

September 19, 2005

Ex Parte Notice

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
TW-A325
Washington, DC 20554

Re: **Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, MB Docket No. 05-192**

Dear Ms. Dortch:

On September 16, 2005, Steven Teplitz and Susan Mort, representing Time Warner Inc. (“Time Warner”), James Coltharp, representing Comcast Corporation (“Comcast”), and the undersigned, representing Adelphia Communications Corp., (collectively, “Applicants”), met with Rudy Brioché, Legal Advisor for Media Issues in Commissioner Adelstein’s office, concerning the above-captioned proceeding.

During the meeting, Applicants described the proposed transactions and explained that after the transactions are completed, Time Warner and Comcast would each have attributable interests in less than 30% of all multichannel video homes nationwide.

Applicants also described the public interest benefits of the proposed transactions. In particular, they explained that Time Warner and Comcast would accelerate the rollout of video-on-demand, digital video recorders, high-speed data, HDTV, and voice services in Adelphia franchise areas.

Applicants described the benefits of the geographic rationalization that will occur as part of the transactions, including the ability to more effectively rollout, support and market new services for consumers, and demonstrated that the proposed transactions will in no way reduce the number of media “voices” available in any market.

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Finally, Applicants explained the reasons why the Commission and the courts have consistently found that the distribution practices of Comcast SportsNet (Philadelphia) are in all ways lawful and consistent with the Commission's rules.

This letter is filed pursuant to Section 1.1206(b)(2) of the Commission's rules and the Public Notice in the above-captioned proceeding.

Respectfully submitted,

A handwritten signature in black ink that reads "Michael H. Hammer". The signature is written in a cursive style with a long horizontal flourish at the end.

Michael H. Hammer

cc: Rudy Brioché
Barbara Esbin
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Julie Salovaara
Wayne McKee
Jim Bird
Jeff Tobias
JoAnn Lucanik
Kimberly Jackson
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