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EX PARTE OR LATE FILED

RECEIVED

December 9, 2002

DEC - 9 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Via Hand 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:

Per the request of the Media Bureau, attached please find copies of the Certificates of Trust for TWE Holdings I Trust and TWE Holdings III Trust (Trusts I and III as described in the Agreements and Declarations of Trust for the Time Warner Entertainment Company, L.P. trusts), each as tiled with and certified by the Delaware Secretary of State on November 18, 2002.

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

Very truly yours,



A. Renee Callahan

Attachments

cc: Royce D. Sherlock
Simon Wilkie
Cynthia Bryant
Neil A. Dellar

Roger D. Holberg
James R. Bird
Jeff Tobias
Qualex International

Erin Dozier
William Dever
Lauren Kravetz Patrich

No. of Copies rec'd 0-1
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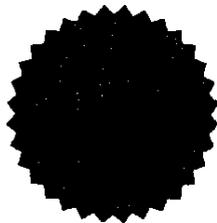
Delaware

The First State

PAGE 2

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF TRUST OF "TWE HOLDINGS I TRUST" FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF TRUST IS THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2002, AT 3:55 O'CLOCK P.M.



Harriet Smith Windsor
HarrietSmith Windsor, Secretary of Sere

3585407 8100V

AUTHENTICATION: 2094739

020707502

DATE: 11-18-02

**CERTIFICATE OF TRUST OF
TWE HOLDINGS I TRUST**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/18/2002
020707502 - 3585467

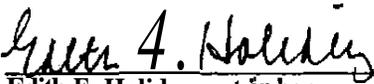
THIS Certificate of Trust of **TWE HOLDINGS I TRUST** (*the "Trust"*), dated as of November 18, 2002, is being duly executed and filed by the undersigned trustees *to form a statutory trust* under *the Delaware Statutory Trust Act* (12 Del. Code § 3801 *et seq.*).

1. Name. The name of the statutory trust formed hereby is TWE Holdings I Trust.

2. Delaware Trustee. The name and business address of the trustee of the Trust with its principal place of business in the State of Delaware is The Capital Trust Company of Delaware, One Little Falls Centre I, Suite 210.2711 Centerville Road, Wilmington, Delaware 19808.

3. Effective Time. This Certificate of Trust shall be effective at 3:55 p.m., Eastern Standard Time, on November 18, 2002.

IN WITNESS WHEREOF, the undersigned, being all of the trustees of the Trust as of the date of filing of this Certificate of Trust, have duly executed this Certificate of Trust as of the date first above written.


Edith E. Holiday, not in her
individual capacity but solely as
trustee

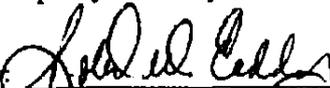
THE CAPITAL TRUST COMPANY OF
DELAWARE, not in its individual
capacity but solely as trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned, being all of the trustees of the Trust as of the date of filing of this Certificate of Trust, have duly executed this Certificate of Trust as of the date first above written.

Edith E. Holiday, not in her
individual capacity but solely as
trustee

THE CAPITAL TRUST COMPANY OF
DELAWARE, not in its individual
capacity but solely as trustee

By: 
Name: Robert W. Leachy
Title: Senior Vice President

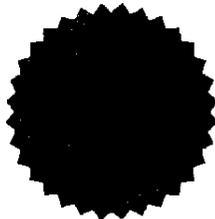
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF TRUST OF "TWE HOLDINGS III TRUST" FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF TRUST IS THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2002, AT 3:55 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3585412 8100V

020707545

AUTHENTICATION: 2094544

DATE: 11-18-02

**CERTIFICATE OF TRUST OF
TWE HOLDINGS III TRUST**

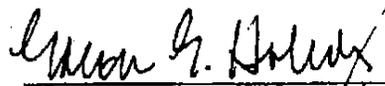
THIS Certificate of Trust of TWE HOLDINGS III TRUST (the "Trust"), dated as of November 18, 2002, is being duly executed and filed by the undersigned trustees to form a statutory trust under the Delaware Statutory Trust Act (12 Del. Code § 3801 et seq.)

1. Name. The name of the statutory trust formed hereby is TWE Holdings III Trust.

2. Delaware Trustee. The name and business address of the trustee of the Trust with its principal place of business in the State of Delaware is The Capital Trust Company of Delaware, One Little Falls Centre I, Suite 210, 2711 Centerville Road, Wilmington, Delaware 19808.

3. Effective Time. This Certificate of Trust shall be effective at 3:55 p.m., Eastern Standard Time, on November 18, 2002.

IN WITNESS WHEREOF, the undersigned, being all of *the* trustees of the Trust as of the date of filing of this Certificate of Trust, have duly executed this Certificate of Trust as of the date first above written.



Edith E. Holiday, not in her
individual capacity but solely as
trustee

THE CAPITAL TRUST COMPANY OF
DELAWARE, not in its individual
capacity but solely as trustee

By: _____
Name:
Title: