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March 3, 2006

**VIA ELECTRONIC DELIVERY**

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

**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:

Late last week, Time Warner Inc. ("Time Warner") and News Corp. announced that Fox Cable Networks ("FCN") has agreed to purchase the Turner South programming network from Turner Broadcasting System, Inc. Copies of the press releases from the two companies announcing the transaction are attached hereto.

Following the pending acquisition of Turner South, as noted in the News Corp. press release, FCN owned-and-operated regional networks will be the primary local television partners to more than half (44) of all U.S.-based MLB, NBA and NHL franchises. These facts further undermine the claims by News Corp. subsidiary DIRECTV that its access to regional sports programming might be harmed as a result of the transactions between Time Warner, Comcast Corporation ("Comcast") and Adelphia Communications Corporation ("Adelphia") (collectively the "Applicants") that are the subject of this proceeding. Indeed, Turner South itself is currently carried by several Time Warner Cable systems and this agreement to sell the network to the parent of one of Time Warner Cable's largest competitors directly contradicts DirecTV's unsubstantiated and speculative assertions that the transactions will create incentives for Time Warner and Comcast to use new or existing regional networks to gain an advantage over competing MVPDs.

In any event, as the Applicants have detailed previously, the pending transactions will not result in material subscriber increases in areas where either Comcast or Time Warner holds an attributable interest in any RSN, and in areas where the largest subscriber additions will occur,

Ms. Marlene Dortch  
March 3, 2006  
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News Corp. owns one or more significant RSNs, and those RSNs are unlikely to discriminate against DIRECTV.

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

Sincerely,



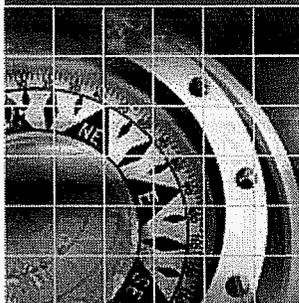
Arthur H. Harding  
*Counsel for Time Warner Inc.*

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## press releases

### Fox Cable Networks to Acquire Turner South

**LOS ANGELES & ATLANTA** - Fox Cable Networks (FCN) and Turner Broadcasting System, Inc. (TBS, Inc.) have entered into an agreement for FCN to purchase Turner South, TBS, Inc.'s Atlanta-based regional sports and entertainment network. The cable and satellite television service currently reaches approximately 8 million subscribers across a six-state region comprised of Alabama, Georgia, Mississippi, Tennessee, South Carolina, and regions of western North Carolina.

Financial terms of the agreement were not disclosed. The Turner South acquisition brings to 15 the total number of FCN owned-and-operated regional programming networks that together reach more than 80 million cable and satellite subscribers across 40 of America's 50 largest cities.

With the addition of Turner South's long-term local telecast rights to MLB's Atlanta Braves, NBA's Atlanta Hawks and the NHL's Atlanta Thrashers, FCN owned-and-operated regional networks are the primary local television partners to more than half (44) of all U.S.-based MLB, NBA and NHL franchises. Fox Cable Networks owned-and-operated regional networks are also America's most prolific producers of local events in high-definition television, providing approximately 500 MLB, NBA and NHL games in HD to hometown fans this year and still more going forward.

"Turner South represents a significant addition to our sports operations and Fox's unparalleled commitment to localism," says Tony Vinciguerra, president and chief executive officer at Fox Networks Group. "We are very pleased to add Turner South to our diverse portfolio of major programming services."

"This transaction is a win for Turner Broadcasting and for viewers of the Fox Cable Networks," said Phil Kent, chairman and CEO of TBS, Inc. "It creates significant financial return for our company, adds quality programming to Fox's portfolio and enhances the value for consumers of a popular cable service."

Turner Broadcasting System, Inc., a Time Warner company, is a major producer of news, entertainment and sports product around the world and a leading provider of programming to the basic cable industry.

Fox Cable Networks, a unit of the Fox Networks Group, includes 29 cable and satellite programming networks in which News Corporation (NYSE:NWS) holds interests. Together these networks reach nearly 400 million cable or satellite television homes, and represent one of the media industry's largest and most diverse groups of programming operations. Those networks and related video-on-demand or high-definition television services include FX, Fox Movie Channel, Fox Reality, FUEL TV, National Geographic Channel and the new NGC HD high-definition network. They also include FSN and the 15 owned-and-operated regional sports networks that serve as its core; Fox College Sports (Pacific, Central and Atlantic), SPEED, Fox Soccer Channel and Fox Sports en Español. FCN also manages Fox Sports Enterprises, which manages Fox interests in sports franchises like the Colorado Rockies, venues and leading statistical information provider, STATS.

###

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### Fox Cable Networks to Acquire Turner South

February 24, 2006

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