

June 28, 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 27, 2006, Jim Coltharp of Comcast Corporation (“Comcast”), Susan Mort of Time Warner Inc. (“Time Warner”), and the undersigned, representing Adelphia Communications Corp. (“Adelphia”), (collectively, the “Applicants”) met with Aaron Goldberger, Legal Advisor to Commissioner Deborah Taylor Tate, 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.

Applicants also relayed recent developments in Adelphia's bankruptcy proceeding.

Applicants discussed materials previously submitted in the record on the issue of Internet access. Applicants pointed out that there is no evidence in the record of this proceeding that they have denied their customers access to any content, service, or application on the Internet.

Comcast addressed matters related to the distribution of PBS KIDS Sprout ("Sprout") programming previously covered in filings submitted in this proceeding. Comcast underscored 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:	Aaron Goldberger	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.
	Wayne McKee	