

April 25, 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 24, 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 Sarah Whitesell, Associate Chief of the Media Bureau, regarding the above-captioned proceeding.

Comcast and Time Warner addressed the availability of regional sports networks (“RSNs”) with which they are affiliated. Comcast and Time Warner pointed out that, as a result of the Transactions, they are not adding subscribers or only adding minimal subscribers in most areas in which they are affiliated with an RSN. Consequently, the Transactions will not alter either Comcast’s or Time Warner’s incentives in making affiliated RSN programming available to their competitors. Applicants also addressed claims raised by The America Channel (“TAC”). In the judgment of Applicants, TAC has not demonstrated that it has the necessary capability to produce programming that will appeal to subscribers, a conclusion that has been shared by an overwhelming majority of distributors. Applicants discussed the concerns raised by the Communications Workers of America and summarized their responses previously submitted in the record on these issues. Finally, Applicants reiterated that the Commission should act expeditiously to conclude this proceeding and that the record does not support the imposition of conditions.

Marlene H. Dortch  
April 25, 2006  
Page 2

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: 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  
Best Copy and Printing, Inc.