

July 6, 2006

VIA ELECTRONIC FILING

Ex Parte Notice

Commissioner Deborah Taylor Tate
Federal Communications Commission
445 Twelfth Street, S.W., Room 8-A204
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 Commissioner Tate:

It was a pleasure meeting with you last week to discuss the many public interest benefits of the proposed Adelphia transactions. As you know, Adelphia has been mired in bankruptcy for almost four years, and as discussed, the proposed transactions will facilitate Adelphia's exit from bankruptcy and allow its customers to experience new and improved services from Time Warner or Comcast.

As the record in this proceeding demonstrates, Time Warner and Comcast have committed to deploy advanced services for consumers in Adelphia's service areas, including VoIP and expansion of video-on-demand services. In addition, as a result of the transactions, both companies will increase the availability of local programming that will address the unique needs and interests of consumers in the local communities currently served by Adelphia. The transactions also 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.

As you requested, we would be pleased to meet with you at an appropriate time after the transactions have closed to share with you our progress in bringing these benefits to consumers in the Adelphia service areas. We suggest that we plan for such a meeting approximately 12 months after the

Commissioner Deborah Taylor Tate

July 6, 2006

Page 2

closing of the transactions. In the interim, please feel free to contact us should you have any additional questions or concerns.

Respectfully submitted,

Comcast Corporation

By: /s/ James R. Coltharp

James R. Coltharp

Comcast Corporation

Time Warner Inc.

By: /s/ Steven N. Teplitz

Steven N. Teplitz

Time Warner Inc.

cc: Aaron Goldberger