

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

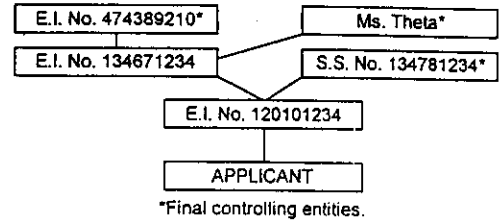
If "YES," attach as Exhibit B-3 a statement explaining which owners or operators control the applicant; no further items in this section need be answered.

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.) Kansas City Cable Partners				
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.

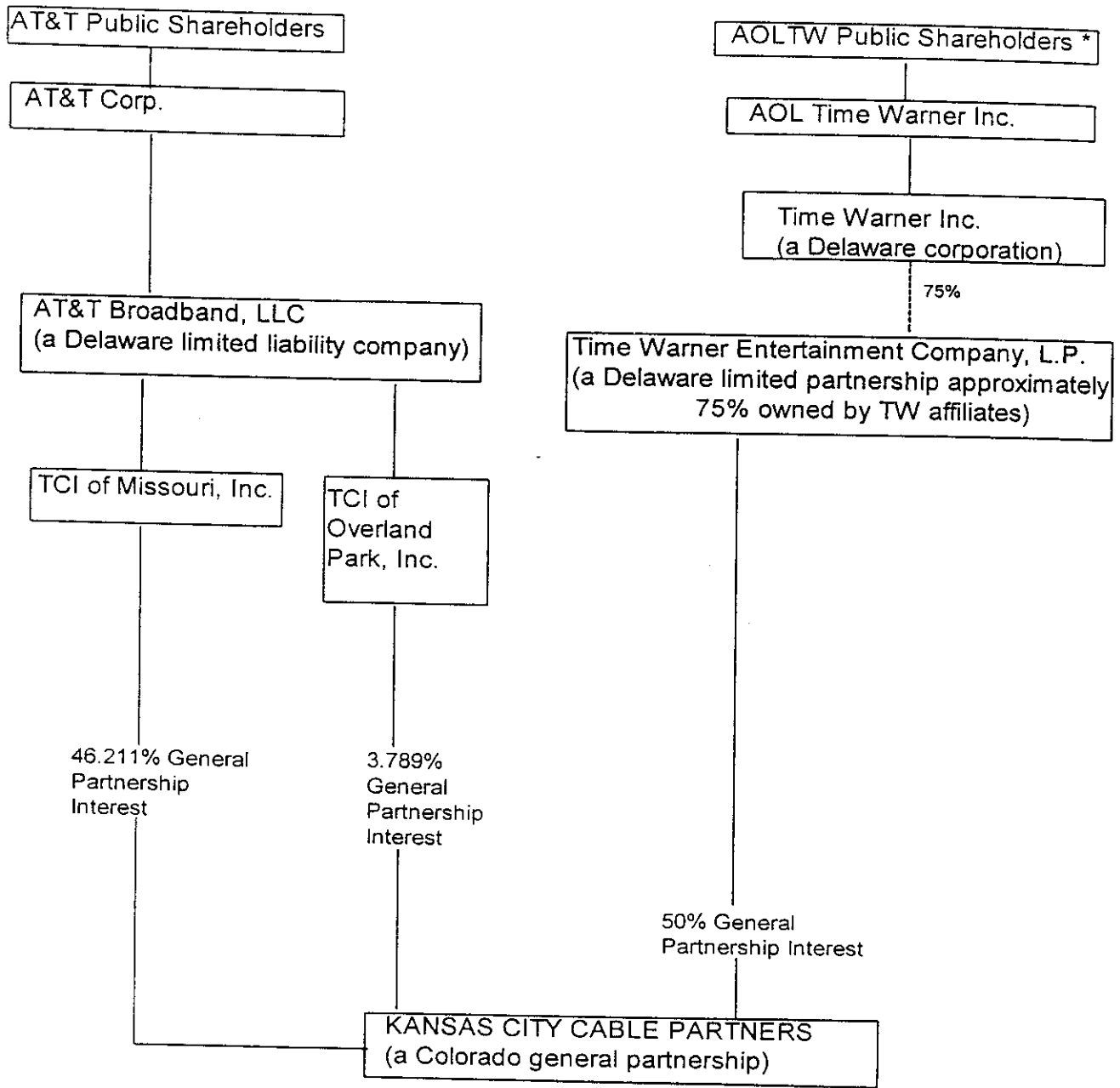
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE & IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001	Signature 	Date March 12, 2002
	PRINT FULL NAME David E. O'Hayre	

(Check appropriate classification.)

Corporate Officer: General Partner/General Partner

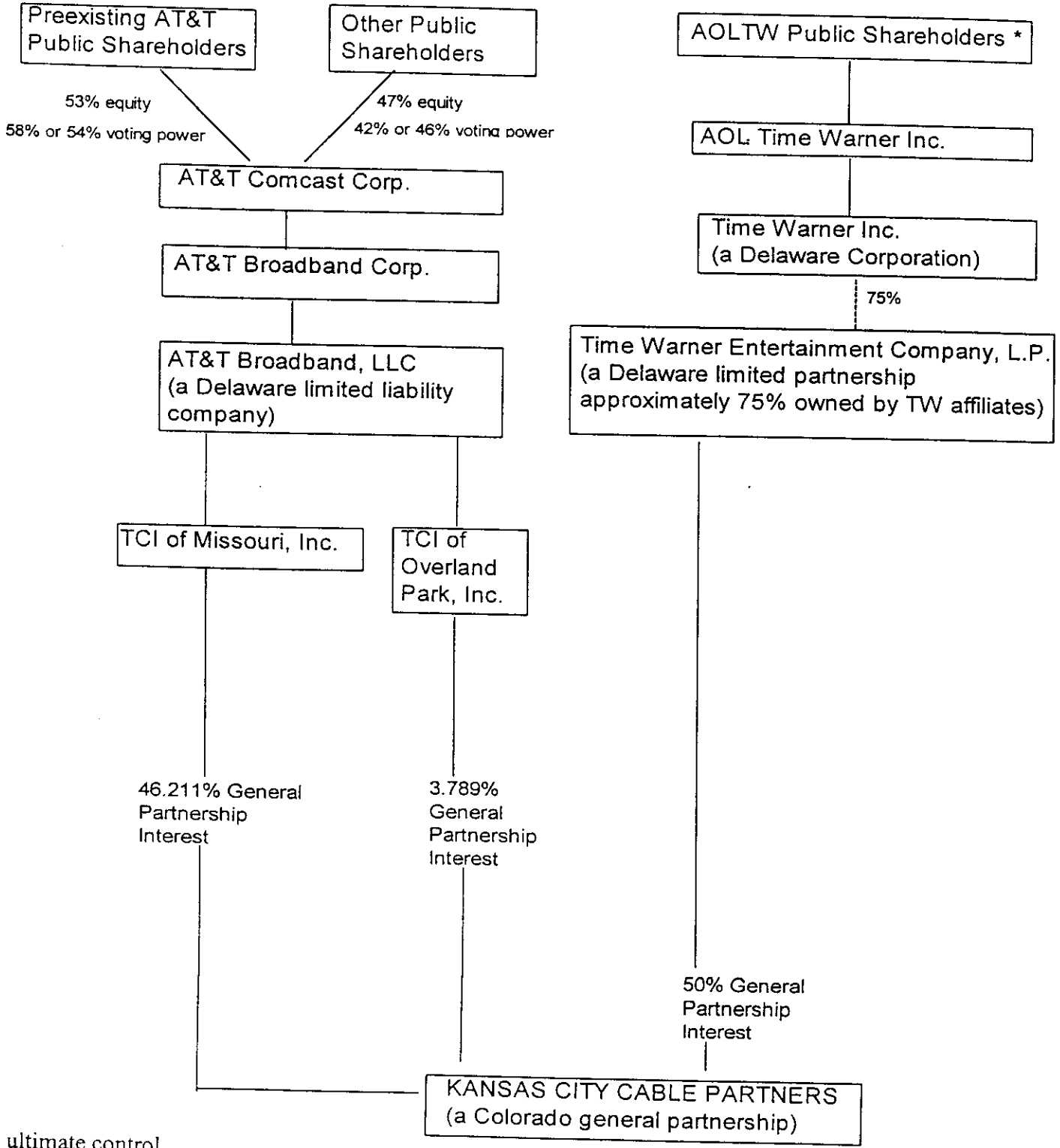
Individual Applicant
 Member of Applicant Partnership
 Officer of Applicant Corporation
 Officer of Applicant Association
 Official of Applicant Governmental Entity

EXHIBIT B-4 & B-5
 CURRENT OWNERSHIP OF KANSAS CITY CABLE PARTNERS



* ultimate control

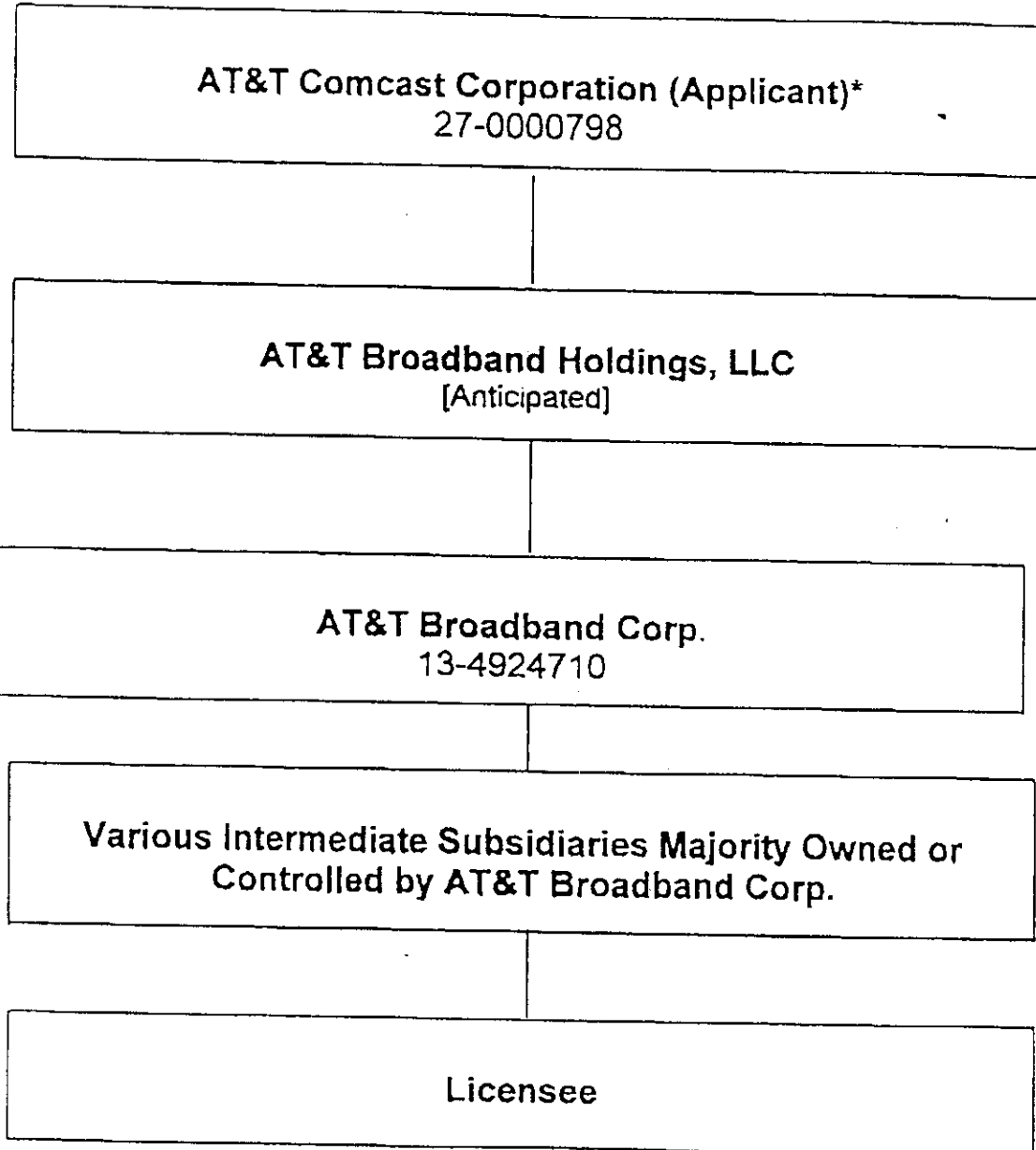
EXHIBIT B-4 & B-5
OWNERSHIP OF KANSAS CITY CABLE PARTNERS AFTER
CONSUMMATION OF AT&T/COMCAST TRANSACTION



* ultimate control

EXHIBIT B-4 & B-5

Ownership Structure After Transfer of Control



*See accompanying description of transaction.

EXHIBIT B-6

Kansas City Cable Partners ("KCCP") holds licenses to operate the facilities in the Cable Television Relay Service ("CARS") listed on Exhibit A-1. KCCP is a Colorado general partnership among Time Warner Entertainment Company, L.P. ("TWE"), TCI of Missouri, Inc. ("TCI Missouri") and TCI of Overland Park, Inc. ("TCI Overland Park," and together with TCI Missouri, the "TCI Partners"). TWE holds a 50% general partner interest in KCCP and TCI Missouri and TCI Overland Park respectively hold 46.211% and 3.789% general partner interests.

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

Time Warner Cable, a division of TWE, is the General Manager of KCCP. In its capacity as General Manager, Time Warner Cable provides the overall day-to-day management of KCCP, and has exclusive responsibility for the management, operation, maintenance and

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").

supervision of KCCP's cable television systems, subject only to prior consent of the KCCP 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 KCCP, 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 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.

² Certain extraordinary actions (such as material asset purchase or sale transactions and significant changes affecting KCCP) require the approval of the six-member KCCP Management Committee, consisting of three members designated by TWE 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").

The AT&T/Comcast Transaction will not result in an assignment or transfer of control of any FCC licenses held by KCCP. 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 KCCP 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, TCI Missouri and TCI Overland Park will remain as the sole general partners of KCCP, and thus the AT&T/Comcast Transaction will not alter the entities serving as general partners of KCCP. Day-to-day operational control of KCCP will continue to be held by Time Warner Cable, an entity ultimately controlled by AOLTV and its public shareholders, as approved by the Commission in the AOLTV Order.⁵

Because the AT&T/Comcast Transaction will not result in a change in (i) the identity of KCCP, (ii) the ultimate controlling interest of KCCP, or (iii) day-to-day operational control of KCCP, AOLTV submits that the AT&T/Comcast Transaction will, at most, constitute a pro forma transfer of control of KCCP licenses.⁶ Moreover, as discussed above, the Commission, in the AOLTV Order, approved the transfer of the FCC licenses held by KCCP to AOLTV. Time Warner Cable’s management of the KCCP cable systems since January 11, 2001, the

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 AOLTV Order, ¶¶1, 316, Appendix C.

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).

Time Warner Cable's management of the KCCP 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 KCCP 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

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

AT&T

RECEIVED

MAR 29 2002

**FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**

214

Application

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

STAMP & RETURN

DANIELLE FRAPPIER
DIRECT DIAL
(202) 828 - 9822
DFRAPPIER@CRBLAW.COM

ATTORNEYS AT LAW
1919 PENNSYLVANIA AVENUE, N.W., SUITE 200
WASHINGTON, D.C. 20006-3458
TELEPHONE (202) 659-9750
FAX (202) 452-0067
WWW.CRBLAW.COM

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

February 28, 2002

FCC/MELLOW FEB 28 2002

Federal Communications Commission
International Bureau - Telecommunications
P.O. Box 358115
Pittsburgh, PA 15251-5115

**Re: Application of AT&T Corporation and AT&T Comcast Corporation for
Authority to Transfer Control of International Section 214 Authorizations**

Dear Sir or Madam:

In accordance with Sections 63.52 and 1.1107 of the Commission's rules, 47 C.F.R. §§ 63.52 and 1.1107, AT&T Corporation and AT&T Comcast Corporation hereby submit one (1) original, thirty (30) copies (five copies per file number),¹ and one (1) stamp and return copy of their **Application for Authority to Transfer Control of International Section 214 Authorizations**. Also enclosed are the completed Form 159 and a check in the amount of \$4,890.00 for the filing fee.

Please contact the undersigned with any questions regarding this matter.

Sincerely yours,


Danielle Frappier

Cc: Susan O'Connell (via e-mail)
Alicia Smothers (via e-mail)

¹ In accordance with instructions received from Commission staff, only one copy of voluminous Exhibit 1 is supplied. Additional copies of this document will be supplied upon request.

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

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74465

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40269	022802	02/28/2002	4890.00	4890.00	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.
 74465

CHECK DATE
 02/28/2002

VENDOR NO.
 FCC

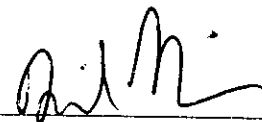
PAY

Four thousand eight hundred ninety and NO/100

CHECK AMOUNT
 4890.00

TO THE
 ORDER
 OF

FEDERAL COMMUNICATIONS
 COMMISSION



⑈074465⑈ ⑆05400⑆204⑆ 002086050069⑈

Details on back. Security Features Included.

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

74465

74465

40269 022802 02/28/2002 4890.00 4890.00 0.00

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 2

(1) LOCKBOX #

358115

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, L.L.P.

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

4,890.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, NW

(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 Corp (Transferor)

(14) STREET ADDRESS LINE NO. 1

32 Avenue of the Americas

(15) STREET ADDRESS LINE NO. 2

(16) CITY

New York

(17) STATE

NY

(18) ZIP CODE

10013

(19) DAYTIME TELEPHONE NUMBER (include area code)

(212) 387-5400

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

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

(21) APPLICANT (FRN)

0003-4705-56

(22) APPLICANT (TIN)

13-4924710

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

(23A) CALL SIGN/OTHER ID

N/A

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

6

(26A) FEE DUE FOR (PTC)

815.

(27A) TOTAL FEE

4,890.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

i, Danielle Frappier

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

Danielle Frappier DATE Feb. 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 (Transferee)			
(14) STREET ADDRESS LINE NO. 1 1500 Market Street			
(15) STREET ADDRESS LINE NO. 2 35th Floor, East Tower			
(16) CITY Philadelphia		(17) STATE PA	(18) ZIP CODE 19102 - 2148
(19) DAYTIME TELEPHONE NUMBER (include area code) (215) 665-1700		(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		(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
(23C) CALL SIGN/OTHER ID		(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	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		

**Before the Federal Communications Commission
Washington, D.C.**

In the matter of:)
)
AT&T CORPORATION)
)
Transferor,) File No. _____
)
and)
)
AT&T COMCAST CORPORATION)
)
Transferee,)
)
)
Application for Authority Pursuant to Section 214)
of the Communications Act of 1934, as amended,)
for Transfer of Control of Authorizations to Provide)
International Resale Communications Services)

**APPLICATION FOR AUTHORITY TO TRANSFER
CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18 of the FCC's Rules, 47 C.F.R. § 63.18, AT&T Corp. and AT&T Comcast Corporation ("AT&T Comcast"), hereby request authority to transfer to AT&T Comcast control of Section 214 authorizations held by certain subsidiaries of AT&T Corp., namely the subsidiaries of Tele-Communications, Inc. ("TCI"), and MediaOne Group, Inc. ("MediaOne").¹ AT&T Corp. was granted control over these authorizations (which are described in more detail below), through a transfer of control of TCI subsidiaries' authorizations in 1999 and MediaOne

¹ Applicants are applying to transfer only those international Section 214 authorizations held by subsidiaries of MediaOne Group, Inc. and subsidiaries of Tele-Communications, Inc., and not to transfer any other authorizations held by AT&T Corp.

subsidiaries' authorizations in 2000. Several of these entities originally received their authorizations under different names. As such, applicants have included the current holders of authority in the narrative and ask that the Commission list the current holders' names in the Public Notice granting this application for transfer of control. Applicants have listed the original names of licensees in footnotes below.

TCI, through its subsidiaries, was granted authority to operate as a reseller of international switched services between the United States and foreign points. *See* File No. I-T-C-97-442 (granting AT&T Broadband Phone of California, LLC authority to provide international resale services);² File No. I-T-C-97-441 (granting AT&T Broadband Phone of Connecticut, Inc. authority to provide international resale services);³ File No. I-T-C-97-457 (granting AT&T Broadband Phone of Texas, LLC authority to provide international resale services);⁴ File No. I-T-C-97-458 (granting AT&T Broadband Phone of Illinois, LLC authority to provide international resale services).⁵

TCI transferred control of all the above grants of authority to AT&T Corp. in 1999. *See* File No. ITC-T/C-1998-0914-00635.

MediaOne, through its subsidiaries, was granted Section 214 authority to operate as an international resale carrier between the United States and certain foreign points. *See* File No. I-T-C-97-093, jointly granting MediaOne Telecommunications Corp. and MediaOne of Colorado,

² International 214 authority was originally granted to TCI Telephony Services of California, Inc., d/b/a People Link by TCI, File I-T-C-97-442. The conversion occurred consistent with applicable state law in February 2001.

³ International 214 authority was originally granted to TCI Telephony Services of Connecticut, Inc., d/b/a People Link by TCI, File No. I-T-C-97-441. The conversion occurred consistent with applicable state law in March 2001.

⁴ International 214 authority was originally granted to TCI Telephony Services of Texas, Inc., d/b/a People Link by TCI, File No. I-T-C-97-457. The conversion occurred consistent with applicable state law in February 2001.

⁵ International 214 authority was originally granted to TCI Telephony Services of Illinois, Inc., d/b/a People Link by TCI, File No. I-T-C-97-458. The conversion occurred consistent with applicable state law in February 2001.

Inc.⁶ authority to operate as a reseller of international switched services; and File No. I-T-C-97-095, jointly granting these same entities authority to provide similar service to additional locations.

MediaOne transferred control of all the above grants of authority to provide international resale services to AT&T Corp. in 2000. *See* File No. ITC-T/C-19990707-00404.

INTRODUCTION

This application is being filed in connection with a proposed merger between AT&T Corp. and Comcast Corporation (“Comcast”). Comcast and AT&T Corp. have entered into an Agreement and Plan of Merger dated as of December 19, 2001 (the “Agreement”) under which the parties plan to combine their broadband businesses. Under the Agreement, AT&T Corp. will spin off its AT&T Broadband business and simultaneously merge it with Comcast, forming a new company called AT&T Comcast Corporation (*i.e.*, transferee). At the time of closing, Comcast and AT&T Corp. shareholders will exchange their shares in the respective companies for shares in AT&T Comcast, which will become the ultimate parent company of Comcast and AT&T Broadband.⁷

As this application demonstrates, the proposed merger, including the transfer of control of the Section 214 international authorizations, will comply with the applicable statutes and the Commission’s rules and will promote the public interest by accelerating facilities-based competition in the provision of local telephony and thereby bring more new services and features to more customers more quickly and efficiently. A complete description of the contemplated transactions is

⁶ International 214 authority was originally jointly granted to Continental Telecommunications Corp. and MediaOne Business Services, Inc. under File No. I-T-C-97-093. Subsequently, international 214 authority to serve additional locations was jointly granted to MediaOne Telecommunications Corp. and MediaOne Business Services, Inc. under File No. I-T-C-97-095. The conversion of Continental occurred consistent with applicable state law in June 1997. The conversion of MediaOne Business Services occurred consistent with applicable state law in June 1998.

⁷ A separate transfer of control application relating to the International Section 214 authorizations held by affiliates of Comcast is being filed contemporaneously with this application.

contained in the *Applications and Public Interest Statement* being filed simultaneously herewith by AT&T Corp. and Comcast, and attached hereto as Exhibit 1.

APPLICANTS' QUALIFICATIONS AND INFORMATION

The following information is submitted, as required by Section 63.18 of the Commissions' Rules, in support of applicants' request for approval to transfer control of the authorizations listed above.

(a) The name, address, and telephone number of each applicant

Transferor: AT&T Corp.
32 Avenue of the Americas
New York, NY 10013
Phone: (212) 387-5400

Transferee: AT&T Comcast
1500 Market Street, 35th Floor, East Tower
Philadelphia, PA 19102-2148
Phone: (215) 665-1700

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized

Transferor: AT&T Corp. is a corporation organized under the laws of the State of New York.

Transferee: AT&T Comcast is a corporation organized under the laws of the State of Pennsylvania.

(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed

Transferor: Rick D. Bailey
Vice President
AT&T Corp.

188 Inverness West, 5th Floor
Phone: (303) 858-5819

Transferee: Arthur R. Block, Esq.
Senior Vice President
AT&T Comcast
1500 Market Street, 35th Floor, East Tower
Philadelphia, PA 19102-2148
Phone: (215) 665-1700

Correspondence should be sent to:
John G. Sullivan, Esq.
Comcast Business Communications, Inc.
650 Centerton Road
Moorestown, NJ 08057
Phone: (856) 638-4014

Legal Counsel for Transferor and Transferee:

Steven J. Horvitz, Esq.
Danielle Frappier, Esq.
COLE, RAYWID & BRAVERMAN, L.L.P.
1919 Pennsylvania Avenue, N.W. Suite 200
Washington, DC 20006
Phone: (202) 659-9750
Fax: (202) 456-0067

(d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis).

AT&T Comcast has not previously held authority to provide any services under Section 214 of the Act.

AT&T Corp. is authorized to provide international facilities-based and resold basic switched, private line, data, television and business services and to own and operate submarine cable facilities and satellite circuits pursuant to Section 214 authorizations that are a matter of record with the Commission. AT&T Corp. is also authorized under Section 214 to provide domestic

interstate telecommunications services under the blanket authority granted pursuant to Section 68.01 of the Commission's rules, 47 C.F.R. § 68.01.

(e) One or more of the following statements as pertinent: . . . (3) Transfer of Control or Assignment.

AT&T Corp. and AT&T Comcast are submitting this application pursuant to Section 63.18(e)(3) of the Commission's rules seeking approval for the transfer to AT&T Comcast control of certain authorizations, named above, to provide international resale services.

[Parts (f) and (g) are not applicable in the case of a transfer pursuant to 47 C.F.R. § 63.18(e)(3)]

(h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent). The applicant shall also identify any interlocking directorates with a foreign carrier.

Upon conclusion of the merger, no entity will directly or indirectly own at least 10% of the equity of AT&T Comcast. Sural LLC ("Sural") will own 1.2% of the equity and hold 33.77% of the voting interest of AT&T Comcast, 33.33% of which is nondilutable. Sural, organized under the laws of the state of Delaware, is located at 1201 N. Market Street, Suite 1405, Wilmington, DE 19801. Its principal business is that of a holding company. Brian L. Roberts, the current CEO and President of Comcast, owns 72% of the equity and holds 100% of the voting power of Sural.⁸ No other individual or entity directly or indirectly will hold over 10% equity or voting power of AT&T Comcast.

Not all of the officers of AT&T Comcast have been selected at this time and Board members for AT&T Comcast, as restructured upon consummation of the transaction, have not yet been elected. Thus, at this time it is not clear whether there will be any interlocking directors or

⁸ Sural LLC, however, may exercise its right to merge into AT&T Comcast immediately preceding the closing, in which event Brian Roberts would own a nondilutable 33.33% share of AT&T Comcast's voting power.

officers with foreign carriers. AT&T Comcast will amend or supplement this Application if any interlocking directors or officers are named.

- (i) *A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with a foreign carrier.*

As evidenced by the signature to this Application, AT&T Comcast certifies that following consummation of the transaction AT&T Comcast will not be a foreign carrier and will not be affiliated with any foreign carriers, except that through individual country subsidiaries it will own or control fixed wireless broadband carriers in Austria, Czech Republic, Denmark, France, Germany, Norway, Poland, Portugal, Spain, Switzerland and the United Kingdom. These carriers currently serve fewer than 3000 customers with the largest concentration being in Germany with approximately 1500 customers.⁹

- (j) *A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true. The certification shall state with specificity the foreign carriers and destination countries:*
- (1) The applicant is a foreign carrier in that country; or*
 - (2) The applicant controls a foreign carrier in that country; or*
 - (3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country.*
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.*

As evidenced by the signature to this Application, AT&T Comcast certifies that following consummation of this transaction and except as indicated in response (i) above, AT&T Comcast will not be a foreign carrier in any country; will not control a foreign carrier in any country; will

⁹ Following consummation of the transaction, there will be no ownership affiliation between AT&T Corp. and AT&T Comcast.

not have an entity that owns more than 25% of AT&T Comcast or controls it that also controls a foreign carrier in any country; and, will not have entities owning in the aggregate more than 25% of its stock that are foreign carriers or that control foreign carriers.

(k) For any destination country listed by the applicant in response to paragraph (j) of this section the applicant shall make one of the following showings . . .

In the European countries in which AT&T Comcast will have foreign carrier subsidiaries, none will have market power as demonstrated by the small number of customers served (see response to (i) above).

(l) Any applicant that proposes to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier shall either provide a showing that would satisfy § 63.10(a)(3) of this part or state that it will file the quarterly traffic reports required by § 43.61(c) of this chapter.

As indicated in the response to (k), AT&T Comcast's foreign carrier subsidiaries will not hold any market power and are therefore non-dominant under Section 63.10(a)(3) of the Rules.

(m) With respect to regulatory classification under § 63.10 of this part, any applicant that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) of this section and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to § 63.10.

See response to (l) above.

(n) A certification that the applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

As evidenced by the signature at the end of this application, AT&T Comcast hereby certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition in the U.S. market and will not enter into such agreements in the future.

(o) A certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853(a).

As evidenced by the signature at the end of this application, AT&T Comcast hereby certifies that no party to this application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) If the applicant desires streamline processing pursuant to § 63.12, a statement of how the application qualifies for streamlined processing.

AT&T Comcast is qualified for streamlined processing because none of the exceptions to streamlined processing as stated in subsection (c) of Section 63.12 of the Commission's rules apply to AT&T Comcast. AT&T Comcast represents that its Section 214 authorization will not be transferred unless and until the Commission grants the related domestic Section 214 and the wireless and other license transfer applications, and agrees that streamlined grant of this Application will in no way prejudice the outcome of the related transfer applications. See "International Authorizations Granted," Report No. TEL-00495, DA No. 02-358, released February 14, 2002, at 2 (grant of CEI Networks, Inc. transfer of control application in File No. ITC-T/C-20011227-00655).

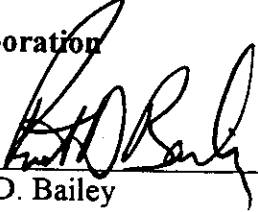
CONCLUSION

AT&T Comcast and AT&T certify that all of the information in this application is accurate. For all of the foregoing reasons, AT&T Comcast and AT&T respectfully request that the Commission grant this application.

Respectfully submitted,

AT&T Corporation

By: _____


Rick D. Bailey
Vice President

Steven C. Horvitz
Danielle Frappier
Cole, Raywid & Braverman, LLP
1919 Pennsylvania Avenue, N.W., Suite 200
Washington, D.C. 20006
Phone: (202) 659-9750
Fax: (202) 456-0067

Attorneys for AT&T Corporation

AT&T Comcast Corporation

By: Arthur R. Block
Arthur R. Block, Esq.
Senior Vice President

Dated: February 28, 2002

**Before the Federal Communications Commission
Washington, D.C.**

In the matter of:)
)
AT&T CORPORATION)
)
Transferor,) File No. _____
)
and)
)
AT&T COMCAST CORPORATION)
)
Transferee,)
)
)
Application for Authority Pursuant to Section 214)
of the Communications Act of 1934, as amended,)
for Transfer of Control of Authorizations to Provide)
International Resale Communications Services)

**APPLICATION FOR AUTHORITY TO TRANSFER
CONTROL OF INTERNATIONAL 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18 of the FCC's Rules, 47 C.F.R. § 63.18, AT&T Corp. and AT&T Comcast Corporation ("AT&T Comcast"), hereby request authority to transfer to AT&T Comcast control of Section 214 authorizations held by certain subsidiaries of AT&T Corp., namely the subsidiaries of Tele-Communications, Inc. ("TCI"), and MediaOne Group, Inc. ("MediaOne").¹ AT&T Corp. was granted control over these authorizations (which are described in more detail below), through a transfer of control of TCI subsidiaries' authorizations in 1999 and MediaOne

¹ Applicants are applying to transfer only those international Section 214 authorizations held by subsidiaries of MediaOne Group, Inc. and subsidiaries of Tele-Communications, Inc., and not to transfer any other authorizations held by AT&T Corp.

subsidiaries' authorizations in 2000. Several of these entities originally received their authorizations under different names. As such, applicants have included the current holders of authority in the narrative and ask that the Commission list the current holders' names in the Public Notice granting this application for transfer of control. Applicants have listed the original names of licensees in footnotes below.

TCI, through its subsidiaries, was granted authority to operate as a reseller of international switched services between the United States and foreign points. *See* File No. I-T-C-97-442 (granting AT&T Broadband Phone of California, LLC authority to provide international resale services);² File No. I-T-C-97-441 (granting AT&T Broadband Phone of Connecticut, Inc. authority to provide international resale services);³ File No. I-T-C-97-457 (granting AT&T Broadband Phone of Texas, LLC authority to provide international resale services);⁴ File No. I-T-C-97-458 (granting AT&T Broadband Phone of Illinois, LLC authority to provide international resale services).⁵

TCI transferred control of all the above grants of authority to AT&T Corp. in 1999. *See* File No. ITC-T/C-1998-0914-00635.

MediaOne, through its subsidiaries, was granted Section 214 authority to operate as an international resale carrier between the United States and certain foreign points. *See* File No. I-T-C-97-093, jointly granting MediaOne Telecommunications Corp. and MediaOne of Colorado,

² International 214 authority was originally granted to TCI Telephony Services of California, Inc., d/b/a People Link by TCI, File I-T-C-97-442. The conversion occurred consistent with applicable state law in February 2001.

³ International 214 authority was originally granted to TCI Telephony Services of Connecticut, Inc., d/b/a People Link by TCI, File No. I-T-C-97-441. The conversion occurred consistent with applicable state law in March 2001.

⁴ International 214 authority was originally granted to TCI Telephony Services of Texas, Inc., d/b/a People Link by TCI, File No. I-T-C-97-457. The conversion occurred consistent with applicable state law in February 2001.

⁵ International 214 authority was originally granted to TCI Telephony Services of Illinois, Inc., d/b/a People Link by TCI, File No. I-T-C-97-458. The conversion occurred consistent with applicable state law in February 2001.

Inc.⁶ authority to operate as a reseller of international switched services; and File No. I-T-C-97-095, jointly granting these same entities authority to provide similar service to additional locations.

MediaOne transferred control of all the above grants of authority to provide international resale services to AT&T Corp. in 2000. *See* File No. ITC-T/C-19990707-00404.

INTRODUCTION

This application is being filed in connection with a proposed merger between AT&T Corp. and Comcast Corporation (“Comcast”). Comcast and AT&T Corp. have entered into an Agreement and Plan of Merger dated as of December 19, 2001 (the “Agreement”) under which the parties plan to combine their broadband businesses. Under the Agreement, AT&T Corp. will spin off its AT&T Broadband business and simultaneously merge it with Comcast, forming a new company called AT&T Comcast Corporation (*i.e.*, transferee). At the time of closing, Comcast and AT&T Corp. shareholders will exchange their shares in the respective companies for shares in AT&T Comcast, which will become the ultimate parent company of Comcast and AT&T Broadband.⁷

As this application demonstrates, the proposed merger, including the transfer of control of the Section 214 international authorizations, will comply with the applicable statutes and the Commission’s rules and will promote the public interest by accelerating facilities-based competition in the provision of local telephony and thereby bring more new services and features to more customers more quickly and efficiently. A complete description of the contemplated transactions is

⁶ International 214 authority was originally jointly granted to Continental Telecommunications Corp. and MediaOne Business Services, Inc. under File No. I-T-C-97-093. Subsequently, international 214 authority to serve additional locations was jointly granted to MediaOne Telecommunications Corp. and MediaOne Business Services, Inc. under File No. I-T-C-97-095. The conversion of Continental occurred consistent with applicable state law in June 1997. The conversion of MediaOne Business Services occurred consistent with applicable state law in June 2000.

⁷ A separate transfer of control application relating to the International Section 214 authorizations held by affiliates of Comcast is being filed contemporaneously with this application.

contained in the *Applications and Public Interest Statement* being filed simultaneously herewith by AT&T Corp. and Comcast, and attached hereto as Exhibit 1.

APPLICANTS' QUALIFICATIONS AND INFORMATION

The following information is submitted, as required by Section 63.18 of the Commissions' Rules, in support of applicants' request for approval to transfer control of the authorizations listed above.

(a) The name, address, and telephone number of each applicant

Transferor: AT&T Corp.
32 Avenue of the Americas
New York, NY 10013
Phone: (212) 387-5400

Transferee: AT&T Comcast
1500 Market Street, 35th Floor, East Tower
Philadelphia, PA 19102-2148
Phone: (215) 665-1700

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized

Transferor: AT&T Corp. is a corporation organized under the laws of the State of New York.

Transferee: AT&T Comcast is a corporation organized under the laws of the State of Pennsylvania.

(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed

Transferor: Rick D. Bailey
Vice President
AT&T Corp.

188 Inverness West, 5th Floor
Phone: (303) 858-5819

Transferee: Arthur R. Block, Esq.
Senior Vice President
AT&T Comcast
1500 Market Street, 35th Floor, East Tower
Philadelphia, PA 19102-2148
Phone: (215) 665-1700

Correspondence should be sent to:
John G. Sullivan, Esq.
Comcast Business Communications, Inc.
650 Centerton Road
Moorestown, NJ 08057
Phone: (856) 638-4014

Legal Counsel for Transferor and Transferee:

Steven J. Horvitz, Esq.
Danielle Frappier, Esq.
COLE, RAYWID & BRAVERMAN, L.L.P.
1919 Pennsylvania Avenue, N.W. Suite 200
Washington, DC 20006
Phone: (202) 659-9750
Fax: (202) 456-0067

(d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis).

AT&T Comcast has not previously held authority to provide any services under Section 214 of the Act.

AT&T Corp., on its own and through a number of subsidiaries, is authorized to provide international facilities-based and resold basic switched, private line, data, television and business services and to own and operate submarine cable facilities and satellite circuits pursuant to Section 214 authorizations that are a matter of record with the Commission. AT&T Corp.,

through various subsidiaries, is also authorized under Section 214 to provide domestic interstate telecommunications services under the blanket authority granted pursuant to Section 68.01 of the Commission's rules, 47 C.F.R. § 68.01. AT&T Corp. has filed an application, simultaneously with the present application, to transfer control of domestic Section 214 authority associated with certain of these subsidiaries to AT&T Comcast.

(e) One or more of the following statements as pertinent: . . . (3) Transfer of Control or Assignment.

AT&T Corp. and AT&T Comcast are submitting this application for the transfer of control of certain authorizations, named above, to provide international resale services to AT&T Comcast.

[Parts (f) and (g) are not applicable in the case of a transfer pursuant to 47 C.F.R. § 63.18(e)(3)]

(h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent). The applicant shall also identify any interlocking directorates with a foreign carrier.

Upon conclusion of the merger, no entity will directly or indirectly own at least 10% of the equity of AT&T Comcast. Sural LLC ("Sural") will own 1.2% of the equity and hold 33.77% of the voting interest of AT&T Comcast, 33.33% of which is nondilutable. Sural, organized under the laws of the state of Delaware, is located at 1201 N. Market Street, Suite 1405, Wilmington, DE 19801. Its principal business is that of a holding company. Brian L. Roberts, the current CEO and President of Comcast, owns 72% of the equity and holds 100% of the voting power of Sural.⁸ No other individual or entity directly or indirectly will hold over 10% equity or voting power of AT&T Comcast.

⁸ Sural LLC, however, may exercise its right to merge into AT&T Comcast immediately preceding the closing, in which event Brian Roberts would own a nondilutable 33.33% share of AT&T Comcast's voting power.

Not all of the officers of AT&T Comcast have been selected at this time and Board members for AT&T Comcast, as restructured upon consummation of the transaction, have not yet been elected. Thus, at this time it is not clear whether there will be any interlocking directors or officers with foreign carriers. AT&T Comcast will amend or supplement this Application if any interlocking directors or officers are named.

- (i) *A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with a foreign carrier.*

As evidenced by the signature to this Application, AT&T Comcast certifies that following consummation of the transaction AT&T Comcast will not be a foreign carrier and will not be affiliated with any foreign carriers, except that through individual country subsidiaries it will own or control fixed wireless broadband carriers in Austria, Czech Republic, Denmark, France, Germany, Norway, Poland, Portugal, Spain, Switzerland and the United Kingdom. These carriers currently serve fewer than 3000 customers with the largest concentration being in Germany with approximately 1500 customers.⁹

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- (1) The applicant is a foreign carrier in that country; or*
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 - (3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country.*
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⁹ Following consummation of the transaction, there will be no ownership affiliation between AT&T Corp. and AT&T Comcast.

As evidenced by the signature to this Application, AT&T Comcast certifies that, following consummation of this transaction and except as indicated in response (i) above, AT&T Comcast will not be a foreign carrier in any country; will not control a foreign carrier in any country; will not have an entity that owns more than 25% of AT&T Comcast or controls it that also controls a foreign carrier in any country; and, will not have entities owning in the aggregate more than 25% of its stock that are foreign carriers or that control foreign carriers.

(k) For any destination country listed by the applicant in response to paragraph (j) of this section the applicant shall make one of the following showings . . .

In the European countries in which AT&T Comcast will have foreign carrier subsidiaries, none will have market power as demonstrated by the small number of customers served (see response to (i) above).

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As indicated in the response to (k), AT&T Comcast's foreign carrier subsidiaries will not hold any market power and are therefore non-dominant under Section 63.10(a)(3) of the Rules.

(m) With respect to regulatory classification under § 63.10 of this part, any applicant that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) of this section and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to § 63.10.

See response to (l) above.

(n) A certification that the applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

As evidenced by the signature at the end of this application, AT&T Comcast hereby certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition in the U.S. market and will not enter into such agreements in the future.

(o) A certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853(a).

As evidenced by the signature at the end of this application, AT&T Comcast hereby certifies that no party to this application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) If the applicant desires streamline processing pursuant to § 63.12, a statement of how the application qualifies for streamlined processing.

AT&T Comcast is qualified for streamlined processing because none of the exceptions to streamlined processing as stated in subsection (c) of Section 63.12 apply to AT&T Comcast. AT&T Comcast represents that its Section 214 authorization will not be transferred unless and until the Commission grants the related domestic Section 214 and the wireless and other license transfer applications, and agrees that streamlined grant of this Application will in no way prejudice the outcome of the related transfer applications. See "International Authorizations Granted," Report No. TEL-00495, DA No. 02-358, released February 14, 2002, at 2 (grant of CEI Networks, Inc. transfer of control application in File No. ITC-T/C-20011227-00655).

CONCLUSION

AT&T Comcast and AT&T certify that all of the information in this application is accurate. For all of the foregoing reasons, AT&T Comcast and AT&T respectfully request that the Commission grant this application.

Respectfully submitted,

AT&T Corporation

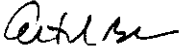
By:

Rick D. Bailey
Vice President

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Washington, D.C. 20006
Phone: (202) 659-9750
Fax: (202) 456-0067

Attorneys for AT&T Corporation

AT&T Comcast Corporation

By: 

Arthur R. Block, Esq.
Senior Vice President

Dated: February 28, 2002

VENDOR

FEDERAL COMMUNICATIONS

CHECK NO. 74449

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
40216	022702	02/28/2002	815.00	815.00	0.00

STAMP AND RETURN

FEB 28 2002

FCC/HELL

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.

74449

CHECK DATE

02/28/2002

VENDOR NO.

FCC

PAY

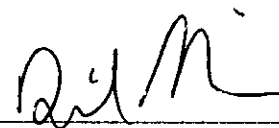
Eight hundred fifteen and NO/100

CHECK AMOUNT

815.00

TO THE
ORDER
OF

FEDERAL COMMUNICATIONS
COMMISSION



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Security Features Included. Details on back.

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

74449

74449

40216 022702 02/28/2002 815.00 815.00 0.00

READ INSTRUCTIONS CAREFUL
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 2

(1) LOCKBOX #

358145

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, L.L.P.

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

815.00

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Ave., N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

D.C.

(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 Corp (Transferor)

(14) STREET ADDRESS LINE NO. 1

32 Avenue of the Americas

(15) STREET ADDRESS LINE NO. 2

(16) CITY

New York

(17) STATE

NY

(18) ZIP CODE

10013

(19) DAYTIME TELEPHONE NUMBER (include area code)

212 387-5400

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

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

(21) APPLICANT (FRN)

0003-4705-56

(22) APPLICANT (TIN)

13-4924710

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

(23A) CALL SIGN/OTHER ID

N/A

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

815.

(27A) TOTAL FEE

815.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, James W. Tomlinson

, 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

James W. Tomlinson

DATE Feb. 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 (Transferee)		
(14) STREET ADDRESS LINE NO. 1 1500 Market Street		
(15) STREET ADDRESS LINE NO. 2 35th Floor, East Tower		
(16) CITY Philadelphia	(17) STATE PA	(18) ZIP CODE 19102 - 2148
(19) DAYTIME TELEPHONE NUMBER (include area code) 215 665-1700	(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		(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
(23C) CALL SIGN/OTHER ID		(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	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.

JAMES W. TOMLINSON
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February 28, 2002

Federal Communications Commission
Common Carrier Domestic Services
P.O. Box 358145
Pittsburgh, PA 15251-5145

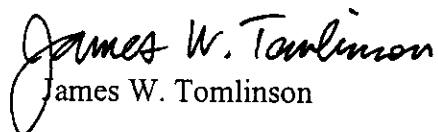
Re: Application of AT&T Corp. and AT&T Comcast Corporation for Consent to the Transfer of Control of Companies Holding Blanket Domestic Authorizations Under Section 214 of the Communications Act of 1934, as Amended

Dear Sir/Madam:

In accordance with Section 63.52 and 1.1105 of the Commission's rules, 47 C.F.R. §§ 63.52 and 1.1105, AT&T Corp. and AT&T Comcast Corporation hereby submit one (1) original, five (5) copies,¹ and one (1) stamp and return copy of their **Application for Consent to the Transfer of Control of Companies Holding Blanket Domestic Authorizations Under Section 214 of the Communications Act of 1934, as Amended**. Also enclosed are the completed Form 159 and a check in the amount of \$815.00 for the filing fee.

Please contact me with any questions regarding this matter.

Very truly yours,


James W. Tomlinson

Cc: Bill Dever (via e-mail)
Tracey Wilson (via e-mail)

¹ In accordance with instructions received from Commission staff, only one copy of voluminous Exhibit 1 is supplied. Additional copies of this document will be supplied upon request.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)

AT&T CORP., Transferor,)
and)

AT&T COMCAST CORPORATION, Transferee.)

Application for Consent to the Transfer of Control of)
Companies Holding Blanket Domestic)
Authorizations Under Section 214 of the)
Communications Act of 1934, as Amended)

File No. _____

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AT&T Broadband Phone of New Jersey, LLC)
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AT&T Broadband Phone of Oregon, LLC)
AT&T Broadband Phone of Pennsylvania, LLC)
AT&T Broadband Phone of Texas, LLC)
AT&T Broadband Phone of Utah, LLC)
AT&T Broadband Phone of Washington, LLC)
AT&T Broadband Phone of West Virginia, LLC)
MediaOne Telecommunications of Virginia, Inc.)

APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §

214, and the guidance provided by the Federal Communications Commission (“Commission”) in Public Notice DA 01-1654 (rel. July 20, 2001), AT&T Corp. and AT&T Comcast Corporation (collectively, the “Applicants”), hereby request the Commission’s consent to transfer control of certain operating subsidiaries listed in the caption of this Application (the “Carriers”) providing domestic interstate service pursuant to blanket authority under Section 214 and Section 63.01 of the Commission’s Rules, 47 C.F.R. § 63.01.

I. INTRODUCTION

Pursuant to an Agreement and Plan of Merger dated December 19, 2001 between Comcast Corporation (“Comcast”) and AT&T Corp. (the “Agreement”), AT&T Comcast Corporation (“AT&T Comcast”) is being formed to hold AT&T’s broadband business and all of Comcast’s businesses. The proposed merger will comply with the applicable statutes and the Commission’s rules and will promote the public interest by accelerating facilities-based competition in the provision of local telephony and thereby bring more new services and features to more customers more quickly and efficiently.

II. THE PARTIES

1. AT&T Corporation

AT&T Corp. is a New York corporation with headquarters at 32 Avenue of the Americas, New York, New York 10013. AT&T Corp. is among the world’s premier voice, video and data communications companies, serving consumers, government and business customers worldwide. AT&T Corp. now consists of three business units: AT&T Consumer Services, AT&T Business Services, and AT&T Broadband Group. AT&T Corp. will retain its Consumer Services and Business Services divisions after the proposed transaction.

2. AT&T Broadband Group

AT&T Broadband Group is currently an operating division of AT&T Corp. It is headquartered in Englewood, Colorado. Within the AT&T Broadband Group are the Carriers, which, through their provision of domestic interstate services, hold blanket authority under Section 214 of the Communications Act and 47 C.F.R. § 63.01. The telephony operations of AT&T Broadband Group are described below in Section IV of this Application.¹

3. AT&T Comcast Corporation

AT&T Comcast is a newly formed Pennsylvania corporation with headquarters at 1500 Market Street, 35th Floor, East Tower, Philadelphia, Pennsylvania 19102-2148. AT&T Comcast will be the publicly traded holding company for the business created through the combination of Comcast and AT&T Broadband Group.

III. THE PROPOSED TRANSACTION

The AT&T Comcast transaction will occur in several steps and will be subject to the receipt of the necessary governmental approvals and the satisfaction or (to the extent permissible) waiver of shareholder and other conditions specified in the Agreement.

AT&T Corp. will (i) assign and transfer to AT&T Broadband Corp. (a newly-formed, wholly-owned subsidiary) all of the assets of AT&T's broadband business and (ii) assume all of the liabilities of AT&T's broadband business that are not at such time assets or liabilities of AT&T Broadband or an AT&T Broadband subsidiary.

AT&T Corp. will then spin-off AT&T Broadband Corp. to the shareholders of AT&T Corp. Immediately following this spin-off, Comcast and AT&T Broadband Corp. will each

¹ Other services provided by AT&T Broadband are described in Section II(B)(2) of the *Application and Public Interest Statement* attached as Exhibit 1.

merge with different, wholly-owned subsidiaries of AT&T Comcast Corporation.² Following these steps, AT&T Comcast will be the new public company parent of AT&T Broadband Corp. and Comcast, both of which will be wholly-owned subsidiaries of AT&T Comcast. As a result, AT&T Comcast will consist of both companies' cable systems, both companies' interests in programming services, as well as other assets owned by the two companies.

A complete description of the proposed transaction is contained in the Section II(A) of the *Application and Public Interest Statement* attached hereto as Exhibit 1.

IV. SERVICES PROVIDED BY THE PARTIES

AT&T Broadband is an industry leader in cable-delivered mass market local telephony. AT&T Broadband's investment in and deployment of circuit-switched cable telephony technology have enabled it to offer a competitive, facilities-based alternative to the incumbent LECs' telephone services using the same hybrid fiber-coaxial network that supplies AT&T Broadband's video service.

AT&T Broadband currently markets cable telephony service to approximately seven million households in 16 markets, and has over one million customers (or 14.8% of its marketable homes). In the past year, AT&T Broadband added almost one-half million new cable telephony customers, increasing its customer base by over 100%.

² Specifically, Comcast will merge into Comcast Acquisition Corp., a newly formed, wholly-owned subsidiary of AT&T Comcast, with Comcast surviving. AT&T Broadband Corp. will merge into AT&T Broadband Acquisition Corp., also a newly-formed, wholly-owned subsidiary of AT&T Comcast, with AT&T Broadband Corp. surviving. In addition, at the option of AT&T Comcast, AT&T Broadband Holdings, LLC, which will be a wholly-owned subsidiary of AT&T Comcast, will become an intermediate holding company between AT&T Comcast and AT&T Broadband Corp. Applicants request that the Commission grant this Application with the understanding that further Commission approval would not be required should the alternate corporate structure be employed.

Currently, AT&T Broadband offers cable telephony services in a number of cities in the United States, including Atlanta; Boston; the San Francisco Bay Area; Chicago; Dallas; Denver; Hartford; Jacksonville; Pittsburgh; Portland, Oregon; Richmond; Seattle; Salt Lake City; St. Louis; southern California; and the Twin Cities. For 2001, telephony revenues were \$495 million.³ AT&T Broadband offers consumers a variety of options and calling plans with various price points. These options and calling plans range from basic single line service to multiple lines with full feature functionality.

This change in the ultimate control of the operating subsidiaries does not involve an assignment of operating authority and therefore will not directly affect the legal identity of the entities now providing service. The only change is that the Carriers' ultimate owner will be AT&T Comcast, rather than AT&T Corp.

V. RELATED APPLICATIONS

A separate transfer of control application relating to the domestic Section 214 authorizations held by subsidiaries of Comcast is being filed simultaneously herewith, along with two separate transfer of control applications relating to the international Section 214 authorizations held by subsidiaries of Comcast and AT&T Corp. In addition, AT&T Corp. and Comcast simultaneously are filing the necessary individual applications to effectuate the transfer of control of AT&T Broadband Group and Comcast to AT&T Comcast (e.g., applications for services such as cable television relay service, satellite transmit and receive earth station service, land mobile radio service, common carrier and non-common carrier point-to-point microwave service, wireless communications service).

AT&T Corp. and its subsidiaries have no other domestic Section 214 applications pending

³ See *AT&T Group Earnings Commentary* at 14.

with the Commission that relate to this transfer of control. Any application(s) pending for other services will be identified in the transfer of control application corresponding to those services.

VI. MERGER AGREEMENT

A copy of the Agreement and Plan of Merger dated December 19, 2001 is provided as Appendix 1 of the *Application and Public Interest Statement* attached as Exhibit 1.

VII. PUBLIC INTEREST CONSIDERATIONS

The merger of Comcast and AT&T Broadband will produce a host of substantial public interest benefits. It will create efficiencies and synergies that will allow AT&T Comcast to accelerate the availability of broadband, local telephony, and digital video services, and the introduction of other information services, to millions of consumers that would not be achieved as broadly or quickly without the merger. This will promote facilities-based competition for each of these services, which, as the Commission has recognized, provides important consumer benefits by creating real choices in a range of services and accelerating competition and innovation for new advanced services and features.⁴

A complete description of the public interest benefits to be derived from the proposed transaction is provided in Section IV(B) of the *Application and Public Interest Statement* attached as Exhibit 1. Finally, as described fully in Section VI(E) of the *Application and Public Interest Statement*, the merger will have no anticompetitive effects in any relevant market.

VIII. CERTIFICATION PURSUANT TO RULES 1.2001 – 1.2003

As evidenced by the signatures to the Application, no party to this Application is subject to

⁴ See *Extension of the Five-Year Build-Out Period For BTA Authorization Holders in the Multipoint Distribution Service*, 16 FCC Rcd 12593, ¶ 6 (2001); *Implementation of the Local Competition Provisions in the Telecommunications Act of 1996*, Third Report and Order and Fourth Further Notice of Proposed Rulemaking, CC Docket No. 96-98, 15 FCC Rcd 3696,

a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

IX. CONTACT INFORMATION

The designated contacts for questions regarding this Application are:

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Copies of correspondence should also be sent to:

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Fax: (908) 953-4490

and

John G. Sullivan
AT&T Comcast Corporation
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Moorestown, NJ 08057
Tel: (856) 638-4014
Fax: (856) 638-0219

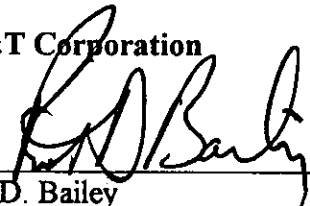
CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission grant this Application.

Respectfully submitted,

AT&T Corporation

By:

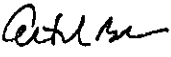


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Fax: (202) 456-0067

Attorneys for AT&T Corporation

AT&T Comcast Corporation

By: 

Arthur R. Block, Esq.
Senior Vice President

Dated:

February 28, 2002

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

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MediaOne Telecommunications of Virginia, Inc.)

**Exhibit 1
Application and Public Interest Statement**

COLE, RAYWID & BRAVERMAN, L.L.P. **STAMP AND RETURN**

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FAX (310) 643-7997

ADMITTED DC AND MD

March 26, 2002 **RECEIVED**

William F. Caton, Acting Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

MAR 26 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Amendment to the Application of AT&T Corporation and AT&T Comcast Corporation for Authority to Transfer Control of International Section 214 Authorizations

Dear Secretary Caton:

In accordance with Sections 63.50 and 63.52 of the Commission's rules, 47 C.F.R. §§ 63.50 and 63.52, AT&T Corporation hereby submits one (1) original, thirty (30) copies (five copies per file number), and one (1) stamp and return copy of the **Amendment to Application for Authority to Transfer Control of International Section 214 Authorizations**.

Please contact the undersigned with any questions regarding this matter.

Sincerely yours,



Danielle Frappier

Cc: Claudia Fox (via facsimile)

Enclosure