

November 7, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445-12th Street, S.W.
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 Ms. Dortch:

On Wednesday, November 6, and Thursday, November 7, the undersigned had telephone conversations with Neal Dellar of the Commission's Office of General Counsel, concerning the Agreement and Declaration of Trust ("Trust Agreement") which is one of three trust instruments contemplated in connection with placing AT&T Broadband's limited partnership interest in Time Warner Entertainment Company, L.P. in an irrevocable disposition trust. In response to a request from Mr. Dellar, I informed him in the November 7 telephone conversation that AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") have agreed to make the following amendments to the Trust Agreement and the other two trust instruments:

- 1) In Section 13(a)(ii), change the words "Media Bureau" to "FCC".
- 2) Add a further recital as follows: "WHEREAS, prior to the closing of the TWE Restructuring, the MediaOne Note Payment (as defined in the Restructuring Agreement) will occur."

In addition, I informed Mr. Dellar that AT&T and Comcast have agreed that AT&T Comcast would file with the Commission within fourteen (14) days of closing the proposed merger, the final versions of the Trust Agreement and the other two trust instruments.

Pursuant to section 1.1206(b) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Respectfully submitted,

/s/ Michael H. Hammer
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