

# WILLKIE FARR & GALLAGHER

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April 10, 2003

***Via Electronic Filing***

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