

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, David Cohen and Jim Coltharp of Comcast Corporation (“Comcast”), Steven Teplitz of Time Warner Inc. (“Time Warner”), David Rudd of the Palmetto Group, and the undersigned, representing Adelphia Communications Corp. (“Adelphia”), (collectively, the “Applicants”) met with Commissioner Jonathan Adelstein and Rudy Brioché, his Legal Advisor for Media Issues, 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 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 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. Comcast explained that, after closing of the transactions, it plans to continue making its affiliated RSNs available to competitors consistent with current practices. Comcast also noted, consistent with its previous submissions in this proceeding, that the transactions would result in no competitive harms in the market for unaffiliated RSNs. As such, there is no evidence in the record that would justify the Commission imposing a condition regarding unaffiliated RSNs.

Comcast also discussed program carriage issues raised by TCR Sports Broadcasting (“TCR”). Comcast explained that these issues should be addressed in the complaint proceeding initiated by TCR that is currently pending before the Commission. Comcast noted that the TCR complaint proceeding has been fully briefed and, consequently, the Commission has everything it needs to reach a decision to dismiss TCR's complaint. Comcast stated that imposition of a condition on the transactions to resolve this complaint would not be transaction-specific and would be contrary to Commission precedent.

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.

Applicants also addressed the issue of leased access. Applicants explained that the issue is not transaction specific, and that there is no evidence in the record to support a leased access condition.

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 Adelstein	Wayne McKee
	Rudy Brioché	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.