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OCT - 4 2005

Federal Communications Commission
Office of Secretary

October 4, 2005

VIA HAND DELIVERY

REDACTED - FOR PUBLIC INSPECTION

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

Re: Submission of Confidential Documents Under Seal Pursuant to Protective Order (DA 05-1673) Issued in MB Docket No. 05-192

Dear Ms. Dortch:

On September 29, 2005, Julie Salovaara of the Media Bureau requested that Time Warner Inc. ("Time Warner") file certain confidential materials associated with the pending transactions involving Time Warner, Comcast Corporation and Adelphia Communications Corporation that are the subject of the above-captioned docketed proceeding. In response to Ms. Salovaara's request, and pursuant to the Protective Order¹ adopted in this proceeding, Time Warner hereby submits these documents in redacted form for public inspection.

Time Warner has also filed one unredacted copy of the requested documents with the Secretary's Office, and two copies of these documents have been delivered to Ms. Salovaara. Given the detailed and sensitive nature of these unredacted documents, including proprietary and confidential information, under the terms of the Protective Order, these documents should not be placed in the public record in this proceeding.

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).

Ms. Marlene H. Dortch, Secretary

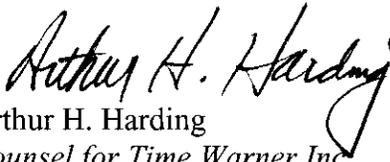
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Unredacted versions of these documents will also be made available for inspection, pursuant to the terms of the Protective Order, at the offices of Fleischman and Walsh, L.L.P. Arrangements for inspection may be made by contacting Craig A. Gilley (202-939-7928); Fleischman and Walsh, L.L.P., 1919 Pennsylvania Avenue, N.W., Suite 600, Washington, DC 20006.

Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted.


Arthur H. Harding
Counsel for Time Warner Inc.

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

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2 Boxes