

June 26, 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 23, 2006, Jim Coltharp of Comcast Corporation (“Comcast”), Susan Mort of Time Warner Inc. (“Time Warner”), Michael Meece of Meece Enterprises LLC, 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 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.

Comcast addressed the availability of regional sports networks (“RSNs”) with which it is affiliated. The discussion on RSNs focused on Applicants’ positions that were previously raised in their filings in this proceeding.

Comcast also addressed matters related to the distribution of PBS KIDS Sprout (“Sprout”) programming. Comcast reiterated that Sprout is available for distribution by all multichannel video program distributors.

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
Tracy Waldon Kimberly Jackson
Royce Sherlock Neil Dellar
Marcia Glauberman Ann Bushmiller
Julie Salovaara Best Copy and Printing, Inc.