

June 8, 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, 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:

On June 7, 2006, Jim Coltharp of Comcast Corporation (“Comcast”), Steven Teplitz of Time Warner Inc. (“Time Warner”), and the undersigned, representing Adelphia Communications Corp. (“Adelphia”), (collectively, the “Applicants”) met with Commissioner Robert McDowell and his Acting Legal Advisor on Media Issues, Cristina Chou Pauzé, regarding the above-captioned proceeding.

Applicants discussed the numerous public interest benefits of the proposed transactions. In particular, Applicants noted that Adelphia has been mired in bankruptcy for almost four years and that the proposed transactions will facilitate its exit from bankruptcy and allow its customers to experience new and improved services from Time Warner or Comcast. In that regard, Time Warner and Comcast discussed their commitments to invest significant capital to deploy advanced services for consumers in Adelphia’s service areas, including VoIP and expansion of video-on-demand (“VOD”) services. Applicants described how the transactions will significantly increase the availability of local programming, including local VOD, that will address the unique needs and interests of consumers in the local communities currently served by Adelphia. Applicants described the benefits of the geographic rationalization that will occur as part of the transactions, including the ability to more effectively rollout, support, and market new services for consumers. Applicants also noted that the

transactions will accelerate the unwinding of Comcast's interest in Time Warner Cable -- a goal that the Commission has deemed to be in the public interest.

Applicants addressed the availability of regional sports networks ("RSNs") with which they are affiliated. Comcast pointed out that, as a result of the transactions, it is not adding subscribers or is only adding minimal subscribers in all areas in which it is affiliated with an RSN. Consequently, the transactions will not alter Comcast's incentives in making affiliated RSN programming available to its competitors.

Applicants explained that, with only one exception, every affiliated RSN is satellite-delivered and available to competitive video providers at nondiscriminatory rates, terms, and conditions. The one exception is SportsNet Philadelphia, which is not made available to DBS providers (but is available to other distributors). As Applicants have explained repeatedly in the record of this proceeding, SportsNet Philadelphia is a unique situation for a host of reasons, including the following: (1) the rights to the games aired on the network came with a pre-existing terrestrial delivery system; (2) the Philadelphia market is geographically small (boxed in by Pittsburgh, New York City, and Baltimore/Washington, DC), so terrestrial delivery makes technical and economic sense; (3) and Comcast was responding to DIRECTV's exclusive NFL Sunday Ticket package. For these reasons, SportsNet Philadelphia's limited exclusivity has been found -- twice by the FCC and once by a court -- to be a legitimate business decision that is permissible under the program access rules.

Applicants described the proposed transactions and explained that, as a result of the transactions, Comcast was adding less than one percent of multichannel video homes to its current subscriber total. Applicants pointed out that after the transactions are completed, Time Warner and Comcast would each have attributable interests in less than 30% of all multichannel video homes nationwide.

Applicants also discussed the issue of Internet access. They specifically noted that they need flexibility to manage their networks as the Internet continues to grow and demands continue to expand. For these reasons, and because the broadband marketplace is thriving without government intervention, there is no need for the FCC to impose a condition here.

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: Commissioner McDowell Wayne McKee
Cristina Chou Pauzé Jim Bird
Donna Gregg Jeff Tobias
Sarah Whitesell JoAnn Lucanik

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