

October 31, 2002

By Electronic Delivery

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

On October 25, 2002, AT&T Corp. and Comcast Corporation filed an Ex Parte Notice that included a final version of the "Agreement and Declaration of Trust" ("Trust Agreement"), which is one of the three trust instruments contemplated in connection with placing AT&T's limited partnership interest in Time Warner Entertainment Company, L.P. (the "TWE Interest") in an irrevocable disposition trust. Attached are copies of trust agreements for the two additional trusts to be used in conjunction with the disposition of the TWE Interest, which reflect minor variations from the Trust Agreement filed on October 25, 2002 reflecting the different consideration that will be in each trust.

Very Truly Yours,

/s/ Betsy Brady
Betsy Brady
AT&T CORP.
1120 20th Street, NW
Suite 1000
Washington, DC 20036

/s/ James R. Coltharp
James R. Coltharp
COMCAST CORPORATION
2001 Pennsylvania Avenue, NW
Suite 500
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