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April 11, 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 10, 2006, Brian J. Roberts, David L. Cohen, and the undersigned of Comcast Corporation ("Comcast"), met with Commissioner Jonathan S. Adelstein and his legal advisor, Rudy Brioché, regarding the above-captioned proceeding.

Comcast discussed the status of the Commission's consideration of the pending applications for assignment and/or transfer of control, as well as the status of the bankruptcy proceeding for Adelphia Communications Corporation. As previously described in its comments filed in this proceeding, Comcast explained the reasons why no conditions related to regional sports programming are warranted based on the facts presented by these transactions. Finally, Comcast noted that the transactions will accelerate the unwinding of Comcast's interest in Time Warner Cable -- a goal that the Commission has determined previously to be in the public interest.

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

Respectfully submitted,

/s/ James R. Coltharp

James R. Coltharp

cc: Commissioner Jonathan S. Adelstein
Rudy Brioché
Sarah Whitesell
Tracy Waldon
Royce Sherlock
Marcia Glauberman
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