



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

January 13, 2006

Martha E. Heller
202.719.3234
mheller@wrf.com

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: 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, MB Docket No. 05-192

Dear Ms. Dortch:

Comcast Corporation (“Comcast”) hereby provides a further response to allegations raised by Marco Island Cable in the above-referenced proceeding that the proposed acquisition by Comcast of certain cable systems currently owned by Time Warner Inc. will result in reduced MVPD competition in several Florida communities.¹ Specifically, Marco Island Cable alleges that Comcast’s acquisition of Time Warner’s cable systems in Collier and Lee Counties, Florida “will potentially have very serious consequences on the bulk and condominium markets” because the two companies compete in those communities for access to gated communities and condominiums.²

There are no instances in either Collier County or Lee County where Comcast and Time Warner have overbuilt cable systems reaching the same homes. While there are some portions of the Counties where both companies have distribution lines passing empty land that conceivably could be developed in the future, developers of that land would be able to consider proposals from several different MVPDs in addition to Comcast and Time Warner, including SMATV operators and STI (a

¹ Letter from William R. Gaston, President, Marco Island Cable, to Marlene H. Dortch, Secretary, Federal Communications Commission, MB Docket No. 05-192 (July 20, 2005).

² *Id.* at 1.

January 13, 2006

Page 2

cable operator with a county-wide franchise in Collier County). Developers also would have the option of installing their own cable systems. And, of course, the homeowners in such future developments would have the option of subscribing to DBS service.

With the many alternative video choices available to developers and homeowners, including the potential for future competition from incumbent telephone companies, there is no basis for concluding that the proposed transactions will reduce competitive pressures for bulk and condominium customers.

Marco Island Cable also makes gratuitous and unsubstantiated allegations of anticompetitive conduct or intent on the part of Comcast. Comcast denies each of these allegations and is in the process of vigorously defending a lawsuit brought by Marco Island Cable in which similarly unsubstantiated accusations are at issue.³ The fact that Marco Island Cable serves more than half of the cable customers (indeed, more than 75% of the condominium and apartment buildings) in Marco Island, where their system is directly overbuilt with Comcast's, evidences the speciousness of their allegations.

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

Respectfully submitted,

/s/

Martha E. Heller

Counsel for Comcast Corporation

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

³ Case No. 2:04-CV-26-FtM-29 DNVF.