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May 19, 2003

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 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 first semi-annual report as Comcast's Corporate Compliance Officer. Please let me know if you have any questions.

Respectfully submitted,

/s/ Stanley Wang

Stanley Wang
Corporate Compliance Officer
Comcast Corporation

Attachment

cc: W. Kenneth Ferree, Chief, Media Bureau

Report of Compliance Officer on Comcast Compliance with Comcast-AT&T Merger Order Safeguards
May 18, 2003

A. Background

On November 14, 2002, the Federal Communications Commission ("FCC") issued its order approving the merger of Comcast Corporation and AT&T Broadband Corp. conditioned on compliance with certain safeguards related to Comcast's ownership interest in and dealings with: (1) Time Warner Entertainment Company, L.P. ("TWE"), Time Warner Cable, Inc., and entities controlled by Time Warner Cable, Inc. (the "TWE Safeguards"); and (2) Texas Cable Partners and Kansas City Cable Partners (the "Partnership Safeguards") (collectively the "Safeguards").[1] The Comcast-AT&T Order required Comcast to file a compliance plan within sixty days of the consummation of the merger, which Comcast filed on January 8, 2003.[2] The Comcast-AT&T Order further required Comcast to appoint a Compliance Officer to (a) oversee Comcast's compliance with the Safeguards and (b) file reports regarding Comcast's compliance every six months from the date the merger closed (November 18, 2002) until the end of the Divestiture Period, as defined in Appendix B of the Comcast-AT&T Order.[3]

On January 2, 2003, I was designated Comcast's Compliance Officer.[4] I have been employed by Comcast since January 1981 and have served in various positions including General Counsel, Corporate Secretary, and, most recently, Executive Vice President, Law and Administration. Since my appointment as Compliance Officer, I have been and continue to be responsible for ensuring Comcast's compliance with the Safeguards. 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. I have evaluated Comcast's compliance with the requirements of the Safeguards from the close of the merger until the present, and, based on this evaluation, can report that Comcast has complied with the Safeguards. Pursuant to the requirements in the Safeguards, I hereby submit the first compliance report describing the procedures Comcast has implemented to ensure compliance and the results of such procedures.

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1 *In 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*, Memorandum Opinion & Order, 17 FCC Rcd. 23,246 (2002) ("Comcast-AT&T Order"). The TWE Safeguards and Partnership Safeguards are located in Appendix B of the order. *Id.* app. B. Since adoption of the Comcast-AT&T Order, the parties have renamed the merged entity Comcast Corporation; accordingly, all references to the merged entity herein are to Comcast Corporation ("Comcast").

2 *See id.* app. B § II.C.3; Letter from Charles Logan, Counsel for Comcast Corporation, to Marlene H. Dortch, Secretary, FCC 1 (Jan. 8, 2003) ("Compliance Plan Letter") (noting that Comcast submitted its compliance plan to the Media Bureau, which, pursuant to the terms of the safeguards, app. B § II.C.3, is afforded confidential treatment). On February 11, 2003, Comcast filed a redacted copy of the compliance plan. Letter from Charles Logan, Counsel for Comcast Corporation, to Marlene H. Dortch, Secretary, FCC 1 (Feb. 11, 2003).

3 *See* Comcast-AT&T Order app. B §§ I.A.(c), II.C.1 & 4.

4 Compliance Plan Letter at 1.

B. Process

On January 24, 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 officers of Comcast's video programming businesses, and was distributed to approximately 65 officers of Comcast and its subsidiaries and affiliates. Each officer 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 acknowledgment 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. Each officer duly completed and returned to me this acknowledgment. In addition to imposing the above requirements, the memorandum encouraged all Comcast employees to contact me or Arthur R. Block, General Counsel for Comcast, if they had questions regarding the Safeguards.

On January 24, 2003, I advised AOL Time Warner Inc., by letter to its Executive Vice President and General Counsel, of my role as Corporate Compliance Officer. I requested that AOL Time Warner advise me of any instances of potential noncompliance with the TWE Safeguards.

On February 24, 2003, I prepared, with the advice of counsel, a supplemental memorandum, distributed to all senior executive officers of Comcast and senior officers of Comcast's video programming businesses, defining more specifically appropriate standards of conduct under the Safeguards in the sale of programming to, or the purchase of video programming from, TWE and the Texas and Kansas City partnerships.

On April 8, 2003, I prepared, with the advice of counsel, a supplemental memorandum, distributed to all senior executive officers of Comcast and senior officers of Comcast's video programming businesses, clarifying the obligation of such officers to ensure, as appropriate, that new or replacement employees are aware of the Safeguards and understand their duty to comply with them.

C. Results

In response to these memoranda, I have received numerous proactive inquiries regarding whether certain proposed conduct would raise compliance issues under the Safeguards. These inquiries have fallen into three categories; they involve proposed conduct: (1) that, upon review, was determined to be clearly permissible within the scope of the Safeguards; (2) that clearly would be impermissible within the scope of the Safeguards; or (3) that would be permissible provided that Comcast takes certain steps to ensure compliance. In each case, I have conferred with the inquiring Comcast employee, carefully considered the inquiry within the scope of the Safeguards, and, after consulting with counsel, responded promptly to the inquiry. In one case, I sought clarification from the Media Bureau regarding certain proposed conduct I believed would be permissible under the Safeguards, and the Bureau confirmed my analysis and opinion.

In situations involving proposed conduct that I determined would be impermissible, such conduct was not undertaken. Likewise, in situations involving proposed conduct that I determined would be permissible only if certain steps were taken to ensure compliance, such steps were taken.

D. Conclusion

From November 18, 2002, to the present, Comcast has complied with the Safeguards. 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 acknowledgments returned to me by Comcast officers certify that such acts have not occurred by those officers, that those officers are unaware of any acts of noncompliance, and that those officers have ensured that other Comcast employees are aware of the Safeguards and have not engaged in such acts of noncompliance.