LAWLER, METZGER & MILKMAN, LLC

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

A. RENÉE CALLAHAN
PHONE (202) 777-7723

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

November 6, 2002

By Hand

Mark Cooper
Research Director
Consumer Federation of America
1424 16th Street, NW, Suite 604
Washington, D.C. 20036-2211

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 Mr. Cooper:

We have received your request to inspect certain confidential materials regarding the "TWE Restructuring Agreement" that Comcast Corporation ("Comcast") submitted in the above-referenced proceeding, along with your signed Acknowledgment of Confidentiality. These confidential materials have been designated "copying prohibited."

As your execution of the Acknowledgment of Confidentiality affirms, access to these Stamped 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. 5) allows Counsel employed by or representing a party in these proceedings to review Stamped Confidential Documents and for such Counsel to disclose such documents and other Confidential Information to outside consultants or experts, such as yourself, who are "retained for the purpose of assisting Counsel in this proceeding." As your cover letter confirms, Acknowledgments of Confidentiality have been executed by you and by a representative (Harold Feld) of Media Access Project, Counsel to Consumer Federation of America, *et al.* ("CFA") in the above-captioned proceeding. Accordingly, pursuant to the Protective Order (para. 5) Mr. Feld, as Counsel

[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).

to CFA, "may disclose Stamped Confidential Documents and other Confidential Information" to you. Although the Protective Order thus appears to contemplate that your access to this information will be only through disclosures by Counsel, AT&T Corp. and Comcast have no objection to your viewing the materials directly, provided it is understood that Mr. Feld joins you in assuming responsibility for your access to these materials.

The Protective Order (para. 3) further 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, 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.

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. 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