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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

*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 Thursday, May 30, 2002, James R. Coltharp 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"), Michael Hammer of Willkie Farr and Gallagher, outside counsel to AT&T, and I met with Susan Eid, Jonathan Cody, Erica Platt, Jun An, and Kevin Lefton of Chairman Michael Powell's Office; Stacy Robinson and Deborah Salons of Commissioner Kathleen Abernathy's Office; Susanna Zwerling and Nguyen Vu of Commissioner Michael Copps' Office; and Catherine Bohigian and Matt Segers of Commissioner Kevin Martin's Office.

During that meeting, we gave an overview of the contents of the application materials filed on February 28, 2002, and the reply to comments and petitions to deny and the accompanying economic and other testimony filed on May 21, 2002 in the above-referenced docket. In particular, we explained (1) how the merger will generate substantial public interest benefits (focusing especially on acceleration of deployment of broadband services and promotion of competitive residential telephony), (2) the Applicant's compliance with all applicable Commission rules (focusing especially on cable ownership

issues), and (3) the absence of competitive harms (focusing especially on programming, set-top boxes, and Internet issues). As to each of these issues, the presentations were drawn directly from materials already filed on the public record and did not include new facts, analysis, or argumentation.

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:	Sarah Whitesell	Royce Sherlock	Roger Holberg
	Erin Dozier	James R. Bird	David Sappington
	Donald Stockdale	William Dever	Cynthia Bryant
	Jeff Tobias	Susan Eid	Jonathan Cody
	Erica Platt	Jun An	Kevin Lefton
	Stacy Robinson	Deborah Salons	Susanna Zwerling
	Nguyen Vu	Catherine Bohigian	Matt Segers
	Qualex International		