

LAWLER, METZGER & MILKMAN, LLC

2001 K STREET, NW
SUITE 802
WASHINGTON, D.C. 20006

CHARLES W. LOGAN
PHONE (202) 777-7724

PHONE (202) 777-7700
FACSIMILE (202) 777-7761

November 13, 2002

BY HAND

RECEIVED

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

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Ex Parte Notice

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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 November 12, I emailed to W. Kenneth Ferree and Royce D. Sherlock of the Media Bureau the attached letter from Edith E. Holiday, the operating trustee of the trusts that will be established pursuant to the Agreement and Declaration of Trust the Applicants have tiled in the above-referenced proceeding.

Pursuant to section 1.1206(b)(1) of the Commission's rules, transmitted herewith are an original and two copies of this letter. If you have any questions, please contact me.

Very truly yours,



Charles W. Logan

cc: James R. Bird
Cynthia Bryant
William Dever
Erin Dozier
W. Kenneth Ferree
Roger D. Holberg

Lauren Kravetz Patrich
Royce D. Sherlock
Jeff Tobias
Simon Wilkie
Qualex International

November 8.2002

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

Dear Mr Ferrce:

I have agreed to act as **the** Operating Trustee of Trust I, Trust II and **Trust III** (collectively, the "Trusts") which will be established pursuant to the Agreements and Declarations of Trust, which were submitted by AT&T Corp. and Comcast Corporation in MB Docket No. 02-70. I hereby certify that I have **not** been, nor **will** I be, a director, officer, manager, agent or employee of the Grantors of the Trusts or their affiliates immediately prior to or at any **time** while serving as the Operating Trustee. I further certify that I will not have **any** personal, familial, or extra-trust business **relationship** with the Grantors of the Trusts or their affiliates while serving **as** the Operating Trustee. All capitalized terms referenced **in** this paragraph are defined **as** set forth **in** the Agreements and Declarations of Trust.

Respectfully submitted,

Edith E. Holiday



cc: Arthur R. Block
Royce Sherlock