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April 2, 2002

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William F. Caton
Acting Secretary
Federal Communications Commission
445 Twelfth Street, S.W. – Suite TW-A325
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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. Caton:

On February 28, 2002, AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") (collectively the "Applicants") filed joint applications asking the Federal Communications Commission ("Commission") to approve the transfer of control of various licenses and authorizations held by Applicants in connection with the proposed merger of Comcast and AT&T's broadband business. In our pre-filing conversations with Commission staff, we discussed their requests to review all documents the Applicants have provided (or will subsequently provide) to the Department of Justice ("Department") in connection with the Department's investigation of the proposed merger pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively the "Protected Materials") and the status of the Department's investigation. We have now agreed to the Commission staff's requests, on the understanding that, except as noted below, the Commission will treat the Protected Materials as confidential documents pursuant to Section 0.459 of the Commission's rules, 47 C.F.R. § 0.459, and that the discussions with the Department will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's rules, 47 C.F.R. 1.204(a)(6).

With respect to the Protected Materials, we have agreed that certain counsel to parties that participate in this proceeding will be allowed to review such Protected Materials as the Applicants may file at the Commission under the terms of the protective order adopted by the Commission on March 28, 2002.¹

With respect to discussions between representatives of the Commission and the Department, the Applicants have sent a joint letter to the Department waiving the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the Protected Materials in order

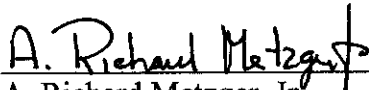
¹ *Applications for Consent to the Transfer of Control of Licenses From Comcast Corporation and AT&T Corp., Transferors, To AT&T Comcast Corporation, Transferee, MB Docket No. 02-70, Protective Order (rel. March 29, 2002) (DA 02-734).*

to permit full discussions between representatives of the Department and the Commission with respect to the Protected Materials and the status of the Department's investigation of the merger between the Applicants. A copy of that letter is enclosed. This waiver also permits the Department to allow the Commission's staff to review the Protected Materials in the Department's possession. As noted above, this waiver is based on the Applicants' understanding that the discussions will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) and will not be disclosed, except as required under that section.

Finally, we would like to clarify that the agreements and waivers set forth above are further based on the Applicants' understanding that if, in connection with its decision in this proceeding the Commission intends to rely upon or otherwise make reference to the contents of any of the Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd. 19985 (1997). In the case of that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

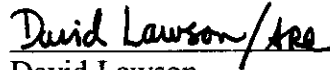
Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing or the enclosed documents. Thank you.

Sincerely yours,



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Enclosure

cc: William H. Johnson
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**CONFIDENTIAL TREATMENT
REQUESTED**

March 7, 2002

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VIA FEDERAL EXPRESS

Nancy M. Goodman, Esq.
Chief, Telecommunications Task Force
U.S. Department of Justice
Antitrust Division
1401 H Street, N.W.
Washington, D.C. 20550

Re: Proposed Merger of AT&T Broadband Corp. ("Broadband") and Comcast Corporation ("Comcast")

Dear Nancy:

Comcast Corporation ("Comcast") and AT&T Corp. ("AT&T" and together with Comcast, the "Applicants"), have filed consolidated applications asking the Federal Communications Commission ("Commission") to approve the transfer of control of licenses and authorizations currently held or controlled directly or indirectly, by them in connection with the proposed merger of AT&T Broadband Corp. (a wholly-owned subsidiary of AT&T) and Comcast and related agreements. In prefiling conversations with Commission staff, counsel for the Applicants discussed the Commission's requests to review all documents provided by the Applicants to the U.S. Department of Justice ("Department") in connection with the Department's review of the proposed merger pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act (the "HSR Act"), and to engage in discussions with representatives of the Department with respect to those documents (collectively, the "HSR Protected Materials") and the status of the Department's review. We have agreed to the Commission staff's requests, subject to the following conditions:

1. The Applicants waive the confidentiality protections of the Antitrust Civil Process Act and the HSR Act and any applicable confidentiality provisions governing the HSR Protected Materials only to the extent necessary to permit full discussions between the

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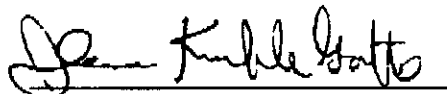
Nancy M. Goodman, Esq.
March 7, 2002
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Department and the Commission personnel working on the Comcast/AT&T Broadband merger proceeding regarding the HSR Protected Materials and the status of the Department's review of the merger between the Applicants, and to permit such Commission personnel to view and take notes of the HSR Protected Materials – *provided that*, any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials, will be treated as confidential pursuant to the Commission's rules and will not be placed in the administrative record and, *provided further that*, such restrictions shall not apply to any documents or information provided by the Applicants directly to the Commission (including any documents and information that may be identical to documents and information included as part of the HSR Protected Materials), which shall be governed by a protective order issued by the Commission in connection with the proceeding.

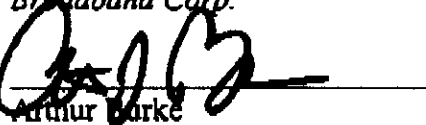
2. Any discussions between the Department and Commission personnel will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commissions' Rules, 47 C.F.R. § 1.1204(a)(6), and will not be disclosed, except as required under that section, and, to the extent that the disclosure of such discussions would reveal trade secrets or commercial or financial information that is privileged or confidential, only in accordance with a protective order adopted by the Commission or a constituent Bureau thereof and as otherwise expressly provided in this letter

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely yours,


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March 7, 2002

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cc: Yvette F. Tarlov, Esq.
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Stanley Wang, Esq.