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March 7, 2006

**BY ELECTRONIC FILING**

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

Comcast Corporation (“Comcast”) hereby responds to recent allegations raised by the Communications Workers of America (“CWA”) in the above-referenced proceeding.<sup>1</sup> In its most recent filings, CWA repeats various labor-related claims to which Comcast, Time Warner, and Adelphia (the “Applicants”) previously have responded.<sup>2</sup> As the Applicants already have explained in detail, these claims are unfounded and, in any case, have no relevance to the Federal Communications

<sup>1</sup> Letter from Kenneth R. Peres, Research Economist, Communications Workers of America, to Marlene Dortch, Secretary, Federal Communications Commission (Dec. 16, 2005); Letter from Kenneth R. Peres, Research Economist, Communications Workers of America, to Marlene Dortch, Secretary, Federal Communications Commission (Feb. 23, 2006) (“CWA February 23 Letter”); Letter from Kenneth R. Peres, Research Economist, Communications Workers of America, to Marlene Dortch, Secretary, Federal Communications Commission (Feb. 27, 2006) (“CWA February 27 Letter”).

<sup>2</sup> See Letter from Seth A. Davidson, Counsel for Time Warner Inc., to Marlene Dortch, Secretary, Federal Communications Commission (Jan. 25, 2006); Letter from Seth A. Davidson, Counsel for Time Warner Inc., to Marlene Dortch, Secretary, Federal Communications Commission (Feb. 28, 2006). See also Reply Comments of Time Warner Inc., Comcast Corporation and Adelphia Communications Corporation, MB Docket 05-192, at 116-119 (filed Aug. 5, 2005) (“Applicants’ Reply Comments”).

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Commission's consideration of the Applications pending before them in this proceeding.

In general, CWA persists in its efforts to force issues into this proceeding that are outside of the FCC's jurisdiction and are properly within the purview of the National Labor Relations Board. CWA's grievances plainly have no nexus to the proposed Transactions. Moreover, FCC consideration of CWA's claims in the context of the instant proceeding would be a blatant waste of agency resources. CWA offers no grounds for reversing the FCC's longstanding policy against involving itself in private contractual disputes—including, but not limited to, those concerning employment matters.<sup>3</sup>

In its recent filings, CWA reiterates its claim that the Asset Purchase Agreements ("APAs") between the Applicants require employees to "reapply" for their jobs. In fact, as the Applicants already have clarified, the APAs provide that all applicable employees of the acquired systems will be offered employment, and there is no requirement that employees "reapply" for their jobs.<sup>4</sup> Comcast, indeed, has already offered all applicable Adelphia employees associated with the systems Comcast is purchasing from Adelphia their existing positions and pay rates.<sup>5</sup>

Furthermore, CWA repeatedly has alleged in this proceeding that Comcast is "anti-union." Nothing could be further from the truth. In reality, Comcast has an outstanding track record of offering its employees competitive wages, progressive benefits packages, comprehensive training, and job enrichment programs. As a result of these corporate policies, Comcast employees frequently opt against unionizing. Nonetheless, the company puts a high value on its positive relationships with its employees, whether unionized or not. Comcast's policy is to respect workers' right to organize, and the company will continue to abide by relevant labor laws and the terms of the numerous existing collective bargaining agreements it

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<sup>3</sup> See, e.g., *Actions Taken Under Cable Landing License Act*, 20 FCC Rcd 8557, n. 12 (2005).

<sup>4</sup> See, e.g., Public Interest Statement of Time Warner Inc., Comcast Corporation and Adelphia Communications Corporation, MB Docket 05-192, Exhibits A and B (filed May 18, 2005). Comcast has not offered employment to most of Adelphia's corporate or regional employees, who Comcast expects will remain employed by Adelphia.

<sup>5</sup> Comcast's job offers to existing Adelphia employees are contingent on, among other things, background checks and, for applicable employees, checks of their driving records.

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now has, or may have in the future, with the International Brotherhood of Electrical Workers and CWA.<sup>6</sup>

If you have any questions concerning this matter, please do not hesitate to contact the undersigned.

Respectfully submitted,

          /s/            
Martha E. Heller

cc: Donna Gregg  
Sarah Whitesell  
Tracey Waldon  
Royce Sherlock  
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<sup>6</sup> CWA also raises various claims pertaining to Comcast affiliated local sports programming and requests that the Commission impose conditions relating to regional sports networks. These allegations concerning RSNs simply parrot those already submitted in the docket by other third parties, and the Applicants have responded to each of these claims in detail. *See Applicants' Reply Comments*, at 43-67; *Response to DIRECTV's "Surreply," MB Docket 05-192*, at 12-34 (filed Nov. 1, 2005).