

LAWLER, METZGER & MILKMAN, LLC

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May 31, 2002

By Electronic Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

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 Ms. Dortch:

In accordance with the Protective Order released by the Media Bureau on March 29, 2002, DA 02-734, counsel for Comcast Corporation has made a request to inspect the confidential version of the material filed on May 29, 2002, by RCN Telecom Services, Inc. ("Submitting Party"), in the above-referenced proceeding.

Acknowledgment of Confidentiality declarations, as contained in Appendix B of the Protective Order, have been executed by Lawler, Metzger & Milkman representatives and are enclosed. Copies are being concurrently served upon the Submitting Party through its outside counsel, L. Elise Dieterich of Swidler Berlin Shereff Friedman, LLP, by hand delivery. As is customary with electronic filings, PDF facsimiles of these Acknowledgments of Confidentiality are being submitted. The signed originals are being retained at our office.

If you have any questions, please do not hesitate to contact me.

Best regards,

/s/ A. Reneé Callahan
A. Reneé Callahan

cc: L. Elise Dieterich, Swidler Berlin Shereff Friedman, LLP
Sarah Whitesell
Royce Sherlock
Roger Holberg
Erin Dozier
James R. Bird
David Sappington
Donald Stockdale
William Dever
Cynthia Bryant
Jeff Tobias
Qualex International

Acknowledgment of Confidentiality

I hereby acknowledge that I have received and read a copy of the Protective Order in MB Docket No. 02-70 released March 29, 2002, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Counsel or consultant to a party or other person described in paragraph 5 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Protective Order.

I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 2 of the Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of paragraph 10 of the Protective Order, and I certify that I have verified that there are in place procedures, at my firm or office, to prevent unauthorized disclosure of Stamped Confidential Documents or Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order.

Executed at Washington DC this 2d day of May, 2002.

A. Richard Metzger, Jr.
Name: A. Richard Metzger, Jr.
Position: Attorney
Address: 2001 K Street, NW
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Washington, DC 20006
Telephone: 202-777-7700

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Executed at 5/2/02 this 2nd day of May, 2002



Name: A. Renée Callahan
Position: Attorney
Address: 2001 K Street, NW
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Regina M. Keeney
Name: Regina M. Keeney
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Address: 2001 K Street, NW
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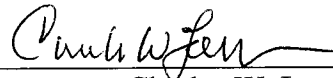
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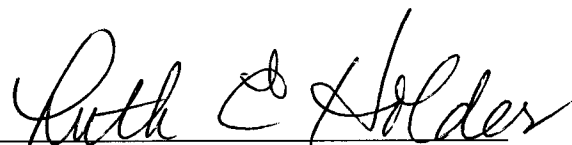
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