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March 22, 2006

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

Re: *Ex Parte* Submission
MM Docket No. 92-264

Dear Ms. Dortch:

Comcast Corporation (“Comcast”), pursuant to its letter of September 22, 2003, hereby notifies the Commission that it has closed the following transactions:

Acquisitions:

(1) Acquisition of a SMATV system in Mississippi serving approximately 231 subscribers from Advanced Media Communications LLC on September 23, 2005; (2) acquisition of a SMATV system in Colorado serving approximately 180 subscribers from Denver Broadband on January 19, 2006; (3) acquisition of SMATV systems in California serving approximately 619 subscribers from Guest TV on January 12, 2006; and (4) acquisition of a SMATV system in California serving approximately 158 subscribers from The Telecom Group, Inc. d/b/a/ Gale Telecom Services on January 27, 2006.¹

Divestiture:

Divestiture of a SMATV system in Colorado serving 75 subscribers to Falcon Video Communications, LP on December 23, 2005.

¹ There have been no acquisitions of an MVPD with 25,000 or more subscribers since the March 22, 2005 notification letter. On December 20, 2005, Comcast notified the Commission of its intent to acquire all of the assets of Susquehanna Cable Co. (“Susquehanna”), which serves approximately 226,117 subscribers. *See* Letter from Peter Feinberg, Associate General Counsel, Comcast to Marlene Dortch, Secretary, FCC, filed in Docket No. 92-264 (Dec. 20, 2005). Comcast currently owns an approximate 30% equity interest in Susquehanna and its subsidiaries. Comcast believes that interest is not attributable because Susquehanna has a single majority shareholder. *See* Comcast Petition for Waiver, filed in CSR-6950-X (public noticed Dec. 8, 2005). The acquisition of Susquehanna is still pending.

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Based on Comcast's fourth quarter 2005 subscriber numbers, available data for its partnership subscriber numbers, and assuming the most inclusive interpretation of the Commission's attribution rules, after accounting for the above transactions and adjusting for subscriber growth, Comcast estimates that it is attributed with approximately 26,050,359 cable subscribers or approximately 27.6% of all multichannel video subscribers.²

Although it is unclear whether Comcast is obligated to notify the Commission of these transactions or their effect on its MVPD subscribers (in light of the D.C. Circuit's decision in *Time Warner Entertainment Co. v. FCC*³), Comcast nonetheless is providing the details of these transactions for the Commission's convenience.

In accordance with Sections 1.49(f) and 1.1206(b) of the Commission's rules, this ex parte letter is being filed electronically.

Sincerely,

/s/ Peter H. Feinberg
Peter H. Feinberg

cc: Donna Gregg, Chief, Media Bureau
William H. Johnson, Deputy Chief, Media Bureau

² See Kagan Research LLC, *Kagan Media Index*, Kagan Media Money, Feb. 28, 2006, at 4 (noting that there are approximately 94.4 million MVPD subscribers nationwide, thus $26,050,359 \div 94,400,000 = 27.6\%$.)

³ 240 F.3d 1126 (D.C. Cir. 2001) (vacating the cable horizontal ownership rules).