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July 10, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 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 July 9, 2002, Arthur R. Block, Senior Vice President and General Counsel of Comcast Corporation ("Comcast"), spoke by telephone with Susan M. Eid, Media Advisor to Chairman Powell. Ms. Eid and Mr. Block discussed the proposal of Comcast and AT&T Broadband to place AT&T Broadband's interest in Time Warner Entertainment ("TWE") in a trust prior to or at closing of the merger, as described in the July 2 *ex parte* report filed in this proceeding by James L. Casserly. In particular, Ms. Eid and Mr. Block discussed the role of the trustee in pursuing the contractual registration rights process under the TWE partnership agreement as well as the possible duration of the trust.

On July 9, 2002, James R. Coltharp, Senior Director, Public Policy of Comcast, also spoke by telephone with Ms. Eid regarding the trust proposal. That conversation covered the same topics discussed by Ms. Eid and Mr. Block.

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Richard Metzger, Jr.
A. Richard Metzger, Jr.

cc: W. Kenneth Ferree
Roger Holberg
David Sappington
Cynthia Bryant

Susan Eid
Erin Dozier
Donald Stockdale
Jeff Tobias

Royce Sherlock
James R. Bird
William Dever
Qualex International