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August 23, 2002

Ex Parte Notice

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

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 Ms. Dortch:

With reference to the press release that we placed on the public record yesterday, please find attached a copy of the Restructuring Agreement as posted on the website of the Securities and Exchange Commission earlier today.

This letter is submitted pursuant to section 1.1206(b)(2) of the Commission's rules. Please let me know if you have any questions.

Sincerely,

James L. Casserly

Attachment

cc: Erin Dozier
Roger D. Holberg
John I. Scott
Royce D. Sherlock
Patrick Webre

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James R. Bird
Neil Dellar
Kimberly Reindl
Simon Wilkie
William Dever
Cynthia Bryant
Jeff Tobias
Lauren Kravetz Patrich
Qualex International

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