

September 29, 2005

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, DC 20554

*Ex Parte Notice*

**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 28, 2005, Steven Teplitz, Susan Mort, and Art Harding, representing Time Warner Inc. ("Time Warner"), Larry Secrest and Martha Heller, representing Comcast Corporation ("Comcast"), and Myron Trepper, Phil Verveer, and the undersigned, representing Adelphia Communications Corporation ("Adelphia"), met with the following individuals from the Commission regarding the above-captioned matter: Donna Gregg, Roy Stewart, William Johnson, Sarah Whitesell, Royce Sherlock, Mania Baghdadi, Marcia Glauberman, Erin Dozier, and Julie Salovaara of the Media Bureau; and Michele Ellison, Jim Bird, Ann Bushmiller, Neil Dellar, and Stan Scheiner of the Office of General Counsel.

During the meeting, Mr. Trepper described the history of the Adelphia bankruptcy process. Mr. Trepper explained the reasons why Adelphia entered into bankruptcy and the process Adelphia management has undertaken in its efforts to emerge from bankruptcy. Mr. Trepper explained that Adelphia considered a "standalone" plan for emerging from bankruptcy as well as several bids from potential purchasers for all or parts of Adelphia. Mr. Trepper explained that Adelphia determined, after a long and arduous process, that the best option for emerging from bankruptcy was the Time Warner/Comcast proposal that is before the Commission in this proceeding. He further stated that this conclusion has been approved by the bankruptcy court and by Adelphia's creditors.

Mr. Trepper informed the Commission representatives that Adelphia would shortly be filing with the bankruptcy court an amended disclosure statement designed to provide Adelphia stakeholders with adequate information to determine whether to support or oppose the plan for emergence from bankruptcy. He explained that the court must approve the disclosure statement before it can be submitted to stakeholders and that a hearing on the disclosure statement before the court was expected

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in October.

Mr. Trepper discussed the timing of the bankruptcy process going forward and stressed that prompt consideration of the applications before the Commission would be helpful in facilitating the successful conclusion of the bankruptcy process.

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. Copies of the letter are being provided to Donna Gregg, Roy Stewart, William Johnson, Sarah Whitesell, Royce Sherlock, Mania Baghdadi, Marcia Glauberman, Erin Dozier, Julie Salovaara, Michele Ellison, Jim Bird, Ann Bushmiller, Neil Dellar, and Stan Scheiner. Pursuant to the Public Notice in this proceeding, copies of this letter also are being provided to the following individuals: Barbara Esbin, Tracy Waldon, Wayne McKee, Jeff Tobias, JoAnn Lucanik, and Kimberly Jackson, and to the Commission's duplicating contractor, Best Copy and Printing, Inc.

Please contact me if you have any questions concerning the foregoing.

Respectfully Submitted,

/s/ Michael H. Hammer

Michael H. Hammer