

July 25, 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 of
Adelphia Communications Corp., MB Docket No. 05-192

Dear Ms. Dortch:

On July 24, 2006, Jim Coltharp of Comcast Corporation (“Comcast”); Helgi Walker, Wayne Johnsen, and Martha Heller of Wiley Rein & Fielding LLP, representing Comcast; Steven Teplitz of Time Warner Inc. (“Time Warner”); Art Harding of Fleischman and Walsh, LLP, representing Time Warner; and Angie Kronenberg and the undersigned of Willkie Farr & Gallagher LLP, representing Adelphia Communications Corp., (collectively, the “Applicants”), spoke with Sarah Whitesell, Royce Sherlock, Mania Baghdadi, and Julie Salovaara of the Media Bureau concerning the Commission’s Memorandum Opinion and Order (“Order”) in the above-captioned proceeding.

The Applicants requested that the Commission correct the paragraphs of the Order in which Comcast is incorrectly referred to as “Comcast Communications Corporation.” The Applicants also requested that the pre-closing certification requirement described in paragraph 54 of the Order regarding the Commission’s channel occupancy rules be modified to allow Comcast and Time Warner to certify within ninety days after closing the transactions their compliance with those rules. The Applicants noted that this slight modification would allow them to more fully analyze their compliance with the channel occupancy rules post-transactions and also give them adequate time to notify subscribers, pursuant to 47 C.F.R. § 76.1603(b), should changes in any channel lineups be necessary to achieve compliance with the rules. The Applicants discussed the parameters of the definition of RSN.

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Finally, the Applicants requested that the Commission make certain corrections to the descriptions of the transactions in the Order so that they reflect the correct structure and timing of the transactions as described in the agreements. The Applicants provided a copy of those requested changes which is attached hereto. With regard to the change requested in footnote 19 of the Order, the Applicants explained that the sentence they propose be deleted is inaccurate. To the extent that the sentence is based on the Public Interest Statement (pages 74-75), the Applicants clarified that Comcast will transfer all of the subscribers for the Century-TCI partnerships to Time Warner. With regard to the change requested in paragraph 46 of the Order, the Applicants explained that the phrase they propose be deleted is also inaccurate. Specifically, the only systems from Adelphia being transferred by Comcast to Time Warner are the Adelphia/Comcast Joint Venture systems. These changes, as well as the other changes set forth in the attachment, are minor technical changes and are decisionally insignificant.

If you have any questions concerning the foregoing, please do not hesitate to contact me.

Respectfully submitted,

/s/ Michael H. Hammer

Michael H. Hammer

Attachment

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.
	Mania Baghdadi	