

April 4, 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 April 3, 2006, Jim Coltharp of Comcast Corporation (“Comcast”), Steven Teplitz of Time Warner Inc. (“Time Warner”), and the undersigned, representing Adelphia Communications Corp. (“Adelphia”), (collectively, the “Applicants”) met with Commissioner Deborah Taylor Tate and her legal advisor, Aaron Goldberger, regarding the above-captioned proceeding.

Applicants discussed the status of the Commission’s consideration of the pending applications for assignment and/or transfer of control. In particular, Applicants noted that Adelphia has been mired in bankruptcy for more than three years and that the proposed transactions will facilitate its exit from bankruptcy and allow its customers to experience new and improved services from Time Warner or Comcast. In that regard, Time Warner and Comcast discussed their commitments to invest significant capital to deploy advanced services for consumers in Adelphia’s service areas, including telephony and expansion of video-on-demand (“VOD”) services. Applicants described how the transactions will significantly increase the availability of local programming, including local VOD, that will address the unique needs and interests of consumers in the local communities currently served by Adelphia. Applicants also noted that the transactions will accelerate the unwinding of Comcast’s interest in Time Warner Cable -- a goal that the Commission has deemed to be in the public interest.

Marlene H. Dortch

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

Respectfully submitted,

/s/ Michael H. Hammer

Michael H. Hammer

cc: Commissioner Deborah Taylor Tate
Aaron Goldberger
Sarah Whitesell
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Julie Salovaara
Wayne McKee
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