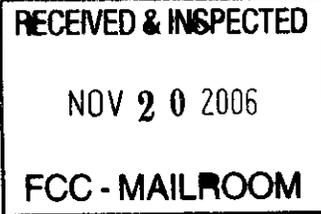




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November 17, 2006

ORIGINAL

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

*Ex Parte Notice*

**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 eighth 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 G. Gregg, Chief Media Bureau

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Report of Compliance Officer  
On Comcast Compliance with Comcast-AT&T Merger Order Safeguards ("Safeguards")  
November 17, 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 May 18, 2006, I submitted the seventh 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 May 18, 2006 through November 17, 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 3, 2006, 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 82 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. To date, I have received signed acknowledgement forms from 76 of the officers and executives to whom the memorandum was sent. The remaining addressees of the memorandum are currently in the process of completing the requisite acknowledgement. A supplement to this report will be submitted to the Media Bureau after my receipt and review of the remaining signed acknowledgements.

C. Results

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 May 18, 2006 through November 17, 2006, I have consulted with Arthur R. Block, General Counsel for Comcast with reference to 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 such purchase, and ongoing compliance with the Safeguards.

D. Conclusion

I have evaluated Comcast's compliance with the requirements of the Safeguards from May 18, 2006 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.