January 12, 2006

Marlene H. Dortch
Secretary
Federal Communications Commission
TW-A325
445 Twelfth St., SW
Washington, DC 20554

Re: *Ex parte* presentation in MB Docket No. 05-192: In the Matter of Adelphia Communications Corporation, Debtor-in-Possession, Time Warner, Inc. and Comcast Corporation Seek Approval to Transfer Control and/or Assign FCC Authorizations and Licenses.

Dear Ms. Dortch:

On January 10, 2006, Andrew J. Schwartzman, Harold Feld, and Parul Desai of the Media Access Project met with Rudy N. Brioche, the Legal Advisor in the Office of Commissioner Jonathan Adelstein concerning the above captioned matter.

Mr. Feld stated that one benefit the transfer of licenses from Adelphia Communications Corporation ("Adelphia") to Comcast Corporation ("Comcast") is that Comcast could provide better customer service to subscribers. Mr. Feld, however, pointed out that in a recent survey that Adelphia was ranked just below Comcast in customer service satisfaction, therefore the benefit was not as great. Mr. Feld also pointed out that any benefit claimed from the transfer of licenses from Adelphia to Comcast do not cover the exchange of licenses between Comcast and Time Warner, Inc. ("Time Warner"), and those exchange of licenses must be justified separately. Mr. Feld noted that the swap of licenses between Comcast and Time Warner are also not material to the sale of Adelphia.

Mr. Feld stated that in considering remedies/conditions, the Commission should consider that as incumbents, Comcast's and Time Warner's market power should be limited to assist new entrants. Mr. Feld pointed out that a public interest consideration for approving a merger includes the facilitation of competition.

Mr. Feld and Mr. Schwartzman proposed some remedies/conditions to the transfer and exchange of licenses. They stated that at a minimum, net neutrality conditions should be placed on the cable providers as was recently done in the telephone mergers. Also, the availability of commercial leased access should be made more affordable. Mr. Feld and Mr. Schwartzman pointed out that a statutory scheme is already in place regarding commercial leased access channels, however, as a condition of the merger, commercial leased access channels should be made available under a more reasonable rate. Mr. Feld and Mr. Schwartzman suggested that either a flat rate could be set or the rate could be determined by arbitration.

Mr. Feld proposed that an expedited complaint process be put in place though which local governments or those using public access channels can submit complaints to the Commission regarding the cable operator's refusal to carry out its obligations under agreements already in place, rather than being subject to unilateral renegotiation of the franchising agreements. Finally, Mr. Feld and Mr. Schwartzman proposed that regional sports programming should be made available as a means to facilitate competition.

Finally, Mr. Feld noted that if the current record does not provide answers to issues raised by various parties, rather than approving the merger, a hearing on the merger should be provided.

In accordance with Section 1.1206(b), 47 C.F.R. § 1.1206, this letter is being filed electronically with your office today.

Respectfully submitted,

Parul Desai
Assistant Director

cc: Ruddy Brioche