

October 17, 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 14, 2005, Steven Teplitz, representing Time Warner Inc. ("Time Warner"), Jim Coltharp, representing Comcast Corporation ("Comcast"), and the undersigned, representing Adelphia Communications Corporation ("Adelphia"), (collectively, the "Applicants") met with Donna Gregg, Royce Sherlock and Erin Dozier regarding the above-captioned matter.

During the meeting, Applicants described the proposed Adelphia-Time Warner-Comcast transactions as set out in their Public Interest Statement.

Applicants also 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. 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 also addressed issues that have been raised regarding access to programming and demonstrated, as they did in their Reply, why those issues are not a concern in this proceeding.

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.

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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: Donna Gregg, Royce Sherlock, Erin Dozier, Sarah Whitesell, 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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