

July 6, 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 July 6, 2006, Jim Coltharp of Comcast Corporation (“Comcast”) and the undersigned, representing Adelphia Communications Corp. (“Adelphia”), (collectively, the “Applicants”) met with Cristina Chou Pauzé, Acting Legal Advisor for Media Issues to Commissioner Robert McDowell, regarding the above-captioned proceeding.

The discussion focused on two letters filed in this proceeding on July 5, 2006, one by Congressmen Tom Davis, James Moran and Albert Wynn, and the other by TCR Sports Broadcasting Holding (“TCR”). Both letters urge the Commission to adopt a condition in the Adelphia transactions requiring Comcast to submit to binding arbitration to resolve the program carriage complaint filed by TCR over carriage of the Mid-Atlantic Sports Network (“MASN”). Applicants strongly object to the imposition of such a condition.

TCR’s program carriage issues should be addressed in the complaint proceeding initiated by TCR. TCR has had a full opportunity to make its case on the merits in that complaint proceeding. And Comcast has made its case as well. There is nothing to prevent the Commission from dealing with the issues directly in that proceeding. That is a much better way to proceed than what TCR now

suggests -- a last minute effort to force a condition into an unrelated merger based on political pressure rather than the merits.

In this proceeding, and in its filings in the TCR complaint proceeding, Comcast has fully addressed all of the arguments that have been presented on these issues by TCR and shown that they are factually and legally wrong. *See e.g.*, Reply of Adelphia Communications Corp., Comcast Corporation, and Time Warner Inc., MB Docket No. 05-192, at 72-78 (filed Aug. 5, 2005); *In the Matter of TCR Sports Broadcasting Holding, L.L.P. v. Comcast Corporation*, Answer of Comcast Corporation, File No. CSR-6911-N (July 14, 2005). Consequently, the record is complete and fully supports a decision dismissing TCR's complaint. There is simply no reason for the Commission to take the unprecedented step<sup>1</sup> of attempting to resolve this complaint by creating a condition in a merger proceeding.

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: Cristina Chou Pauzé                      Wayne McKee  
Donna Gregg                                      Jim Bird  
Sarah Whitesell                                Jeff Tobias  
Tracy Waldon                                    JoAnn Lucanik  
Royce Sherlock                                 Kimberly Jackson  
Marcia Glauberman                            Neil Dellar  
Julie Salovaara                                 Ann Bushmiller  
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<sup>1</sup> The Commission recently reaffirmed that it “will impose conditions *only to remedy harms that arise from the transaction (i.e., transaction-specific harms)*” and that it “will not impose conditions to remedy pre-existing harms or harms that are unrelated to the transaction.” *Verizon/MCI Order*, 20 FCC Rcd 18433, ¶ 19 (2005) (emphasis added); *SBC/AT&T Order*, 20 FCC Rcd 18290, ¶ 19 (2005). Likewise, in the *AOL/Time Warner Order*, the Commission explained that its examination of the potential harms and benefits of a particular transaction must be specific to that transaction, and should not serve as an open forum for airing preexisting or industry-wide disputes:

It is important to emphasize that the Commission’s review focuses on the potential for harms and benefits to the policies of the Communications Act that flow from the proposed transaction – i.e., harms and benefits that are ‘merger specific.’ The Commission recognizes and discourages the temptation and tendency for parties to use the license transfer review proceeding as a forum to address or influence various disputes with one or other of the applicants that have little if any relationship to the transaction or to the policies and objectives of the Communications Act.

*AOL/Time Warner Order*, 16 FCC Rcd 6547, ¶ 6 (2000).