

LAWLER, METZGER & MILKMAN, LLC

ORIGINAL

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

CHARLES W. LOGAN
PHONE (202) 777-7724

PHONE (202) 777-7700
FACSIMILE (202) 777-7763

EX PARTE OR LATE FILED

November 18, 2002

BY HAND

RECEIVED

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

Ex Parte Notice

NOV 18 2002

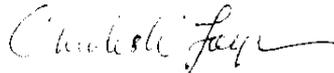
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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:

In a letter dated November 14, W. Kenneth Ferree, Chief of the Media Bureau, approved the appointment of Edith E. Holiday as the operating trustee of the trusts that will be established pursuant to the Agreement and Declaration of Trust the Applicants have filed in the above-referenced proceeding. Consistent with Mr. Ferree's November 14 letter, transmitted herewith are an original and two copies of a revised certification letter from Ms. Holiday. 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

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

Stamp: RECEIVED NOV 18 2002
Handwritten: 02-70

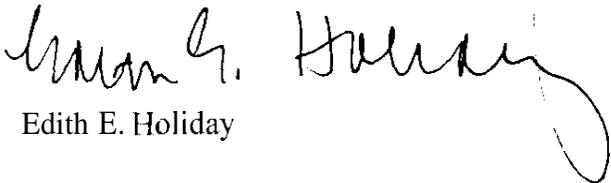
November 16,2002

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

Dear Mr. Ferree:

I have agreed to act as the Operating Trustee of Trust I, Trust II and Trust III (collectively. the "Trusts") that are being established pursuant to the Agreements and Declarations of Trust, which were submitted by AT&T Corp. and Comcast Corporation in MR 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 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