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June 5, 2002

By Electronic Delivery

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

Ex Parte Notice

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:

On Tuesday, June 4, 2002, Steve B. Burke, President of Comcast Cable, James R. Coltharp and Joseph W. Waz, Jr. of Comcast Corporation ("Comcast"), James L. Casserly of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC, outside counsel to Comcast, Betsy Brady of AT&T Corp. ("AT&T"), David Lawson of Sidley Austin Brown & Wood LLP, outside counsel to AT&T, and I met with Royce Sherlock, Erin Dozier and John Scott of the Media Bureau; James R. Bird, Nandan Joshi, and Kimberly Reindl of the Office of General Counsel; David Sappington, Chief Economist, and Don Stockdale of the Office of Plans and Policy; and Aaron Goldberger and Ben Childers of the Wireline Competition Bureau. During that meeting, Mr. Burke discussed the public interest benefits of the merger, as described in the application, reply comments and accompanying declarations filed by Comcast and AT&T in the above-referenced docket. In response to questions, Mr. Burke also discussed (1) the applicants' cost of acquiring programming; (2) the merged company's expected balance sheet; and (3) the intensity of competition faced by Comcast in its local markets, particularly from DBS.

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Richard Metzger, Jr.
A. Richard Metzger, Jr.

cc: Royce Sherlock
James R. Bird
David Sappington
Ben Childers
Jeff Tobias

Erin Dozier
Nandan Joshi
Don Stockdale
William Dever
Roger Holberg

John Scott
Kimberly Reindl
Aaron Goldberger
Cynthia Bryant
Qualex International