



Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-2148
Office: 215.885.1700
Fax: 215.981.7790
www.comcast.com

May 18, 2006

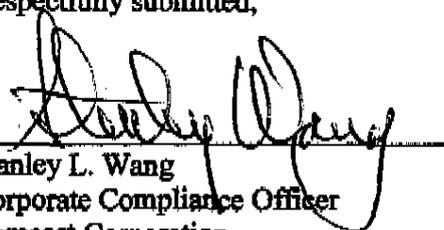
Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

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 seventh 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: Donna C. Gregg, Media Bureau Chief

Report of Compliance Officer
On Comcast Compliance with Comcast-AT&T Merger Order Safeguards ("Safeguards")
May 18, 2006

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 November 18, 2005 (as supplemented on December 21, 2005), I submitted the sixth semi-annual Compliance Report ("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 Report covers the period from November 19, 2005 through May 18, 2006.

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 8, 2005, 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 71 officers and executives 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

As indicated in the December 21, 2005 Supplemental Report, I have received and reviewed signed acknowledgments of compliance with the Safeguards from officers and senior executives of Comcast and officers and senior executives of Comcast's video programming subsidiaries and affiliates. In addition, during the period commencing November 20, 2005 through May 18, 2006, I have also conferred with Comcast employees on two occasions involving issues raised

under the Safeguards. In one instance, I consulted with Mr. Block about the structure of the agreements for the purchase out of bankruptcy of certain cable television assets of Adelphia Communications Corporation pursuant to a joint bid by Comcast and Time Warner Cable, the lack of any Safeguard issues raised by the purchase, and ongoing compliance with the Safeguards during the transaction process. On another occasion, I responded to an inquiry about the scope of the limitations on communications between Comcast and Kansas City Cable Partners ("KCCP") and/or Texas Cable Partners ("TCP") and their applicability in conducting due diligence to unwind the partnerships. Based on the advice of counsel, it was determined that, in accordance with the terms of the Trust Agreement and Merger Order, Comcast could not receive information from KCCP or TCP regarding the prices, terms, or conditions of those programming agreements that Time Warner Cable negotiates on behalf of KCCP or TCP for carriage of video programming.

D. Conclusion

I have evaluated Comcast's compliance with the requirements of the Safeguards from November 19, 2005 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.