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FOUNDED 1866

May 9, 2006

Ex Parte Notice

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 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 Comcast Corporation, Transferee, MB Docket No. 05-192

Dear Ms. Dortch:

At the request of the Commission staff, the Operating Trustee provides the following information regarding the sale of a portion of the assets held in trust pursuant to an order of the Federal Communications Commission (the "TWE Interest"), *see Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee*, 17 FCC Rcd 23246 (2002). Capitalized terms used herein and not defined have the meanings specified in the Agreement and Declaration of Trust of TWE Holdings II Trust, a Delaware statutory trust ("Trust II") dated March 31, 2003, by and among MOC Holdco II, Inc., the Operating Trustee, and the Delaware Trustee.

Shares of Time Warner Inc. common stock have been sold from Trust II in two quarters. During the quarter ending September 30, 2005, 16,835,883 of the 83,835,883 shares, or 20 percent, of Time Warner Inc. common stock held by Trust II were sold. An additional ten million shares of Time Warner Inc. common stock held by Trust II were sold during the quarter ending December 31, 2005, leaving 57,000,000 shares of Time Warner Inc. common stock, or 68 percent of the original number of shares held by Trust II. Thus, these sales have reduced the portion of Trust II's ownership in Time Warner Inc. common stock by 32 percent.

According to the Time Warner Annual Report for 2005, there were 4,498,000,000 shares outstanding of Time Warner Inc. common stock as of December 31, 2005. Thus the

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percentage of Time Warner Inc. common stock held by Trust II was reduced from 1.86 percent to 1.27 percent by these sales.

Should you have questions, please feel free to contact me.

Sincerely,

/s/ Anita L. Wallgren

Anita L. Wallgren

cc: Jessica Rosenworcel
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