

LAWLER, METZGER & MILKMAN, LLC

2001 K STREET, NW
SUITE 802
WASHINGTON, D.C. 20006

A. RICHARD METZGER, JR.
PHONE (202) 777-7729

PHONE (202) 777-7700
FACSIMILE (202) 777-7763

May 29, 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, May 28, 2002, James R. Coltharp and Joseph W. Waz, Jr. 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, Michael Hammer of Willkie Farr and Gallagher and Mark Schneider and Marc Raven (who participated by telephone) of Sidley Austin Brown & Wood LLP, outside counsel to AT&T Corp., and I met with W. Kenneth Ferree, Sarah Whitesell, Royce Sherlock, Roger Holberg, Erin Dozier and John Scott of the Media Bureau; James R. Bird, Nandan Joshi, and Neil Dellar of the Office of General Counsel; and David Sappington, Chief Economist, and Don Stockdale of the Office of Plans and Policy. During that meeting, we explained that the merger applicants had provided, in the reply to comments and petitions to deny and the accompanying economic and other testimony filed on May 21, a comprehensive response to the numerous issues raised by other parties. In addition, we affirmed the merger applicants' continuing desire to work with the Commission to provide such additional information as may be required in the course of the Commission's public interest analysis.

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:	W. Kenneth Ferree	Sarah Whitesell	Royce Sherlock
	Roger Holberg	Erin Dozier	John Scott
	James R. Bird	Nandan Joshi	Neil Dellar
	David Sappington	Don Stockdale	William Dever
	Cynthia Bryant	Jeff Tobias	Qualex International