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April 24, 2006

VIA ELECTRONIC DELIVERY

REDACTED – FOR PUBLIC INSPECTION

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

Re: *Ex Parte Presentation in MB Docket No. 05-192, 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*

Dear Ms. Dortch:

At the request of the Media Bureau, Time Warner Inc. (“Time Warner”) today submitted a response to inquiries raised by FCC staff and by DirecTV, Inc. (“DirecTV”)¹ relating to certain confidential and highly confidential documents submitted by Time Warner pursuant to the First and Second Protective Orders in this proceeding.²

Specifically, as explained in its letter dated April 8, 2006, certain confidential documents submitted by Time Warner in this proceeding were redacted to exclude communications subject to the attorney/client privilege. Attached hereto is a privilege log explaining the basis for the redactions of the documents identified by FCC staff and DirecTV.

In addition, Time Warner today resubmitted on an unredacted basis all or part of the redactions in certain of the identified documents where Time Warner concluded such production would not pose an undue risk of waiver of the privilege. As such documents contain “Highly

¹ See, e.g., ex parte letter from William Wiltshire, Michael Nilsson and S. Robert Carter III to Marlene Dortch, dated February 14, 2006, at n. 6.

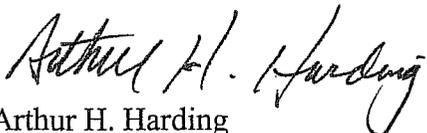
² See Order Adopting Protective Order, MB Docket 05-192, DA 05-1673 (rel. June 16, 2005); Order, MB Docket 05-192, DA 05-3226 (rel. Dec. 21, 2005).

**SUBJECT TO PROTECTIVE ORDER AND SECOND
PROTECTIVE ORDER IN MB DOCKET NO. 05-192
BEFORE THE FEDERAL COMMUNICATIONS COMMISSION**

Confidential” and “Confidential” information, they were submitted under separate cover according to the terms of the First and Second Protective Orders in this proceeding. This redacted version of the letter, without the subject documents attached, is hereby submitted into the public record pursuant to those orders.

Please contact the undersigned with any questions regarding the foregoing.

Very truly yours,


Arthur H. Harding
Counsel for Time Warner Inc.

Attachment

| | |
|-------------------|------------------------------|
| cc: Donna Gregg | Jim Bird |
| Sarah Whitesell | Jeff Tobias |
| Tracy Waldon | JoAnn Lucanik |
| Royce Sherlock | Kimberly Jackson |
| Mania Bagdadi | Neil Dellar |
| Marcia Glauberman | Ann Bushmiller |
| Julie Salovaara | Best Copy and Printing, Inc. |
| Wayne McKee | |

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**PRIVILEGE LOG RELATING TO
SPECIFIED REDACTED DOCUMENTS**

| Bates No. | Date/Time Sent | Author (Title) | Recipient(s) (Title) | CCX (Title) | Basis for Privilege/Redaction |
|---------------------|-----------------------|--|---|-------------------------------------|--|
| FCC eTW 00004381 | 10/01/04 18:23:11 | Allan Singer (Comcast SVP, Programming Investments) | Melinda Witmer (Chief Counsel, Programming) | Fred Dressler (EVP, Programming) | “Common interest” privileged communication between TWC in-house lawyer and Comcast business executive relating to negotiations and drafting of agreement with third party. |
| | 10/01/04 11:20 AM | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |
| | 10/01/04 11:12 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004382 | 10/01/04 11:01 AM | Melinda Witmer | Allan Singer | | Same as above. |
| | 10/01/04 10:26 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004385 | 10/01/04 11:23 AM | Allan Singer | Melinda Witmer | Fred Dressler | Same as above. |
| | 10/01/04 11:20 AM | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |
| FCC eTW 00004386 | 10/01/04 11:12 AM | Allan Singer | Melinda Witmer | | Same as above. |
| | 10/01/04 11:01 AM | Melinda Witmer | Allan Singer | | Same as above. |
| | 10/01/04 10:26 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004389 | 10/01/04 18:49:35 | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |
| | 10/01/04 11:23 AM | Allan Singer | Melinda Witmer | Fred Dressler | Same as above. |
| | 10/01/04 11:20 AM | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |

| Bates No | Date/Time Sent | Author (Title) | Recipient(s) (Titles) | CC's (Titles) | Basis for Privilege Redaction |
|---------------------|----------------------|----------------|-----------------------|---------------|-------------------------------|
| FCC eTW 00004390 | 10/01/04 11:12 AM | Allan Singer | Melinda Witmer | | Same as above. |
| | 10/01/04 11:01 AM | Melinda Witmer | Allan Singer | | Same as above. |
| FCC eTW 00004391 | 10/01/04 10:26 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004394 | 10/01/04 11:50 AM | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |
| FCC eTW 00004395 | 10/01/04 11:23 AM | Allan Singer | Melinda Witmer | Fred Dressler | Same as above. |
| | 10/01/04 11:20 AM | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |
| | 10/01/04 11:12 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004396 | 10/01/04 11:01 AM | Melinda Witmer | Allan Singer | | Same as above. |
| | 10/01/04 10:26 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004399 | 10/01/04 11:23 AM | Allan Singer | Melinda Witmer | Fred Dressler | Same as above. |
| | 10/01/04 11:20 AM | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |
| FCC eTW 00004400 | 10/01/04 11:12 AM | Allan Singer | Melinda Witmer | | Same as above. |
| | 10/01/04 11:01 AM | Melinda Witmer | Allan Singer | | Same as above. |
| FCC eTW 00004401 | 10/01/04 10:26 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004403 | 10/01/04 11:23 AM | Allan Singer | Melinda Witmer | Fred Dressler | Same as above. |

| Bates No. | Date/Time Sent | Author (Title) | Recipient(s) (Titles) | CC's (Titles) | Basis for Privilege/Redaction |
|-----------------------|----------------------|---|---|--|--|
| FCC eTW 00004404 | 10/01/04 11:20 AM | Melinda Witmer | Allan Singer | Fred Dressler | Same as above. |
| | 10/01/04 11:12 AM | Allan Singer | Melinda Witmer | | Same as above. |
| | 10/01/04 11:01 AM | Melinda Witmer | Allan Singer | | Same as above. |
| FCC eTW 00004405 | 10/01/04 10:26 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004408 | 10/01/04 19:28:43 | Fred Dressler | Melinda Witmer | | Privileged communication between in-house counsel and client relating to contract negotiations. |
| | 10/01/04 11:20 AM | Melinda Witmer | Allan Singer | Fred Dressler | "Common interest" privileged communication between TWC in-house lawyer and Comcast business executive relating to negotiations and drafting of agreement with third party. |
| | 10/01/04 11:12 AM | Allan Singer | Melinda Witmer | | Same as above. |
| FCC eTW 00004409 | 10/01/04 11:01 AM | Melinda Witmer | Allan Singer | | Same as above. |
| | 10/01/04 10:26 AM | Allan Singer | Melinda Witmer | | Same as above. |
| TW FCC 2 00000006 | 10/05/04 | Glenn Britt (Chairman & CEO) Landel Hobbs (CFO) | TWC Board of Directors | Marc Lawrence-Apfelbaum (General Counsel) | The redacted paragraph reflects legal advice provided by counsel regarding strategy and analysis of legal and regulatory compliance issues. |
| eTW FCC 2 00003977 | 01/08/04 22:47:09 | Karsten Amlie (Director, Programming) | Melinda Witmer (Chief Counsel, Programming) | | Privileged communication between client and in-house counsel for purpose of informing negotiations. |

| Bates No | Date/Time Sent | Author (Title) | Recipient(s) (Titles) | CC's (Titles) | Basis for Privilege Redaction |
|-----------------------|----------------------|-------------------------------------|---|---|---|
| eTW FCC 2 00000287 | 04/28/05 7:42 PM | Melinda Witmer (VP, Programming) | Glenn Britt (Chairman & CEO) Fred Dressler (EVP, Programming) Landel Hobbs (CFO) Marc Lawrence-Apfelbaum (General Counsel) Barry Rosenblum (EVP) | | Privileged communication involving in-house counsel relating to strategic options for potential settlement of dispute with programmer. |
| eTW FCC 2 00000292 | 06/17/05 18:44:10 | Melinda Witmer (VP, Programming) | Landel Hobbs (COO) | Glenn Britt (Chairman & CEO) Fred Dressler (EVP, Programming) Marc Lawrence-Apfelbaum (General Counsel) Eric Petro (EVP, Finance) Dick Petty (Comptroller) Michelle Kim (Chief Counsel, Programming) | Same as above. |
| eTW FCC 2 00003617 | 11/17/03 1:18 PM | Landel Hobbs (CFO) | Melinda Witmer (Chief Counsel, Programming) Dick Petty (Comptroller) Bill Osborne (VP, Finance) Michael Stravino (Director, Finance) | Fred Dressler (EVP, Programming) Marc Apfelbaum (General Counsel) David Christman (Chief Counsel, Corporate) Patrick Pate (Director, Finance) Eric Petro (SVP, Finance) | Privileged communication between in-house counsel and client requesting information for purposes of formulating legal position and drafting agreements. |
| | 11/14/03 2:55 PM | Melinda Witmer | Dick Petty Landel Hobbs Bill Osborne Michael Stravino | Fred Dressler Marc Apfelbaum David Christman | Same as above. |

| Bates No. | Date/Time Sent | Author (Title) | Recipient(s) (Titles) | CC's (Titles) | Basis for Privilege Redaction |
|-----------------------|----------------------|--|---|--|---|
| FCC eTW 00000001 | 04/21/05 15:43:10 | Robbin Ferguson (Administrative Assistant, Public Affairs) | TWC Public Affairs Officers | TWC Division Presidents Jim Fellhauer (EVP) Carol Hevey (EVP) William Goetz (EVP) Terry O'Connell (EVP) Barry Rosenblum (EVP) Lynn Yeager (EVP, Public Affairs) Marc Lawrence-Apfelbaum (General Counsel) | Redacted material reflects legal advice and strategy from counsel. |
| FCC TW 00001315 | 10/04/04 DRAFT | Glenn Britt (Chairman & CEO) Fred Dressler (EVP, Programming) Landel Hobbs (CFO) | TWC Board of Directors | Marc Lawrence-Apfelbaum (General Counsel) | The redacted paragraph reflects legal advice provided by counsel regarding strategy and analysis of legal and regulatory compliance issues. |
| eTW FCC 2 00000484 | 06/23/05 10:22 AM | Melinda Witmer (VP, Programming) | Paul Cappuccio (General Counsel, Time Warner Inc.) | | Privileged communication involving in-house counsel relating to potential settlement of dispute with programmer. |

*All titles relate to Time Warner Cable Inc., except as noted. Titles are indicated once for each email string/document.

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