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November 18, 2005

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VIA HAND DELIVERY

RECEIVED

NOV 21 2005

Federal Communications Commission
Office of Secretary

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

Re: ***Ex Parte Presentation and Submission of Confidential Documents Under Seal Pursuant to Protective Order (DA 05-1673) 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 Warmer Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee.**

Dear Ms. Dortch:

On November 17, 2005, Dave Watson and Jim Coltharp of Comcast Corporation ("Comcast"); Larry Secrest, Wayne Johnsen and Martha Heller of Wiley Rein & Fielding LLP; Michael Hammer and Angie Kronenberg of Willkie Farr & Gallagher LLP; Jim Zerefos of Adelphia Communications Corp.; and Craig Gilley and Seth Davidson of Fleishman and Walsh, LLP, met with Donna Gregg, Roy Stewart, Royce Sherlock, Sarah Whitesell, Amy Brett, Timothy May, William Johnson, Tracy Waldron, Ben Golant, Wayne McKee and Jamila Bess Johnson of the Media Bureau; Bill Dever and Alison Greenwald of the Wireline Competition Bureau; Leslie Marx and Jonathan Levy of the Office of Strategic Planning and Policy Analysis; and Ann Bushmiller 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. Watson and Mr. Coltharp made a presentation to the Commission

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staff members discussing the range of new and improved advanced services to which Adelphia subscribers will have access following the proposed acquisition of Adelphia cable systems by Comcast. Among other advanced services benefits, Mr. Watson and Mr. Coltharp discussed the substantial investment Comcast would make in system upgrades and the rollout of IP telephony, video on demand, digital simulcasting, and wireless services to Adelphia subscribers. In addition, the Comcast representatives discussed the Company's outstanding track record in quickly and substantially upgrading acquired cable systems.

Pursuant to the Protective Order adopted in this proceeding,[1] Comcast is submitting the attached presentation in redacted form. It contains proprietary and confidential information. In accordance with this Protective Order, Comcast also will file an unredacted version of the presentation with the Secretary's Office under separate cover, with two copies delivered to Julie Salovaara of the Media Bureau.

The unredacted version of the attached presentation is available for inspection, pursuant to the terms of the Protective Order, at the offices of Wiley Rein & Fielding. Arrangements for inspection may be made by contacting the undersigned or Nia McDonald (202-719-4633), Wiley Rein & Fielding LLP, 1776 Street NW, Washington, DC 20006.

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

Respectfully submitted,

Martha E. Heller

cc: Best Copy and Printing, Inc.
Donna Gregg
Sarah Whitesell

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[1] *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee,* Order Adopting Protective Order, DA 05-1673 (rel. June 16, 2005).

Erin Dozier
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Julie Salovaara
Wayne McKee
Jim Bird
Jeff Tobias
JoAnn Lucanik
Kimberly Jackson
Neil Dellar
Ann Bushmiller

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COMCAST/ADELPHIA GAMEPLAN

Comcast will rollout more sophisticated services, at a faster pace than Adelphia:

- [illegible]
- Video [illegible] (VOD)
- High [illegible]
- Digital [illegible]

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$ INVESTMENT OF NEARLY $ IN CABLE SYSTEMS

System Upgrades:	$_____
IP Telephony:	$_____
Digital Simulcast:	$_____
VOD Cap Ex:	$_____

[illegible] STRONG AND RECENT HISTORY [illegible] UPGRADING ACQUIRED SYSTEMS AND [illegible]LOYING ADVANCED SERVICES

- Acquired AT&T Broadband in 2002
- Invested billions of dollars to upgrade systems
- Exceeded projected timetable: Upgraded systems increased from 73% to 93% between yearend 2002 and yearend 2003
- Deployed digital cable, HDTV, VOD, DVRs, VoIP
- Increased HSD speed
- Increased minority, international, and multicultural programming

CONTRAST TO ADELPHIA: SYSTEMS BEING RUN FOR SALE, NOT GROWTH

Necessary consequence of emergence from bankruptcy

Obligation to maximize asset value for innocent creditors

Adelphia managed in less entrepreneurial and consumer-oriented manner than Comcast systems

Key Examples: Adelphia has abandoned IP phone rollout and has much less robust VOD offering

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UPGRADES

Estimated investment of $_____

Based on prior experience with Adelphia systems

Improved overall customer experience

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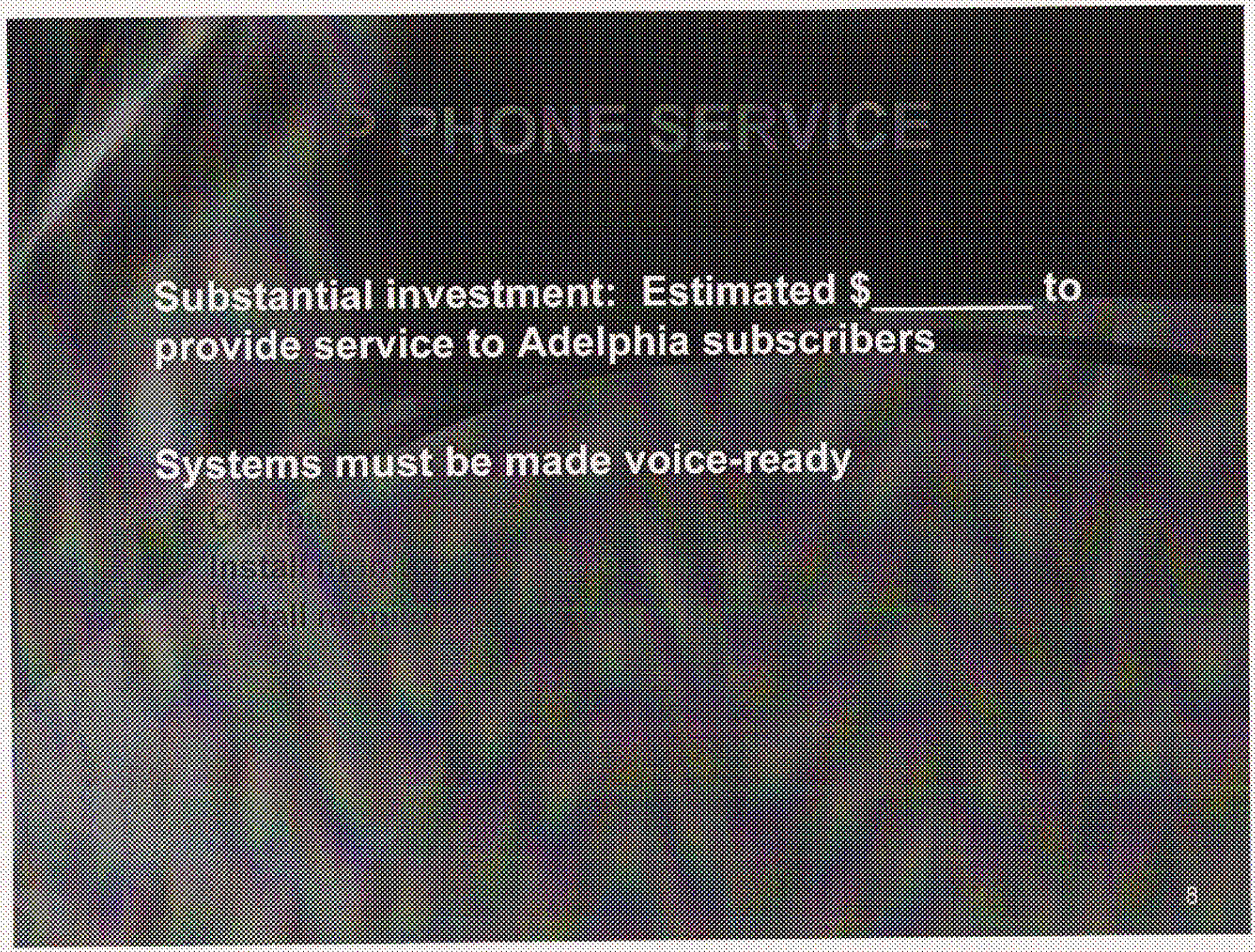

Timeline

Absent the Transactions, Adelphia subscribers would not have IP telephony option for the foreseeable future

Timing

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DEO ON DEMAND

Comcast is industry leader in rolling out Video On Demand

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DEMAND

Comcast vs. Adelphia VOD		
	Comcast	Adelphia
Percentage of Homes Passed	~90%	60%
Total Hours Available on Average per Month	2,500-3,000	1,400-1,500
Percentage of VOD at No Additional Charge	95%	~20-25%
Streams of Per Month	200 million	9 million
Local Programming on VOD	Yes	None

Estimated Investment to Bring Adelphia Up to Comcast Standards

ITAL SIMULCASTING

Digital Simulcasting

- Comcast plans to offer three-quarters of customers digi
- ng by end of 2005
- Adel

Bringing Adelphia Up to Comcast Standards

- Substantial

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...TORY OF RAPIDLY ...GRADING SYSTEMS

Dramatic improvements in three former AT&T markets:

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Broadband Systems

San Francisco Systems Pre-Acquisition and Post-Acquisition

	Pre-Acquisition	Post-Acquisition
Cable System Capacity (MHz)	Below 550 MHz	86% of systems at or above 750 MHz
Number of Analog Channels	58	80
Number of Digital Channels	93	150
VOD Available?	No	Yes
Upgrades to High Definition	None	16
Number of Minority-Created Programming Channels	5	5
Number of Foreign Language Programming Channels	4	64
DVR / Set Top Box Functionality	No	Yes
Availability and speed of High Speed Internet Service	No	Available at speeds of 3 Mbps
Voice (VoIP) telephony	No	Available in 2005

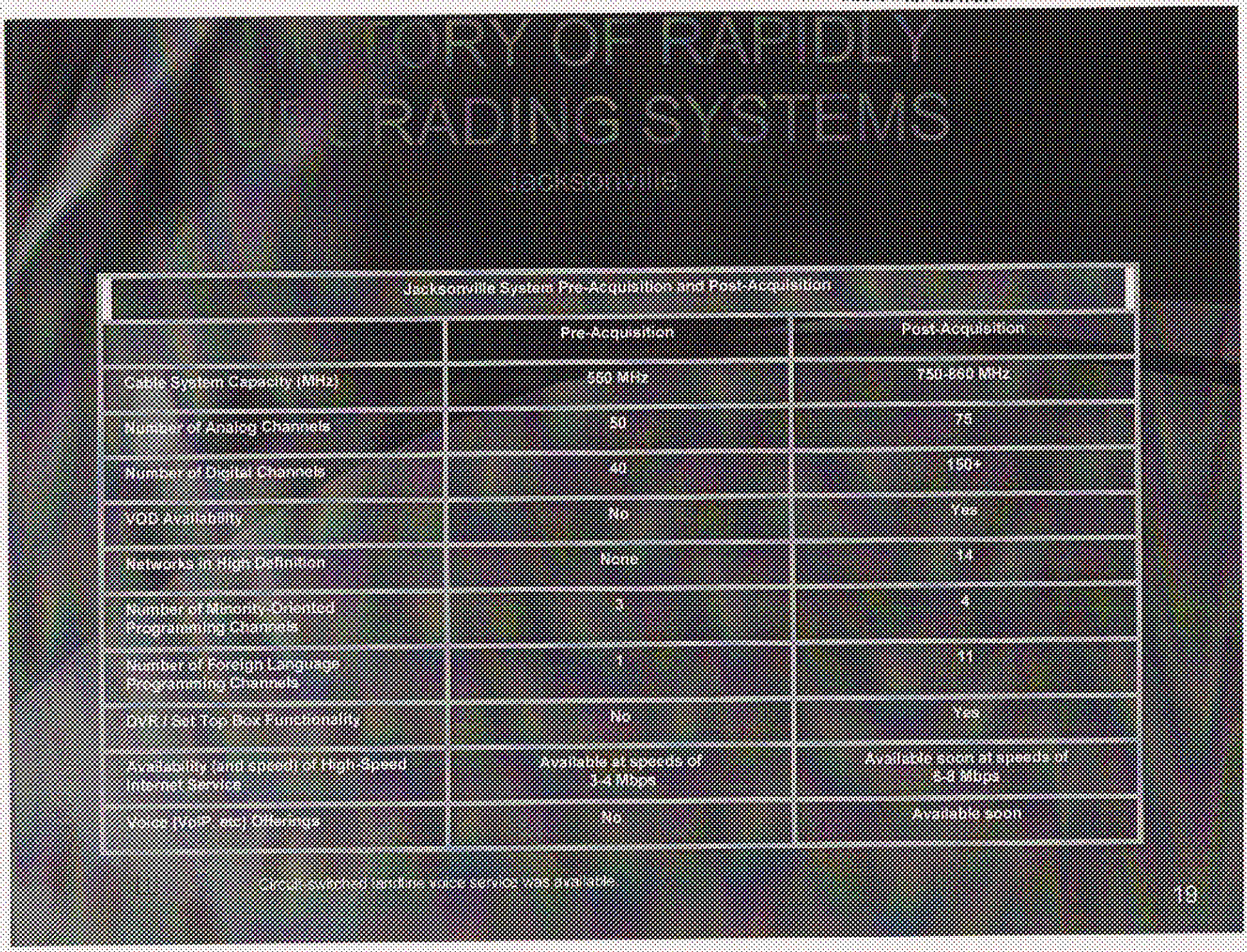
HISTORY OF RAPIDLY UPGRADING SYSTEMS

Jacksonville

- Rebuild completed ahead of schedule
- Signal leakage problems addressed
- Customer complaints dropped dramatically
- New products and services

...RY OF RAPIDLY ... RADING SYSTEMS

Jacksonville



Jacksonville System Pre-Acquisition and Post-Acquisition		
	Pre-Acquisition	Post-Acquisition
Cable System Capacity (MHz)	550 MHz	750-860 MHz
Number of Analog Channels	50	75
Number of Digital Channels	40	150+
VOD Availability	No	Yes
Networks in High Definition	None	11
Number of Minority-Oriented Programming Channels	3	4
Number of Foreign Language Programming Channels	1	11
DVR / Set Top Box Functionality	No	Yes
Availability (and speed) of High-Speed Internet Service	Available at speeds of 3-4 Mbps	Available soon at speeds of 5-8 Mbps
Voice (VoIP, etc) Offerings	No	Available soon

Circuit-switched landline voice service was available

...TORY OF RAPIDLY ...GRADING SYSTEMS

Chicago

$450 million upgrade of broadband network completed in 2004

Upgrade and construction of more than 10,000 miles of broadband networks

Systems now offer full range of broadband products and services

...DRY OF RAPIDLY ...RADING SYSTEMS

Chicago

Chicago-Area Systems Pre-Acquisition and Post-Acquisition		
	Pre-Acquisition	Post-Acquisition
Cable System Capacity (MHz)	34% of systems at or above 750 MHz	98.6% of systems at or above 750 MHz
Number of Analog Channels	30-70	72-76
Number of Digital Channels	75-300	230+
VOD Availability	No	Yes
Networks in High Definition	None	18
Number of Minority-Oriented Programming Channels	6	11
Number of Foreign Language Programming Channels	4	44
DVR / Set Top Box Functionality	No	Yes
Availability (and speed) of High Speed Internet Service	Available at speeds up to 1.5 Mbps	Available at speeds up to 6 Mbps
Voice (VoIP, etc) Offerings	No	Yes (30% today, 90% by 2008)

Circuit switched landline phone service was available.

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Re-Marketing

- Advanced services require expensive marketing to educate consumers
- Cable operators often must rely on more costly, less effective direct marketing
- Enhanced regionalization will increase marketing efficiencies
- Transactions will enable increased mass media advertising

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