

October 25, 2005

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 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 October 24, 2005, Angie Kronenberg and the undersigned, representing Adelphia Communications Corporation; James Coltharp of Comcast Corporation (“Comcast”); and Susan Mort of Time Warner Inc. (“Time Warner”), (collectively, the “Applicants”), participated in a phone conversation with Sarah Whitesell, Royce Sherlock, Tracy Waldon, and Amy Brett. Applicants discussed the impact of the proposed transactions on the deployment of advanced services in the Adelphia markets. Applicants discussed the efficiencies of the transactions related to clustering. Applicants also generally discussed the investments that Comcast and Time Warner plan to make in Adelphia systems, as well as their plans to provide telephony to customers in current Adelphia markets.

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Please do not hesitate to contact me with questions regarding this matter.

Sincerely,

/s/ Michael H. Hammer

Michael H. Hammer

cc: Sarah Whitesell
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Wayne McKee
Julie Salovaara
Amy Brett
Jim Bird
Barbara Esbin
Jeff Tobias
JoAnn Lucanik
Kimberly Jackson
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