August 9, 2002

By Electronic Delivery

John P. Frantz, Esq.
Vice President and Counselor to General Counsel
Verizon
1515 North Courthouse Road, Suite 500
Arlington, VA 22201

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Tranferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Mr. Frantz:

We have received your request to inspect the confidential materials that AT&T Corp. and Comcast Corporation have submitted in response to the Commission's June 11, 2002 Document and Information Request (the "Request") in the above-referenced proceeding, along with your signed Acknowledgment of Confidentiality. All of these confidential materials have been designated "copying prohibited." Please contact Mary Beth Pometto at Davis, Polk & Wardwell, 1300 Eye Street, NW, Washington, DC (202-962-7000) to schedule a time to inspect the confidential materials Comcast has submitted in response to the Request. Please contact Leslie Shubert at Sidley Austin Brown & Wood, LLP, 1501 K Street, NW, Washington, DC (202-736-8000) to schedule a time to inspect the confidential materials AT&T has submitted separately in response to the Request.

As your execution of the Acknowledgment of Confidentiality affirms, access to these confidential documents and other materials is governed strictly by the terms of the Protective Order (DA 02-734) entered in this proceeding. Among other things, the Protective Order (para. 3) provides that you "shall use the [confidential] information solely for preparation and the conduct of this proceeding as delimited in [the Protective Order], and any subsequent judicial proceeding arising directly from this proceeding and, except as provided [in the Protective Order], shall not use such documents or information for any other purpose, including without limitation business, governmental, or commercial purposes, or in other administrative, regulatory or judicial proceedings." Moreover, the confidential information may not be disclosed to other persons except as expressly set forth in the Protective Order, and "in rendering ... advice and otherwise communicating with [your] client, [you] shall not disclose Stamped Confidential Documents or Confidential Information." Protective Order para. 11.

If you have any questions concerning this matter, please do not hesitate to contact us.

Sincerely,

David Lawson (ARM)
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Counsel to Comcast Corporation

cc: Marlene H. Dortch, FCC Secretary
Royce D. Sherlock, FCC Media Bureau