

FLEISCHMAN AND WALSH, L. L. P.

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
1919 PENNSYLVANIA AVENUE, N. W.
SUITE 600
WASHINGTON, D.C. 20006
TEL (202) 939-7900 FAX (202) 745-0916
INTERNET www.fw-law.com

ARTHUR H. HARDING
(202) 939-7900
AHARDING@FW-LAW.COM

May 18, 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 May 17, 2007, Susan A. Mort of Time Warner Inc., the undersigned and Micah M. Caldwell, both of Fleischman and Walsh, L.L.P., met with Mania Baghdadi and Julie Salovaara 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.

Pursuant to the Commission's extension order in this proceeding, TWC was required to provide periodic updates and to certify compliance on or before April 2, 2007 with respect to all acquired properties subject to the cable/SMATV cross-ownership restriction. As detailed in its April 2nd compliance filing, TWC has certified compliance for all but three Los Angeles area SMATV properties subject to the rule, for which the Media Bureau granted TWC a further extension until July 2, 2007 to come into compliance. Yesterday's meeting centered on TWC's progress in integrating these three remaining SMATV systems, which can be summarized as follows:

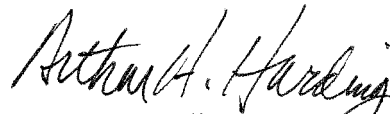
- Interconnection of one property is now complete. TWC will certify compliance as to this property by the July 2nd deadline.
- With respect to the second property, TWC has reached an agreement in principal with the property owner and anticipates receiving an executed agreement within the next two weeks. Assuming TWC receives such approval by June 1, 2007. TWC believes

it can complete interconnection and certify compliance on a timely basis. TWC will promptly notify the Bureau should any unexpected problems occur that would require additional time to complete integration.

- TWC has encountered a number of obstacles with respect to interconnection of the third property. Among other things, the recent election of a new condominium board has complicated the negotiations. At this point, TWC is unable to predict when (or if) the third property will authorize TWC to perform the necessary interconnection, although TWC has no reason to believe that the property owner does not still desire for TWC to continue to provide service to the affected subscribers there, as evidenced in part by a letter that TWC received from an agent of the property owner in March. Thus, TWC requested guidance from FCC staff as to the proper course of action with respect to this final property.

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: Mainia Baghdadi
Julie Salovaara
Royce Sherlock
Sarah Whitesell