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March 22, 2005

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: *Ex Parte* Submission
MM Docket No. 92-264

Dear Ms. Dortch:

Comcast Corporation ("Comcast"), pursuant to its letter of September 22, 2003, hereby notifies the Commission that it has closed the following transactions:

Acquisitions

(1) Acquisition of a SMATV system in California serving approximately 140 subscribers from Castle Cable on September 17, 2004; (2) acquisition of CATV systems in Illinois and Michigan serving approximately 2,100 subscribers from Nova Cable on September 30, 2004; (3) acquisition of a CATV system in California serving approximately 4,972 subscribers from Central Valley Cable on September 30, 2004; (4) acquisition of CATV systems in Wisconsin serving approximately 693 subscribers from Charter Communications on October 28, 2004; (5) acquisition of a SMATV system in Massachusetts serving approximately 290 subscribers from Cimarron Realty Trust on October 28, 2004; (6) acquisition of a CATV system in Washington serving approximately 302 subscribers from Wishkah Cable TV, Inc. on October 31, 2004; (7) acquisition of CATV systems in California serving approximately 926 subscribers from Cable America on October 31, 2004; (8) acquisition of a CATV system in Pennsylvania serving approximately 195 subscribers from Dubois Communications, Inc. on October 31, 2004; (9) acquisition of SMATV systems in Maryland serving approximately 158 subscribers from Avalon Landing on November 8, 2004; (10) acquisition of SMATV systems in Georgia serving approximately 145 subscribers from TradeWinds Television, LLC on November 30, 2004; (11) acquisition of SMATV systems in Oregon, Washington, and California serving approximately 415 subscribers from Priority Systems, LLC on December 31, 2004; (12) acquisition of a CATV system in Washington serving approximately 727 subscribers from GPA Cable.com, Inc. on December 31, 2004; (13) acquisition of SMATV systems in

Ms. Marlene Dortch
Secretary
March 22, 2005
Page 2 of 3

Massachusetts serving approximately 294 subscribers from Verducci Enterprises on February 25, 2005; (14) acquisition of a CATV system in Colorado serving approximately 1,400 subscribers from Battlement Mesa Communications on February 28, 2005; (15) acquisition of a CATV system in Illinois serving approximately 6,200 subscribers from Western Cable Communications, Inc. of Illinois on February 28, 2005; (16) acquisition of SMATV systems in Maryland serving approximately 1,300 subscribers from Flight Systems on March 7, 2005; and (17) acquisition of SMATV systems in Georgia serving approximately 800 subscribers from Advanced Telemedia, Inc. on March 20, 2005.¹

Divestitures

(1) Divestiture of 174 CATV subscribers in Washington to Wave Broadband on September 24, 2004; and (2) divestiture of a CATV system in Georgia serving approximately 4,083 subscribers to Ellijay Telephone Company on November 30, 2004.

Comcast estimated in its September 22, 2004 letter that it was attributed with approximately 26,201,361 subscribers. Based on Comcast's fourth quarter 2004 subscriber numbers, available data for its partnership subscriber numbers, and assuming the most inclusive interpretation of the Commission's attribution rules, after accounting for the above transactions and adjusting for subscriber growth, Comcast estimates that it is attributed with approximately 26,272,691 MVPD subscribers, or approximately 28.5% of all MVPD subscribers.²

Although it is unclear whether Comcast is obligated to notify the Commission of these transactions or their effect on its MVPD subscribers (in light of the D.C. Circuit's decision in *Time Warner Entertainment Co. v. FCC*³), Comcast nonetheless is providing the details of these transactions for the Commission's convenience.

¹ There have been no acquisitions of an MVPD with 25,000 or more subscribers since the September 22, 2004 notification letter.

² See Kagan Media Money, Mar. 2, 2005, at 7 (noting that there are approximately 92.2 million MVPD subscribers nationwide, thus $26,272,691 \div 92,200,000 = 28.5\%$).

³ 240 F.3d 1126 (D.C. Cir. 2001) (vacating the cable horizontal ownership rules).

Ms. Marlene Dortch
Secretary
March 22, 2005
Page 3 of 3

An original and two (2) copies of this letter are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules.

Sincerely,

/s/ Peter H. Feinberg
Peter H. Feinberg

cc: Deborah Klein, Chief, Media Bureau
William H. Johnson, Deputy Chief, Media Bureau