

April 21, 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 20, 2006, Jim Coltharp of Comcast Corporation (“Comcast”), Steven Teplitz and Susan Mort of Time Warner Inc. (“Time Warner”), David Rudd of The Palmetto Group, and the undersigned, representing Adelphia Communications Corp. (“Adelphia”), (collectively, the “Applicants”) met with Jessica Rosenworcel, Senior Legal Advisor to Commissioner Michael Copps, regarding the above-captioned proceeding.

Applicants addressed claims raised by The America Channel (“TAC”). Applicants reiterated that, in evaluating a carriage agreement with a programmer, Applicants review the nature of the programming and numerous other factors relating to its likely appeal to subscribers. In the judgment of Applicants, TAC has not demonstrated that it has the necessary components to produce programming that will appeal to subscribers, a conclusion that has been shared by an overwhelming majority of distributors. Further, Applicants repudiated TAC’s claim that Applicants discriminate against it and other independent programmers by pointing out that: (1) the vast majority of program

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networks that they carry are independent from Applicants, and (2) many program networks have launched on DBS and have enjoyed substantial growth and success.<sup>1</sup>

Applicants also discussed materials previously submitted in the record on the issue of Internet access. They specifically noted that they need flexibility to manage their networks as the Internet continues to grow and demands continue to expand. For these reasons, and because the broadband marketplace is thriving without government intervention, there is no need for the FCC to impose a condition here.

Applicants also discussed the concerns raised by the Communications Workers of America (“CWA”) and summarized their responses previously submitted in the record on these issues.

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: Jessica Rosenworcel  
Donna Gregg  
Sarah Whitesell  
Tracy Waldon  
Royce Sherlock  
Marcia Glauberman  
Julie Salovaara  
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<sup>1</sup> See Reply at n.267.