LAWLER, METZGER & MILKMAN, LLC

2001 K STREET, NW
SUITE 802
WASHINGTON, D.C. 20006

A. RENEE CALLAHAN
PHONE (202) 777-7723

PHONE (202) 777-7700
FACSIMILE (202) 777-7763

October 3, 2002

By Hand

John W. Butler, Esq.
Earl W. Comstock, Esq.
Sher & Blackwell
1850 M Street, N.W., Suite 900
Washington, D.C. 20036

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 Messrs. Butler and Comstock:

We have received your request to inspect the confidential materials that Comcast Corporation submitted on September 13, 2002, in the above-referenced proceeding, along with your signed Acknowledgments 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.

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 entered in this proceeding.[1] 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

[1] *Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee,* Protective Order, DA 02-734, 17 FCC Rcd 5926 (2002).

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 me.

Sincerely,

A. Renée Callahan

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