

March 16, 2006

VIA ELECTRONIC FILING

Ex Parte Notice

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:

On March 15, 2006, Jim Coltharp of Comcast Corporation and Wayne Johnsen of Wiley Rein & Fielding LLP, representing Comcast Corporation (“Comcast”), Susan Mort of Time Warner Inc. and Art Harding of Fleischman and Walsh, L.L.P., representing Time Warner Inc. (“Time Warner”), and the undersigned, representing Adelphia Communications Corp. (“Adelphia”), (collectively, the “Applicants”) met with Fred Campbell, Legal Advisor to Chairman Kevin Martin, regarding the above-captioned proceeding.

Applicants addressed the availability of regional sports networks (“RSNs”) with which they are affiliated and pointed out the reasons why the proposed transactions would not alter their incentives to make affiliated RSN programming available to their competitors.

Applicants also thoroughly refuted the argument that DBS subscribership is lower in Philadelphia than in other markets as a result of SportsNet Philadelphia’s limited exclusivity. According to Media Business Corp., which has been tracking DBS penetration by DMA for years, DBS penetration in Philadelphia was 12.04% as of September 2005.¹ By way of comparison, the

¹ Media Business Corp., *Satellite Subscribers by DMA* (data as of Sept. 2005).

following cities have *lower* DBS penetration: Boston (10.73%), Las Vegas (10.96%), Hartford (8.6%), Providence (9.39%), Springfield-Holyoke (8.65%), Laredo (7.92%), El Paso (11.01%), and Palm Springs (11.80%).² And the following cities have DBS penetration comparable to Philadelphia: New York (15.24%), Tampa (14.03%), Baltimore (14.15%), Milwaukee (15.08%), Norfolk (14.22%), and Harrisburg (13.29%). Thus, the claim that SportsNet Philadelphia's limited exclusivity has substantially undermined DBS operators' abilities to compete in Philadelphia is without merit.

Applicants also demonstrated that there is no "trend" of migrating RSNs to terrestrial delivery. In fact the opposite is true. For example, in the eight years since Comcast acquired SportsNet Philadelphia, it has launched several other RSNs and, in each case, it has delivered the RSN via satellite and made the service available to all distributors, including DBS distributors.

Applicants also explained that the prices charged for RSNs are based on numerous factors specific to each RSN and its market. Some of those factors include: (1) the size of the fees paid to the sports teams for carriage of their games and related programming, as well as the length of the contract and when it was negotiated with the teams; (2) the size of the RSN's market; (3) the number of teams carried by the RSN; (4) the number of professional teams in the market; (5) the quality of the teams; (6) the affinity of fans for the sports teams in their markets; (7) the types of sports covered by the RSN (*i.e.*, professional or non-professional); and (8) the number of games produced in high-definition, for which there are higher production costs and values.

If you have any questions on this matter, please do not hesitate to contact me.

Respectfully submitted,

/s/ Michael H. Hammer

Michael H. Hammer

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

² *Id.*