

May 8, 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 May 5, 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 Rudy Brioché, Legal Advisor for Media Issues in Commissioner Adelstein’s office, regarding the above-captioned proceeding.

Applicants discussed the status of the proceeding and reiterated that the Commission should act expeditiously to approve the pending applications without the imposition of conditions. Comcast and Time Warner addressed issues previously raised in their written documents in this proceeding, including 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.

Marlene H. Dortch  
May 8, 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: Rudy Brioché  
Donna Gregg  
Sarah Whitesell  
Tracy Waldon  
Royce Sherlock  
Marcia Glauberman  
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