

FLEISCHMAN AND WALSH, L. L. P.

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
1919 PENNSYLVANIA AVENUE, N. W.
SUITE 600
WASHINGTON, D. C. 20006
TEL (202) 939-7900 FAX (202) 745-0916
INTERNET www.fw-law.com

ARTHUR H. HARDING
(202) 939-7900
AHARDING@FW-LAW.COM

June 15, 2005

Barbara S. Esbin, Esq.
Associate Bureau Chief
Media Bureau
Federal Communications Commission
Washington, D.C. 20554

Re: MB Docket No. 05-192

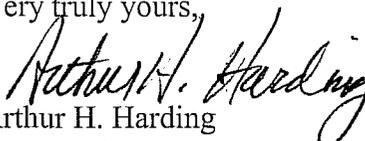
Dear Barbara:

Per your request, I am writing on behalf of Time Warner Inc., Comcast Corporation and Adelphia Communications Corporation, the Applicants in the above-captioned proceeding, to respond to your inquiry regarding the agreements involving the Applicants that were attached as exhibits to the Applications and Public Interest Statement submitted to the Commission on May 18, 2005. Please be assured that the agreements attached to the Applications and Public Interest Statement contain full and complete, non-redacted copies of all of the publicly available documentation regarding the transactions under review in this docket, and these agreements contain all the operative provisions of the understandings governing the Applicants with respect to the transactions at issue, including the consideration and all material terms.

As discussed at our pre-filing meeting on May 12, 2005, the agreements submitted to the Commission are exactly the same universe of documents submitted to the Securities and Exchange Commission regarding these transactions, and certain documents have been withheld pending implementation of confidentiality protections. Accordingly, exhibits and schedules to the relevant agreements that are not necessary in order to understand the terms of the transactions; that contain confidential trade, business, pricing or marketing information; or that are otherwise not publicly available, have not been submitted, consistent with the approach adopted by the Commission in connection with FCC Form 394 (Section I, Part I, Question 2(a)). Naturally, the Applicants stand ready to produce any additional documents requested by the Commission upon adoption of an appropriate protective order.

Please let me know if you have any further questions regarding this matter.

Very truly yours,


Arthur H. Harding
Counsel for Time Warner Inc.

cc: Marcia Glauberman
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