



1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wrf.com

Martha E. Heller
202.719.3234
mheller@wrf.com

November 15, 2005

BY ELECTRONIC FILING

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TWB204
Washington, DC 20554

Re: *Ex Parte Presentation in MB Docket No. 05-192, 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*

Dear Ms. Dortch:

On November 14, 2005, Jim Coltharp and Teresa Antonucci of Comcast Corporation ("Comcast"); Larry Secrest and Martha Heller of Wiley Rein & Fielding LLP; Michael Hammer and Megan Anne Stull of Willkie Farr & Gallagher LLP; Seth Davidson of Fleishman and Walsh, LLP; and Susan Mort of Time Warner Inc., met with Donna Gregg, Roy Stewart, Royce Sherlock, Sarah Whitesell, Amy Brett, Marcia Glauberman, Timothy May, Jamila Bess Johnson of the Media Bureau; Leslie Marx and Jonathan Levy of the Office of Strategic Planning and Policy Analysis; and Neil Dellar of the Office of the General Counsel, regarding the above-captioned proceeding.

The meeting focused on the topics addressed in the attached presentation. Specifically, Mr. Coltharp made a presentation to the Commission staff members discussing the local benefits that will arise as a result of the proposed acquisition of cable systems by Comcast from Adelphia Communications Corporation, including benefits to local and regional programming, community involvement, customer service, and emergency preparedness and response.

Wiley Rein & Fielding LLP

Ms. Marlene Dortch

November 15, 2005

Page 2

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

Respectfully submitted,

/s/ Martha E. Heller

Martha E. Heller

cc: Best Copy and Printing, Inc.
Donna Gregg
Sarah Whitesell
Erin Dozier
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Julie Salovaara
Wayne McKee
Jim Bird
Jeff Tobias
JoAnn Lucanik
Kimberly Jackson
Neil Dellar
Ann Bushmiller

ADELPHIA TRANSACTIONS LOCAL BENEFITS



Comcast Corporation

MB Docket No. 05-192

November 14, 2005

OVERVIEW

- **Comcast Is Better Positioned Than Adelphia to Build Relationships with Local Communities**
 - Comcast:
 - *Resources and business flexibility to maintain focus on local service*
 - *Rich tradition of engaging as good and highly involved corporate citizen*
 - Adelphia:
 - *Necessary focus on emergence from bankruptcy and maintaining core video services*
 - *Managed in less growth-oriented and entrepreneurial manner than Comcast*

OVERVIEW

- **Key Benefits to Local Communities**
 - Richer and More Diverse Local and Regional Programming
 - Greater Community Involvement
 - *Benefits to Schools, Libraries, and Other Local Organizations*
 - More Localized Approach to Customer Service
 - Enhanced Emergency Response and Greater Attention to System Reliability and Public Safety

LOCAL AND REGIONAL PROGRAMMING

- **Comcast provides extensive programming responsive to local needs**
 - **cn8, The Comcast Network**
 - **Comcast Local Edition**
 - **Local Production**
 - **Local Video On Demand**



LOCAL AND REGIONAL PROGRAMMING

- **cn8, The Comcast Network**
 - Regional and local news, talk, sports and entertainment
 - 11 markets in Northeast/Mid-Atlantic
 - 21 original series (daily or weekly)
 - More than 75 weekly hours of original programming
 - Comprehensive political event coverage
 - One of the nation's most critically acclaimed, diversified regional networks
 - *7 Emmy Awards in 2004*
 - *28 Emmys since inception in 1996*
 - *208 Emmy nominations*
 - *Over 120 Telly awards honoring outstanding local, regional, and cable programming*



LOCAL AND REGIONAL PROGRAMMING

- **Comcast Local Edition**

- Offered on CNN Headline News in many markets
- 5 minutes of programming every half-hour (48 times daily)
- Customized to individual markets
- Allows community groups, free of charge, to raise awareness about important public causes and events
- Some systems provide millions of dollars in free airtime



LOCAL AND REGIONAL PROGRAMMING

- **Local Production**
 - Comcast works with community groups to provide impressive range of original local programming
 - Arlington, Virginia example:
 - *Nearly 40 regularly scheduled programs produced solely by Comcast or in conjunction with local community groups*
 - *Produces and airs coverage of approximately 40 local events*

LOCAL AND REGIONAL PROGRAMMING

- **Local Video on Demand**
 - Particularly efficient way for consumers to access local programming
 - Provides community groups with critical opportunity to raise awareness about important public causes
 - Our Town, PSAs, Local Edition, “Students & Leaders”
 - Local news increasingly available



LOCAL AND REGIONAL PROGRAMMING

- **Contrast to Adelphia**
 - Many systems lack local origination channel (or even local studio)
 - Local programming sporadic
 - No local VOD

COMMUNITY INVOLVEMENT

- **Comcast**
 - Many examples of local involvement and community service in each market
 - Annual support in some markets of over 100 local public interest or charitable organizations through in-kind and monetary donations
- **Adelphia**
 - Bankruptcy limits ability to engage in philanthropy and community service

COMMUNITY INVOLVEMENT

- **Example: Comcast Cares Day**
 - Fifth-annual event in October 2005
 - Over 30,000 Comcast volunteers and families
 - Assisted nearly 300 community organizations in 32 states and DC
 - \$1 million donation to variety of local community partners



LOCALISM CASE STUDIES

SIDE-BY-SIDE COMPARISONS

Comcast/Arlington, VA v. Adelphia/Loudoun Cty, VA

Comcast/Richmond, VA v. Adelphia/Charlottesville, VA

Comcast/Broward Cty, FL v. Adelphia/West Palm Beach, FL

Comcast/Arlington, VA Local Programming

- **Comcast Local Edition:** Nearly **\$5 million** in airtime to over **150** community organizations
- **Local production:** Nearly 40 regularly scheduled local programs and 40 local special events

Adelphia/Loudoun Cty, VA Local Programming

- **PSAs**
- **Local production:** 15 locally produced programs; sporadic special events coverage (one of Adelphia's best examples)

Comcast/Arlington, VA
Local VOD

- **Many options:**
 - *America's Promise*
 - *100 Best Communities for Young People*
 - *Live Right: Topics on Substance Abuse*
 - *In Their Own Words*
 - *Students and Leaders*
- **Local news**
 - NBC 4, ABC 7
 - NewsChannel 8
- **PSAs** (e.g., Drive-Think-Live)

Adelphia/Loudoun Cty, VA
Local VOD

None

Comcast/Arlington, VA Community Involvement

- **Educational**
 - *T.C. Williams High School Scholarship*
 - *Scholarship Fund of Alexandria*
 - *Leaders and Achievers*
 - *Cable in the Classroom*
 - *Family Involvement Rally*
- **Other monetary and in-kind support to over 150 local organizations in 2004 alone**

Adelphia/Loudoun Cty, VA Community Involvement

None

Comcast/Richmond, VA Local Programming

- **Comcast Local Edition:**
Donated nearly **\$2.9 million** in airtime
- **PSAs:** Donated **\$2.2 million** in airtime
- **Local production**
- **cn8:** including programming tailored to Richmond market

Adelphia/Charlottesville, VA Local Programming

None

Comcast/Richmond, VA
Local VOD

- **“Our Town” folder:**
5-minute segments featuring local groups
 - Black History Museum
 - Richmond Red Cross
 - SCAN (Stop Child Abuse Now)
 - Greater Richmond Chamber of Commerce
 - Richmond Police Department
- **Virginia gubernatorial debates**
- **Regional/local sports**

Adelphia/Charlottesville, VA
Local VOD

None

Comcast/Richmond, VA Community Involvement

- **Educational**
 - Scholarships to graduating seniors in each public school served by Comcast
 - Totaling more than \$130,000
- **Other monetary/in-kind support includes:**
 - Special Olympics
 - Hispanic Heritage Month
 - Read Across America
 - C-SPAN School Bus
 - Junior Achievement

Adelphia/Charlottesville, VA Community Involvement

- **Monetary and in-kind support:**
 - Mac McDonald Invitational golf tournament
 - Virginia Discovery Museum

Comcast/Broward Cty, FL Local Programming

- Comcast Local Edition
- Community Vision
- We The People
- Original local specials:
 - *Diversity Town Hall*
 - *Consumer Protection Town Hall*
 - *Partnership for a Drug-Free America Town Hall*
 - *Child Safety and the Internet*

Adelphia/W Palm Beach, FL Local Programming

- PSAs
- Around Our Town

Comcast/Broward Cty, FL
Local VOD

- **150 on demand programming hours** reserved for local programming
- **CBS local news** on demand in 4Q 2005
- **High school football** on demand to be launched in 3Q of 2006
- **Hurricane on Demand**

Adelphia/W Palm Beach, FL
Local VOD

None

Comcast/Broward Cty, FL Community Involvement

- **Educational**
 - License for Learning
 - Leaders and Achievers Scholarship
- **Other monetary and in-kind support:** In 2005, Comcast already has given **75 S. Florida community groups over \$3 million** in cash and in-kind donations

Adelphia/W Palm Beach, FL Community Involvement

- **Two examples of monetary and in-kind support:**
 - Partnered with CourtTV twice in 2004 to support police and protect children
 - Participated in VH-1 "Save the Music" event in December 2004

CUSTOMER SERVICE

- **Comcast commitment to raising standards in each and every franchise area**
 - Customers First Initiative
 - Promotion of technicians based solely on skill and performance, not seniority
 - Steady decrease in complaints

CUSTOMER SERVICE

- **Comcast's localized approach**
 - Enables establishment of better local relationships
 - 95 local call centers (Adelphia only has 9 call centers nationwide)
 - Comcast will move quickly to bring call centers closer to communities

CUSTOMER SERVICE

- **Experiences with former AT&T systems:**
 - Opened new call centers, added technicians, moved operations in-house
 - Improved customer satisfaction ratings by 13% from 1st Q 2004 to 1st Q 2005
 - Replaced centralized operations with localized systems tailored to specific community needs

CUSTOMER SERVICE

AT&T San Francisco Bay

- AT&T used inefficient, highly centralized approach
- Comcast created five system offices with local management teams
- Established two new local call centers; expanded a third
- Surveys show marked improvement in subscriber satisfaction

EMERGENCY RESPONSE, SYSTEM RELIABILITY, PUBLIC SAFETY

- **Comcast's outstanding record in responding to hurricanes**
 - Assisted millions of subscribers, and communities, during past three unprecedented seasons
 - Incredibly fast restoration of service
 - Life-saving technology
 - Financial help and volunteer assistance
 - Extensive hurricane preparation
 - Hurricane on Demand
- **Established law enforcement partnership**
 - 27,000 field technicians and the eighth largest truck fleet in the country
 - Amber Alert system
 - CPR certification classes