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Federal Communications Commission
Office of Secretary

DOCKET FILE COPY ORIGINAL January 10, 2006

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VIA ELECTRONIC FILING

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

Re: Response to Information and Document Request of December 5, 2005 and Submission of Confidential and Highly Confidential Documents Under Seal Pursuant to Protective Order (DA 05-1673) and Second Protective Order (DA 05-3226) Issued in MB Docket No. 05-192

Dear Ms. Dortch:

The Media Bureau has requested certain follow up information to clarify two of the programming agreements submitted by Time Warner Inc. ("Time Warner") on Thursday, December 22, 2005 in response to question III.G of the December 5, 2005 letter from Donna C. Gregg, Media Bureau Chief, transmitting a request for certain information and documents (the "Information and Document Request") related to the transactions involving Time Warner, Comcast Corporation ("Comcast"), and Adelphia Communications Corporation ("Adelphia") that are the subject of the Consolidated Application for Authority to Transfer Control in MB Docket No. 05-192.

Unredacted copies of two documents responsive to this follow up request were filed today under separate cover. Specifically, Time Warner submitted (1) a January 3, 2005 letter from Lynne Constantini, Senior Vice President - Programming, Time Warner Cable to Byron F. Marchant, Executive Vice President, General Counsel and CAO of Black Entertainment Television, Inc. ("BET") regarding the rates that Time Warner Cable pays for carriage of the BET programming service, and (2) Schedule A to the Amended and Restated Outdoor Life Affiliation Agreement, submitted on December 22, 2005, regarding the rates that Time Warner Cable pays for carriage of the Outdoor Life programming service. Please note that these materials include confidential and highly confidential information that are entitled to additional protection under the Initial Protective Order and Second Protective Order.

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Ms. Marlene H. Dortch, Secretary

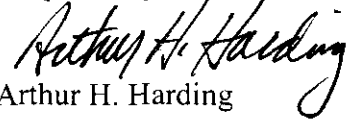
January 10, 2006

Page 2

This redacted version of this submission, which does not include the submitted documents, is being provided to FCC staff pursuant to the terms of the Initial Protective Order and Second Protective Order. In addition, pursuant to the Initial Protective Order and Second Protective Order, Time Warner is submitting copies of the unredacted, confidential and highly confidential submission (the "Confidential Filing") to Julie Salovaara and Brenda Lewis, Industry Analysis Division, Media Bureau. This Confidential Filing will be made available for inspection, pursuant to the terms of the Initial and Second Protective Orders, at the offices of Fleischman and Walsh, L.L.P. at the address above. Arrangements for inspection may be made by contacting Craig A. Gilley at (202) 939-7900.

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.

Donna Gregg

Sarah Whitesell

Tracy Waldon

Royce Sherlock

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Documents Withheld Pursuant to Protective Orders
in MB Docket 05-192