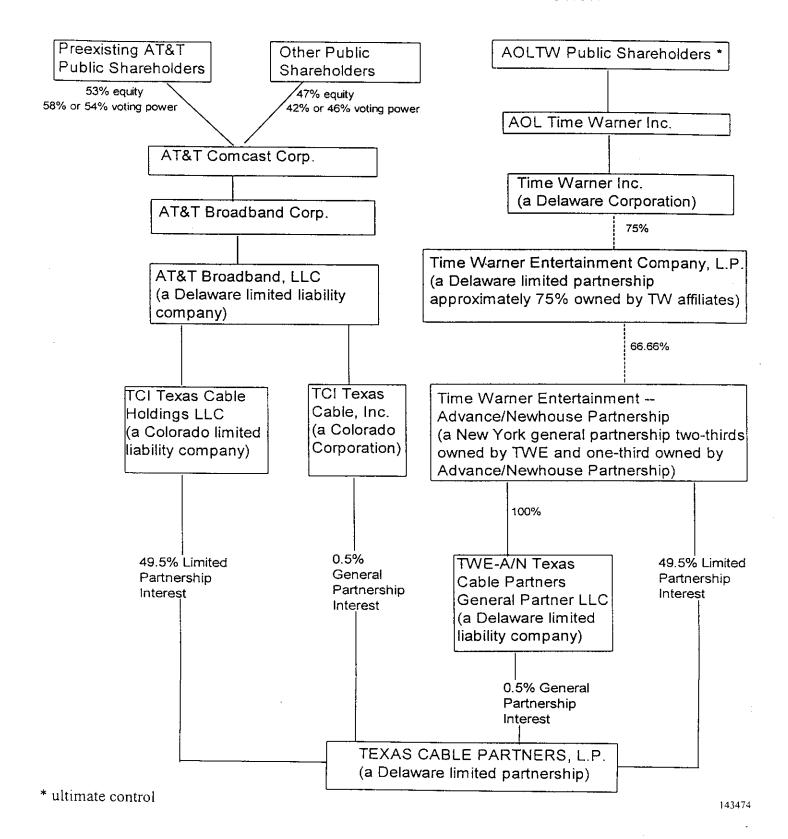
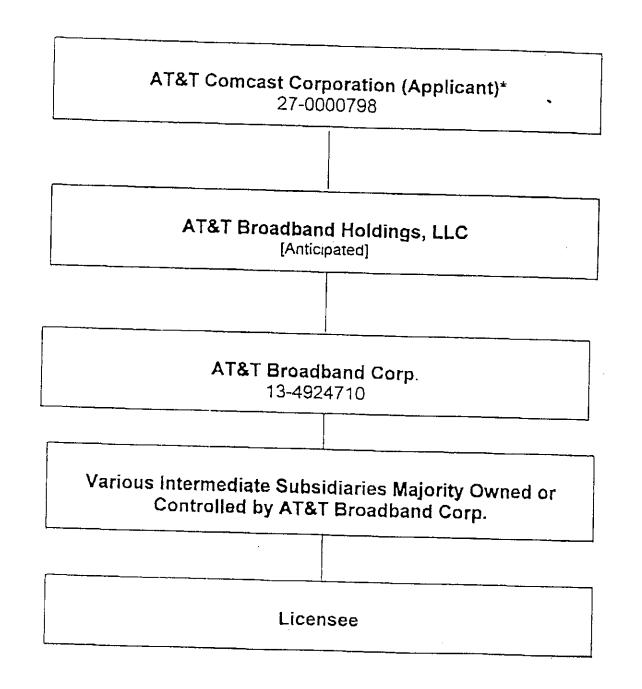


EXHIBIT B-4 & B-5

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.

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." 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.

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 <u>pro</u> 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 <u>AOLTW Order</u>, 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 <u>AOLTW Order</u>. 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.

⁷⁷ 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

DIRECT DIAL NUMBER (202) 508-604 !

BRYAN CAVE LLP

700 THIRTEENTH STREET, N.W. WASHINGTON, D.C. 20005-3960

(202) 508-6000

FACSIMILE: (202) 508-6200

FILE COPY STAMP & RETURN

KUWAIT CITY, KUWAIT
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

FCC/MELLON

MAR 1 3 20**02**

INTERNET ADDRESS
JRWILNER@BRYANCAVELLP.COM

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 <u>pro forma</u> 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 When

John R. Wilner

JRW/vih Enclosures irw/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>	LOCATION
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

VENDOR

FEDERAL COMMUNICATIONS

		- OBBRATE COMMINIO	MCV HONZ	CF	ECK NO. 74451
OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT		TECK NO. 74451
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40218	022702	02/27/2002	1260.00	1260.00	0.00
}					
I	i	ŀ			

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

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

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TO THE ORDER OF

FEDERAL COMMUNICATIONS

COMMISSION

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

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FEDERAL COMMUNICATIONS COMMISSION

3060-0589 Page No 2 of 2

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FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION AUTHORIZATION

		s	CHEDULE A		THE THE PARTY OF T	714
1.(a) Application for:					 Page	1 of <u>4</u>
(Check only one	License box)		Renewa		Assignment of L	icense
	☐ Modification		Reinstat	ement	X Transfer of Cont	
(b) Does this applicat	tion refer to				Amendment of A	\pplicati
(c) If this application	tion refer to an existing	station?	X YES	☐ NO	If #\/!"O #	
	complete explanation of	a licensed standard the modification	ation, check the ition or proposed	box(es) for the construction	ne appropriate description(s	s). Attac
Add Channel(s)	Change Transmit		Add Receive		Change Antenna Sy	/stem
] Delete Channel(s)	Change Operatin	g Power [Delete Rece	ive Site(s)	Change Height of Ar Structure	ntenna
Change Transmitter		[Change Rec	eive Site(s)	Change Height of Ar	ntenna
Other (Specify)						
.(a) Indicate the name, maili	ing address, and telephone nu	mber of the appli				
LEGAL NAME OF APPLICA	ANT /f names link to the	firet)	Carit.			
ATAI Comcast C	orporation	ustj				
CONTINUE NAME HERE	FNEEDED					\dashv
ASSUMED NAME USED F	OR DOING BUSINESS (If an	(Yi				
MAILING STREET ADDRE	SS OR P.O. BOX					_
сіту Philadelphia		STATE	ZIP CODE	AREA COI	DE TELEPHONE NO.	_
r madelpilla		PA_	19102	215	665-1700	
(b) Indicate Internal Revenu If the applicant has no E.	ue Service Employer Identificati I.I. Number, use Social Security	ion (E.I.) Number	rused by the applica	nt	E.I. NO. (OR SOC. SEC. NO.)	_ _
					27-0000798	
NAME OF CONTACT PERS	ng address, and telephone nun	noer or person to	contact, if other than	applicant.		
i nomas R. Nathai	n. Regulatory Affa	irs				7
CONTINUE NAME HERE IF	NEEDED					4
FIRM OR COMPANY NAME						
AT&T Comcast Co	orporation					7
MAILING STREET ADDRES	SS OR P.O. BOX					-
1500 Market Stree	<u>it </u>			•		
Philadelphia		STATE PA	ZIP CODE 19102	AREA COD	1 110112110.	-
Attach as Exhibit A-2 the if any.	name, mailing address, and te			215	981-7535	_
d) Indicate the address wher	re the station's records will be			Service Should	as surracted,	
STREET ADDRESS On File - No Chanc		-				7
CITY		STATE	ZIP CODE			
			5502]	1] -

190 2 of <u>4</u>			
		YES	N
3.(a) Will the entitional provide management			 '''
operates?	television systems other than those which the applicant owns or	j	[
425 0	Record on File		
m "YES," attach as Exhibit A-3 a copy of a written or	entract specifying that service will be provided on a non-profit.		
(b) Will the applicant control the station equipment?	chiract specifying that service will be provided on a non-profit, specifying that service will be provided without charge.		
(c) Will the applicant have unlimited access to the equipment?		X	
(d) Will effective measures be taken to prevent use of the	oment?	X	
(e) Has the applicant or any controlling party to this and	lication had any FCC station license, permit, or authorization	X	
revoked?	modern had any roce seasons license, permit, or authorization		_
If "YES," attach as Exhibit A-4 a statement Identifying circumstances relevant to the revocation.	g the license, permit, or authorization revoked and the		X
4. Attach as Exhibit A-5 a statement showing that the app	dicant is eligible, pursuant to Part 78 of the Rules, to be a licensee.		
or drawing should show the following:	ceral snowing the complete proposed relay system including points ay stations, common carrier stations, and/or other stations. The map		ľ
(a) Direction of true north;			ĺ.
(b) Location of transmitting site(s), the location of any	intermediate relay station(s), passive repeater(s), and terminal	- 1	j ·
		1	
(c) Call sign(s) and licensee(s) of any station(s) to while (d) Every path number for the station for which this ap	ICT applicant's proposed station will be interconnected;		
existing station, new receive site, or change in azimut existing station, attach as Exhibit A-7 a statement or sh performed pursuant to Section 78.36 of the ECC Bules	th, transmit antenna, power (increase only), or frequency of an lowing detailing the results of a frequency coordination study 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 own			
7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7		<u> </u>	X
All the etables and a section of	CERTIFICATION		
, and the second second in			
The applicant certifies that he has a current copy of the	Commission's Rules governing the Cable Television Relay Service (CARS).		
previous use of the same, whether by floense or otherwi	alar frequency as against the regulatory power of the United States because of the lise, and requests an authorization in accordance with this application.		
	The state of the s		
		•	
·			
I CERTIFY that the statements in this application	SIGNATURE		
and true, complete, and correct to the heat of and	LAIG		
knowledge and belief and are made in good faith.	attra 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		
(Check appropriate classification)	Arthur R. Block	_	
T minosotist			
INDMOUAL MEMBER OF OFFI APPLICANT APPLICANT CORI PARTNERSHIP		OF APPLIC	

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

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

CONTINUE NAME HERE IF NEEDED	ENTITY	>	3	E.I. NO. (or Soc. Sec. No.) 27-0000798	STATE OF INCORPO- RATION	•	РА
Indicate applicant's members; partners; or owners (if a cooperative enterpris	e).				-		
LEGAL NAME (# person, list last name first)	·						
CONTINUE NAME HERE IF NEEDED	ENTITY	>		E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO- RATION	>	
LEGAL NAME (If person, list last name first)	<u> </u>						
CONTINUE NAME HERE IF NEEDED	ENTITY	>		E.I. NO. (ar Soc. Sec. Na.)	STATE OF INCORPO- RATION	>	
LEGAL NAME (If person, list last name first)							
CONTINUE NAME HERE IF NEEDED	ENTITY	>	Π	E.I. NO. (or Soc. Sec. No.)	STATE OF INCORPO-		
(If additional space is needed, attach as Exhibit B-1 the requested informatio	L	at as	above.)	RATION		YES
Is the applicant a cooperative enterprise wholly owned by of the Has the above-named applicant filed FCC Form 325 indicates the second	n in the same form	ı ow	ners (or operators?	RATION		YES
(If additional space is needed, attach as Exhibit B-1 the requested information is the applicant a cooperative enterprise wholly owned by the street above-named applicant filed FCC Form 325 indicated indirectly control the applicant?	n in the same form	ow s wh	ners o	or operators?	RATION		YES
Is the applicant a cooperative enterprise wholly owned by of Has the above-named applicant filed FCC Form 325 indicates the same of the sa	n in the same form	ow s wh	ners (or operators?	RATION		YES
Is the applicant a cooperative enterprise wholly owned by or Has the above-named applicant filed FCC Form 325 indicating indirectly control the applicant?	n in the same form cable television ating all entities	ow s wh	ners o	or operators? ther directly or	RATION		YES
Is the applicant a cooperative enterprise wholly owned by of Has the above-named applicant filed FCC Form 325 indicatindirectly control the applicant? If "YES," no further items in this section need be answered. If the applicant is an unincorporated association or partners or partners filed FCC Form(s) 325 indicating all entities who	n in the same form cable television ating all entities	appi	ners o	or operators? ther directly or	RATION		YES
Is the applicant a cooperative enterprise wholly owned by of Has the above-named applicant filed FCC Form 325 indicating indirectly control the applicant? If "YES," no further items in this section need be answered. If the applicant is an unincorporated association or partners or partners filed FCC Form(s) 325 indicating all entities who	n in the same form cable television ating all entities	appi	ners o	or operators? ther directly or	RATION		YES