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March 31, 2006

VIA ELECTRONIC DELIVERY

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

**Re: MB Docket 05-192**

Dear Ms. Dortch:

Time Warner Inc. ("Time Warner") hereby responds to a follow-up request posed by FCC staff in connection with an *ex parte* letter filed by Time Warner on March 23, 2006 regarding the number of subscribers in each transaction segment contemplated by the transactions between Time Warner Cable Inc. ("TWC"), Comcast Corporation ("Comcast"), and Adelphia Communications Corp. ("Adelphia") that are the subject of this proceeding. On March 23, 2006, Time Warner provided a chart breaking out subscriber data for each transaction segment, including the six transaction segments contemplated by the Exchange Agreement, dated as of April 20, 2005, among Time Warner Cable Inc. ("TWC"), Comcast Corporation ("Comcast"), and certain other related entities. The staff has asked for a new chart grouping the subscribers involved in the Exchange Agreement under one listing instead of six.

In response to this follow-up request please see Attachment 1 attached hereto. Subscriber totals relating to Adelphia systems are taken from Annex A, Schedule A to the Adelphia/Time Warner Asset Purchase Agreement and the Adelphia/Comcast Asset Purchase Agreement. These Adelphia subscriber figures are as of December 31, 2004. Subscriber figures for the systems to be acquired by TWC from Comcast are as of December 31, 2003. As the Commission is aware, subscriber counts are maintained by Adelphia and Comcast on an "equivalent billing unit" approach, whereas TWC maintains its subscriber counts pursuant to the "occupiable dwelling unit" approach.<sup>1</sup>

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<sup>1</sup> This difference in subscriber counting methodology, along with the different subscriber reporting periods and rounding, are factors accounting for a smaller net subscriber gain for TWC reflected in Attachment 1 compared to that reported in the Applicants' Public Interest Statement at 73 (demonstrating that TWC's subscriber total upon completion of the Transactions will remain far below the remanded horizontal subscriber cap).

Marlene H. Dortch  
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Kindly direct any questions regarding this matter to the undersigned.

Sincerely,

A handwritten signature in black ink that reads "Arthur H. Harding". The signature is written in a cursive style with a large, prominent "A" and "H".

Arthur H. Harding  
*Counsel for Time Warner Inc.*

Attachment  
186780.1

cc: Best Copy and Printing, Inc.

Donna Gregg  
Sarah Whitesell  
Tracy Waldon  
Royce Sherlock  
Marcia Glauberman  
Julie Salovaara  
Wayne McKee  
Jim Bird  
Jeff Tobias  
JoAnn Lucanik  
Kimberly Jackson  
Neil Dellar  
Ann Bushmiller

**TIME WARNER CABLE/COMCAST  
EXCHANGE AGREEMENT**

	<b>Subscriber Increase (Decrease)</b>	<b>Pre- Transactions Owner</b>	<b>Post- Transactions Owner</b>
<b>TIME WARNER SWAPS TO COMCAST</b>			
Systems Acquired from Adelphia	(1,953,293)	Adelphia	Comcast
Existing Time Warner Systems	<u>(49,387)</u> <u>(2,002,680)</u>	Time Warner	Comcast
<b>COMCAST SWAPS TO TIME WARNER</b>			
Systems Acquired from Adelphia	1,085,543	Adelphia	Time Warner
Existing Comcast Systems	<u>1,107,124</u> <u>2,192,667</u>	Comcast	Time Warner