

July 19, 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, Adelpia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelpia 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:

At the request of Sarah Whitesell and Royce Sherlock of the Media Bureau and Ann Bushmiller of the Office of General Counsel, this letter confirms that amendments No. 1 to each of the Asset Purchase Agreements (“APAs”) with Time Warner Inc. and Comcast Corporation respectively were executed on June 24, 2005, amendments No. 2 to each of the APAs were executed on June 21, 2006, and amendments No. 3 to each of the APAs were executed on June 26, 2006. Copies of the amended APAs, as executed, are attached.<sup>1</sup>

This letter also confirms that the amended APAs provide for the same allocation of cable systems among the parties as set forth in system/community charts submitted to the Commission on

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<sup>1</sup> Adelpia filed the amendment No. 1 to the APAs in the docket on July 7, 2005. Adelpia filed forms of amendment No. 2 to each of the APAs in the docket on June 8, 2006.

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December 12, 2005.<sup>2</sup> Moreover, the amendments do not result in any substantial changes to the Transactions as described in the Applications and Public Interest Statement filed with the Commission on May 18, 2005.

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:	Donna Gregg	Wayne McKee
	Sarah Whitesell	Jim Bird
	Tracy Waldon	Jeff Tobias
	Royce Sherlock	JoAnn Lucanik
	Marcia Glauberman	Kimberly Jackson
	Julie Salovaara	Neil Dellar
	Ann Bushmiller	Best Copy and Printing, Inc.

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<sup>2</sup> See Letters to Marlene H. Dortch dated December 12, 2005 from Angie Kronenberg, Willkie Farr & Gallagher LLP (representing Adelphia Communications Corp.); Wayne D. Johnsen, Wiley Rein & Fielding LLP (representing Comcast Corporation); and Arthur H. Harding, Fleischman and Walsh, LLP (representing Time Warner Inc.). Note that the Town of Mendon, VT (169 subscribers) and the Township of Lodi, OH (zero subscribers) are mentioned in Amendment No. 3 to the APA with Time Warner NY Cable LLC, executed on June 26, 2006, but the Amendment results in no change to the subscribers to be received by either Time Warner or Comcast. In the case of Mendon, the Amendment simply added another cost center for Mendon, but that cost center has zero subscribers. As noted, Lodi also has zero subscribers. Finally, note that the June 1, 2005 amendment to the April 20, 2005 Exchange Agreement (filed with the Commission on June 3, 2005), provides that the Town of Milan, NH (234 subscribers) will be ultimately assigned to Time Warner Cable and the Town of Wells, VT (295 subscribers) will be ultimately assigned to Comcast. These changes were reflected in the system/community charts submitted to the Commission on December 12, 2005.