

Edgar Filing: TIME WARNER TELECOM INC - Form SC 13G/A

TIME WARNER TELECOM INC
Form SC 13G/A
December 19, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2) (*)

Time Warner Telecom Inc.

(Name of Issuer)

Class A Common Stock, Par value \$.01 per share

(Title of Class of Securities)

887319101

(CUSIP Number)

October 29, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-(c)

Rule 13d-1(d)

(*) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 or otherwise subject to the liabilities of that
section of the Act but shall be subject to all other provisions of the Act
(however, see the Notes).

(SC13G-07/99)

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

AT&T Corp.
I.R.S. Identification No. 13-4924710

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF	5.	SOLE VOTING POWER
SHARES		-0-

BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		6,289,842

EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		-0-

PERSON	8.	SHARED DISPOSITIVE POWER
WITH		6,289,842

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,289,842

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.9%

12. TYPE OF REPORTING PERSON*

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CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Global Card Holdings, Inc.

I.R.S. Identification No. 31-1539886

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 6,289,842

EACH 7. SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 8. SHARED DISPOSITIVE POWER

WITH 6,289,842

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,289,842

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[X]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.9%

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12. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This statement on Schedule 13G is being filed by AT&T Corp. ("AT&T") and Global Card Holdings, Inc. ("Global Card Holdings"), a wholly-owned subsidiary of AT&T. In connection with the merger of AT&T Broadband with and into Comcast Corporation on November 18, 2002, the ownership of the Class A Common Stock of Time Warner Telecom Inc. was transferred to Global Card Holdings.

Item 1(a). Name of Issuer:

Time Warner Telecom Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

10475 Park Meadows Drive
Littleton, CO 80124

Item 2(a). Name of Person Filing:

AT&T Corp.
Global Card Holdings, Inc.

Item 2(b). Address of Principal Business Office, or if None, Residence:

AT&T Corp.'s principal business office is located at
One AT&T Way, Bedminster, NJ 07921.
Global Card Holdings, Inc.'s principal business office is located at
One AT&T Way, Bedminster, NJ 07921.

Item 2(c). Citizenship:

AT&T Corp. - New York
Global Card Holdings, Inc. - Delaware

Item 2(d). Title of Class of Securities:

Class A Common Stock, \$.01 par value

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Item 2(e). CUSIP Number:

887319101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b)

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or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance Company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 6,289,842

(b) Percent of class: 12.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: -0-,

(ii) Shared power to vote or to direct the vote: -0-,

(iii) Sole power to dispose or to direct the disposition of: -0-,

(iv) Shared power to dispose or to direct the disposition
of: 6,289,842

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Global Card Holdings, Inc., a wholly-owned subsidiary of AT&T Corp.

Item 8. Identification and Classification of Members of the Group:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of: 12/19/02

AT&T Corp.

By: /s/ H. David Schwartz

Name: H. David Schwartz
Title: Assistant Secretary

Global Card Holdings, Inc.

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By: /s/ Carol A. Lewis

Name: Carol A. Lewis
Title: President

Joint Filing Rider

SCHEDULE

Schedule I Termination of Joint Filing Agreement dated June 26, 2000 among certain of the signatories to this Amendment No. 2 to Schedule 13G.

SCHEDULE I

TERMINATION OF JOINT FILING AGREEMENT
EXECUTED PURSUANT TO RULE 13d-1(k)(1)

The undersigned hereby terminate the Joint Filing Agreement among them dated June 26, 2000. This termination may be executed in any number of counterparts and all of such counterparts taken together shall constitute one and the same instrument.

Dated as of: 12/13/02

AT&T Corp.

By: /s/ H. David Schwartz

Name: H. David Schwartz
Title: Assistant Secretary

Comcast MO Group, Inc. (formerly MediaOne Group, Inc.)

By: /s/ Arthur S. Block

Name: Arthur S. Block
Title: Senior Vice President

Comcast of Georgia, Inc. (formerly MediaOne of Colorado, Inc.)

By: /s/ Arthur S. Block

Name: Arthur S. Block

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Title: Senior Vice President

Comcast MO Holdings II, Inc. (formerly
MediaOne Holdings II, Inc.)

By: /s/ Arthur S. Block

Name: Arthur S. Block
Title: Senior Vice President

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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