

Writer's Direct Dial No.
(202) 463-2510

October 1, 2002

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Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: **Application 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**

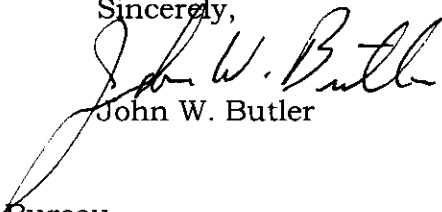
Dear Ms. Dortch:

In accordance with the Protective Order issued by the Media Bureau on March 29, 2002, we, as counsel for Earthlink, Inc. have made a request to inspect certain of the confidential, unredacted versions of the material submitted on September 13, 2002 by Comcast Corporation ("Submitting Party") in the above-referenced matter.

Acknowledgement of Confidentiality declarations, as contained in Appendix B of the Protective Order, have been executed by Sher & Blackwell representatives and are enclosed. Copies of these declarations, along with our request for a list of available documents, have been concurrently served upon the applicants through their outside counsel.

Please contact me should you have any questions.

Sincerely,


John W. Butler

cc: Roger Holberg, FCC Media Bureau
A. Richard Metzger
James J. Casserly
David Carpenter
Michael H. Hammer
A. Renée Callahan
Qualex International

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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.

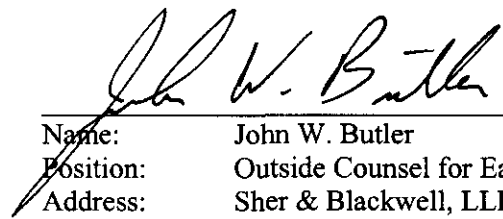
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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, DC this 1st day of October, 2002.


Name: John W. Butler
Position: Outside Counsel for Earthlink, Inc.
Address: Sher & Blackwell, LLP
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1850 M Street, N.W.
Washington, DC 20036
Telephone: 202-463-2500

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Executed at Washington, DC this 1st day of October, 2002.


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