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March 3, 2003

By Facsimile Delivery

Rodney L. Joyce
Shook, Hardy & Bacon, LLP
600 14th Street, N.W., Suite 800
Washington, D.C. 20005-2004

Rachel Lipman Reiber
Vice President of Regulatory & Government Affairs
Everest Connections
4740 Grand, Suite 200
Kansas City, MO 64112-2254

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. Joyce and Ms. Reiber:

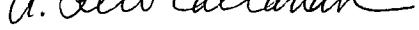
We have received your requests to inspect the plan for compliance ("Compliance Plan"), submitted by Comcast Corporation ("Comcast") as required by paragraph C.3 of the Safeguards Relating to Video Programming ("Safeguards"), prescribed in Section II of Appendix B of the Commission's *Memorandum Opinion and Order* (Nov. 14, 2002) (FCC 02-310), along with your executed Acknowledgments of Confidentiality. The Compliance Plan has been designated "copying prohibited," and will be made available as previously discussed at Lawler, Metzger & Milkman, LLC.

As your execution of the Acknowledgments 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 me.

Sincerely,



A. Renée Callahan

cc: (by electronic delivery)
Marlene H. Dortch, Office of the Secretary, FCC
W. Kenneth Ferree, Media Bureau, FCC
Royce D. Sherlock, Media Bureau, FCC
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