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March 16, 2007

VIA ELECTRONIC FILING

EX PARTE NOTICE

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

Re: Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner 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 March 15, 2007, Susan A. Mort of Time Warner Inc., the undersigned and Micah M. Caldwell, both of Fleischman and Walsh, L.L.P., met with Sarah Whitesell, Royce Sherlock, Julie Salovaara, Mania Baghdadi, and David Rigsby of the Media Bureau to discuss Time Warner Cable Inc.'s ("TWC") current status with respect to integration of certain SMATV systems acquired from Adelphia Communications Corporation in the above-referenced transactions as required to comply with the cable/SMATV cross-ownership restriction pursuant to the Commission's order in this proceeding.

As detailed in TWC's previous filings with the Commission, TWC acquired a total of 92 SMATV properties from Adelphia in the Cincinnati, Columbus, Los Angeles, and San Diego areas. Of these, 44 were determined to fall entirely outside TWC's franchise areas, and thus are not subject to the cable/SMATV cross-ownership rule. With regard to the remaining 48 properties, TWC had until either January 2, 2007 or April 2, 2007, depending on certain circumstances, to interconnect the properties with its franchised cable plant (or to otherwise come into compliance through divestiture or discontinuation of operations, as appropriate).

As of TWC's most recent compliance filing, submitted on January 3, 2007, it had interconnected 27 of these 48 properties (integrating all SMATV properties in the Columbus and San Diego areas). However, TWC requested and was granted additional time to interconnect four properties in the Los Angeles area where integration originally was due by January 2, 2007,

but where TWC was unable to complete integration due to circumstances beyond its control. TWC is pleased to report that interconnection of those four properties has now been completed.

TWC also notified the Commission in its January 3rd compliance filing that it would likely be forced to terminate service to the one SMATV property near Cincinnati due to a complete lack of response from the property owner, despite TWC's numerous attempts to engage in discussions for an interconnection agreement (described in detail on page 4 of that letter). On or about December 29, 2006, TWC made a final attempt to contact the property owner by certified mail, indicating that if it did not receive a response on a timely basis, it would have no option but to notify its customers at the property of its intent to discontinue service. The property owner never replied. Accordingly, on March 1, 2007, TWC hand delivered notification to its 15 active customers at the property to advise them that it would have to discontinue service after 30 days. These subscribers were advised that, upon return of any leased equipment, they would receive a full refund of any prepaid service fees covering periods after the date of termination. To date, only two affected subscribers have contacted TWC in response to the termination notice.

Thus, having interconnected the four Los Angeles properties for which a second extension was granted and having provided notice to its subscribers at the Cincinnati area SMATV, TWC was left with 15 Los Angeles area SMATV properties in the design review phase where interconnection is due by April 2, 2007, as well as the one Bakersfield area SMATV that TWC has been attempting to sell to Bright House Networks, LLC ("Bright House"). As a result of TWC's continuing diligent efforts with respect to integration, it will be able to certify compliance by April 2nd with respect to six of the 15 remaining Los Angeles area properties (bringing the total to 38 out of 48 of the original properties acquired in TWC's service areas that will be in compliance by this date).

The current status of TWC's integration process with respect to the nine remaining Los Angeles area SMATV properties can be broken down into four categories. First, there is one property, representing approximately 187 subscribers, where documents have been exchanged and the few minor changes proposed by the property owner have been agreed to by TWC. The documents are now subject to final review by the property owner's attorney, and TWC understands that receipt of an executed agreement is imminent. TWC would then require approximately 60 days after receipt of the executed documents to complete interconnection.

Second, there is one property, representing approximately 291 subscribers, where TWC had reached final, execution drafts of an agreement. However, while awaiting lender approval of the terms of the agreement, the property was sold, and TWC was precluded from further progress until escrow closed and the new owner took over in mid-February. While being forced to commence negotiations essentially from scratch, TWC is nevertheless diligently pursuing an agreement for this property, and participated in an on-site meeting yesterday with the new owner to review the scope of the work.

Third, there are four properties, representing a total of approximately 660 subscribers, where each property owner has sent a letter to TWC stating, in part, as follows:

While considerable progress has been made, remaining issues need to be addressed, and it may require several more weeks (or longer) to achieve a final agreement... Accordingly, we would welcome an extension of the FCC deadline by at least ninety (90), days through July 1, 2007, to facilitate the necessary agreements and construction that will allow Time Warner Cable to continue to serve our residents.

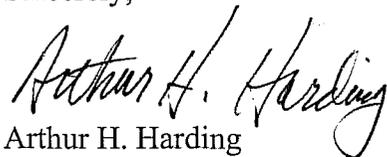
Fourth, there are three properties, representing a total of approximately 453 subscribers, where TWC has had numerous conversations and meetings with the property owners, but thus far the parties have not achieved a final agreement. These property owners also have been requested to provide letters similar to those quoted above, but no response has been received to date.

Finally, TWC has also had numerous meetings and conversations with Bright House regarding a sale of the SMATV system near Bakersfield. The parties have just recently arrived at an agreement in principle regarding the purchase price for this property, and TWC has provided a form of purchase agreement for review by Bright House. Thus, TWC remains optimistic that the parties can enter into a definitive agreement in the near future.

Although TWC is fully prepared to fulfill its required obligations by terminating service to these 10 remaining properties if necessary, in light of the inconvenience and disruption that would undoubtedly be experienced by the approximately 1,600 affected subscribers, TWC requests guidance from FCC staff as to whether the Commission will entertain an additional extension request in order for TWC to achieve compliance with the cable/SMATV cross-ownership restriction by means other than termination of service to these customers. Moreover, TWC is carefully reviewing the recent effective competition orders released by the Commission to determine whether any of the affected properties are no longer subject to the cable/SMATV cross-ownership restriction in accordance with Section 76.501(f) of the Commission's rules.

Please do not hesitate to contact the undersigned with any questions regarding this matter.

Sincerely,



Arthur H. Harding

Counsel for Time Warner Cable Inc.

cc: Sarah Whitesell
Royce Sherlock
Julie Salovaara
Mania Baghdadi
David Rigsby