F	CC	Print	Prev	ieu

http://wtbwww05.fcc.gov:80/default.sph/e_to_pri	int Ahome html 1127222 0 r.	

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	
77) It is a second of the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	3 1
(72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or foderal extra 15 May 11.	No
competition? If 'Yes', attach exhibit explaining circumstances	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

# 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
1 9	insparine of Latino.	Not Hispanic or		34 <u></u>	· I
	Female:	Male:			

# Assignor/Transferor Certification Statements

required because the transaction is s telecommunications carriers. See Me	ubject to streamlined no morandum Opinion and	horization will not be assigned or that to Commission has been given, or (2) the offication procedures for pro forma as to Order, 13 FCC Red. 6293(1998)	nat prior Commission consent is not signments and transfers by
2) The Assignor or Transferor certifie	s that all statements ma al, are part of this applic	ade in this application and in the exhib cation, and are true, complete, correct,	its, attachments, or in documents and made in good faith.
	Authorized to Sign		
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President & G	eneral Counsel	energy (Aura) Terrenous (Aura)	Julia.
Signature: Arthur R Block		81) Date: 02/28/02	м, мерене менен т. «Ченен темен 2777 чувеновенных з Мерене Авексайскай чене на Мерене Адал Матема М. Суда и выполня М.

# Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

#### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	MI: R	Last Name: Block	Suffix:	
83) Title: Officer				
Signature: Arthur R Block		84) Date: 02/28/02		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).				

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio	87) Location	88) Path Number	89) Lower or Center	90) Upper Frequency	91) Constructed
65) Call Sign	Service	Number	(Microwave only)	Frequency (MHz)	(MHz)	Yes / No
WPEY229	AL					Yes

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

## **Assignments of Authorization**

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(current)	ł.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		L

#### 3) Certification Statements

### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

## 4) Licensee Eligibility (for transfers of control only)

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<del></del> -
***

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### Attachment List

Attachment Type	Date	Description	Contents
Other	102/15/02	Incorporation of public interest statement	0177277732473237595312888.pdf

### ATTACHMENTS TO APPLICATION

The attachment to this application is identical to that included with the concurrently-filed lead application for this transaction, an FCC Form 603 requesting Commission consent to the transfer of control of Comcast Cable Investors, Inc., licensee of WSB400, from Comcast Corporation to AT&T Comcast Corporation (file no. 0000-7690-54). This attachment is incorporated herein by reference.

#### **FCC 603**

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control



Approved by OMB 3060 - 0800 See instructions for public burden estimate

Submitted 02/28/2002 at 08:56AM

File Number: **0000773411** 

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

#### Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes** 

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number: L00329652		10b) SGIN: 000	10c) FCC Registration Number (FRN): 0005373840		
11) First Name (if individual):	MI:	Last Name:	Suffix:		
12) Entity Name (if not an individual	): Comcast Cable	vision of Munice, L	.P.		
13) Attention To: Thomas R. Natha	n				
14) P.O. Box:	And / Or	15) Street Address: 1500 Market Street			
16) City: Philadelphia		17) State: PA	18) Zip: 1 <b>9102</b>		
19) Telephone Number: (215)981-7	535	20) FAX:			
21) E-Mail Address:					

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander:	Vhite:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: L00217970		23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006310726	
24) First Name (if individual): MI:		Last Name:	Suffix:	
25) Entity Name (if not an individual	): Comcast Corp	oration		
26) P.O. Box:	And / Or	27) Street Address: 1500 Market Street		
28) City: Philadelphia		29) State: PA	(30) Zip: <b>19102</b>	
31) Telephone Number: (215)981-7	535	32) FAX:	15.77/19.77.19.78.78.78.78.78.78.78.78.78.78.79.79.78.79.79.79.78.79.79.78.79.79.78.79.79.79.79.79.79.79.79.79	
33) E-Mail Address:	( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( )			

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:		
35) Company Name: Lawler, Me	etzger & Milkman, Ll	.c			
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, N.W., Suite 820			
38) City: Washington		39) State: DC 40) Zip: 20006			
41) Telephone Number: (202)77	7-7700	42) FAX:	A STATE OF THE STA		
43) E-Mail Address:			AND THE RESIDENCE OF THE PROPERTY OF THE PROPE		

## Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion		
45a) Taxpayer Identification Numbe	r: L00465664	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T Com	cast Corporation	A SPENNING AND
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	ın	VANCOUS CARROS CARROS MAN WAY 1/4/20 (AV) W. V. ALANA (AV)	// A C C C C C C C C C C C C C C C C C C
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 Market Street
53) City: Philadelphia		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7	7535	57) FAX:	
58) E-Mail Address:	***************************************		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
60) Company Name: Lawler, Me	etzger & Milkman, LL	.C		
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, N.W., Suite 820		
63) City: <b>Washington</b>		64) State: DC	65) Zip: <b>20006</b>	
66) Telephone Number: (202)77	7-7700	67) FAX:		
68) E-Mail Address:		7. VIII. MARA 12. 12. 12. 12. 12. 12. 12. 12. 12. 12.		

## **Alien Ownership Questions**

A STREET THE A THE	************
69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, o by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

### **Basic Qualification Questions**

and the control of th	
74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	<u> </u>
77) is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	:Diaak ar African_Amarican' :	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Assignor/Transferor Certification Statements**

· · · · · · · · · · · · · · · · · · ·			
transferred until the consent of the	e Federal Communications is subject to streamlined no	norization will not be assigned or that on Commission has been given, or (2) the otification procedures for <i>pro forma</i> asset of Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
The Assignor or Transferor cert incorporated by reference are mat	tifies that all statements ma terial, are part of this applic	ade in this application and in the exhibitation, and are true, complete, correct,	its, attachments, or in documents and made in good faith.
79) Typed or Printed Name of Par	ty Authorized to Sign	AND THE PROPERTY OF THE PROPER	
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President 8	& General Counsel	120 / ST A VANDES A VANDES A VANDES A VANDES A VANDES AND	AND Colon American and an inches in graph of the Co., M.A. in administration of the graph of the C. W.A. I State on an investigation and the contract of the colon and the
Signature: Arthur R Block		81) Date: 02/28/02	

## **Assignee/Transferee Certification Statements**

- The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

#### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur MI: R		Last Name: Block Suffix:			
83) Title: Officer			W/ 44/ ( 4// 4// 4// 4// 4// 4// 4// 4//		
Signature: Arthur R Block	Signature: Arthur R Block 84) Date: 02/28/02				
WILLFUL FALSE STATEMENTS MAD IMPRISONMENT (U.S. Code, Title 18, PERMIT (U.S. Code, Title 47, Section	Section 1001) AND/0	OR REVOCATION OF ANY STATIO	N LICENSE OR CONSTRUCTION		

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service		89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KAS630	AL				Yes
WPPP284	AL				Yes
WNNA737	AL				Yes

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Î	Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
įl	(current)	L.,	and the second s	

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

	AND	
3	As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	
1000	originally declared?	No
	If 'Yes', the new category of eligibility of the licensee is:	V. V

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

<b>Attachment Type</b>	Date	Description	Contents
Other	02/15/02	Incorporation of public interest statement	0177277866064425688255888.pdf

## ATTACHMENTS TO APPLICATION

The attachment to this application is identical to that included with the concurrently-filed lead application for this transaction, an FCC Form 603 requesting Commission consent to the transfer of control of Comcast Cable Investors, Inc., licensee of WSB400, from Comcast Corporation to AT&T Comcast Corporation (file no. 0000-7690-54). This attachment is incorporated herein by reference.

FCC 603

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

APR - 1 2002

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Submitted 02/28/2002 at 08:59AM

File Number: 0000773451

Application Purpose: Transfer of Control

 Application Purpo

#### Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number	: L00319722	10b) SGIN: 001	10c) FCC Registration Number (FRN): 0004515755
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual)	: Comcast Cable	vision of Nashville	I, LLC
13) Attention To: Thomas R. Nathar	n		
14) P.O. Box:	And / Or	15) Street Addres	ss: 1500 Market Street
16) City: Philadelphia		17) State: PA	18) Zip: 19102
19) Telephone Number: (215)981-7535		20) FAX:	
21) E-Mail Address:			

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numbe	r: L00217970	23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006310726
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual	): Comcast Corp	oration	NOTE OF THE PROPERTY OF THE PR
26) P.O. Box:	And / Or	27) Street Addre	ss: 1500 Market Street
28) City: Philadelphia		29) State: PA	30) Zip: 19102
31) Telephone Number: (215)981-7	535	32) FAX:	
33) E-Mail Address:			AND THE PROPERTY AND ADDRESS OF THE PROPERTY O

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:
35) Company Name: Lawler, M	etzger & Milkman, LL	C	
36) P.O. Box:	And / Or	37) Street Address: 1909 K Stre	et, N.W., Suite 820
38) City: Washington		39) State: DC	40) Zip: 20006
41) Telephone Number: (202)77	7-7700	42) FAX:	
43) E-Mail Address:	V V V V V V V V V V V V V V V V V V V		

## Assignee/Transferee Information

45a) Taxpayer Identification Number	r: L00465664	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T Com	cast Corporation	200 PM 190 PM 19
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	ın		man and the second an
51) P.O. Box:	And / Or	52) Street Addre	ess: 1500 Market Street
53) City: Philadelphla		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7535		57) FAX:	
58) E-Mail Address:			

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Renee	Mi:	Last Name: Callahan	Suffix:
60) Company Name: Lawler, Mo	etzger & Milkman, LL	C	V V V V V V V V V V V V V V V V V V V
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street	et, N.W., Suite 820
63) City: Washington		64) State: DC	[65) Zip: <b>20006</b>
66) Telephone Number: (202)77	7-7700	67) FAX:	
68) E-Mail Address:			

### **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander:	Vhite:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

## **Assignor/Transferor Certification Statements**

transferred until the consent of the	Federal Communications subject to streamlined no	norization will not be assigned or that or Commission has been given, or (2) that otification procedures for pro forma ass of Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
The Assignor or Transferor certificorporated by reference are mate	ies that all statements ma rial, are part of this applic	ade in this application and in the exhibit cation, and are true, complete, correct,	s, attachments, or in documents and made in good faith.
79) Typed or Printed Name of Party	Authorized to Sign		
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President &	General Counsel		
Signature: Arthur R Block	W. W	81) Date: 02/28/02	

### **Assignee/Transferee Certification Statements**

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

#### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	M: R	Last Name: Block	Suffix:	
83) Title: Officer				
Signature: Arthur R Block		84) Date: 02/28/02		
IMPRISONMENT (U.S. Code, Title	e 18, Section 1001) AND/C	ANY ATTACHMENTS ARE PUNIS OR REVOCATION OF ANY STATION ORFEITURE (U.S. Code, Title 47, 5	N LICENSE OR CONSTRUCTION	

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPKA423	AL				Yes
WRM240	AL				Yes
WYM671	AL				Yes

FCC Form 603 Schedule A

## Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

		f	
Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(current)	•		
•			

#### 3) Certification Statements

## For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small **Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibi	lity than was
originally declared?	No
If 'Yes', the new category of eligibility of the licensee is:	and the second s

#### Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	102/15/02	Incorporation of public interest statement	0177278011877206983096409.pdf

## ATTACHMENTS TO APPLICATION

The attachment to this application is identical to that included with the concurrently-filed lead application for this transaction, an FCC Form 603 requesting Commission consent to the transfer of control of Comcast Cable Investors, Inc., licensee of WSB400, from Comcast Corporation to AT&T Comcast Corporation (file no. 0000-7690-54). This attachment is incorporated herein by reference.

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

**RECEIVED** 

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Submitted 02/28/2002 at 09:03AM

File Number: 0000772346

1) Application Purpose: Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

#### Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5a) Does this filing request a waiver of the Commission rules?
- If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
- 5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Numbe	r: L00131764	10b) SGIN: 001	10c) FCC Registration Number (FRN): 0004515961	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual	): Comcast Cable	evision of Nashville	ıl, LLC	
13) Attention To: Thomas R. Natha	n			
14) P.O. Box:	And / Or	15) Street Address: 1500 Market Street		
16) City: Philadelphia		17) State: PA	18) Zip: <b>19102</b>	
19) Telephone Number: (215)981-7	535	20) FAX:		
21) E-Mail Address:				

### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Hace.	American Indian or Alaska Native:	Asian:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numbe	r: <b>L00217970</b>	23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006310726
24) First Name (if individual):	MI:	Last Name: Suffix:	
25) Entity Name (if not an individual	): Comcast Corp	oration	
26) P.O. Box:	And / Or	27) Street Address: 1500 Market Street	
28) City: Philadelphia		29) State: <b>PA</b>	30) Zip: 19102
31) Telephone Number: (215)981-7	535	32) FAX:	
33) E-Mail Address:			

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
35) Company Name: Lawler, Me	etzger & Milkman, Ll	.C		
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, N.W., Suite 820		
38) City: Washington		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)777-7700		42) FAX:		
43) E-Mail Address:			AA AA	

## Assignee/Transferee Information

tion		
er: <b>L00465664</b>	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
MI:	Last Name:	Suffix:
idual): AT&T Com	cast Corporation	ANATONIA DEL CONTROL DE LA CON
48) Name of Real Party in Interest:		49) TIN:
an		The state of the second contract of the secon
And / Or	52) Street Addre	ss: 1500 Market Street
	54) State: PA	55) Zip: 19102
7535	57) FAX:	
		TO A STATE OF THE
	idual): AT&T Com	er: L00465664 [45b) SGIN: 000  MI: Last Name: ridual): AT&T Comcast Corporation  an  And / Or [52) Street Addres  54) State: PA

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
60) Company Name: Lawler, Mo	etzger & Milkman, LL	C		
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, N.W., Suite 820		
63) City: Washington		64) State: DC	65) Zip: <b>20006</b>	
66) Telephone Number: (202)777-7700		67) FAX:		
68) E-Mail Address:				

## **Alien Ownership Questions**

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	
Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes' attack a hill it	No
Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly controlling the Assignee or through control of manufacture or sale of radio apparatus, exclusive traffic arrangement.	No No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

# 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native	A -:-	Black or African-American:	Native Hawaiian or Other	
	Hispanic or Latino: Female:	Not Hispanic or	7 · · · · · · · · · · · · · · · · · · ·	Pacific Islander	White:
	·····	4,000,000,000,000,000,000,000,000,000,0	······································		

# Assignor/Transferor Certification Statements

telecommunications carriers. See	Memorandum Opinion one	horization will not be assigned or that control of the license will not be Commission has been given, or (2) that prior Commission consent is not of the procedures for proforma assignments and transfers by different Corder, 13 FCC Rcd. 6293(1998).
TELLING MASKINDS OF Transforms	tifies that all statements ma	outcor, 13 FCC Rcd. 6293(1998).  Indee in this application and in the exhibits, attachments, or in documents ration, and are true, complete, correct, and made in good faith.
First Name: Arthur	And the second s	Charles and the second
80) Title: Senior Vice President &	MI: R	Last Name: Block Suffix:
Signature: Arthur R Block		81) Date: 02/28/02
_		

# Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

#### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur MI: R		Suffix:		
		не в поменя в в 1935 г. д. странов в поменя в п В поменя в п		
Signature: Arthur R Block		84) Date: 02/28/02		
ON THIS FORM OR	ANY ATTACHMENTS ARE PUNIS	HABLE BY FINE AND/OR		
	ON THIS FORM OR			

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number 89) Lower or Center 90) Uniformation (Microwave only) Frequency (MHz)	Jpper Frequency 91) Constructed (MHz) Yes / No
WNHX372	AL			Yes

FCC Form 603 Schedule A

## Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

**Assignments of Authorization** 

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

*			
Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(current)	Teal 2 Glood (Colonia)	and the second s	Landania de la companya de la compa
The second control of			

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small

**Business Consortium** 

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

1.1 icansee Fligibility (for transfers of control only)

	Cicalisea Fullinum	}
Γ	As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	1
- 1	No	A 44 44 A
	originally declared?	_
- 31,		- 8
	If 'Yes', the new category of eligibility of the licensee is:	<u> </u>

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	102/14/02	Incorporation of public interest statement	0177276325848259202346029.pdf

### ATTACHMENTS TO APPLICATION

The attachment to this application is identical to that included with the concurrently-filed lead application for this transaction, an FCC Form 603 requesting Commission consent to the transfer of control of Comcast Cable Investors, Inc., licensee of WSB400, from Comcast Corporation to AT&T Comcast Corporation (file no. 0000-7690-54). This attachment is incorporated herein by reference.

1) Application Purpose: Transfer of Control 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application File Number: currently on file with the FCC. 2b) File numbers of related pending applications currently on file with the FCC:

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5a) Does this filing request a waiver of the Commission rules?
- If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
- 5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
- 6) Are attachments being filed with this application? Yes
- [7a] Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### Transaction Information

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number	L00124395	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001811405
11) First Name (if individual): MI:		Last Name:	Suffix:
12) Entity Name (if not an individual)	: Comcast Cable	evision of New Hav	en, Inc.
13) Attention To: Thomas R. Nathai	1		
14) P.O. Box:	And / Or	or 15) Street Address: 1500 Market Street	
16) City: Philadelphia		17) State: <b>PA</b>	18) Zip: <b>19102</b>
19) Telephone Number: (215)981-7	535	20) FAX:	,
21) E-Mail Address:			

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

HRACA.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numbe	r: L00217970	23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006310726
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual	): Comcast Corp	oration	
26) P.O. Box:	And / Or	27) Street Address: 1500 Market Street	
28) City: Philadelphia		29) State: PA	30) Zip: 19102
31) Telephone Number: (215)981-7535		32) FAX:	
33) E-Mail Address:			

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
35) Company Name: Lawler, Me	etzger & Milkman, LL	.c		
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, N.W., Suite 820		
38) City: Washington		39) State: DC 40) Zip: 20006		
41) Telephone Number: (202)770-7700		42) FAX:		
43) E-Mail Address:				

### Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion		
45a) Taxpayer Identification Numbe	r: <b>L00465664</b>	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T Com	cast Corporation	William Development and the second of the se
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	n		
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 Market Street
53) City: Philadelphia		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7	535	57) <b>FAX</b> :	
58) E-Mail Address:			

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
60) Company Name: Lawler, Metz	ger & Milkman, LLC			
61) P.O. Box: And / Or		62) Street Address: 1909 K Street, N.W.		
63) City: Washington		64) State: DC	65) Zip: <b>20006</b>	
66) Telephone Number: (202)770-7700		67) FAX:		
68) E-Mail Address:				

## Alien Ownership Questions

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	of No
77) is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander: White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	
Gender:	Female:	Male:	

## **Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be ransferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not equired because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by elecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293(1998).							
The Assignor or Transferor certificorporated by reference are materials.	ies that all statements ma rial, are part of this applic	ade in this application and in the exhibit ation, and are true, complete, correct,	s, attachments, or in documents and made in good faith.				
79) Typed or Printed Name of Party	Authorized to Sign						
First Name: Arthur	irst Name: Arthur MI: R Last Name: Block Suffix:						
80) Title: Senior Vice President &	General Counsel						
Signature: Arthur R Block		81) Date: 02/28/02					

## Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

#### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	MI: R	Last Name: Block	Suffix:
83) Title: Officer			THE TAY THE TAY THE REST OF THE TAY AND THE TAY THE TA
Signature: Arthur R Block		84) Date: 02/28/02	
WILLFUL FALSE STATEMENTS MA IMPRISONMENT (U.S. Code, Title 1) PERMIT (U.S. Code, Title 47, Sectio	B, Section 1001) AND/C	R REVOCATION OF ANY STATION	LICENSE OR CONSTRUCTION

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	/	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNCK779	AL					Yes

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### Assignments of Authorization

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

- 1				
	Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
	(current)		Angelia and was a second secon	<b>.</b>

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	102/14/02 :	Incorporation of public interest statement	0177276276001370397925155.pdf

## ATTACHMENTS TO APPLICATION

The attachment to this application is identical to that included with the concurrently-filed lead application for this transaction, an FCC Form 603 requesting Commission consent to the transfer of control of Comcast Cable Investors, Inc., licensee of WSB400, from Comcast Corporation to AT&T Comcast Corporation (file no. 0000-7690-54). This attachment is incorporated herein by reference.

1) Application Purpose: Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

#### Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5a) Does this filing request a waiver of the Commission rules?
- If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
- 5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
- 6) Are attachments being filed with this application? Yes
- (7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### **Licensee/Assignor Information**

10a) Taxpayer Identification Numbe	r: <b>L0012439</b> 6	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003306131	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual	): Comcast Cable	evision of New Jers	sey, Inc.	
13) Attention To: Thomas R. Natha	n			
14) P.O. Box:	And / Or	15) Street Address: 1500 Market Street		
16) City: Philadelphia		17) State: PA	18) Zip: 19102	
19) Telephone Number: <b>(215)981-7</b>	535	20) FAX:		
21) E-Mail Address:				

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

BRSCD.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Numbe	r: <b>L00217970</b>	23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006310726	
24) First Name (if individual):	MI:	Last Name: Suffix:		
25) Entity Name (if not an individual	): Comcast Corp	oration		
26) P.O. Box:	And / Or	27) Street Address: 1500 Market Street		
28) City: Philadelphia		29) State: PA	30) Zip: 19102	
31) Telephone Number: <b>(215)981-7</b>	535	32) FAX:		
33) E-Mail Address:				

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
35) Company Name: Lawler, Me	etzger & Milkman, Ll	_C		
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, N.W., Suite 820		
38) City: Washington		39) State: DC	40) Zip: <b>20006</b>	
41) Telephone Number: (202)777-7700		42) FAX:		
43) E-Mail Address:			4444	

## Assignee/Transferee Information

44) The Assignee is a(n): Corporati	ion		
45a) Taxpayer Identification Numbe	r: <b>L00465664</b>	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individ	dual): AT&T Com	cast Corporation	
48) Name of Real Party in Interest:		V/>===	49) TIN:
50) Attention To: Thomas R. Natha	n		
51) P.O. Box:	And / Or	52) Street Address: 1500 Market Street	
53) City: Philadelphia		54) State: PA	55) Zip: <b>19102</b>
56) Telephone Number: (215)981-7535		57) FAX:	
58) E-Mail Address:			

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Renee	MI:	Last Name: Callahan	Suffix:		
60) Company Name: Lawler, Metzger & Milkman, LLC					
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, N.W., Suite 820			
63) City: Washington		64) State: DC	65) Zip: 20006		
66) Telephone Number: (202)777-7700		67) FAX:			
68) E-Mail Address:					

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	]
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander: White
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	
Gender:	Female:	Male:	

## **Assignor/Transferor Certification Statements**

transferred until the consent of the	Federal Communications s subject to streamlined no	norization will not be assigned or that on Commission has been given, or (2) the otification procedures for proforma as It of Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
2) The Assignor or Transferor cert incorporated by reference are materials.	fies that all statements ma erial, are part of this applic	ade in this application and in the exhib cation, and are true, complete, correct,	its, attachments, or in documents and made in good faith.
79) Typed or Printed Name of Part	y Authorized to Sign		
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President 8	General Counsel		
Signature: Arthur R Block		81) Date: 02/28/02	

## **Assignee/Transferee Certification Statements**

- The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

## 82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	MI: R	Last Name: Block	Suffix:			
83) Title: Officer	.,					
Signature: Arthur R Block		84) Date: 02/28/02				
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).						

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	 88) Path Number (Microwave only)	<b>1</b> '	90) Upper Frequency (MHz)	91) Constructed Yes / No
KWZ466	AL				Yes
KNBT323	AL				Yes

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

## **Assignments of Authorization**

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

3	Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
1	(current)	to the second of	the state of the s	<b>t</b> y

## 3) Certification Statements

### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

### 4) Licensee Eligibility (for transfers of control only)

The state of the s	
As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	
originally declared?	No
If 'Yes', the new category of eligibility of the licensee is:	

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

### Attachment List

Attachment Type	Date	Description	Contents
Other	102/15/02	Incorporation of public interest statement	0177278119071249949003555.pdf

## ATTACHMENTS TO APPLICATION

The attachment to this application is identical to that included with the concurrently-filed lead application for this transaction, an FCC Form 603 requesting Commission consent to the transfer of control of Comcast Cable Investors, Inc., licensee of WSB400, from Comcast Corporation to AT&T Comcast Corporation (file no. 0000-7690-54). This attachment is incorporated herein by reference.

1) Application Purpose: Transfer of Control 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application File Number: currently on file with the FCC. 2b) File numbers of related pending applications currently on file with the FCC:

and Transfers of Control

## Type of Transaction

**FCC 603** 

3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes

(7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

## Licensee/Assignor Information

10a) Taxpayer Identification Number	: L00220447	10b) SGIN:	10c) FCC Registration Number (FRN): 0006114029	
11) First Name (if individual): MI:		Last Name:	Suffix:	
12) Entity Name (if not an individual)	: Comcast Cable	vision of Indiana	polis, Inc.	
13) Attention To: Thomas R. Nathai	1			
14) P.O. Box:	And / Or	15) Street Address: 1500 Market Street		
16) City: Philadelphia		17) State: PA	[18] Zip: 19102	
19) Telephone Number: (215)981-7535		20) FAX:		
21) E-Mail Address:				

### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

# Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: L00217970		23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006310726	
24) First Name (if individual):	Mi:	Last Name:	Suffix:	
25) Entity Name (if not an individual	): Comcast Corp	oration		
26) P.O. Box:	And / Or	27) Street Address: 1500 Market Street		
28) City: Philadelphia		29) State: PA	30) Zip: 19102	
31) Telephone Number: (215)981-7535		32) FAX:		
33) E-Mail Address:			\$\tag{\text{2.5}}\$	

# Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
35) Company Name: Lawler, Me	etzger & Milkman, Ll	.c		
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, N.W., Suite 820		
38) City: Washington		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)77	7-7700	42) FAX:		
43) E-Mail Address:		447-044 (AMADA AMADA	STATEMENT AND	

# Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion			
45a) Taxpayer Identification Numbe	r: L00465664	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than individ	dual): AT&T Com	cast Corporation		
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To: Thomas R. Natha	n		50 A 2 A 3 A 3 A 3 A 3 A 3 A 3 A 3 A 3 A 3	
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 Market Street	
53) City: Philadelphia		54) State: PA	55) Zip: 19102	
56) Telephone Number: (215)981-7535		57) FAX:		
58) E-Mail Address:				

# Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
60) Company Name: Lawler,	Metzger & Milkman, LL	C	And the second s	
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, N.W., Suite 820		
63) City: WashIngton		64) State: DC	65) Zip: 20006	
66) Telephone Number: (202	777-7700	67) FAX:	The second secon	
68) E-Mail Address:				

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

# 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander: White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	
	Female:	Male:	

## **Assignor/Transferor Certification Statements**

transferred until the consent of the	Federal Communications subject to streamlined no	norization will not be assigned or that on Commission has been given, or (2) the hitification procedures for proforma ass the Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not					
2) The Assignor or Transferor certi incorporated by reference are mate	fies that all statements ma erial, are part of this applic	ide in this application and in the exhibit ation, and are true, complete, correct,	ts, attachments, or in documents and made in good faith.					
79) Typed or Printed Name of Part	***************************************							
First Name: Arthur	irst Name: Arthur MI: R Last Name: Block Suffix:							
80) Title: Senior Vice President &	General Counsel							
Signature: Arthur R Block 81) Date: 02/28/02								

# **Assignee/Transferee Certification Statements**

- The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum 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.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
  \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the
- outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

## 82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	MI: R	Last Name: Block	Suffix:	
83) Title: Officer				
Signature: Arthur R Block		84) Date: 02/28/02		
WILLFUL FALSE STATEMENTS N IMPRISONMENT (U.S. Code, Title PERMIT (U.S. Code, Title 47, Sect	18, Section 1001) AND/O	R REVOCATION OF ANY STATION	I LICENSE OR CONSTRUCTION	

### **Authorizations To Be Assigned or Transferred**

OS) Call Cina	86) Radio	87) Location	88) Path Number	89) Lower or Cen	ter 90) U	pper Frequency	91) Constructed
85) Call Sign	Service	Number	(Microwave only)	Frequency (MH:	2)	(MHz)	Yes / No
WPQG298	AL			·			Yes

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

## Assignments of Authorization

# 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(current)			I.,

### 3) Certification Statements

### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

### **Transfers of Control**

### 4) Licensee Eligibility (for transfers of control only)

*******	As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	
	originally declared?	No
	If 'Yes', the new category of eligibility of the licensee is:	

### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

## **Attachment List**

Attachment Type	Date	Description	Contents
Other	1U2/15/U2	Incorporation of public interest statement	0177277475739502556318188.pdf

## ATTACHMENTS TO APPLICATION

The attachment to this application is identical to that included with the concurrently-filed lead application for this transaction, an FCC Form 603 requesting Commission consent to the transfer of control of Comcast Cable Investors, Inc., licensee of WSB400, from Comcast Corporation to AT&T Comcast Corporation (file no. 0000-7690-54). This attachment is incorporated herein by reference.

1) Application Purpose: Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

## Type of Transaction

[3a] Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

### **Licensee/Assignor Information**

The state of the s	Access to the second		**************************************	
10a) Taxpayer Identification Number: L	.00319721	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0004531901	
11) First Name (if individual):	Mi:	Last Name:	Suffix:	
12) Entity Name (if not an individual): 0	Comcast Cable	vision of Levittow	n, inc.	
13) Attention To: Thomas R. Nathan				
14) P.O. Box:	And / Or	15) Street Address: 1500 Market Street		
16) City: Philadelphia		17) State: PA	18) Zip: 19102	
19) Telephone Number: (215)981-753	5	20) FAX:		
21) E-Mail Address:				

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Transferor Information** (for transfers of control only)

23a) Taxpayer Identification Numbe	r: <b>L00217970</b>	23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006310726	
24) First Name (if individual):	MI:	Last Name: Suffix:		
25) Entity Name (if not an individual	): Comcast Corp	oration		
26) P.O. Box:	And / Or	27) Street Address: 1500 Market Street		
28) City: Philadelphia		29) State: PA 30) Zip: 19102		
31) Telephone Number: (215)981-7	535	32) FAX:		
33) E-Mail Address:			A LANGUAGE OF THE WAY A PARTY AND A PARTY	

# Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:
35) Company Name: Lawler, Me	etzger & Milkman, Ll	.C	
36) P.O. Box:	O. Box: And / Or 37) Street Address: 1909 K Street, N.W., Suite 820		
38) City: Washington		39) State: DC	40) Zip: 20006
41) Telephone Number: (202)77	7-7700	42) FAX:	
43) E-Mail Address:			

# Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion			
45a) Taxpayer Identification Numbe	r: <b>L00465664</b>	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indivi	dual): AT&T Com	cast Corporation		
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To: Thomas R. Natha	n			
51) P.O. Box:	And / Or	52) Street Address: 1500 Market Street		
53) City: Philadelphia		54) State: PA	55) Zip: 19102	
56) Telephone Number: (215)981-7535		57) FAX:		
58) E-Mail Address:				

# Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
60) Company Name: Lawler, Me	tzger & Milkman, LL	C		
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, N.W., Suite 820		
63) City: Washington		64) State: DC	65) Zip: 20006	
66) Telephone Number: (202)777-7700		67) FAX:		
68) E-Mail Address:		AA		

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

# 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

IMACA'	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander:	e:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

# **Assignor/Transferor Certification Statements**

transferred until the consent of the	Federal Communications subject to streamlined no	norization will not be assigned or that on Commission has been given, or (2) the otification procedures for <i>pro forma</i> ass and Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not	
		ade in this application and in the exhibication, and are true, complete, correct,		
79) Typed or Printed Name of Part	y Authorized to Sign			
First Name: Arthur	MI: R	Last Name: Block	Suffix:	
80) Title: Senior Vice President &	General Counsel		2.22.20.00 Part of the Control of th	
Signature: Arthur R Block		81) Date: 02/28/02		

# **Assignee/Transferee Certification Statements**