

September 27, 2006

**VIA ELECTRONIC FILING**

Ms. Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: *Ex Parte Presentation in MB Docket No. 05-192, 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***

Dear Ms. Dortch:

As a condition of its approval of the above-referenced applications (the “Transactions”), the Commission required Comcast Corporation (“Comcast”) to certify its compliance with the cable/SMATV cross-ownership rule, 47 C.F.R. § 76.501(d), with respect to the SMATV and cable systems acquired from Adelphia Communications Corporation (“Adelphia”) and Time Warner Inc. (“Time Warner”) within 60 days after consummation of the Transactions, or by September 29, 2006.<sup>1</sup> As described below, Comcast respectfully requests an additional 90 days, to and including December 28, 2006, to comply with this condition.

**I. Background**

Section 76.501(d) of the Commission’s rules states that “[n]o cable operator shall offer satellite master antenna television service (‘SMATV’) . . . separate and apart from any franchised cable service in any portion of the franchise area served by that cable operator’s cable system, either directly or indirectly through an affiliate owned, operated, controlled, or under common

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<sup>1</sup> *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*, Memorandum Opinion and Order, MB Docket No. 05-192, FCC 06-105 (rel. July 21, 2006); *Erratum*, MB Docket No. 05-192 (rel. July 27, 2006) (collectively referred to as the “Order”). On July 31, 2006, Comcast Corporation, Time Warner Inc., and Adelphia Communications Corp. consummated their assignments and/or transfers of control of cable television systems and associated licenses.

control with the cable operator.”<sup>2</sup> The FCC has interpreted this rule to permit a cable operator to construct or acquire a SMATV system in its franchised service area, provided that the service transmitted over the SMATV system “is offered together with or as part of the cable service provided pursuant to [the cable operator’s] local cable franchise agreement.”<sup>3</sup>

In the Applications and Public Interest Statement submitted on May 18, 2005 in this proceeding (the “Applications”), Comcast and Time Warner acknowledged the possibility that certain SMATV systems involved in the Transactions might implicate the cable/SMATV cross-ownership rule and committed to integrate any such SMATV facilities into their cable franchise systems following consummation of the Transactions.<sup>4</sup>

In approving the Applications, the Commission required Comcast to certify compliance with the cable/SMATV cross-ownership rule with respect to SMATV or cable systems acquired from Adelphia or Time Warner within 60 days of consummation, or by September 29, 2006.<sup>5</sup> Comcast has been working diligently to comply with this condition. As set forth below, however, there are five situations, involving less than one thousand subscribers in the aggregate, in which Comcast will not be able to complete the steps necessary to achieve compliance within the 60-day period set forth in the *Order*. Consequently, Comcast respectfully requests an additional 90 days to take the necessary steps to ensure that each of these SMATV systems is fully integrated with the appropriate franchised cable service.<sup>6</sup>

## II. SMATV Systems

In its review of the properties acquired in the Transactions, Comcast has determined that four SMATV systems acquired from Adelphia will need to be interconnected with the surrounding cable system. Although Comcast has commenced this process, additional time is needed to complete the interconnection. The following SMATV systems fall into this category:

- Fox Meadow, Leominster, Massachusetts, serving 88 subscribers
- Cranmore Ridge, Concord, New Hampshire, serving 166 subscribers
- Fox Hollow, Manchester, New Hampshire, serving 197 subscribers
- Wellington Hills, Manchester, New Hampshire, serving 278 subscribers

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<sup>2</sup> 47 C.F.R. § 76.501(d); 47 U.S.C. § 533(a).

<sup>3</sup> *Implementation of Sections 11 and 13 of the Cable Television Consumer Protection and Competition Act of 1992*, Memorandum Opinion and Order on Reconsideration of the First Report and Order, 10 FCC Rcd 4654, ¶ 22 (1995).

<sup>4</sup> See *Applications* at 76.

<sup>5</sup> See n.1, *supra*.

<sup>6</sup> Comcast intends to certify, on or before September 29, 2006, that the remaining properties acquired by Comcast as a result of the Transactions are in compliance with the cable/SMATV cross-ownership rule.

In addition, Comcast has a pre-existing SMATV system in Chester, New Hampshire, Chester Village, serving 12 subscribers, which is within the franchise area of a system acquired from Adelphia. Again, it is necessary to interconnect the SMATV facility with the cable system in order to achieve compliance with the rule, but Comcast has concluded that it will not be able to complete the work necessary to fully integrate the SMATV and cable system within the 60-day time frame set forth in the *Order*.

Comcast has started the process necessary to implement the integration of each of the aforementioned systems. In particular, the company already has identified and hired contractors to work with Comcast construction personnel to interconnect the SMATV systems with the cable systems in their respective communities. The contractors have assured Comcast that the requisite work for each system can be completed within the additional time period being requested herein. The work that needs to be completed in order to interconnect the Chester, Fox Meadow and Cranmore Ridge complexes includes the complete re-wiring of all of the buildings. This rewiring is necessary so that the SMATV systems will have the necessary capacity to carry all of the programming provided by the cable system. Otherwise, without the internal rewiring, these buildings cannot be successfully interconnected. In addition, customer premises equipment must be changed out for every customer. Thus, a 90-day extension of the deadline set forth in the *Order* will give Comcast the additional time necessary to ensure completion of the buildings' rewiring and interconnection and compliance with the cable/SMATV cross-ownership rule.

### **III. Conclusion**

For the reasons stated above, Comcast requests an extension of 90 days, to and including December 28, 2006, of the deadline set forth in the *Order* to certify compliance with the cable/SMATV cross-ownership rule with respect to the five SMATV properties described above. This extension will provide Comcast with sufficient time to fully integrate the subject SMATV systems, while at the same time providing uninterrupted service to customers. It is also well within the time period the Commission has afforded other parties to come into compliance with its media ownership rules following a transaction involving multiple media outlets.<sup>7</sup> In addition,

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<sup>7</sup> See, e.g., *Shareholders of the Ackerly Group, Inc. (Transferor) and Clear Channel Communications, Inc. (Transferee)*, Memorandum Opinion and Order, 17 FCC Rcd 10828, ¶ 45 (2002) (granting merger applicants 12 months to come into compliance with the radio/television cross-ownership rule); *Application of Fidelity Television, Inc. (Assignor) and Viacom Television Stations Group of Los Angeles, LLC (Assignee)*, Memorandum Opinion and Order, 17 FCC Rcd 8567, ¶ 10 (2002) (granting six months to come into compliance with radio/television cross-ownership rule); *Telemundo Communications Group, Inc. (Transferor) and TN Acquisition Corp. (Transferee)*, Memorandum Opinion and Order, 17 FCC Rcd 6958, ¶ 57 (2002) (granting 12 months to come into compliance with the television duopoly rule); *Application of Counterpoint Communications, Inc. (Transferor) and Tribune Television Company (Transferee)*, Memorandum Opinion and Order, 16 FCC Rcd 15044, ¶ 13 (2001) (granting six months to come into compliance with the television/newspaper cross-ownership rule).

this short extension will not undermine the diversity and competition policies underlying the cable/SMATV cross-ownership rule, especially given the small number of subscribers involved.

Respectfully submitted,

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