

June 8, 2006

**VIA ELECTRONIC FILING**

Ms. 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:

Please find attached forms of Amended Asset Purchase Agreements which were filed with the United States Bankruptcy Court of the Southern District of New York ("Bankruptcy Court") (Case No. 02-41729 (REG)) on June 7, 2006. Please contact me with any questions concerning the attached materials.

Sincerely,

/s/ Angie Kronenberg

Angie Kronenberg

cc: Donna Gregg                      Jim Bird  
Sarah Whitesell                      Jeff Tobias  
Royce Sherlock                      JoAnn Lucanik  
Tracy Waldon                        Kimberly Jackson  
Marcia Glauberman                      Neil Dellar  
Julie Salovaara                        Ann Bushmiller  
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