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August 21, 2002

ELECTRONICALLY FILED

Ms. Marlene H. Dortch
Secretary, Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20024

Re: Notice of Waiver by RCN Telecom Services, Inc., in re the Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corporation, Transferors, to AT&T Comcast Corporation, Transferee, MB Docket 02-70.

Dear Secretary Dortch:

RCN Telecom Services, Inc., previously filed in the above-captioned docket a Petition to Deny Applications or Condition Consent, dated April 29, 2002, and has filed with the Commission comments and documents relevant to its Petition. RCN also has filed documents with the Department of Justice pursuant to a civil investigative demand ("C.I.D."), issued in connection with the Department's review of the proposed merger of Comcast Corporation and AT&T Broadband. Certain of the documents filed by RCN with the Department of Justice may be of interest to the Commission in the above-captioned proceeding. Accordingly, RCN hereby consents to review by the Commission and its staff of all documents submitted by RCN to the Department of Justice pursuant to C.I.D. No. 21686, *provided*, that the Commission treat all such documents as confidential documents pursuant to Section 0.459 of the Commission's Rules, 47 C.F.R. § 0.459, and that any discussions with the Department regarding RCN's documents will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's Rules, 47 C.F.R. § 1.1204(a)(6).

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RCN has provided to the Department a letter providing a limited waiver of the confidentiality protections afforded documents produced in response to a civil investigative demand pursuant to the Antitrust Civil Process Act, 15 U.S.C. §§ 1311-1314, insofar as necessary to enable the Commission and its staff to view RCN's documents and confer with the Department as authorized above. A copy of that letter is attached hereto.

If there are questions regarding this waiver, please contact the undersigned.

Respectfully submitted,

s/

L. Elise Dieterich
*Counsel for RCN Telecom
Services, Inc.*

Attachment

cc (by e-mail): Royce Sherlock
Roger Holberg
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James Bird
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Jeff Tobias
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cc (by hand): Yvette Tarlov, U.S. Department of Justice
Parker Erkmann, U.S. Department of Justice