

July 12, 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 12, 2006, Jim Coltharp of Comcast Corporation (“Comcast”) and the undersigned, representing Adelphia Communications Corp. (“Adelphia”) (collectively, the “Applicants”), participated in a telephone conversations initiated by Aaron Goldberger and Ian Dillner, Legal Advisors to Commissioner Deborah Taylor Tate, regarding the above-captioned proceeding.

The conversation focused on the delivery of PBS KIDS Sprout (“Sprout”) programming. During the call, Comcast notified Messrs. Goldberger and Dillner that it had reached an agreement with TVN for the distribution of Sprout VOD programming. Under this agreement, any MVPD may receive the Sprout VOD programming from TVN.

Marlene H. Dortch

July 12, 2006

Page 2

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 Wayne McKee
 Ian Dillner Jim Bird
 Donna Gregg Jeff Tobias
 Sarah Whitesell JoAnn Lucanik
 Tracy Waldon Kimberly Jackson
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