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August 21, 2002

VIA HAND DELIVERY

Yvette Tarlov, Esq.
Department of Justice
Antitrust Division
Telecommunications & Media Enforcement Section
City Center Building
1401 H Street, N.W., Suite 8000
Washington, D.C. 20005

Re: Response to CID #21686, Directed to RCN Corporation.

Dear Ms. Tarlov:

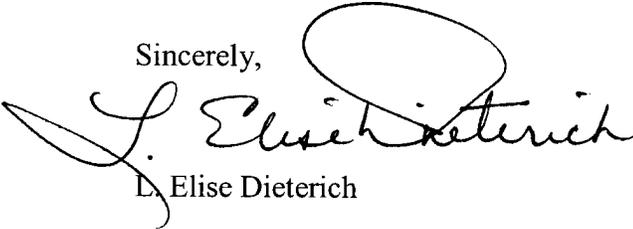
We write with regard to documents submitted by our client, RCN Corporation, in response to Civil Investigative Demand (“C.I.D.”) No. 21686. As you may be aware, RCN Telecom Services, Inc., has filed with the Federal Communications Commission a Petition to Deny Applications or Condition Consent, dated April 29, 2002, in re the Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corporation, Transferors, to AT&T Comcast Corporation, Transferee, currently pending before the Commission in MB Docket No. 02-70. Certain of the documents filed by RCN with the Department of Justice in response to C.I.D. No. 21686 may be of interest to the Commission in the above-referenced license transfer proceeding. Accordingly, RCN has consented to review by the Commission and its staff of all documents submitted by RCN to the Department of Justice pursuant to C.I.D. No. 21686, *provided*, that the Commission treat all such documents as confidential documents pursuant to Section 0.459 of the Commission’s Rules, 47 C.F.R. § 0.459, and that any discussions with the Department regarding RCN’s documents will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission’s Rules, 47 C.F.R. § 1.1204(a)(6). A copy of RCN’s letter to the Commission is attached hereto.

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To enable the review of documents filed by RCN pursuant to C.I.D. No. 21686, RCN hereby provides a limited waiver of the confidentiality protections afforded documents produced in response to a civil investigative demand pursuant to the Antitrust Civil Process Act, 15 U.S.C. §§ 1311-1314, insofar as necessary to enable the Commission and its staff to view RCN's documents and confer with the Department as authorized above.

If you have questions regarding this waiver, please contact me. Thank you for your assistance in this matter.

Sincerely,



Elise Dieterich

Attachment

cc (w/att.): J. Parker Erkmann, Esq.
Secretary, Federal Communications Commission
John Jones
Scott Burnside
Deborah Royster

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