## **DOCKET FILE COPY ORIGINAL**

## LAWLER, METZGER & MILKMAN, LLC

1909 K STREET, NW SUITE 820 WASHINGTON, D.C. 20006

A. RENEE CALLAHAN DIRECT DIAL: (202) 777-7723

PHONE (202) 777-7700 FACSIMILE (202) 777-7763

April 1, 2002

## **BY HAND**

William F. Caton Acting Secretary Federal Communications Commission Room TW-A325 445 Twelfth Street, S.W. Washington, DC 20554

## RECEIVED

APR - 1 2002

PSDEPAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re:

In the Matter of Applications for Consent to the Transfer Of Control of Licenses – Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Mr. Caton:

Transmitted herewith for filing are two copies of the applications for consent to the transfer of control of licenses from Comcast Corporation to AT&T Comcast Corporation filed in conjunction with the above-captioned proceeding. Please contact the undersigned if you have any questions concerning this filing.

Sincerely,

A. Renée Callahan

A. Rewlallahan

Enclosures

cc:

Priya Shrinivasan (without enclosures)

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

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CONTRACTOR COM

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

Submitted 02/28/2002 at 01:30PM

File Number: **0000769054** 

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 Number	r: L00124343	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0002211910
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual)	: Comcast Cabl	e investors, inc.	**************************************
13) Attention To: Thomas R. Nathai	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: <b>(215)981-7</b>	535	20) FAX:	
21) E-Mail Address:			

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

Race:	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: 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)981-7	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	tzger & Milkman, LL	C	
36) P.O. Box:	And / Or	37) Street Address: 1909 K Stre	et, NW, Suite 820
38) City: <b>Washington</b>		39) State: DC	40) Zip: 20006
41) Telephone Number: (202)77	7-7700	42) FAX:	A STATE OF THE STA
43) E-Mail Address:			

#### Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion		
45a) Taxpayer Identification Number	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	TATA DE ANTONIO DE COMPANIO DE
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	ess: 1500 Market Street
53) City: Philadelphia	**	54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7	535	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, Metzg	jer & Milkman, LLC			
61) P.O. Box: And / Or		62) Street Address: 1909 K Street, NW		
63) City: <b>Washington</b>		64) State: DC	65) Zip: <b>20006</b>	
66) Telephone Number: (202)777-7	700	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:	hite:
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> asset of Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not	
The Assignor or Transferor certi incorporated by reference are mater	fies that all statements ma erial, are part of this applic	ade in this application and in the exhibi cation, and are true, complete, correct,	ts, attachments, or in documents and made in good faith.	
79) Typed or Printed Name of Part	y Authorized to Sign		AND	
irst Name: Arthur MI: R Last Name: Block Suffix:				
80) Title: Senior Vice President &	General Counsel		AND THE RESIDENCE OF THE PROPERTY OF THE PROPE	
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 state of the s	
Signature: Arthur R Block		84) Date: 02/28/02		
WILLFUL FALSE STATEMENTS IMPRISONMENT (U.S. Code, Titl PERMIT (U.S. Code, Title 47, Sec	e 18, Section 1001) AND/O	R REVOCATION OF ANY STATIO	N LICENSE OR CONSTRUCTION	

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

85) Call Sign	86) Radio		88) Path Number 89) Lower or Center 90) Upper Frequency 91) Construct
loo, can cign	Service	Number	(Microwave only) Frequency (MHz) (MHz) Yes / No
WSB400	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:
l,	(current)	il,		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)

	Ticensee Engineery (for transicis of control only)	1
	As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	l
	originally declared?	l
-	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	02/27/02	Public Interest Application	0177310350706975360752138.pdf
Other	02/27/02	Appendix 1: Merger Agreement	0177310360706975360752138.pdf
Other	02/27/02	Appendix 2b: AT&T Broadband list of licenses	0177310380706975360752138.pdf
Other	02/27/02	Appendix 3: Separation Agreement	0177310390706975360752138.pdf
Other	02/27/02	Appendix 4: AT&T Comcast Ownership Structure	0177310400706975360752138.pdf
Other	02/27/02	Appendix 5: QUTPS Exchange Agreement	0177310410706975360752138.pdf
Other	02/27/02	Appendix 6: Comcast Subscriber Chart	0177310420706975360752138.pdf
Other	02/27/02	Appendix 8: Cablevision Letter	0177310440706975360752138.pdf
Other	02/27/02	Appendix 9: Pick Declaration	0177310450706975360752138.pdf
Other	02/27/02	Appendix 12: TWE 8-k	0177310480706975360752138.pdf
Other	02/28/02	Appendix 2a: Comcast List of Licenses	0177311800706975360752138.pdf
Other	02/28/02	Appendix 7: AT&T Subscriber Chart	0177311810706975360752138.pdf
Other	02/28/02	Appendix 10: AT&T SMATV Systems	0177311820706975360752138.pdf
Other	02/28/02	Appendix 11a: Comcast SMATV Systems	0177311830706975360752138.pdf
Other	02/28/02	Appendix 11b: Comcast SMATV Systems	0177311920706975360752138.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

## RECEIVED

APR - 1 2002

PROPERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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

Submitted 02/28/2002 at 07:38AM

File Number: **0000772183** 

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.	, w
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>L00124361</b>	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003251758	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual	: Comcast Cable	vision of Gasden,	Inc.	
13) Attention To: Thomas R. Natha	n			
14) P.O. Box:	And / Or	15) Street Addre	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 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 Addre	ss: 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	tzger & Milkman, LL	C			
36) P.O. Box: And / Or 38) City: Washington		37) Street Address: 1909 K Street, NW, Suite 820			
		39) State: DC 40) Zip: 20006			
41) Telephone Number: (202)777-7700		42) FAX:			
43) E-Mail Address:					

#### Assignee/Transferee Information

2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 2 2 2			The state of the s
44) The Assignee is a(n): Corporati	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:		// A/A/A/A/A/A/WAA A/A/A/A/A/A/A/A/A/A/A	(49) TIN:
50) Attention To: Thomas R. Natha	n		
51) P.O. Box:	And / Or	52) Street Addre	ess: 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:			
100) E Man Roal Coo.		· · · · · · · · · · · · · · · · · · ·	The state of the s

## 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, NW, 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**

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
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:	te:
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> assisted or der, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
2) The Assignor or Transferor certificorporated by reference are ma	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			11 A 11 11 11 11 11 11 11 11 11 11 11 11
First 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				
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 CONSTRUCT 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)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KSX724	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 (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
	,	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)

The same of the control of the same of the control of the same of the control of	
As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	
originally declared?	0
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.	
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#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	02/14/02	Incorporation of Public Interest Statement	0177276100508525735906824.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

# RECEIVED

APR - 1 2002

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

Submitted 02/28/2002 at 08:04AM

File Number: **0000772538** 

OFFICE OF THE SECRETARY

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 Number: L00124359		10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001811298	
11) First Name (if individual): MI:		Last Name:	Suffix:	
12) Entity Name (if not an individual	): Comcast Cable	vision of Groton, I	nc.	
13) Attention To: Thomas R. Natha	n			
14) P.O. Box:	And / Or	or 15) Street Address: 1500 Market Street		
16) City: Philadephia		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)

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)981-7	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)77	7-7700	42) FAX:		
43) E-Mail Address:			A. 1. 3.1. AVEV. AND	

### Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion		
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	MATERIAL AND
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	ın		A VARIANCE OF A UNITED STATE OF A STATE OF A UNITED STATE OF A UNI
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) 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, M	etzger & Milkman, LL	C		
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street	eet, 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:			AAAAAA	

## **Alien Ownership Questions**

THE STATE OF THE S	107040307419
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 allens 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**

1) The Assignor or Transferor 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).					
The Assignor or Transferor certifincorporated by reference are mater	ies that all statements ma rial, are part of this applic	ade in this application and in the exhibi cation, and are true, complete, correct,	ts, 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 &	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			
Signature: Arthur R Block		84) Date: 02/28/02	
WILLFUL FALSE STATEMENTS M. IMPRISONMENT (U.S. Code, Title PERMIT (U.S. Code, Title 47, Secti	18. Section 1001) AND/C	R REVOCATION OF ANY STATIC	N LICENSE OR CONSTRUCTION

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

85) Call Sign	86) Radio Service		88) Path Number	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNFB681	AL	the second second section of the second section of the second section	Charles and a second a second and a second a		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)	and the second s	59971 1097 71 74 24 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1 1 1 2 1	

## 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 Fligibility (for transfers of control only)

	The first beautiful and the fi	1
	As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	-
	originally declared?	1
1	If 'Yes', the new category of eligibility of the licensee is:	1

#### **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	0177276672299369572638226.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

## RECEIVED

APR - 1 2002

PREPAR COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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

Submitted 02/28/2002 at 08:11AM

File Number: 0000772601

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:	WALE - S. C.

#### 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	: L00124370	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003261161	
11) First Name (if individual): MI:		Last Name:	Suffix:	
12) Entity Name (if not an individual)	: Comcast Cable	vision of Harford (	County, Inc.	
13) Attention To: Thomas R. Nathai	٦			
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)

SKSCO.	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: <b>19102</b>	
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, Mo	etzger & Milkman, LL	C		
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, N.W., Suite 820		
38) City: <b>Washington</b> 41) Telephone Number: <b>(202)777-7700</b>		39) State: DC	40) Zip: 20006	
		42) FAX:		
43) E-Mail Address:				

## Assignee/Transferee Information

44) The Assignee is a(n): Corporat	lon		
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 Come	cast Corporation	24-44 - 1
48) Name of Real Party in Interest:			[49) TIN:
50) Attention To: Thomas R. Natha	n		1/1 1/2 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 Market Street
53) City: Philadelphia	tear maning or the second of the second or t	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, I	letzger & Milkman, Ll	<u>.c</u>			
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.	de d
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	<ul> <li>Federal Communications s subject to streamlined no</li> </ul>	norization will not be assigned or that c Commission has been given, or (2) the otification procedures for <i>pro forma</i> ass of Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
<ol> <li>The Assignor or Transferor cert incorporated by reference are mat</li> </ol>	ifies that all statements ma erial, are part of this applic	nde 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 Par	ty Authorized to Sign	7 A C C C C C C C C C C C C C C C C C C	TO THE PROPERTY OF THE PROPERT
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President 8	General Counsel		TO THE PROPERTY STOCK (AND TO SEE AS A SECTION ). The AND A Model from a common force on a section and accommon conserve and a section of the section and accommon conserve and a section of the section and accommon conserve and a section of the section and accommon conserve and a section and accommon conserve accommon conserve and accommon conserve and accommon conserve an
Signature: Arthur R Block		81) Date: 02/28/02	7 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1

## 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**

- L	35) Call Sign	86) Radio Service	,,	88) Path Number (Microwave only)	, ,	90) Upper Frequency (MHz)	Yes / No
ſ	KVG542	AL					Yes
ſ	KR3872	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)		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)

	1
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:	annan.

#### **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	0177276828171466368418601.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

OFFICE OF THE BECRETARY

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

Submitted 02/28/2002 at 08:44AM

File Number: **0000772532** 

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.

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

File Number:

#### 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	:: L00124365	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003254794
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual)	: Comcast Cabl	evision of Fort Way	ne, LP
13) Attention To: Thomas R. Nathai	1		
14) P.O. Box:	And / Or	15) Street Addres	ss: 1500 Market Street
16) City: Philadelphia		17) State: <b>PA</b>	18) Zip: 19102
19) Telephone Number: (215)981-78	535	20) FAX:	
21) E-Mail Address:			

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

	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:	1.22.45.1.14.14.14.14.14.14.14.14.14.14.14.14.1
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, NW, Suite 820			
38) City: <b>Washington</b> 41) Telephone Number: (202)777-7700		39) State: DC	40) Zip: 20006		
		42) FAX:			
43) E-Mail Address:					

## 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 Come	cast Corporation	THE PROPERTY OF THE PROPERTY O
48) Name of Real Party in Interest:			[49) TIN:
50) Attention To: Thomas R. Natha	n	44.2 / 22.4 W.	
51) P.O. Box:	And / Or	52) Street Addre	ess: 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, Mo	etzger & Milkman, LL	.C	
61) P.O. Box:	And / Or	62) Street Address: 1909 K Stre	et, N.W., Suite 820
63) City: Washington		64) State: DC	65) Zip: 20006
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: Whit	<b>e</b> :
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> asset on the comment of the comment	at prior Commission consent is not
		ade in this application and in the exhibi cation, and are true, complete, correct,	
79) Typed or Printed Name of Part	y Authorized to Sign		VVI. #2   LFE, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,
First Name: Arthur MI: R		Last Name: Block	Suffix:
80) Title: Senior Vice President &	General Counsel		200 A
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			A DECEMBER 1887 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
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 503).			

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	88) Path Number 89) Lower or Center 90) Upper Frequency 91) Constructed (Microwave only) Frequency (MHz) (MHz) Yes / No
KYM975	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

#### 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 Rev	venues Year 2 Gro	ss Revenues Year 3 Gross	Revenues Total	Assets:
(Gailein)				

#### 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	102/14/02	Incoporation of Public Interest Statement	0177276634009674675013716.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 FECEIVED

APR - 1 2002

PERENAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY

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

Submitted 02/28/2002 at 08:49AM

File Number: 0000774364

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 Number: L00124341		10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003255171	
11) First Name (if individual):	(if individual): MI:		Suffix:	
12) Entity Name (if not an individual	): Comcast Cabl	evision of Garden S	State, 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: 19102	
19) Telephone Number: (215)981-7	535	20) FAX:		
21) E-Mail Address:		***************************************		

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

Bace.	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 Corpo	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:			Annual An	

### 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:			1. (1.1. 1.4. 1.4. 1.4. 1.4. 1.4. 1.4. 1	

### Assignee/Transferee Information

44) The Assignee is a(n): Corporati	on		11 CONTROL DESCRIPTION OF THE STATE OF THE S
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	A CONTRACTOR OF THE CONTRACTOR
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: <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)

~		THE RESIDENCE OF THE PROPERTY	The second secon	
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: 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:	White:
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 Commission has been given, or (2) the otification procedures for <i>pro forma</i> as d <i>Order</i> , 13 FCC Rcd. 6293(1998).	nat prior Commission consent is not			
		ade in this application and in the exhib cation, and are true, complete, correct				
79) Typed or Printed Name of Party	/ Authorized to Sign		AND THE RESIDENCE OF THE PROPERTY OF THE PROPE			
First 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			
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, Section	18, Section 1001) AND/O	R REVOCATION OF ANY STATIO	N LICENSE OR CONSTRUCTION

### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number 89) Lower or Center (Microwave only) Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNS487	AL				Yes

FCC Form 603 Schedule A

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

Approved by OMB 3060 - 080Ó 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	And the second s		r	
-	Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
ł	(current)	L	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 Consortlum**

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)

1	
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:	orante trace transfer

### 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	0177279642323303215099889.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

APR - 1 2002

OFFICE OF THE SECRETARISMON

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

Submitted 02/28/2002 at 08:31AM

File Number: **0000769619** 

į	1) Application	Purpose:	Transfer o	f 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: L00038004	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0004546842
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual	): Comcast Cable	vision of Eastern S	Shore, Inc.
13) Attention To: Thomas R. Natha	n		
14) P.O. Box:	And / Or	15) Street Addre	ss: 1500 Market Street
16) City: <b>Philadelphia</b>		17) State: PA	18) Zip: 19102
19) Telephone Number: (215)981-7	535	20) FAX:	
21) E-Mail Address:			

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

Kace.	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:			

### 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			
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:				

### Assignee/Transferee Information

44) The Assignee is a(n): Corporat	on		***************************************
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:			49) TIN:
50) Attention To: Thomas R. Natha	n		
51) P.O. Box:	And / Or	52) Street Addre	ess: 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, NW				
63) City: Washington		64) State: DC	65) Zip: <b>20006</b>			
66) Telephone Number: <b>(202)777-7</b> 7	'00	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
liens or their representatives or by a foreign government or representative thereof or by any corporation organized under the 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:	G. The state of th		
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 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 <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).					
2) The Assignor or Transferor 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.					
79) Typed or Printed Name of Party Authorized to Sign					
First Name: Arthur MI: R Last Name: Block Suffix:					
80) Title: Senior Vice President and General Counse					
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
- 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.

telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).

- 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	33) 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   89) Lower or Center   90) (Microwave only)   Frequency (MHz)	Upper Frequency (MHz)	91) Constructed Yes / No
WNTL349	AL			Yes
KNIE387	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

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

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As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	200
originally declared?	No
If 'Yes', the new category of eligibility of the licensee is:	

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

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