

October 7, 2002

By Electronic Delivery

W. Kenneth Ferree
Bureau Chief, Media Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Ex Parte Notice

**Re: Applications for Consent to the Transfer of Control of Licenses
from Comcast Corporation and AT&T Corp., Transferors, to
AT&T Comcast Corporation, Transferee, MB Docket No. 02-70**

Dear Mr. Ferree:

In response to questions from the Media Bureau regarding the AT&T Comcast transaction, AT&T Comcast Corporation agrees that following the closing of the AT&T Comcast transaction it will not seek to enforce the provisions of Section 5.5 of the TWE Partnership Agreement (which contains the non-compete provision and the prohibition on overbuilding), Section 6.2 of the Texas Cable Partners, L.P. limited partnership agreement (the non-compete provision) or Section 6.2 of the Kansas City Cable Partners partnership agreement (the non-compete provision).

Very truly yours,

AT&T COMCAST CORPORATION

By: /s/ Arthur R. Block
Name: Arthur R. Block
Title: Senior Vice President
1500 Market Street
Philadelphia, PA 19102

cc: Marlene H. Dortch Roger D. Holberg Royce D. Sherlock
Neil A. Dellar James R. Bird Erin Dozier
William Dever Cynthia Bryant Lauren Kravetz Patrich
Jeff Tobias Simon Wilkie Qualex International