

Jean L. Kiddoo
Direct Phone: (202) 373-6034
Direct Fax: (202) 424-7645

Our File No.: 4195054009

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116
202.424.7500
202.424.7647 fax

bingham.com

Boston
Hartford
London
Los Angeles
New York
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

June 1, 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 provide notice of a meeting in connection with the above-referenced proceeding on the afternoon of May 31, 2006. The meeting was attended by Richard Ramlall, RCN's Senior Vice President, Strategic, External and Regulatory Affairs, Amy R. Mehlman of Mehlman Capitol Strategies, Inc., and the undersigned ("RCN Participants"). The RCN Participants met with Jessica Rosenworcel and Erin Reid ("FCC Participants").

The purposes of the meeting was to discuss some of the points raised in RCN's comments and *ex parte* submissions filed in MB Docket No. 05-192 regarding access to critical PBS Kids video-on-demand programming and the need for the Commission to impose conditions on the proposed transactions that will protect and promote 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 meeting were materials previously filed by RCN in the above-referenced docket.

Marlene H. Dortch, Secretary
June 1, 2006
Page 2

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

Very truly yours,



Jean L. Kiddoo

Bingham McCutchen LLP
bingham.com

cc (by electronic mail):
Jessica Rosenworcel
Amy Mehlman