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May 26, 2006

**VIA ELECTRONIC FILING**

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

Re: *Ex Parte* Communication  
MB Docket No. 05-192 (Adelphia)

Dear Ms. Dortch:

On behalf of RCN Corporation (“RCN”), and pursuant to Section 1.1206 of the Commission’s Rules, 47 C.F.R. § 1.1206, this is to notify provide notice of *ex parte* meetings in connection with the above-referenced proceedings on the afternoon of May 25, 2006. The meetings were attended by Richard Ramlall, RCN’s Senior Vice President, Strategic, External and Regulatory Affairs, Lynne Buening, RCN’s Vice President, Programming, Amy R. Mehlman of Mehlman Capitol Strategies, Inc., and the undersigned (“RCN Participants”). The RCN Participants met separately with Aaron Goldberger and John Grant, and Rudy N. Brioché (“FCC Participants”).

The purposes of these meetings was to discuss some of the points raised in RCN’s comments and *ex parte* submissions filed in MB Docket No. 05-192 concerning the need for the Commission to impose conditions on the proposed mergers that will protect and promote continued wireline competition in the marketplace for the delivery of multi-channel video programming to consumers. The only written materials distributed to the FCC Participants at the meetings were materials previously filed in the above-referenced docket by RCN. However, following the meetings the RCN Participant received the attached letter

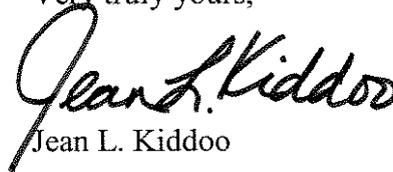
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from TVN Entertainment that confirms some of the matters set forth in RCN's May 19, 2006 *ex parte* filing and discussed at the meetings, and RCN therefore submits it for the record.

Should any additional information be required with respect to this *ex parte* notice, please do not hesitate to contact me.

Bingham McCutchen LLP  
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Very truly yours,



Jean L. Kiddoo

cc w/att. (by electronic mail): FCC Recipients



May 24, 2006

RCN Corporation  
Lynne Buening  
196 Van Buren Street, Suite 300  
Herndon, VA 20170

Dear Lynne,

Yesterday Sprout formally informed TVN that as of July 2006, Sprout's VOD offering will no longer be available to TVN Affiliates via the TVN platform. The contract will terminate effective July 20, 2006.

Although TVN will continue to provide services to other Comcast Networks, the VOD package for Sprout will be accessible only if TVN affiliates deploy the Comcast Networks VOD platform, exclusively managed by the Comcast Media Center (CMC).

In preparation for this final decision from Sprout, many of you have indicated that launching the CMC platform will be difficult to accommodate, especially in the short term. To that end, TVN has offered Sprout to extend services until such date that our mutual Affiliates can support the additional CMC catcher - and any additional hardware (gateway) or software (asset management) that may become necessary as a result of this decision.

TVN will continue to pursue all reasonable actions to ensure access to this and other VOD content in the weeks and months ahead. To that end, we have enclosed an updated, comprehensive list of TVN VOD partners - many of whom are exclusive to TVN. We look forward to launching more of these strong brands with you in the weeks and months ahead and enhancing the overall value proposition of your VOD offering.

Please do not hesitate to contact me directly should you have questions, and thank you for your ongoing support of TVN.

Best regards,

A handwritten signature in cursive script, appearing to read "John Smith".

John Smith  
Senior Vice President  
TVN Entertainment

Cc: Jim Riley  
Tim Connors