April 10, 2003

Via Electronic Filing

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

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 25, 2002, a form of the Agreement and Declaration of Trust for Trust II, to be executed in connection with the closing of the agreement to restructure Time Warner Entertainment, L.P., was filed in the above-captioned proceeding. This letter is to advise you that the Agreement and Declaration of Trust for Trust II was signed on March 31, 2003. Attached is a copy of the Agreement and Declaration of Trust, as executed, together with a “black-line” copy which identifies minor revisions made in the executed version to reflect changes in corporate names and in the address of the grantor, MOC Holdco II, Inc. All of these changes are clearly insubstantial and immaterial in nature.

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

Sincerely,

/s/ Michael H. Hammer

Attachments

cc:  Royce D. Sherlock  Roger D. Holberg  Erin Dozier
      Simon Wilkie  James R. Bird  William Dever
      Cynthia Bryant  Jeff Tobias  Lauren Kravetz Patrich
      Qualex International  Neil Dellar