

October 13, 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 October 12, 2005, Steven Teplitz and Susan Mort, representing Time Warner Inc. (“Time Warner”), Jim Coltharp, representing Comcast Corporation (“Comcast”), David Rudd, Palmetto Group, and the undersigned, representing Adelphia Communications Corporation (“Adelphia”), (collectively, the “Applicants”) met with Commissioner Jonathan Adelstein and Rudy Brioché regarding the above-captioned matter.

During the meeting, Applicants described the numerous benefits of the proposed transactions. In particular, the Applicants pointed out that Comcast and Time Warner Cable are industry leaders in the provision of advanced services, such as VoIP, cable Internet services, HDTV, digital cable, and DVRs. Applicants explained that Adelphia, because it has been mired in bankruptcy for more than three years, has lagged behind Comcast and Time Warner Cable in the deployment of such services. As one example, Applicants described the substantial efforts made by Comcast and Time Warner Cable to develop and rollout VoIP telephone services to their customers. By contrast, Adelphia, because of its need to focus on its emergence from bankruptcy, has decided not to deploy VoIP services. Applicants explained that, should the proposed transactions be consummated, Comcast and Time Warner Cable would make significant investments in the Adelphia systems and rapidly provide a full-range of advanced services to consumers in the Adelphia markets.

Applicants described the very significant efforts by Comcast and Time Warner Cable to develop local programming and the increasingly successful use of video-on-demand (“VOD”) to provide their customers with a variety of important local programming choices. By contrast, Adelphia provides very little local programming and no local programming via VOD. Again, should the proposed transactions be completed, Comcast and Time Warner Cable would bring their focus on local

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programming to the communities served by the Adelphia systems.

Applicants also described the extensive community involvement efforts undertaken by both Comcast and Time Warner Cable. Applicants stated that Adelphia was unable to match this level of community involvement and pointed out that greater involvement in and support of local communities by Comcast and Time Warner Cable would be a significant public interest benefit of the proposed transactions.

Finally, Applicants explained that, should the proposed transactions be consummated, both Comcast and Time Warner Cable would be below the former cable horizontal limit which was reversed and remanded by the D.C. Circuit.

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 the following individuals: Commissioner Jonathan Adelstein, Rudy Brioché, Sarah Whitesell, Royce Sherlock, Tracy Waldon, Marcia Glauberman, Julie Salovaara, Wayne McKee, Jim Bird, Jeff Tobias, JoAnn Lucanik, Barbara Esbin, 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

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