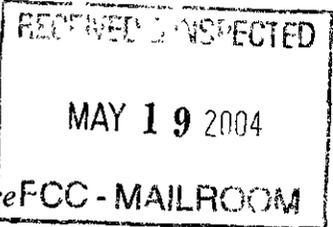




Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-2148
215 685 1700 Tel
215 981 7790 Fax
www.comcast.com

May 18, 2004



Ex Parte Notice

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

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:

Enclosed for the record, as required by Appendix B of the Merger Order in the above-captioned proceeding, is my third semi-annual report as Comcast's Corporate Compliance Officer. Please let me know if you have any questions.

Respectfully submitted,

Stanley L. Wang
Corporate Compliance Officer
Comcast Corporation

Attachment

cc: W Kenneth Ferree, Chief Media Bureau

No. of Copies rec'd 0
List ABCDE

Report of Compliance Officer
On Comcast Compliance with Comcast-AT&T Merger Order Safeguards (“Safeguards”)
May 18, 2004

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.

A. Background

On December 9, 2003, I submitted the second semi-annual Report as Comcast’s Compliance Officer as required by the Safeguards detailed in Appendix B of the Merger Order in the above-captioned proceeding. Today’s submission covers the period from December 10, 2003 through May 18, 2004.

B. Process

As Comcast’s Compliance Officer, I have been authorized to conduct any investigations necessary to perform the duties of my position, and no limitations have been imposed on my ability to conduct such investigations.

On November 17, 2003, I prepared, with the advice of counsel, a memorandum summarizing Comcast’s obligations under the Safeguards. This memorandum was addressed to the senior executive officers of Comcast and the senior executives of Comcast’s video programming businesses, and was distributed to approximately 66 officers of Comcast and its subsidiaries and affiliates. Each officer and executive was instructed to review the memorandum; distribute a copy to all other appropriate Comcast employees and take necessary steps to assure that these employees comply with the Safeguards; report any instances of potential noncompliance; and return to me a signed acknowledgement that he or she has performed these requirements, and that he or she personally understands, will comply with, and, to date, has complied with the Safeguards. In addition to imposing the above requirements, the memorandum encouraged all Comcast employees to contact Arthur R. Block, General Counsel for Comcast, or myself, if they had questions regarding the Safeguards.

C. Results

During the period commencing December 10, 2003 through May 18, 2004, I have dealt with several issues arising under the Safeguards: (a) reviewed the Annual Report of Time Warner and the financial statements of Time Warner Cable Inc. (provided to all Time Warner shareholders) to assure that no information contained in such reports and statements violated the Safeguards; (b) commented on agenda items for discussion at an iN DEMAND partners meeting; and

(c) reviewed an internal proposal for a video-on-demand joint venture for compliance with the Safeguards.

D. Conclusion

I have evaluated Comcast's compliance with the requirements of the Safeguards from December 10, 2003 to the present, and based on this evaluation, I can report that Comcast has complied with the Safeguards. As noted, my investigations, analysis, and opinions regarding Comcast's compliance with the Safeguards have in no way been restricted or limited by Comcast. I personally am unaware of any potential acts of noncompliance, and the acknowledgements returned to me by Comcast officers or executives certify that such acts have not occurred by those officers or executives, that those officers or executives are unaware of any acts of noncompliance, and that those officers and executives have ensured that other appropriate Comcast employees are aware of the Safeguards and have not engaged in such acts of noncompliance.