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April 25, 2002

Ex Parte Notice

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APR 25 2002
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

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., Tranferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Ms. Dortch:

On April 24, 2002, James R. Coltharp of Comcast Corporation ("Comcast"), James L. Casserly of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC and Arthur Burke of Davis Polk & Wardwell (who participated by telephone), outside counsel to Comcast, Betsy Brady of AT&T Broadband, Michael Hammer of Willkie Farr and Gallagher and David Lawson of Sidley Austin Brown & Wood LLP, outside counsel to AT&T Broadband, and I met with Sarah Whitesell, Royce Sherlock, Roger Holberg, and Erin Dozier of the Media Bureau; Nandan Joshi and Kimberly Reindl of the Office of General Counsel; and David Sappington of the Office of Plans and Policy. During that meeting, we discussed the status of the Department of Justice's review of the applicants' merger and possible procedures for handling requests for access to confidential documents.

Pursuant to section 1.1206(b)(2) of the Commission's rules, an original and one copy of this letter are being filed with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

A. Richard Metzger

A. Richard Metzger, Jr.

cc: Sarah Whitesell, Erin Dozier, David Sappington, Royce Sherlock, Nandan Joshi, Roger Holberg, Kimberly Reindl

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