

May 23, 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, Adelpia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelpia 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 22, 2006, Gerard Lewis, Vice President, General Counsel, and Chief Privacy Officer of Comcast Cable Communications, Martha Heller of Wiley Rein & Fielding LLP, and Jim Coltharp of Comcast Corporation (“Comcast”), representing Comcast; Marc Lawrence-Apfelbaum, Executive Vice President and General Counsel of Time Warner Cable, and Steven Teplitz and Susan Mort of Time Warner Inc. (“Time Warner”), representing Time Warner; and the undersigned, representing Adelpia Communications Corp. (“Adelpia”), (collectively, the “Applicants”) met with Rudy Brioché, Commissioner Adelstein’s Legal Advisor for Media Issues, and Scott Bergmann, Commissioner Adelstein’s Legal Advisor for Wireline Issues, regarding the above-captioned proceeding.

Applicants explained that since broadband services were introduced 10 years ago, the nature and quantity of uses made of broadband networks have changed significantly in ways that could not be anticipated then, and that uses will continue to change and grow in ways that cannot be foreseen now. This means that significant investments will be necessary to allow Applicants to manage and maintain

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their networks in a way that meets the ever-changing demands of their customers. Applicants need the continued freedom and flexibility to experiment and innovate with business models that respond to this dynamic environment. Applicants stressed that they should not be restricted in their abilities to invest in and expand their networks to satisfy the increasing and constantly changing needs of their customers.

Applicants also described the highly competitive nature of the broadband marketplace. Providers of cable Internet service, including Applicants, face strong competition from providers of other types of broadband access, including DSL and wireless broadband. In this highly competitive environment, Applicants must provide quality Internet access services to their customers or those customers will promptly defect to other broadband providers. As a result, market forces will ensure that consumers' needs are met.

Applicants also noted that the Commission's recent broadband Policy Statement is very broad in nature as it was intended to guide the Commission's policy making efforts. Applicants described how direct enforcement of the Policy Statement would be difficult to administer and hamper Applicants' efforts to resolve issues related to, for example, copyright protection, peer-to-peer applications, spam, and identity theft.

Finally, Applicants pointed out that there is no information in the record identifying any "real world" problems with their provision of cable Internet services. As such, any related condition as part of the instant Transactions would be wholly unwarranted.

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