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March 30, 2006

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VIA ELECTRONIC FILING

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

Re: MB Docket No. 05-192

Dear Ms. Dortch:

Comcast Corporation (“Comcast”) hereby responds to a request by the FCC staff for data regarding the number of subscribers involved in each segment of the transactions considered in the above-captioned proceeding (the “Transactions”). The attached table shows subscriber changes caused by each agreement involved in the Transactions: the Asset Purchase Agreement between Comcast and Adelphia Communications Corp. (“Adelphia”), the Exchange Agreement between Comcast and Time Warner Inc. (“Time Warner”), the Time Warner Cable (“TWC”) Redemption Agreement, and the Time Warner Entertainment (“TWE”) Redemption Agreement.¹ As demonstrated in the attachment, the Transactions will result in Comcast experiencing a gain of 633,600 attributable subscribers.

¹ As described further in footnote 1 of the attachment, subscriber figures for systems of which Adelphia is the pre-Transactions owner are current as of December 31, 2004. Subscriber figures for systems of which Comcast is the pre-Transactions owner are current as of June 30, 2005, and subscriber figures for systems of which Time Warner is the pre-Transactions owner are current as of November 30, 2005. All subscriber figures were compiled using the equivalent billing unit method. See Comcast Response to Information and Document Request, MB Docket No. 05-192, at 8-9 (filed Dec. 22, 2005).

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If you have any questions, please contact the undersigned.

Respectfully submitted,

/s/ Martha E. Heller

Martha E. Heller
Counsel for Comcast Corporation

Attachment

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**Comcast Cable
Subscriber Changes by Transaction Segment**

TRANSACTION SEGMENT	Subscriber Increase (Decrease)¹	Pre-Transactions Owner	Post-Transactions Owner
ADELPHIA/COMCAST ASSET PURCHASE AGREEMENT			
Comcast Subscriber Gain	<u>1,222,423</u>		
Comcast Swaps Pursuant to Exchange Agreement ²	1,085,543	Adelphia	Time Warner
Comcast Keeps	136,880	Adelphia	Comcast
COMCAST/TIME WARNER EXCHANGE AGREEMENT			
Comcast Swaps to Time Warner	<u>2,190,429</u>		
Systems Acquired from Adelphia	1,085,543	Adelphia	Time Warner
Existing Comcast Systems	1,104,886	Comcast	Time Warner
Time Warner Swaps to Comcast	<u>1,990,640</u>		
Systems Acquired from Adelphia	1,950,715	Adelphia	Comcast
Existing Time Warner Systems	39,925	Time Warner	Comcast
Comcast Subscriber Gain	<u>(199,789)</u>		
COMCAST/TIME WARNER REDEMPTION AGREEMENTS			
TWC Redemption	545,981	Time Warner	Comcast
TWE Redemption	<u>150,528</u>	Time Warner	Comcast
Comcast Subscriber Gain	<u>696,509</u>		
TOTAL COMCAST SUBSCRIBER GAIN	<u>1,719,143</u>		
COMCAST ATTRIBUTABLE GAIN	<u>633,600</u>		

¹ All subscriber figures for systems of which Adelphia is the pre-Transactions owner are current as of December 31, 2004 and were supplied to Comcast in Annex A, Schedule A of the Asset Purchase Agreement. All subscriber figures for systems of which Comcast is the pre-Transactions owner are current as of June 30, 2005. All subscribers figures for systems of which Time Warner is the pre-Transactions owner are current as of November 30, 2005 and were supplied by Time Warner. All subscribers figures were calculated using the equivalent billing unit method.

² These subscribers currently are fully attributable to Comcast because of Comcast's interest in Adelphia/Comcast Joint Ventures.