Application Purpose: Transfer of Control

 In this request is for an Amendment or Withdrawal, enter the File Number of the pending application 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: L00124400		10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003265329		
11) First Name (if individual): MI:		Last Name:	Suffix:		
12) Entity Name (if not an individual): Comcast Cablevision of Paducah, Inc.					
13) Attention To: Thomas R. Natha	n				
14) P.O. Box: And / Or 15) Street Address: 1500 Market Street					
16) City: Philadelphia		17) State: PA	18) Zip: 19102		
19) Telephone Number: (215)981-7	535	20) FAX:			
21) E-Mail Address:					

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

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander:	White:
- 1	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:			WAY WAR AND	

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, Metz	ger & Milkman, LLC			
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, N.W.		
38) City: Washington		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)770-7	7700	42) FAX:		
43) E-Mail Address:				

Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion		A CONTRACTOR OF THE CONTRACTOR
45a) Taxpayer Identification Numbe	r: L00465664	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual): MI:		Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T Com	cast Corporation	
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	n		
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 Market Street
53) City: Philadelphia		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7535		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	1901 A 1814 A 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	
61) P.O. Box: And / Or 62) Street Address: 1909 K Street, N.W., Suite 820			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:				

Alien Ownership Questions

aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

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.

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

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 cert incorporated by reference are mat	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 Par	ty Authorized to Sign		No. of America Andreas					
First Name: Arthur	Section Advantagement of the agent of the ag							
80) Title: Senior Vice President 8	k General Counsel		ALCONAL BAY SWAN Y SWANN Y Y					
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		1 3 1 1 4 1 4 1 4 1 4 1 4 1 4 1 4 1 4 1	\$1.00 miles (1.00			
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	87) Location Number	88) Path Number 89) Lower or Center (Microwave only) Frequency (MHz)	90) Upper Frequency 91) Constructed (MHz) Yes / No	· Allendarias Principal
KKO683	AL			Yes	

FCC Form 603 Schedule A

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

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

Assignments of Authorization

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

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

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

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

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

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

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

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

For Assignees Claiming Eligibility as a Publicly Traded Corporation

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

For Assignees Claiming Eligibility Using a Control Group Structure

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

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

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

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

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

For Assignees Claiming Eligibility as a Rural Telephone Company

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

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

 As a result of transfer of control, must the licensee now claim a larger or higher category of 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	Incorporation of public interest statement	0177276129282772675037767.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

OFFICE OF THE RECRETARY

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

Submitted 02/28/2002 at 07:32AM

File Number: **0000771921**

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	: L00124403	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001804756	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual): Comcast Cablevision of Plainfield, Inc.				
13) Attention To: Thomas R. Nathai	П			
14) P.O. Box:	And / Or	15) Street Addres	ss: 1500 Market Street	
16) City: Philadelphia		17) State: PA	18) Zip: 1 9102	
19) Telephone Number: (215)981-7535		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 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	Or 27) Street Address: 1500 Market Street	
28) City: Philadelphia		29) State: PA	30) Zip: 1 9102
31) Telephone Number: (215)981-7535		32) FAX:	
33) E-Mail Address:			

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

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

Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion		
45a) Taxpayer Identification Numbe	r: L00465664	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T Com	cast Corporation	
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	П		
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, Me	tzger & Milkman, LL	C	
61) P.O. Box:	And / Or	Or 62) Street Address: 1909 K Street, 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
through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

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

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

Assignor/Transferor Certification Statements

transferred until the consent of the	Federal Communications subject to streamlined no	norization will not be assigned or that c Commission has been given, or (2) the hitication procedures for pro forma ass of Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
 The Assignor or Transferor certif incorporated by reference are mate 	ies that all statements ma rial, are part of this applic	nde in this application and in the exhibit ation, and are true, complete, correct,	ts, attachments, or in documents and made in good faith.
79) Typed or Printed Name of Party	Authorized to Sign		THE RESIDENCE OF THE PROPERTY
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		The second secon		
Signature: Arthur R Block		84) Date: 02/28/02		
WILLFUL FALSE STATEMENTS IMPRISONMENT (U.S. Code, Title PERMIT (U.S. Code, Title 47, Sec	e 18, Section 1001) AND/OF	R REVOCATION OF ANY STATIO	N LICENSE OR CONSTRUCTION	

Authorizations To Be Assigned or Transferred

DEL COIL COM	86) Radio	87) Location	88) Path Number 89) Lower or Center	90) Upper Frequency	91) Constructed
85) Call Sign	Service	Number	(Microwave only) Frequency (MHz)	(MHz)	Yes / No
KVJ232	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

Ĩ				
	Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
- 1	(current)			
,	The second secon		**	***

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 wa	ns
originally declared?	No 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	02/14/02	Incorporation of public interest statement	0177275684022144013134915.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



ML COMMENCATIONS COMMENCATION

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

Submitted 02/28/2002 at 07:36AM

File Number: 0000771852

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

B) 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: L00124333	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003471570	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual): Comcast Cable	evision of Santa Ma	ria, LLC	
13) Attention To: Thomas R. Natha	П			
14) P.O. Box:	And / Or	15) Street Addres	ss: 1500 Market Street	
16) City: Philadelphia		17) State: PA	18) Zip: 19102	
19) Telephone Number: (215)981-7535		20) FAX:		
21) E-Mail Address:				

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

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

Transferor Information (for transfers of control only)

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

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:	777 / AVEN ALVES V. S.	
43) E-Mail Address:			The state of the s	

Assignee/Transferee Information

44) The Assignee is a(n): Corporat	on		
45a) Taxpayer Identification Numbe	r: L00465664	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0006329247
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): AT&T Com	cast Corporation	ANATARA SALURA S
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To: Thomas R. Natha	n		THE RESIDENCE OF THE PROPERTY
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	Mł:	Last Name: Callahan	Suffix:	
60) Company Name: Lawler, Metzg	er & Milkman, LLC			
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, N.W.		
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.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

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

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

Assignor/Transferor Certification Statements

transferred until the consent of the	Federal Communications subject to streamlined no	norization will not be assigned or that on Commission has been given, or (2) the otification procedures for <i>pro forma</i> asset of the comment	at prior Commission consent is not	
		ade in this application and in the exhibitation, and are true, complete, correct,		
79) Typed or Printed Name of Part	Authorized to Sign		2007/33 AM 27/3 A A A A A A A A A A A A A A A A A A A	
First Name: Arthur	Mt: R	Last Name: Block	Suffix:	
80) Title: Senior Vice President &	General Counsel		TO A W - TO A W - TO A A - TO A DOWN A - TO	
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 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	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center 90 Frequency (MHz))) Upper Frequency (MHz)	91) Constructed Yes / No
KGQ782	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)	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

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

	AND THE RESERVE THE PROPERTY OF THE PROPERTY O
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	0177275222071309436553426.pdf

ATTACHMENTS TO APPLICATION

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

1) Application Purpose: Transfer of Control	A1001A A1001A 111 1001A 400 111 11 10 10 11 11 11 11 11 11 11 11
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:
2h) File numbers of related pending applications currently on file with the ECC.	

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: L00092478	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003264132
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Comcast Cable	vision of Southeas	et Pennsylvania, Inc.
13) Attention To: Thomas R. Natha	n		
14) P.O. Box:	And / Or	15) Street Addres	ss: 1500 Market Street
16) City: Philadelphia		17) State: PA	18) Zip: 19102
19) Telephone Number: (215)981-7	535	20) FAX:	
21) E-Mail Address:			

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

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific Islander:	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:	CONTRACTOR OF CO
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, LL	C	
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, NW, Suite 820	
38) City: Washington		39) State: DC	40) Zip: 20006
41) Telephone Number: (202)77	77-7700	42) FAX:	
43) E-Mail Address:			NATIONAL PROGRAMMENT AND A REAL PROGRAMMENT OF THE PROGRAMMENT OF THE PROGRAMMENT AND A PROGRAMMENT ASSESSMENT

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	A DESCRIPTION OF THE PROPERTY
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	ın		AND THE PROPERTY OF THE PROPER
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:			A STATE OF THE STA

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	VANDONI I (1) JAME & MARIAMANIAN OF VANDONI OF THE MENT OF THE MARIAMAN OF THE MARIAMAN TO THE MARIAMAN OF TH	
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, NW, 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
	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:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

Assignor/Transferor Certification Statements

transferred until the consent of the	Federal Communications s subject to streamlined no	norization will not be assigned or that c Commission has been given, or (2) the otification procedures for <i>pro forma</i> ass d Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
The Assignor or Transferor cert incorporated by reference are mat	ifies that all statements ma erial, are part of this applic	ade in this application and in the exhibit cation, and are true, complete, correct,	ts, attachments, or in documents and made in good faith.
79) Typed or Printed Name of Par	A CONTRACTOR OF THE PROPERTY O		
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President 8	General Counsel	A A PERMIT	And the second s
Signature: Arthur R Block		81) Date: 02/28/02	

Assignee/Transferee Certification Statements

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

82) Typed or Printed Name of Party Authorized to Sign

First Name: Arthur	MI: R	Last Name: Block	Suffix:
83) Title: Officer			
Signature: Arthur R Block		84) Date: 02/28/02	V
WILLFUL FALSE STATEMENTS MA IMPRISONMENT (U.S. Code, Title 1: PERMIT (U.S. Code, Title 47, Sectio	B, Section 1001) AND/C	OR 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
KZF242	AL				Yes
KNDJ922	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

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

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

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

For Assignees Claiming Eligibility as a Publicly Traded Corporation

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

For Assignees Claiming Eligibility Using a Control Group Structure

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

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

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

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

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

For Assignees Claiming Eligibility as a Rural Telephone Company

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

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

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

Certification Statement for Transferees

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

Attachment List

Attachment Type	Date	Description	Contents
Other	02/18/02	Incorporation of Public Interest Statement	0177281756237737958360093.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 SECRETARY

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

Submitted 02/28/2002 at 07:44AM

File Number: **0000785175**

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: L00320855		10b) SGIN:	10c) FCC Registration Number (FRN): 0006132195	
1) First Name (if individual): Mi:		Last Name:	Suffix:	
12) Entity Name (if not an individual)	: Comcast Cable	vision of the Sou	ıth	
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)

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

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

34) First Name: Renee MI:		Last Name: Callahan	Suffix:	
35) Company Name: Lawler, Me	tzger & Milkman, LL0	3		
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, NW, Suite 820		
38) City: Washington		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)777	7-7700	42) FAX:		

Assignee/Transferee Information

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

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

59) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
60) Company Name: Lawler, 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: 20006	
66) Telephone Number: (202)777-7700		67) FAX:		
68) E-Mail Address:				

Alien Ownership Questions

- THE SAME AND THE PROPERTY OF	~~~~~
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 I	Federal Communications subject to streamlined no	norization will not be assigned or that on Commission has been given, or (2) the otification procedures for proforma ass of Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
		ade in this application and in the exhibitation, and are true, complete, correct,	
79) Typed or Printed Name of Party	Authorized to Sign		
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President &	General Counsel	Triblishing	
Signature: Arthur R Block	· · · · · · · · · · · · · · · · · · ·	81) Date: 02/28/02	WARRING A. J.

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		15.77.7.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.	
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 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	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPMJ946	AL					Yes
KNJG476	AL					Yes
WNDT904	AL					Yes
WPRH715	AL					Yes
WZR319	AL					Yes
WPFJ755	AL					Yes
WPEZ780	AL					Yes
WPEZ781	AL					Yes
WPFT704	AL					Yes
WPQJ979	AL	1				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:
		kamani waa aa	Inn

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?
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	02/25/02	Incorporation of Public Interest Statement	0177299321583207141815808.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 and Transfers of RECEIVED Application for Assignments of Authorization

APR - 1 2002

PERAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY

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

Submitted 02/28/2002 at 07:53AM

File Number: 0000775548

1) Application Purpose: Transfer of Control

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

File Number:

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

Type of Transaction

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

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

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

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

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

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

6) Are attachments being filed with this application? Yes

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

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

Transaction Information

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

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

Licensee/Assignor Information

10a) Taxpayer Identification Numbe	r: L00124338	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0002210664
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual)	: Comcast Cable	vision of the South	n, Inc.
13) Attention To: Thomas R. Natha	n		
14) P.O. Box:	And / Or	15) Street Address: 1500 Market Street	
16) City: Philadelphia		17) State: PA	18) Zip: 19102
19) Telephone Number: (215)981-7535		20) FAX:	
21) E-Mail Address:			

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

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

Transferor Information (for transfers of control only)

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

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, Metzger & Milkman, LLC						
36) P.O. Box:	And / Or	37) Street Address: 1909 K Street, NW, Suite 820				
38) City: Washington		39) State: DC 40) Zip: 20006				
41) Telephone Number: (202)777-7700		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 individ	dual): AT&T Come	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	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, Me	tzger & Milkman			
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, NW, 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 allen?	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

 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 certificorporated by reference are mater	es that all statements ma	ade in this application and in the exhibit 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 &	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	83) Title: Officer					
Signature: Arthur R Block 84) Date: 02/28/02						
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).						

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WFA585	AL					Yes
WQW325	AL					Yes
KGB807	AL					Yes
KNNM574	AL					Yes
KST894	AL	· •				Yes
WPDW972	AL					Yes
WNZF497	AL					Yes
WNAD693	AL					Yes
WNIL438	AL					Yes
KYP715	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	(current)	l	I,	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)

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

Certification Statement for Transferees

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

Attachment List

Attachment Type	Date	Description	Contents
Other	102/18/02 :	Incorporation of Public Interest Statement	0177281775120745882784842.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

PEDERAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY

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

Submitted 02/28/2002 at 07:49AM

File Number: 0000774440

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	: L00421602	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0006109623	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual)	: Comcast Cable	vision of the Distri	ct	
13) Attention To: Thomas R. Nathar	1			
14) P.O. Box:	And / Or	15) Street Addres	s: 1500 Market Street	
16) City: Philadelphia		17) State: PA	18) Zip: 19102	
19) Telephone Number: (215)981- 75	535	20) FAX:		
21) E-Mail Address:			37.00	

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

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

Transferor Information (for transfers of control only)

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

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

34) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
35) Company Name: Lawler, Me	etzger & Milkman, LL	С		
36) P.O. Box: And / Or 37) Street Address:		37) Street Address: 1909 K Street	eet, NW, Suite 820	
38) City: Washington		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)777-7700		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 Com	cast Corporation	ANNA RAMANINA ANNA ANNA ANNA ANNA ANNA ANNA AN
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Thomas R. Natha	ın	V1001/001/001/001/001/001/001/001/001/00	
51) P.O. Box:	And / Or	52) Street Addre	ss: 1500 Market Street
53) City: Philadelphia		54) State: PA	55) Zip: 19102
56) Telephone Number: (215)981-7535		57) FAX:	
58) E-Mail Address:			

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

		\$	M. B.	
59) First Name: Renee	MI:	Last Name: Callahan	Suffix:	
60) Company Name: Lawier, Met	zger & Milkman, LLC			
61) P.O. Box:	And / Or	62) Street Address: 1909 K Street, 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.	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)

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

Assignor/Transferor Certification Statements

transferred until the consent of the	Federal Communications s subject to streamlined no	norization will not be assigned or that on Commission has been given, or (2) the otification procedures for <i>pro forma</i> ass and Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is not
2) The Assignor or Transferor certincorporated by reference are materials	fies that all statements ma erial, are part of this applic	ade in this application and in the exhibitation, 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		
First Name: Arthur	MI: R	Last Name: Block	Suffix:
80) Title: Senior Vice President 8	General Counsel		
Signature: Arthur R Block		81) Date: 02/28/02	

Assignee/Transferee Certification Statements

- 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 N IMPRISONMENT (U.S. Code, Title PERMIT (U.S. Code, Title 47, Sect	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	,			90) Upper Frequency	
oo) oan oign	Service	Number	(Microwave only)	Frequency (MHz)	(MHz)	Yes / No
WNNL379	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:
ļ				

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)

2		
2000	As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was	
	originally declared?	
	If 'Yes', the new category of eligibility of the licensee is:	_

Certification Statement for Transferees

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

Attachment List

Attachment Type	Date	Description	Contents
Other	102/15/02	Incorporation of Public Interest Statement	0177279775115284730979308.pdf

ATTACHMENTS TO APPLICATION

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

FCC 603

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



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

Submitted 02/28/2002 at 07:59AM

File Number: 0000774328

1) Application Purpose: Transfer of Control

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

File Number:

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

Type of Transaction

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

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

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

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

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

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

6) Are attachments being filed with this application? Yes

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

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

Transaction Information

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

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

Licensee/Assignor Information

10a) Taxpayer Identification Numbe	r: L00124327	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003265212	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual): Comcast Cable	vision of Tupelo, la	nc.	
13) Attention To: Thomas R. Natha	n			
14) P.O. Box:	And / Or	15) Street Address: 1500 Market Street		
16) City: Phlladelphia		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)