

March 21, 2006

**VIA ELECTRONIC FILING**

Samuel Feder  
General Counsel  
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 Mr. Feder:

On March 20, 2006, Media Access Project et al. (“MAP”) filed a letter requesting that the Commission conduct an inquiry into possible ex parte violations in the Adelphia transaction docket.<sup>1</sup> Comcast Corporation, Time Warner Inc., and Adelphia Communications Corp. (the “Parties”) hereby file this response.

The sole basis for MAP’s claim is a *Broadcasting and Cable* article in which a reporter implies that Chairman Martin “suggested” that the pace of the Commission’s review of the Adelphia transactions was “the product of conversation with the parties involved.”<sup>2</sup> From this, MAP infers that Chairman Martin was “asked to defer action on the Adelphia matter at the request of certain of the

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<sup>1</sup> Letter from Andrew Jay Schwartzman and Harold Feld, Counsel to Free Press, et al., NHMC and NATOA, to Samuel Feder, General Counsel, Federal Communications Commission, in MB Dkt. No. 05-192 (filed Mar. 20, 2006) (“MAP Mar. 20 Letter”).

<sup>2</sup> *Id.* at 1 (citing to John Eggerton, *Adelphia, Ownership Await Fifth Commissioner*, *Broadcasting & Cable*, Mar. 17, 2006, available at <http://www.broadcastingcable.com/article/CA6316913.html?display>).

parties.”<sup>3</sup> The suggestions in MAP’s letter are false, and the articles referred to by MAP provide no factual basis or other reason to believe that the Commission’s ex parte rules were violated. MAP has acted recklessly in calling for an investigation with such a flimsy factual underpinning.

First, the *Broadcasting and Cable* article MAP quotes explicitly states that “Martin would not address the [Adelphia] merger specifically.”<sup>4</sup> Moreover, a follow-up article from *Broadcasting and Cable*, which contains a transcript of Chairman Martin’s statements, makes it abundantly clear that he was not referring to the Adelphia transactions. In that article, the Chairman is quoted as saying, “I don’t talk about the details or the individual merits of any of the proceedings that are in front of us.”<sup>5</sup> Thus, it is evident that the Chairman’s comments about how the Commission “works closely with parties in front of us on the timing” of a merger were meant to explain the Commission’s merger processes generally and were not a description of any specific conversations concerning any particular transactions.<sup>6</sup>

Second, at the request of the Media Bureau staff, the Parties have provided periodic updates to the Commission on the status of the bankruptcy process, the conclusion of which is a prerequisite to closing the Adelphia transactions.<sup>7</sup> However, contrary to MAP’s speculation, aside from the desire to

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<sup>3</sup> *Id.*

<sup>4</sup> *Id.*

<sup>5</sup> John Eggerton, *MAP Queries FCC on Possible Rule Violation*, *Broadcasting & Cable*, Mar. 20, 2006, available at <http://www.broadcastingcable.com/article/CA6317284.html?display=Breaking+News>.

<sup>6</sup> *MAP March 20 Letter*, *supra* note 1, at 1 (citing to Eggerton, *Adelphia, Ownership Await Fifth Commissioner*).

<sup>7</sup> *See, e.g.*, Letter from Megan Anne Stull, Willkie Farr & Gallagher LLP, to Marlene H. Dortch, Secretary, Federal Communications Commission, filed in MB Dkt No. 05-192 (Dec. 14, 2005) (providing the Commission with copies of the Debtors’ Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and Debtors’ Fourth Amended Disclosure Statement and associated exhibits); Letter from Megan Anne Stull, Willkie Farr & Gallagher LLP, to Marlene H. Dortch, Secretary, Federal Communications Commission, filed in MB Dkt No. 05-192 (Sept. 29, 2005) (attaching copies of the Debtors’ Third Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code and Debtors’ Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code); Letter from Michael H. Hammer, Willkie Farr & Gallagher LLP, to Marlene H. Dortch, Secretary, Federal Communications Commission, filed in MB Dkt. No. 05-192, at 2 (Sept. 29, 2005) (discussing the “timing of the bankruptcy process going forward”); Letter from Philip L. Verveer, Willkie Farr & Gallagher LLP, to Marlene H. Dortch, Secretary, Federal Communications Commission, filed in MB Dkt. No. 05-192 (Sept. 12, 2005) (providing information about the (... footnote continued)

coordinate the Commission's consideration of the applications with the bankruptcy process, the Parties have not to date expressed a preference for a date by which they hope the proceeding will be resolved. Nor have the Parties asked the Commission to defer action on the transactions.

For these reasons, the Parties respectfully request that the Commission disregard MAP's baseless request for an inquiry into this matter.

Comcast Corporation

Time Warner Inc.

Adelphia Communications Corp.

**By:/s/ James R. Coltharp**  
**James R. Coltharp**  
Comcast Corporation

**By:/s/ Steven N. Teplitz**  
**Steven N. Teplitz**  
Time Warner Inc.

**By:/s/Michael Hammer**  
**Michael Hammer**  
Willkie Farr & Gallagher LLP

cc: Chairman Kevin Martin  
Fred Campbell  
Joel Kaufman  
Patrick J. Carney  
Donna Gregg  
Sarah Whitesell  
Royce Sherlock  
Tracy Waldon  
Marcia Glauberman

Jim Bird  
Julie Salovaara  
Wayne McKee  
Jeff Tobias  
JoAnn Lucanik  
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Neil Dellar  
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“anticipated schedule of significant events in the Adelphia bankruptcy proceeding”); Letter from Michael H. Hammer, Willkie Farr & Gallagher LLP, to Marlene H. Dortch, Secretary, Federal Communications Commission, filed in MB Dkt. No. 05-192 (July 7, 2005) (enclosing, upon request of Commission staff, Debtors’ Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code and Debtors’ Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code).