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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

July 10, 2002

* VA BAR ONLY
** MA BAR ONLY
*** MI AND IL BAR ONLY
+ IL BAR ONLY
** LEGISLATIVE, NON-LAWYER

VIA FACSIMILE AND
HAND DELIVERY

A. Renee Callahan, Esq.
Lawler, Metzger & Milkman, LLC
2001 K Street, N.W.
Suite 802
Washington, D.C. 20006

Re: Applications for Consent to the Transfer of Control of Licenses
From Comcast Corporation and AT&T Corp. to AT&T Comcast
Corporation
MB Docket No. 02-70

Dear Ms. Callahan:

Our firm serves as outside counsel to AOL Time Warner Inc. I hereby request the opportunity to inspect the unredacted, confidential versions of all responses and documents submitted by Comcast and AT&T in connection with the letter dated June 11, 2002 from Royce D. Sherlock to James R. Coltharp and Betsy J. Brady (the "First Information Request"). I also request copies of any confidential documents that have not been designated as "copying prohibited." We will of course agree to reimburse the costs associated with copying these documents. As required by paragraph 5 of the Protective Order, I am submitting with this request an executed "Acknowledgement of Confidentiality."

Based upon the transmittal letters in response to the First Information Request, I understand that you are serving as outside counsel for each Submitting Party for purposes of the

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A. Renee Callahan, Esq.

July 10, 2002

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notice and service requirements contemplated by paragraph 8 of the Protective Order. I will contact you directly to schedule a convenient time to review these documents.

Sincerely,

A handwritten signature in cursive script that reads "Arthur H. Harding". The signature is written in black ink and is positioned above the printed name.

Arthur H. Harding

AHH/kb

cc: Marlene H. Dortch, FCC Secretary
Royce D. Sherlock, FCC Media Bureau

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APPENDIX B

Acknowledgment of Confidentiality

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, 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.

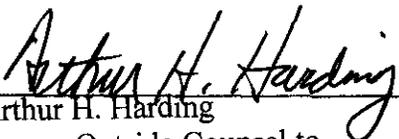
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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, D.C. this 10th day of July, 2002


Arthur H. Harding
Outside Counsel to
AOL Time Warner Inc.

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