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February 23, 2006

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

Federal Communications Commission  
Office of Secretary

**Re: *Ex Parte Presentation 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 Warner Inc., Transferee; Time Warner Inc., Transferor to Comcast Corporation, Transferee***

Dear Ms. Dortch:

On February 22, 2006, Susan Mort of Time Warner Inc. and the undersigned had a telephone conversation with Tracy Waldon of the Media Bureau regarding the above-captioned proceeding. The conversation focused on Bureau questions regarding the DMA-level subscriber data for Time Warner Cable ("TWC") submitted with my letter dated June 21, 2005. Specifically, in certain limited cases, TWC post-closing subscriber totals exceed the number of total cable television households reported by Nielsen for the affected DMA.

We believe that several contributing factors serve to explain any such discrepancies, notably that Nielsen household figures are estimates based on statistical sampling. Further, since Nielsen's numbers are based on Census households, they would not account for commercial or seasonal customers included in our subscriber totals. Although TWC made a good faith effort to assign both its current systems and those to be acquired to the appropriate DMA, there may be certain limited discrepancies due to systems that may be located in multiple DMAs. For example, Riverside County, CA is split between the Palm Springs and Los Angeles DMAs. Upon further analysis, the net subscriber gains for the Palm Springs and Los Angeles DMAs should be 7,644 and 1,606,205, respectively, and the revised post-transaction TWC subscriber totals for these DMAs should be 110,789 and 1,976,180, respectively.

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

Sincerely,



Arthur H. Harding  
*Counsel for Time Warner Inc.*

cc: Donna Gregg  
Sarah Whitesell  
Tracy Waldon  
Royce Sherlock  
Marcia Glauberman  
Julie Salovaara  
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