



Federal Communications Commission  
Washington, D.C. 20554

DOCKET FILE COPY ORIGINAL

November 14, 2002

*VIA FACSIMILE AND ELECTRONIC MAIL*

Mr. James R. Coltharp  
Comcast Corporation  
2001 Pennsylvania Avenue, NW  
Suite 500  
Washington, D.C. 20006

Ms. Betsy J. Brady  
Vice President, Federal Government Affairs  
AT&T  
1120 20<sup>th</sup> Street, N.W.  
Washington, D.C. 20036

**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 Mr. Coltharp and Ms. Brady:

The Media Bureau is in receipt of a letter, dated November 8, 2002, from Ms. Edith Holiday ("Certification Letter"). Ms. Holiday states that she has agreed to serve as the operating trustee (the "Trustee") for the trusts which will, upon closing of the proposed merger of AT&T Broadband and Comcast Corporation, hold AT&T Comcast's interest in Time Warner Entertainment, L.P., and certain successor interests, until these interests are divested (the "Trusts").

Ms. Holiday certifies that she has not been, nor will she be, a director, manager, agent, or employee of the Grantors of the Trusts or their affiliates immediately prior to or at any time while serving as Trustee. In a telephone conference with Applicants' counsel, we confirmed that Ms. Holiday has never held any of these positions with regard to the grantors or their affiliates,

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<sup>1</sup>See Agreement and Declaration of Trust (filed Oct. 25, 2002); see also, Agreements and Declarations of Trust (filed Oct. 31, 2002) (the "Trust Agreements").

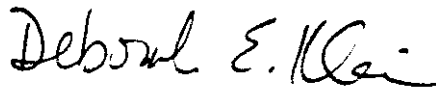
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and that Ms. Holiday will file a second certification letter to this effect.<sup>2</sup> Ms. Holiday further certifies that she will not have any personal, familial, or extra-trust business relationship' with the Grantors of the Trusts or their affiliates while serving as Trustee.

The Trust Agreements require prior Bureau approval of the Trustee.<sup>4</sup> Based on the certifications described above, the Media Bureau approves Ms. Holiday's appointment as Trustee.

If you have any questions regarding this matter, please contact me at (202) 418-7200.

Sincerely,



*for* W. Kenneth Ferree  
Chief, Media Bureau

Attachment

cc: A. Richard Metzger  
James L. Casserly  
David L. Lawson

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<sup>2</sup> Letter from Charles W. Logan, Lawler, Metzger & Milkman, to Marlene H. Dortch, Secretary, FCC (Nov. 14, 2002) ("Nov. 14, 2002 **Ex Parte**").

<sup>3</sup> Counsel advised that, as used in the Certification Letter, the term "business relationship" includes equity or debt holdings, employment relationships and positional interests held by the trustee with respect to the grantor. *See* Nov. 14 **Ex Parte**. We clarify that the term grantor includes all affiliates of the grantor, including, without limitation, all intermediate holding entities, the ultimate parent entity, and all sister entities.

<sup>4</sup> Trust Agreements § 8