



June 6, 2005

Donna Gregg, Esq.
Chief, Media Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: 05-192 ADELPHIA COMMUNICATIONS CORPORATION,
DEBTOR-IN-POSSESSION, TIME WARNER INC. AND COMCAST
CORPORATION SEEK APPROVAL TO TRANSFER CONTROL
AND/OR ASSIGN FCC AUTHORIZATIONS AND LICENSES**

Dear Chief Gregg:

We write on behalf of The America Channel, LLC to alert you to our forthcoming opposition to the proposed transfer and/or assignment of the authorizations and licenses of Adelphia Communications Corporation by Comcast Corporation and Time Warner Inc. We realize that the Commission has only recently issued a public notice calling for pleadings and comments on the proposed transaction. But our immediate review of the statement of public interest and our experience as an independent programmer seeking to launch our service, particularly our dealings with Comcast and Time Warner, prompted us to contact you urgently to convey that the proposed transaction is not in the public interest and that the Commission should not approve it.

Our principal concern is straightforward: Independent programmers already face de facto unlawful discrimination by the largest MSOs with respect to service launch and carriage. The practice is to favor networks affiliated with a small group of large companies, and to subject independent programmers to a gauntlet of requirements that do not exist for the MSOs' own affiliated programmers. The record on new channel launches in recent years clearly demonstrates severe and unlawful discrimination against independent programmers and favoring of affiliated networks.

Approval of this transaction would exacerbate this dismal situation. The parties' filed statement confirms this concern. For example, it touts as one of the claimed public interest benefits of the transaction that it will allow the new entities "to become more effective competitive platforms for local and regional advertisers." But what the applicants style as more effective competition translates into an even more effective stranglehold over local

advertising in the nation's key local markets. This in turn dramatically exacerbates the threat to independent programmers, for whom competitive access to local advertising is a critical source of lifeblood.

Comcast and Time Warner have tremendous incentive to not launch independent channels; and this transaction if consummated will only increase their power to abuse the unreasonable gate-keeping authority they already wield. Thus, the parties' candid expression of eagerness for consolidation that will be appealing to advertisers will result in a further lock-in on system capacity for the parties and a lock-out of independent programmers. This is not in the public interest, and the Commission must not approve a transaction in which the parties claim that it is.

We intend to participate fully in the proceeding on the schedule announced in the public notice. In that connection, we will welcome the opportunity to talk with the Transaction Team about our experiences with Comcast and Time Warner.

We are prepared to be helpful to you and the Transaction Team in any appropriate way.

Very truly yours,

//signed//

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//signed//

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