

July 12, 2006

**VIA ELECTRONIC FILING**

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:

Comcast Corporation (“Comcast”), Time Warner Inc. (“Time Warner”), and Adelphia Communications Corporation (collectively the “Applicants”) hereby respond to the Media Bureau’s request of July 11, 2006 for updated information concerning the status of local franchising authority approvals relating to the transactions that are the subject of the above-captioned proceeding (the “Transactions”).

As indicated in the Applicants’ joint submission of March 31, 2006, Comcast and Time Warner and their affiliates expect to acquire approximately 3,297 local cable franchises in connection with the Transactions.<sup>1</sup> As of July 12, 2006, transfer of 3,281 of these franchises has either been approved or did not require approval, accounting for 99.5 % of the affected franchises.

In their March 31 Letter, the Applicants provided a list of local franchises that had issued preliminary denials, without prejudice. Since that date, the following

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<sup>1</sup> Letter from James R. Coltharp, Comcast Corporation; Steven N. Teplitz, Time Warner Inc.; Michael H. Hammer, representing Adelphia Communications Corp., to Marlene H. Dortch, Secretary, Federal Communications Commission, MB Docket No. 05-192 (Mar. 31, 2006) (“March 31 Letter”). Of these franchises, approximately 1,448 ultimately would be held by Comcast affiliates at the conclusion of the Transactions; approximately 1,849 ultimately would be held by Time Warner affiliates.

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additional communities have approved franchise transfers in connection with the Transactions: City of Baldwin Park, CA; City of Canyon Lake, CA; City of Chino, CA; City of Cypress, CA; City of Encinitas, CA; City of Fullerton, CA; City of La Palma, CA; City of Moreno Valley, CA; City of Newport Beach, CA; City of Twentynine Palms, CA; and City of Villa Park, CA.

The Applicants continue to work diligently to obtain approvals in the few remaining communities that have issued denials, where approval is still pending, or the status of any action taken is unclear or remains subject to review.

Please contact the undersigned parties with any questions concerning the foregoing.

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.

Adelphia Communications Corp.  
By: /s/ Michael H. Hammer  
Michael H. Hammer  
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