

Diego, California.<sup>4</sup> We examine the fraction of television households subscribing to DBS service in these areas and use regression analysis to compare that to the fraction subscribing to DBS in locations where regional sports programming is available from DBS operators.

#### A. Empirical Model

14. We follow Wise and Duwadi (2005) in the specification of a model to examine DBS penetration and the variables that affect it.<sup>5</sup> The model estimates the impact of cable prices, cable system characteristics, population demographics, and DBS program offerings on the percent of television households subscribing to DBS service. Each observation in our data corresponds to an incumbent cable system responding to the 2005 FCC Cable Price Survey.<sup>6</sup> The survey provides information on the service rates and characteristics of the responding cable operators' cable systems. We use an estimate from Nielsen Media Research of the number of households subscribing to "alternative delivery systems" in a county to construct our measure of DBS penetration. Demographic variables are also available at the county level from the 2000 Census.

15. We use a partial log-linear functional form where the dependent and continuous independent variables are transformed using the natural logarithm.<sup>7</sup> We estimate the following equation:

$$\begin{aligned} \text{LN DBS PENETRATION} = & B_0 + B_1 \cdot \text{LN CABLE PRICE} + B_2 \cdot \text{LN CABLE CHANNELS} + \\ & B_3 \cdot \text{PHILLY} + B_4 \cdot \text{SANDIEGO} + B_5 \cdot \text{CHARLOTTE} + B_6 \cdot \text{KEYDMA} + B_7 \cdot \text{DBSOVERAIR} + \\ & B_8 \cdot \text{CABLECOMP} + B_9 \cdot \text{HDTV} + B_{10} \cdot \text{INTERNET} + B_{11} \cdot \text{LN INCOME} + B_{12} \cdot \text{LN MULTIDWELL} + \\ & B_{13} \cdot \text{LN LATITUDE} + \varepsilon \end{aligned}$$

Where:

LN DBS PENETRATION is the log of the percent of television households subscribing to an "alternative delivery system" in the county containing the responding cable system;

LN CABLE PRICE is the log of the recurring monthly charge for the basic tier plus the next additional package of channels offered by the responding cable system;<sup>8</sup>

LN CABLE CHANNELS is the log of the number of cable channels offered by the responding cable system on the basic tier plus the next additional package of channels;

PHILLY is an indicator variable taking on the value of 1 when the responding cable system is located in the Philadelphia DMA;

SANDIEGO is an indicator variable taking on the value of 1 when the responding cable system is located in the San Diego DMA;

<sup>4</sup> For this purpose, we include in the definition of "regional sports programming network" only those regional networks that carry regular season sporting events from Major League Baseball, the National Basketball Association, the National Football League, or the National Hockey League.

<sup>5</sup> Andrew S. Wise and Kiran Duwadi, *Competition between Cable Television and Direct Broadcast Satellite: The Importance of Switching Costs and Regional Sports Networks*, 1 J. COMPETITION L. & ECON. 679 (2005).

<sup>6</sup> We eliminate observations from cable systems that do not offer digital programming. This eliminates 22 of the 682 cable systems with complete data.

<sup>7</sup> This transformation allows the coefficients on the continuous variables to be interpreted as elasticities.

<sup>8</sup> More than 90% of subscribers purchase at least the first two tiers of services. In addition, most regional sports networks are carried on one of these two tiers.

CHARLOTTE is an indicator variable taking on the value of 1 when the responding cable system is located in the Charlotte DMA;

KEYDMA is an indicator variable taking on the value of 1 when the responding cable system is located in a DMA that is home to a professional sports team that is a member of Major League Baseball, the National Basketball Association, the National Football League, or the National Hockey League;

DBSOVERAIR is an indicator variable taking on the value of 1 when one or both DBS operators offer local broadcast signals in the DMA where the responding cable system is located;

CABLECOMP is an indicator variable taking on the value of 1 when the cable system competes against a second cable operator;

HDTV is an indicator variable taking on the value of 1 when the responding cable system offers one or more channels in high-definition format;

INTERNET is an indicator variable taking on the value of 1 when the responding cable system offers high-speed Internet access;

LN INCOME is the log of the median household income in the county containing the responding system;

LN MULTIDWELL is the log of the percent of households in multiple dwelling units ("MDUs") in the county containing the responding system;<sup>9</sup> and

LN LATITUDE is the log of the latitude of the county containing the responding system.

16. We use instrumental variables to account for possible endogeneity of the cable price and the number of cable channels. We use the natural logs of system capacity (MHz) and the number of subscribers served nationally by the cable system owner, as well as the number of networks with which the cable system owner is vertically integrated, as excluded instruments. We perform estimation using the generalized method of moments.

## B. Results

### 17. Table A-1

DBS Penetration and RSN Access

Independent Variables	Dependent Variable: LN DBS PENETRATION	
	Coefficient	z-statistic
LN CABLE PRICE	2.37*	2.32
LN CABLE CHANNELS	-1.10*	-2.56
PHILLY	-0.52*	-6.47
SANDIEGO	-0.41*	-4.90
CHARLOTTE	-0.23	-1.57
KEYDMA	0.13*	2.30
DBSOVERAIR	-0.08	-1.31
CABLECOMP	0.34	1.41

<sup>9</sup> We define a multiple dwelling unit as one that contains two or more housing units in one building.

HDTV	-0.13	-1.64
INTERNET	-0.09	-0.76
LN INCOME	-0.36*	-2.91
LN MULTIDWELL	-0.39*	-10.40
LN LATITUDE	-0.03	-0.17
CONSTANT	-0.92	-0.33
Observations	676	
Centered R-Squared	0.22	
F-Statistic (13, 662)	40.57	
Hansen J Statistic	24.56	

\* - significant at 95% confidence level

18. The results from the estimation indicate that DBS penetration is lower in two of the three areas where DBS operators have not been able to carry regional sports programming even after accounting for other factors that affect consumers' decisions to purchase DBS service. In the case of the independent variables that are expressed as logarithms, the estimated coefficients represent elasticities — the percent change in the DBS penetration rate resulting from a one percent change in the value of the independent variable. This is not true for indicator variables. They measure the change in the natural logarithm of the DBS penetration rate when the indicator variable takes on a value of 1. Therefore, to evaluate the economic significance of access to regional sports programming by DBS operators, we would like to know the impact of unavailability of RSNs on the percent of households purchasing DBS service. We calculate this value by using the regression equation coefficients and the underlying data to predict the log of the DBS penetration rate in Philadelphia and San Diego.<sup>10</sup> We calculate the weighted average of this value using the number of basic subscribers to the responding cable system as weights. The predicted DBS penetration rate in the DMA is the exponential of this value. We calculate this value a second time assuming that the regional sports programming is available (variable PHILLY = 0 and variable SANDIEGO = 0). We find that, in Philadelphia, the regression predicts a DBS penetration rate of 8.6% when the regional sports programming is not available and a rate of 14.5% if the programming were made available. In San Diego, the predicted rate when the programming is not available is 7.4%, and if the programming is available, the penetration rate would be 11.1%. Therefore, we predict that DBS penetration is 40.5% lower in Philadelphia and 33.3% lower in San Diego than it would be if regional sports programming were available.

19. These results are best viewed as estimates of the impact of not having access to regional sports programming on an entrant in the MVPD market. The regional sports programming in Philadelphia and San Diego has not been available to DBS operators since 1997.<sup>11</sup> We therefore view the regression results as an imprecise estimate of the impact on DBS operators if regional sports programming were withdrawn from the operators after having been available for an extended period of time. An alternative approach to estimating the effects of RSN withdrawal involves examining viewership statistics. An average of [REDACTED] to [REDACTED] of households with access to CSN Philadelphia or CSN Mid-Atlantic view the network in a four-week period and an average of [REDACTED] to [REDACTED] in a one-week period.<sup>12</sup> A reasonable estimate of the households that

<sup>10</sup> We do not calculate a value for Charlotte because the coefficient is not statistically different from zero at the 95% level of confidence.

<sup>11</sup> Edward Moran, *Comcast Target of DirecTV Complaint Accused of Monopolizing Sports Coverage*, PHILADELPHIA DAILY NEWS, Sept. 25, 1997, at 84; Jay Posner, *Padres to Become HD-TV Showpiece*, SAN DIEGO UNION-TRIBUNE, Feb. 20, 2004, at D-9.

<sup>12</sup> Comcast Dec. 22, 2005 Response to Information Request III.B.5.

would switch MVPDs to retain access to regional sports programming may be that it is comprised of those that watch an RSN on a weekly basis.

20. An estimate of the minimum number of consumers likely to switch MVPDs can also be developed from instances in which regional sports programming has been withheld for short periods of time. In the *News Corp.-Hughes Order*, the Commission's staff estimated the effect of withdrawing the Yankees Entertainment and Sports Network (YES), a regional sports network carrying New York Yankees baseball games and New Jersey Nets basketball games, from Cablevision in 2002 and 2003.<sup>13</sup> Cablevision is a cable operator whose cable systems are entirely within the New York DMA. DIRECTV was able to carry this regional sports programming during the period when Cablevision was unable to carry the programming. The number of additional subscribers that DIRECTV acquired during each month of the withdrawal was estimated using confidential information submitted under the protective orders in the proceeding. The resulting analysis is not available in the current record. Instead we rely on the *News Corp.-Hughes* analysis of Cablevision's SEC filings to examine the impact of temporary withholding of regional sports programming.<sup>14</sup> The analysis indicates that, out of the 3 million subscribers and 4.3 million homes passed by Cablevision, it lost approximately 64,000 subscribers during the year it did not carry YES. This equates to a loss of 2.1% of its subscribers and 1.5% of its share of households.

### III. APPLYING THE UNIFORM PRICE INCREASE MODEL TO REGIONAL SPORTS NETWORKS

21. We use equation (4), above, to predict the transactions' impact on RSN affiliation fees. The equation requires a number of values. Since EchoStar and DIRECTV are the Applicants' largest competitors, we focus our analysis on the uniform price increase that would result if one of them were the target of the strategy. However, as the name indicates, a uniform price increase would be borne by all MVPDs.

22. *Homes Passed by the Applicants.* The Applicants have submitted estimates of the number of basic subscribers to cable systems they manage in each DMA for the period prior to and following the transactions.<sup>15</sup> We adjust these totals by also including basic subscribers served by systems that are attributed to, but not managed by, the Applicants. Since the Applicants are unable to provide subscriber counts by DMA for some attributable non-managed systems, we must estimate the likely number of subscribers to these systems.<sup>16</sup> Eighty-three DMAs are affected by this estimation procedure. We allocate the total number of current basic subscribers reported by the Applicants for each attributed non-managed entity to each of the communities served by the entity based on historical estimates of the basic cable subscribers in each of the communities. These community-level estimates are then aggregated at the DMA level to obtain an estimate of the number of attributable subscribers in each DMA. We then calculate an estimate of the fraction of homes each Applicant passes by dividing the number of attributable subscribers in each DMA by the total number of cable subscribers in the DMA as estimated by Nielsen Media Research.

23. *Relative Market Shares of Competing MVPDs.* The uniform price increase model requires information on the change in the relative market shares of competing MVPDs when they do or do not

---

<sup>13</sup> *News Corp.-Hughes Order*, 19 FCC Rcd at 646-48, App. D, ¶¶ 39-47.

<sup>14</sup> *Id.* at 648, App. D, ¶ 46.

<sup>15</sup> Applicants June 21, 2005 Ex Parte; Time Warner Feb. 23, 2006 Ex Parte.

<sup>16</sup> See Comcast Dec. 22, 2005 Response to Information Request II.G; Time Warner Dec. 22, 2005 Response to Information Request II.G.

carry the RSN.<sup>17</sup> Our estimates of the impact of withholding based on the situations in San Diego and Philadelphia indicate that the share of households purchasing DBS service is between 33% and 40% lower in those DMAs than in areas where DBS can carry regional sports programming. We do not have any sources to estimate the impact on the market share of a DBS operator that does not carry regional sports programming when the unintegrated cable operator also does not carry the programming. Intuitively, we would expect the impact to be relatively minor since subscribers would have no incentive to switch between MVPDs. However, it is possible that there would be some impact, as some households might drop MVPD service altogether if regional sports programming becomes unavailable. Accordingly, we adopt two estimates of this value: 0% and 2%.<sup>18</sup>

24. *Bargaining Power.* The RSN's relative bargaining power is reflected in the  $\gamma_0$  and  $\gamma_1$  terms in equation (4). We do not have any information on the relative bargaining power of the parties; however, as long as the transactions do not change the amount of bargaining power, the relative increase in RSN affiliation fees is not influenced by the amount of bargaining power. As equations (2) and (3) indicate, bargaining power does influence the absolute price level. Throughout our analysis, we adopt a standard solution to bargaining games by assuming that the parties split the gains from trade ( $\gamma_0 = \gamma_1 = 0.5$ ).<sup>19</sup>

25. *Profit Margin of the Competing MVPD.* The uniform price increase model requires the per-subscriber profit margin earned by the competing MVPD in order to use equations (2) and (3) to estimate the absolute impact of the transactions on RSN affiliation fees. No other party has proffered an alternative value, and we adopt DIRECTV's estimate of \$23 per subscriber.<sup>20</sup>

26. *Predicting the Transactions' Effect on RSN Affiliation Fees.* Using the values developed in the previous paragraphs, we estimate the percentage change, as a result of the transactions, in the affiliation fee of an RSN that is owned by the largest Applicant in a DMA using equation (4). We must make assumptions about the loss of subscribers if the MVPD chooses not to carry the RSN that other MVPDs in the area do carry. We adopt the assumption that the MVPD's share of subscribers would fall by 15% over an extended period of time.<sup>21</sup> This value is less than the estimated effect in Philadelphia and San Diego and [REDACTED] the fraction of households that watch Comcast's established RSNs on a weekly basis. We examine two sets of further assumptions to construct these estimates. The first set of assumptions relies on the simplifying assumption that the MVPD's market share when neither it nor a competing MVPD carries an RSN is the same as when both MVPDs carry the RSN ( $\sigma^{--} = \sigma^{++}$ ). Under this simple assumption, the percentage change in the affiliation fee of the RSN simplifies to equation (5). The alternative assumption accounts for the possibility that some consumers will not purchase MVPD service when an RSN is not carried. Specifically, we assume that 2% of current MVPD customers would not purchase MVPD service if regional sports were not available from any of the MVPDs in the market.<sup>22</sup>

<sup>17</sup> This information is embodied in  $\left(\frac{\sigma^{--}}{\sigma^{++}}\right)$  and  $\left(\frac{\sigma^{+-}}{\sigma^{++}}\right)$  in equation (4).

<sup>18</sup> We select 2% as the alternative assumption based on Cablevision's loss of 2.1% of its subscribers when it did not offer YES.

<sup>19</sup> DREW FUDENBERG AND JEAN TIROLE, GAME THEORY 117 (1991).

<sup>20</sup> DIRECTV Surreply, Ex. A at 13-14.

<sup>21</sup> This implies that  $\left(\frac{\sigma^{+-}}{\sigma^{++}}\right) = 0.85$

<sup>22</sup> This implies that  $\left(\frac{\sigma^{--}}{\sigma^{++}}\right) = 0.98$ .

27. There are 94 DMAs that are affected by the transactions. Under the simple assumption, the model of uniform price increases predicts that RSN fees will increase by at least 5% in 39 of the DMAs. When the alternative assumption is used, the model predicts increases of at least 5% in 36 DMAs. Table A-2 presents the estimated impact of the transactions in each of 39 Key DMAs.<sup>23</sup> In addition, we estimate the net present value of the absolute increase in payments to an RSN using equations (2) and (3).<sup>24</sup> Under either scenario, 15 Key DMAs are predicted to see an increase in RSN fees of at least 5%. The net present value of the increased payments for carriage of the RSNs in these 15 Key DMAs is [REDACTED] million under the simple assumption and [REDACTED] million under the alternative assumption.

28. Table A-2

Key DMA	Percent of Homes Passed by Largest Applicant		Estimated Change in RSN Affiliation Fee and Net Present Value of Change in Payments to RSN	
	Before Transaction	After Transaction	( $\sigma^{--} = \sigma^{++}$ )	( $\sigma^{--} \neq \sigma^{++}$ )
Atlanta, GA	49.6%	55.1%	11.1% \$ 13.2 million	8.5% \$ 11.4 million
Baltimore, MD	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Boston, MA	85.8%	94.4%	10.1% \$ 5.1 million	8.5% \$ 4.5 million
Buffalo, NY	78.7%	95.3%	21.2% \$ 5.0 million	17.7% \$ 4.3 million
Charlotte, NC	57.6%	63.8%	10.7% \$ 6.0 million	8.4% \$ 5.2 million
Chicago, IL	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Cincinnati, OH	61.9%	68.9%	11.4% \$ 4.9 million	9.1% \$ 4.2 million
Cleveland, OH	44.2%	77.8%	75.9% \$ 32.3 million	56.3% \$ 28.0 million
Columbus, OH	50.1%	58.4%	16.5% \$ 6.9 million	12.6% \$ 6.0 million
Dallas, TX	49.2%	53.8%	9.4% \$ 11.7 million	7.2% \$ 10.1 million
Denver, CO	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Detroit, MI	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Green Bay, WI	60.4%	60.4%	0.0% -	0.0% -
Houston, TX	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Indianapolis, IN	[REDACTED]	[REDACTED]	0.0%	0.0%

<sup>23</sup> The Key DMAs are those that are home to a professional sports team that is a member of Major League Baseball, the National Basketball Association, the National Football League, or the National Hockey League.

<sup>24</sup> We use a 10% annual discount factor for this calculation. The Commission also used this value in *News Corp.-Hughes. News Corp.-Hughes Order*, 19 FCC Rcd at 635, App. D, ¶ 4.

			-	-
Jacksonville, FL	66.4%	84.3%	27.0% \$ 7.4 million	21.9% \$ 6.4 million
Kansas City, KS	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Los Angeles, CA	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Memphis, TN	56.4%	55.5%	-1.5% \$ -0.6 million	-1.2% \$ -0.5 million
Miami, FL	61.5%	69.4%	13.0% \$ 9.7 million	10.4% \$ 8.4 million
Milwaukee, WI	75.2%	75.2%	0.0% -	0.0% -
Minneapolis, MN	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Nashville, TN	60.2%	60.2%	0.0% -	0.0% -
New Orleans, LA	6.8%	6.8%	0.0% -	0.0% -
New York, NY	23.0%	23.0%	0.0% -	0.0% -
Orlando, FL	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Philadelphia, PA	79.2%	80.9%	2.2% \$ 2.7 million	1.8% \$ 2.3 million
Phoenix, AZ	0.0%	0.0%	0.0% -	0.0% -
Pittsburgh, PA	41.6%	66.6%	60.2% \$ 23.7 million	43.9% \$ 20.5 million
Portland, OR	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Sacramento, CA	74.0%	74.0%	0.0% -	0.0% -
Salt Lake City, UT	[REDACTED]	[REDACTED]	0.0% -	0.0% -
San Antonio, TX	80.0%	80.0%	0.0% -	0.0% -
San Diego, CA	26.9%	35.7%	32.5% \$ 11.4 million	20.7% \$ 9.9 million
San Francisco, CA	91.0%	91.7%	0.8% \$ 0.7 million	0.7% \$ 0.6 million
Seattle, WA	[REDACTED]	[REDACTED]	0.0% -	0.0% -
St. Louis, MO	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Tampa, FL	[REDACTED]	[REDACTED]	0.0% -	0.0% -
Washington, DC	45.9%	61.0%	33.0% \$ 33.2 million	24.7% \$ 28.8 million

## APPENDIX E

## Licenses and Authorizations to Be Transferred

The consolidated applications filed by Adelphia, Time Warner and Comcast include Commission authorizations and licenses listed in this Appendix. They are separated by the type of authorization or license, and, within each category, listed by licensee name, application or ULS file number, call sign or lead call sign (for ULS filings), and/or other service-specific information, as appropriate. Interested parties should refer to the applications for a more detailed listing of the authorizations or licenses. Each of the Applicants' subsidiaries or affiliates may hold multiple authorizations or licenses of a particular type. Additional applications may have to be filed to identify any additional authorizations involved in these transactions. The transactions involve a series of discrete phases or steps

Part 78 – Cable Television Relay Service (CARS)<sup>1</sup>

Licenses to be assigned to **Time Warner NY Cable LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050520AF-08	Adelphia CAVS of San Bernardino, LLC (DIP)	WAX-28
CAR-20050520AG-08	Adelphia California Cablevision, LLC (DIP)	WLY-433
CAR-20050520AH-08	Adelphia Communications of CA, LLC (DIP)	KD-55007
CAR-20050520AI-08	Adelphia Communications of CA, LLC (DIP)	WSJ-903
CAR-20050520AJ-08	CDA Cable, Inc. (DIP)	WAD-611
CAR-20050520AK-08	CDA Cable, Inc. (DIP)	WHZ-765
CAR-20050523AA-08	Century TCI-California, LP (DIP)	WLY-269
CAR-20050523AB-08	FrontierVision Operating Partners, LP (DIP)	WSA-48
CAR-20050523AC-08	FrontierVision Operating Partners, LP (DIP)	WAD-626
CAR-20050523AD-08	FrontierVision Operating Partners, LP (DIP)	WGZ-433
CAR-20050523AE-08	FrontierVision Operating Partners, LP (DIP)	WGZ-434
CAR-20050523AF-08	FrontierVision Operating Partners, LP (DIP)	WHZ-446
CAR-20050523AG-08	FrontierVision Operating Partners, LP (DIP)	WLY-609
CAR-20050523AH-08	FrontierVision Operating Partners, LP (DIP)	WLY-205
CAR-20050523AI-08	FrontierVision Operating Partners, LP (DIP)	WLY-335
CAR-20050523AJ-08	FrontierVision Operating Partners, LP (DIP)	WLY-399
CAR-20050523AK-08	Highland Carlsbad Operating Subsidiary, Inc.	WGV-957
CAR-20050523AL-08	Kootenai Cable, Inc. (DIP)	WGZ-269
CAR-20050523AM-08	Kootenai Cable, Inc. (DIP)	WLY-662
CAR-20050523AN-08	Mountain Cable Company, LP (DIP)	WGZ-335
CAR-20050523AO-08	Mountain Cable Company, LP (DIP)	WGZ-413
CAR-20050523AP-08	Pullman TV Cable Company, Inc. (DIP)	WAE-605
CAR-20050523AQ-08	Pullman TV Cable Company, Inc. (DIP)	WAE-606
CAR-20050523AR-08	Southwest Colorado Cable, Inc. (DIP)	WHZ-293
CAR-20050523AS-08	Southwest Colorado Cable, Inc. (DIP)	WHZ-301
CAR-20050523AT-08	Yuma Cablevision, Inc. (DIP)	KB-60101
CAR-20050523AU-08	Yuma Cablevision, Inc. (DIP)	WAJ-458
CAR-20050523AV-08	Yuma Cablevision, Inc. (DIP)	WLY-809

<sup>1</sup> Subsequent to the commencement of this proceeding, Adelphia applied for and received authorizations for new CARS stations, WLY-850 and WLY-851 (Martha's Vineyard Cablevision, L.P., DIP, granted 8/25/2005) and WLY-852 (FrontierVision Operating Partners, L.P., DIP, granted 10/17/2005). These systems are part of these transactions. We expect that the parties will file the requisite applications to complete approval of the license transfers.

CAR-20050524AP-08 Century Cablevision Holdings, LLC (DIP) WLY-627

Licenses to be assigned to **CAC Exchange I LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AC-08	Century-TCI California, LP (DIP)	WHZ-879
CAR-20050524AD-08	Century-TCI California, LP (DIP)	WHZ-880
CAR-20050524AE-08	Century-TCI California, LP (DIP)	WHZ-886

License to be assigned to **CAP Exchange I LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AF-08	Parnassoss, LP (DIP)	WGH-439

Licenses to be assigned to **C-Native Exchange I, LLC (Pro forma)**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AG-08	Comcast of Los Angeles, Inc.	WLY-348
CAR-20050524AH-08	Comcast of Los Angeles, Inc.	WLY-501

Licenses to be assigned to **C-Native Exchange III, LP (Pro forma)**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050524AI-08	Comcast of CA/CO/IL/IN/TX, Inc.	WHZ-677
CAR-20050524AJ-08	Comcast of CA/CO/IL/IN/TX, Inc.	WGV-990
CAR-20050524AK-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-812
CAR-20050524AL-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-816
CAR-20050524AM-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-817
CAR-20050524AN-08	Comcast of CA/CO/IL/IN/TX, Inc.	WLY-815
CAR-20050524AO-08	Comcast of Dallas, LP	KA-80623

**Two-Part Transactions**

**STEP 1**

Licenses to be assigned to **Cable Holdco Exchange II LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050519AA-08	Owensboro-Brunswick, Inc. (DIP)	WLY-810
CAR-20050519AB-08	Owensboro-Brunswick, Inc. (DIP)	WLY-436
CAR-20050519AC-08	Olympus Communications, LP (DIP)	WLY-347

Licenses to be assigned to **Cable Holdco Exchange I LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050519AD-08	Century Colorado Springs Partnership (DIP)	WJN-35
CAR-20050519AE-08	Century Colorado Springs Partnership (DIP)	WLY-440
CAR-20050519AF-08	Century Colorado Springs Partnership (DIP)	WLY-790
CAR-20050519AG-08	Century Trinidad Cable Television Corp., (DIP)	WGI-777
CAR-20050519AH-08	Adelphia Central Pennsylvania, LLC (DIP)	WLY-512

License to be assigned to **Cable Holdco Exchange IV-2, LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050520-AA-08	Century Virginia Corp. (DIP)	WHZ-485

Licenses to be assigned to **Cable Holdco Exchange V, LLC**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050520AC-08	Century Mendocino Cable Television, Inc. (DIP)	WAD-902
CAR-20050520AD-08	Century Mendocino Cable Television, Inc. (DIP)	WLY-818
CAR-20050520AE-08	Century Mendocino Cable Television, Inc. (DIP)	WSF-24

License to be assigned to **Cable Holdco II Inc. (Pro forma)**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050523AW-08	Time Warner Inc.	WHZ-238
CAR-20050523AX-08	Time Warner Inc.	WHZ-244

**STEP 2**Control of licensee to be transferred to **Comcast Corporation**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050523AY-09	Cable Holdco Exchange I LLC	WLY-512
CAR-20050523AZ-09	Cable Holdco Exchange I LLC	WJN-35
CAR-20050523BA-09	Cable Holdco Exchange I LLC	WLY-440
CAR-20050523BB-09	Cable Holdco Exchange I LLC	WLY-790
CAR-20050523BC-09	Cable Holdco Exchange I LLC	WGI-777
CAR-20050523BD-09	Cable Holdco Exchange II LLC	WLY-347
CAR-20050523BE-09	Cable Holdco Exchange II LLC	WHZ-810
CAR-20050523BF-09	Cable Holdco Exchange II LLC	WLY-436
CAR-20050523BG-09	Cable Holdco Exchange IV-2, LLC	WHZ-485
CAR-20050523BH-09	Cable Holdco Exchange V, LLC	WAD-902
CAR-20050523BI-09	Cable Holdco Exchange V, LLC	WLY-818
CAR-20050523BJ-09	Cable Holdco Exchange V, LLC	WSF-24
CAR-20050524AA-09	Cable Holdco II Inc.	WHZ-238
CAR-20050524AB-09	Cable Holdco II Inc.	WHZ-244

Control of licensee to be transferred to **Time Warner Inc.**

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
CAR-20050602AA-09	C-Native Exchange I, LLC	WLY-501
CAR-20050602AB-09	C-Native Exchange I, LLC	WLY-348
CAR-20050602AC-09	C-Native Exchange III, LP	WHZ-677
CAR-20050602AD-09	C-Native Exchange III, LP	WGV-990
CAR-20050602AE-09	C-Native Exchange III, LP	WLY-812
CAR-20050602AF-09	C-Native Exchange III, LP	WLY-816
CAR-20050602AG-09	C-Native Exchange III, LP	WLY-817
CAR-20050602AH-09	C-Native Exchange III, LP	WLY-815
CAR-20050602AI-09	C-Native Exchange III, LP	KA-80623
CAR-20050602AJ-09	CAC Exchange I LLC	WHZ-879
CAR-20050602AK-09	CAC Exchange I LLC	WHZ-880
CAR-20050602AL-09	CAC Exchange I LLC	WHZ-886
CAR-20050602AM-09	CAP Exchange I LLC	WGH-439

Part 25 – Satellite Communications<sup>2</sup>Receive-Only Satellite Earth Stations (TVRO)

<u>File No.</u>	<u>Licensee/Registrant</u>	<u>Call Sign</u>
	Adelphia Cable Partners, L.P., (DIP)	E930116
	Adelphia Cable Partners, L.P., (DIP)	E950095
	Adelphia Cablevision Associates, L.P., (DIP)	WJ42
	Adelphia Cablevision Corp., (DIP)	E870268
	Adelphia Cablevision Corp., (DIP)	E870269
	Adelphia Cablevision Corp., (DIP)	E9003
	Adelphia Cablevision Corp., (DIP)	E9004
	Adelphia Cablevision Corp., (DIP)	E9005
	Adelphia Cablevision of Boca Raton, LLC, (DIP)	E2072
	Adelphia Cablevision of Inland Empire LLC, (DIP)	E2321
	Adelphia Cablevision of New York, Inc., (DIP)	E2573
	Adelphia Cablevision of New York, Inc., (DIP)	E870127
	Adelphia Cablevision of Newport Beach, LLC, (DIP)	KV51
	Adelphia Cablevision of Orange County II, LLC, (DIP)	E4930
	Adelphia Cablevision of San Bernardino, LLC, (DIP)	E3198
	Adelphia Cablevision of Seal Beach, LLC, (DIP)	E7993
	Adelphia Cablevision of Simi Valley, LLC, (DIP)	KH60
	Adelphia Cablevision of West Palm Beach IV, LLC, (DIP)	WB57
	Adelphia Cablevision of West Palm Beach, LLC	E4157
	Adelphia California Cablevision, LLC, (DIP)	E940138
	Adelphia California Cablevision, LLC, (DIP)	E950223
	Adelphia California Cablevision, LLC, (DIP)	E950315
	Adelphia California Cablevision, LLC, (DIP)	E960066
	Adelphia California Cablevision, LLC, (DIP)	E960140
	Adelphia California Cablevision, LLC, (DIP)	E960141
	Adelphia California Cablevision, LLC, (DIP)	E960153
	Adelphia California Cablevision, LLC, (DIP)	E970171
	Adelphia California Cablevision, LLC, (DIP)	E970172
	Adelphia California Cablevision, LLC, (DIP)	E970173
	Adelphia Central Pennsylvania, LLC, (DIP)	E010259
	Adelphia Central Pennsylvania, LLC, (DIP)	E2404

<sup>2</sup> We note that assignment applications for receive-only FCC earth station licenses held by Adelphia and subject to the Asset Purchase Agreement have not been filed as of this date. In the case of receive-only earth stations, our procedures do not require the filing of transfer or assignment applications, but instead require that the Applicants report the changes in station operator on FCC Form 312 and Schedule A. These changes are then published in the International Bureau's routine Actions Taken public notices and recorded in the Bureau's appropriate data base. See *Deregulation of Domestic Receive-Only Satellite Earth Stations*, 104 F.C.C.2d 348, 353 (1986); *New Rules for Part 25 Satellite Communications*, 6 FCC Rcd 3738 (1991); *Implementation of New Part 25 Regulations for Satellite Space and Earth Station Application and Licensing Procedures*, 12 FCC Rcd 13850 (1997). Thus, following consummation of the transactions approved herein, the Applicants should report changes in the ownership of the receive-only earth stations listed above on FCC Form 312 and Schedule A as required by our rules. As we view these receive-only earth stations within the scope of the transactions reviewed in this proceeding, FCC publication of the assignment of the receive-only earth stations will provide notification of the change of ownership as set forth in the filed FCC Form 312 assignment applications and consistent with this Order.

Adelphia Central Pennsylvania, LLC, (DIP)	E2489
Adelphia Central Pennsylvania, LLC, (DIP)	E2629
Adelphia Central Pennsylvania, LLC, (DIP)	E2723
Adelphia Central Pennsylvania, LLC, (DIP)	E2779
Adelphia Central Pennsylvania, LLC, (DIP)	E3491
Adelphia Central Pennsylvania, LLC, (DIP)	E5083
Adelphia Central Pennsylvania, LLC, (DIP)	E5295
Adelphia Central Pennsylvania, LLC, (DIP)	E6210
Adelphia Central Pennsylvania, LLC, (DIP)	E6449
Adelphia Central Pennsylvania, LLC, (DIP)	E859861
Adelphia Central Pennsylvania, LLC, (DIP)	E860973
Adelphia Central Pennsylvania, LLC, (DIP)	E870893
Adelphia Central Pennsylvania, LLC, (DIP)	E870897
Adelphia Central Pennsylvania, LLC, (DIP)	E873416
Adelphia Central Pennsylvania, LLC, (DIP)	E873418
Adelphia Central Pennsylvania, LLC, (DIP)	E873419
Adelphia Central Pennsylvania, LLC, (DIP)	E873420
Adelphia Central Pennsylvania, LLC, (DIP)	E873614
Adelphia Central Pennsylvania, LLC, (DIP)	E873621
Adelphia Central Pennsylvania, LLC, (DIP)	E873624
Adelphia Central Pennsylvania, LLC, (DIP)	E873625
Adelphia Central Pennsylvania, LLC, (DIP)	E873634
Adelphia Central Pennsylvania, LLC, (DIP)	E881253
Adelphia Central Pennsylvania, LLC, (DIP)	E890358
Adelphia Central Pennsylvania, LLC, (DIP)	E960299
Adelphia Central Pennsylvania, LLC, (DIP)	WF93
Adelphia Central Pennsylvania, LLC, (DIP)	WN32
Adelphia Central Pennsylvania, LLC, (DIP)	WQ77
Adelphia Central Pennsylvania, LLC, (DIP)	WR73
Adelphia Central Pennsylvania, LLC, (DIP)	WS55
Adelphia Central Pennsylvania, LLC, (DIP)	WS91
Adelphia Central Pennsylvania, LLC, (DIP)	WU94
Adelphia Cleveland LLC, (DIP)	WG76
Adelphia Communications of California II, LLC, (DIP)	KW80
Adelphia Communications of California, LLC, (DIP)	E6474
Adelphia Communications of California, LLC, (DIP)	E9439
Adelphia Communications of California, LLC, (DIP)	KK81
Adelphia Company of Western Connecticut, (DIP)	E6301
Adelphia Company of Western Connecticut, (DIP)	E910437
Adelphia GS Cable, LLC, (DIP)	E860282
Adelphia of the Midwest, Inc., (DIP)	E5927
Adelphia of the Midwest, Inc., (DIP)	E8221
Adelphia of the Midwest, Inc., (DIP)	E860681
Adelphia of the Midwest, Inc., (DIP)	E860682
Adelphia of the Midwest, Inc., (DIP)	E865184
Better TV, Inc. of Bennington, (DIP)	E860184
Blacksburg/Salem Cablevision, Inc., (DIP)	WH56
Blacksburg/Salem Cablevision, Inc., (DIP)	WS39
CDA Cable, Inc., (DIP)	E890126
CDA Cable, Inc., (DIP)	KJ94
Century Alabama Corp., (DIP)	WP46
Century Cable Holdings LLC, (DIP)	E3952

Century Carolina Corporation, (DIP)	E3618
Century Carolina Corporation, (DIP)	E3876
Century Carolina Corporation, (DIP)	E5060
Century Colorado Springs Partnership, (DIP)	E890028
Century Cullman Corp., (DIP)	E880474
Century Enterprise Cable Corp., (DIP)	E6900
Century Huntington Company, (DIP)	E4010
Century Island Associates, Inc., (DIP)	E881189
Century Kansas Cable Television Corp. (DIP)	KF77
Century Lykens Cable Corp., (DIP)	WV35
Century Mendocino Cable Television Inc., (DIP)	E3634
Century Mendocino Cable Television Inc., (DIP)	E910122
Century Norwich Corp., (DIP)	WT81
Century Ohio Cable Television Corp., (DIP)	E2369
Century Ohio Cable Television Corp., (DIP)	WS44
Century Trinidad Cable Television Corp., (DIP)	KJ41
Century Virginia Corp., (DIP)	WP43
Century-TCI California, L.P., (DIP)	E2558
Century-TCI California, L.P., (DIP)	E3075
Century-TCI California, L.P., (DIP)	E3118
Century-TCI California, L.P., (DIP)	E5954
Century-TCI California, L.P., (DIP)	E5975
Century-TCI California, L.P., (DIP)	E6438
Century-TCI California, L.P., (DIP)	E7924
Century-TCI California, L.P., (DIP)	E860955
Century-TCI California, L.P., (DIP)	E881085
Century-TCI California, L.P., (DIP)	E890795
Century-TCI California, L.P., (DIP)	E940504
Century-TCI California, L.P., (DIP)	E960176
Century-TCI California, L.P., (DIP)	KG94
Century-TCI California, L.P., (DIP)	KM99
Chelsea Communications, LLC, (DIP)	E2022
Chelsea Communications, LLC, (DIP)	E2471
Chelsea Communications, LLC, (DIP)	E2746
Chelsea Communications, LLC, (DIP)	E3049
Chelsea Communications, LLC, (DIP)	E3073
Chelsea Communications, LLC, (DIP)	E3284
Chelsea Communications, LLC, (DIP)	E4086
Chelsea Communications, LLC, (DIP)	E4315
Chelsea Communications, LLC, (DIP)	E4472
Chelsea Communications, LLC, (DIP)	E6002
Chelsea Communications, LLC, (DIP)	E865079
Chelsea Communications, LLC, (DIP)	E9117
Chelsea Communications, LLC, (DIP)	E950352
Chelsea Communications, LLC, (DIP)	E960172
Chelsea Communications, LLC, (DIP)	WM92
Chelsea Communications, LLC, (DIP)	WM93
Chelsea Communications, LLC, (DIP)	WY73
Chelsea Communications, LLC, (DIP)	WY83
Comcast of California I, LLC	E874302
Comcast of California I, LLC	E874303
Comcast of California I, LLC	E874304

Comcast of California VII, Inc.	KL47
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	E2124
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	E2527
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	E3672
Comcast of California/Colorado/Illinois/Indiana/Texas, Inc.	KZ97
Comcast of Costa Mesa, Inc.	E860337
Comcast of Cypress, Inc.	E860336
Comcast of Dallas, LP	E3107
Comcast of Dallas, LP	E891027
Comcast of Dallas, LP	E900497
Comcast of Illinois/Texas, Inc.	KJ44
Comcast of Illinois/Texas, Inc.	KL41
Comcast of Indiana/Michigan/Texas, LP	E4090
Comcast of Indiana/Michigan/Texas, LP	E940277
Comcast of Los Angeles, Inc.	E2480
Comcast of Los Angeles, Inc.	E3882
Comcast of Los Angeles, Inc.	E4239
Comcast of Los Angeles, Inc.	E5048
Comcast of Los Angeles, Inc.	E5057
Comcast of Los Angeles, Inc.	E873365
Comcast of Los Angeles, Inc.	E874223
Comcast of Los Angeles, Inc.	E880022
Comcast of Los Angeles, Inc.	E880023
Comcast of Los Angeles, Inc.	E880024
Comcast of Massachusetts/New Hampshire/Ohio, Inc.	E900577
Comcast of Massachusetts/New Hampshire/Ohio, Inc.	E920188
Comcast of Newhall, Inc.	KP72
Comcast of Plano, LP	E6596
Comcast of Richardson, LP	E6150
Comcast of Texas I, LP	KE90
Comcast of Texas II, LP	E5358
Comcast of Texas II, LP	E5587
Comcast of Texas II, LP	E5602
Comcast of Texas II, LP	E870041
Comcast of Texas II, LP	E900498
Comcast of Texas II, LP	KR52
Desert Hot Springs Cablevision, Inc.	E3238
Eastern Virginia Cablevision, L.P., (DIP)	WF57
FOP Indiana, L.P., (DIP)	E4341
FrontierVision Operating Partners, L.P., (DIP)	E010103
FrontierVision Operating Partners, L.P., (DIP)	E2018
FrontierVision Operating Partners, L.P., (DIP)	E2364
FrontierVision Operating Partners, L.P., (DIP)	E2379
FrontierVision Operating Partners, L.P., (DIP)	E2422
FrontierVision Operating Partners, L.P., (DIP)	E2425
FrontierVision Operating Partners, L.P., (DIP)	E2426
FrontierVision Operating Partners, L.P., (DIP)	E2427
FrontierVision Operating Partners, L.P., (DIP)	E2477
FrontierVision Operating Partners, L.P., (DIP)	E2818
FrontierVision Operating Partners, L.P., (DIP)	E3190
FrontierVision Operating Partners, L.P., (DIP)	E3505
FrontierVision Operating Partners, L.P., (DIP)	E3506

FrontierVision Operating Partners, L.P., (DIP)	E3542
FrontierVision Operating Partners, L.P., (DIP)	E3550
FrontierVision Operating Partners, L.P., (DIP)	E3551
FrontierVision Operating Partners, L.P., (DIP)	E3571
FrontierVision Operating Partners, L.P., (DIP)	E3838
FrontierVision Operating Partners, L.P., (DIP)	E3839
FrontierVision Operating Partners, L.P., (DIP)	E3840
FrontierVision Operating Partners, L.P., (DIP)	E3887
FrontierVision Operating Partners, L.P., (DIP)	E4338
FrontierVision Operating Partners, L.P., (DIP)	E4448
FrontierVision Operating Partners, L.P., (DIP)	E5020
FrontierVision Operating Partners, L.P., (DIP)	E5498
FrontierVision Operating Partners, L.P., (DIP)	E6130
FrontierVision Operating Partners, L.P., (DIP)	E6191
FrontierVision Operating Partners, L.P., (DIP)	E6333
FrontierVision Operating Partners, L.P., (DIP)	E6338
FrontierVision Operating Partners, L.P., (DIP)	E7300
FrontierVision Operating Partners, L.P., (DIP)	E8325
FrontierVision Operating Partners, L.P., (DIP)	E859862
FrontierVision Operating Partners, L.P., (DIP)	E870266
FrontierVision Operating Partners, L.P., (DIP)	E870271
FrontierVision Operating Partners, L.P., (DIP)	E870272
FrontierVision Operating Partners, L.P., (DIP)	E890880
FrontierVision Operating Partners, L.P., (DIP)	E890881
FrontierVision Operating Partners, L.P., (DIP)	E890882
FrontierVision Operating Partners, L.P., (DIP)	E890886
FrontierVision Operating Partners, L.P., (DIP)	E890887
FrontierVision Operating Partners, L.P., (DIP)	E890888
FrontierVision Operating Partners, L.P., (DIP)	E890889
FrontierVision Operating Partners, L.P., (DIP)	E890890
FrontierVision Operating Partners, L.P., (DIP)	E890891
FrontierVision Operating Partners, L.P., (DIP)	E890947
FrontierVision Operating Partners, L.P., (DIP)	E900326
FrontierVision Operating Partners, L.P., (DIP)	E900327
FrontierVision Operating Partners, L.P., (DIP)	E900328
FrontierVision Operating Partners, L.P., (DIP)	E900386
FrontierVision Operating Partners, L.P., (DIP)	E900387
FrontierVision Operating Partners, L.P., (DIP)	E900388
FrontierVision Operating Partners, L.P., (DIP)	E900679
FrontierVision Operating Partners, L.P., (DIP)	E900963
FrontierVision Operating Partners, L.P., (DIP)	E910224
FrontierVision Operating Partners, L.P., (DIP)	E9194
FrontierVision Operating Partners, L.P., (DIP)	E920508
FrontierVision Operating Partners, L.P., (DIP)	E920509
FrontierVision Operating Partners, L.P., (DIP)	E930144
FrontierVision Operating Partners, L.P., (DIP)	E980264
FrontierVision Operating Partners, L.P., (DIP)	WE47
FrontierVision Operating Partners, L.P., (DIP)	WF85
FrontierVision Operating Partners, L.P., (DIP)	WL29
FrontierVision Operating Partners, L.P., (DIP)	WQ28
FrontierVision Operating Partners, L.P., (DIP)	WS36
FrontierVision Operating Partners, L.P., (DIP)	WT23

FrontierVision Operating Partners, L.P., (DIP)	WT30
FrontierVision Operating Partners, L.P., (DIP)	WT31
FrontierVision Operating Partners, L.P., (DIP)	WV36
FrontierVision Operating Partners, L.P., (DIP)	WX39
FrontierVision Operating Partners, L.P., (DIP)	WY82
Global Acquisition Partners, L.P., (DIP)	WL25
Highland Carlsbad Operating Subsidiary, Inc.	E3199
Highland Carlsbad Operating Subsidiary, Inc.	E3201
Highland Video Associates, L.P.	E920253
Hilton Head Communications, L.P.	WG36
Imperial Valley Cablevision, Inc., (DIP)	KB97
KBL Cablesystems of Minneapolis, LP	E6737
Key Biscayne Cablevision, (DIP)	E7027
Kootenai Cable, Inc., (DIP)	E880393
Kootenai Cable, Inc., (DIP)	E880850
Kootenai Cable, Inc., (DIP)	E880852
Martha's Vineyard Cablevision, L.P., (DIP)	E9032
Mickelson Media, Inc., (DIP)	E2983
Mountain Cable Company, L.P., (DIP)	E3490
Mountain Cable Company, L.P., (DIP)	E3533
Mountain Cable Company, L.P., (DIP)	E3534
Mountain Cable Company, L.P., (DIP)	E4438
Mountain Cable Company, L.P., (DIP)	E4439
Mountain Cable Company, L.P., (DIP)	E4853
Mountain Cable Company, L.P., (DIP)	E900789
Mountain Cable Company, L.P., (DIP)	E910277
National Cable Acquisition Associates, L.P., (DIP)	E900329
National Cable Acquisition Associates, L.P., (DIP)	E940171
Owensboro-Brunswick, Inc., (DIP)	WB50
Owensboro-Brunswick, Inc., (DIP)	WE75
Parnassos, L.P., (DIP)	E2562
Parnassos, L.P., (DIP)	E3436
Parnassos, L.P., (DIP)	E4478
Parnassos, L.P., (DIP)	E850287
Parnassos, L.P., (DIP)	E859968
Parnassos, L.P., (DIP)	E865088
Parnassos, L.P., (DIP)	E880888
Parnassos, L.P., (DIP)	E890830
Parnassos, L.P., (DIP)	E930438
Parnassos, L.P., (DIP)	WB58
Parnassos, L.P., (DIP)	WG77
Parnassos, L.P., (DIP)	WY93
Pullman TV Cable Co., Inc., (DIP)	KK46
Rentavision of Brunswick, Inc., (DIP)	WX31
Scranton Cablevision, Inc., (DIP)	E3259
Southeast Florida Cable, Inc., (DIP)	E2391
Southeast Florida Cable, Inc., (DIP)	E5611
Southeast Florida Cable, Inc., (DIP)	E930117
Southeast Florida Cable, Inc., (DIP)	E930155
Southeast Florida Cable, Inc., (DIP)	E930156
Southeast Florida Cable, Inc., (DIP)	WJ23
Southeast Florida Cable, Inc., (DIP)	WM59

Southwest Colorado Cable, Inc., (DIP)	E6756
Southwest Colorado Cable, Inc., (DIP)	E880841
SVHH Cable Acquisition, L.P., (DIP)	E3192
SVHH Cable Acquisition, L.P., (DIP)	E3193
SVHH Cable Acquisition, L.P., (DIP)	WH21
SVHH Cable Acquisition, L.P., (DIP)	WR89
SVHH Cable Acquisition, L.P., (DIP)	WR90
Three Rivers Cable Associates, L.P., (DIP)	E865158
Three Rivers Cable Associates, L.P., (DIP)	E970379
Time Warner Cable Inc.	E5279
Time Warner Cable Inc.	E5965
Time Warner Cable Inc.	E6144
Time Warner Cable Inc.	E860479
Time Warner Cable Inc.	E880383
Time Warner Cable Inc.	WR53
Time Warner Entertainment Co., L.P.	E2481
Time Warner Entertainment Co., L.P.	E3256
Time Warner Entertainment Co., L.P.	E3561
Time Warner Entertainment Co., L.P.	E4281
Time Warner Entertainment Co., L.P.	E4433
Time Warner Entertainment Co., L.P.	E4513
Time Warner Entertainment Co., L.P.	E5382
Time Warner Entertainment Co., L.P.	E871302
Time Warner Entertainment Co., L.P.	E910123
Time Warner Entertainment Co., L.P.	E920573
Time Warner Entertainment Co., L.P.	E920598
Time Warner Entertainment Co., L.P.	KD51
Time Warner Entertainment Co., L.P.	KD80
Time Warner Entertainment Co., L.P.	KR31
Time Warner Entertainment Co., L.P.	WB46
Time Warner Entertainment Co., L.P.	WL84
Time Warner Entertainment Co., L.P.	WZ34
Time Warner Entertainment-Advance/Newhouse Partnership	KY26
UCA, LLC, (DIP)	E2442
UCA, LLC, (DIP)	E5674
UCA, LLC, (DIP)	E6617
UCA, LLC, (DIP)	E872136
UCA, LLC, (DIP)	E880113
UCA, LLC, (DIP)	E890798
UCA, LLC, (DIP)	E890832
UCA, LLC, (DIP)	E910144
UCA, LLC, (DIP)	E920186
UCA, LLC, (DIP)	E920351
UCA, LLC, (DIP)	E940507
UCA, LLC, (DIP)	E980528
UCA, LLC, (DIP)	WF73
UCA, LLC, (DIP)	WF74
UCA, LLC, (DIP)	WL90
UCA, LLC, (DIP)	WM60
UCA, LLC, (DIP)	WP39
UCA, LLC, (DIP)	WU55
Valley Video, Inc., (DIP)	WQ39

Western NY Cablevision, L.P., (DIP)	WB77
Yuma Cablevision, Inc., (DIP)	E3293
Yuma Cablevision, Inc., (DIP)	KB62

### Section 214 Authorizations

#### Part 63 – Domestic Section 214 Authority

The Applicants have filed four applications for consent to the transfer of control of domestic section 214 authority in connection with the transactions described above.<sup>3</sup>

#### Parts 90 and 101 – Wireless Radio Services Applications

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0002159061	Adelphia Cablevision of New York Inc, (DIP)	KEY243
0002159194	Adelphia Cablevision of the Kennebunks, LLC, (DIP)	KNJD338
0002159198	Adelphia Cleveland LLC, (DIP)	WNKS662
0002159211	Adelphia California Cablevision, LLC, (DIP)	WNTM202
0002159215	Adelphia Communications of California II, LLC, (DIP)	KTM739
0002159217	Adelphia of the Midwest Inc, LLC, (DIP)	KNFK941
0002159219	CDA Cable, Inc., (DIP)	KNIK432
0002159222	Century Alabama Corp., (DIP)	WXV338
0002159225	Century Berkshire Cable Corp., (DIP)	KNDV713
0002159227	Century Cable Holdings LLC, (DIP)	KXO480
0002159229	Century Carolina Corporation, (DIP)	KYA708
0002159232	Century Cullman Corp., (DIP)	KNCS964
0002159234	Century Island Associates, Inc., (DIP)	WNMX369
0002159236	Century Kansas Cable Television Corp. (DIP)	WNRC522
0002159240	Century Mississippi Corp., (DIP)	WRK611
0002159242	Century Ohio Cable Television Corp., (DIP)	WNMD682
0002159244	Century Wyoming Cable Corp., (DIP)	KNFN972
0002159248	FrontierVision Operating Partners, L.P., (DIP)	KAI939
0002159251	Hilton Head Communications, L.P.	WCW237
0002159253	Kootenai Cable, Inc., (DIP)	KNDK239
0002159255	Mountain Cable Company, L.P., (DIP)	KST750
0002159258	Owensboro-Brunswick, Inc., (DIP)	KNEP792
0002159261	Parnassos, L.P., (DIP)	WPCI360
0002159263	Southwest Colorado Cable, Inc., (DIP)	KNHM865
0002159265	SVHH Cable Acquisition, L.P., (DIP)	KNHB711
0002159267	UCA, LLC, (DIP)	KNEP681
0002159270	Valley Video Inc., (DIP)	WPHV911
0002159276	Wellsville Cablevision, L.L.C., (DIP)	KNEW327
0002159279	Yuma Cablevision, Inc., (DIP)	KBL655
0002159737	Adelphia Central Pennsylvania, LLC, (DIP)	KAV983

<sup>3</sup> The Applicants have filed applications for consent to transfer of control of domestic 214 authority from  
1) Adelphia to Time Warner, 2) Adelphia to Comcast, 3) Comcast to Time Warner, and 4) Time Warner to Comcast.

0002159755	Adelphia GS Cable, LLC, (DIP)	WNBH753
0002159758	Century Colorado Springs Partnership, (DIP)	WNNY662
0002159788	Century Huntington Company, (DIP)	WNQR362
0002159764	Century Lykens Cable TV Communications Corp.	KNIM644
0002159767	Century Trinidad Cable Television Corp., (DIP)	KJE667
0002159792	Chelsea Communications, L.L.C., (DIP)	KNJM834
0002159800	Scranton Cablevision, Inc., (DIP)	KVN239
0002159864	Mickelson Media of Florida, Inc., (DIP)	WNNQ866
0002159875	Owensboro-Brunswick, Inc., (DIP)	WPZT290
0002159879	Ionian Communications, L.P.	KGE914
0002159883	West Boca Acquisition, L.P., (DIP)	WSQ484
0002159885	SVHH Cable Acquisition, L.P., (DIP)	WSF832
0002159897	Adelphia Company of Western Connecticut, (DIP)	KUP796
0002159902	Better TV, Inc. of Bennington, (DIP)	WNJN274
0002159909	FrontierVision Operating Partners, L.P., (DIP)	KNIN723
0002159912	Lake Champlain Cable Television Corporation, (DIP)	WNGM596
0002159916	Mountain Cable Company, L.P., (DIP)	KNEV877
0002159919	Multi-Channel T.V. Cable Company, (DIP)	KNAV853
0002159923	Three Rivers Cable Associates, L.P., (DIP)	WNQL889
0002159926	UCA, LLC, (DIP)	KUJ362
0002159931	Century-TCI California, L.P., (DIP)	WNMF308
0002448868 <sup>4</sup>	Adelphia California Cablevision, LLC, (DIP)	WNTS945
0002159960	Adelphia of the Midwest, Inc., (DIP)	KNJH360
0002159976	Parnassos, L.P., (DIP)	WNAU571
0002159981	Western NY Cablevision, L.P., (DIP)	KVG330
0002160103	Adelphia Cable Partners L.P., (DIP)	KNBQ811
0002160109	Cowlitz Cablevision, Inc., (DIP)	KGQ685
0002163779	Century Huntington Company, (DIP)	KIN464
0002164332	Adelphia GS Cable, LLC, (DIP)	WNFQ557
0002164346	Adelphia Prestige Cablevision, LLC, (DIP)	KNCR396
0002164356	Century Mendocino Cable Television, Inc., (DIP)	WNMD760
0002164364	Chelsea Communications, LLC, (DIP)	KUW324
0002164373	GS Cable, LLC, (DIP)	KUP756
0002164379	Wilderness Cable Company, (DIP)	KME372

Listed below are Pro Forma Assignment applications:

0002164979	Time Warner Entertainment Co., L.P.	WQG372
0002165002	Time Warner Entertainment/ Advance-Newhouse Partnership	KUC787
0002165020	Time Warner Cable Inc.	KNHA621
0002165560	Comcast of Los Angeles, Inc	WNTD907
0002165601	Comcast of Massachusetts/New Hampshire/Ohio, Inc.	WQW327
0002165658	Comcast of Illinois/Texas, Inc.	WNYE223
0002165666	Comcast of Richardson, LP	KNHC697
0002165682	Comcast of Texas, LLC	KNAW439

<sup>4</sup> Original file 0002159943 was dismissed and replaced with file 0002448868 for purely administrative reasons. There were no substantive changes.

**“Step-Two” Transactions<sup>5</sup>**

<b>File Number</b>	<b>Licensee</b>	<b>Lead Call Sign</b>
50006GBTC05	CAP Exchange I, LLC	KNJH360
50007IGTC05	CAC Exchange I, LLC	WNXG511
50008IGTC05	Cable Holdco Exchange IV-3, LLC	KIN464
50009IGTC05	Cable Holdco Exchange II LLC	WNNQ866
50010IGTC05	C-Native Exchange II, LP	KNCT914
50011IGTC05	Cable Holdco Exchange III, LLC	KUP796
50012IGTC05	C-Native Exchange I, LLC	WQW327
50013IGTC05	Cable Holdco Exchange IV LLC	KNBQ811
50014IGTC05	C-Native Exchange III, LP	WNYE223
50015IGTC05	Cable Holdco Exchange I LLC	KAV983
50016IGTC05	Cable Holdco III, LLC	KUC787
50017IGTC05	Cable Holdco II, Inc.	WSW583
50018IGTC05	Cable Holdco Exchange V, LLC	WPPW503
50019MGTC05	CAC Exchange I, LLC	WNTS945
50020MGTC05	C-Native Exchange I, LLC	WNTD907

---

<sup>5</sup> These transfer of control applications reflect proposed “step-two” transactions that are to occur after the associated assignment application is approved, and the assignment is consummated. They have been filed manually because the listed licensee in the transfer of control application is not the current licensee of record, but the entity that will become the licensee of record only after consummation of the proposed “step-one” assignment. Some licenses may be involved in two transactions in connection with the proposed transactions. See Attachment for cross-references between file numbers for “Step-One” and “Step-Two” transactions.

**Attachment**

The table below cross-references the "step-one" assignment applications with the associated "step-two" transfer of control applications for the wireless radio licenses.

<b>Assignment File Number</b>	<b>Transfer of Control File Number</b>
0002159960	50006GBTC05
0002159976	50006GBTC05
0002159981	50006GBTC05
0002159931	50007IGTC05
0002163779	50008IGTC05
0002159864	50009IGTC05
0002159875	50009IGTC05
0002159883	50009IGTC05
0002165682	50010IGTC05
0002159897	50011IGTC05
0002159902	50011IGTC05
0002159909	50011IGTC05
0002159912	50011IGTC05
0002159916	50011IGTC05
0002159919	50011IGTC05
0002159923	50011IGTC05
0002159926	50011IGTC05
0002165601	50012IGTC05
0002160103	50013IGTC05
0002160109	50013IGTC05
0002165658	50014IGTC05
0002165666	50014IGTC05
0002159737	50015IGTC05
0002159755	50015IGTC05
0002159758	50015IGTC05
0002159764	50015IGTC05
0002159767	50015IGTC05
0002159788	50015IGTC05
0002159792	50015IGTC05
0002159800	50015IGTC05
0002165002	50016IGTC05
0002164979	50017IGTC05
0002165020	50017IGTC05
0002164332	50018IGTC05
0002164346	50018IGTC05
0002164356	50018IGTC05
0002164364	50018IGTC05
0002164373	50018IGTC05
0002164379	50018IGTC05
0002448868 <sup>6</sup>	50019MGTC05
0002165560	50020MGTC05

---

<sup>6</sup> See *supra* note 4.

**STATEMENT OF  
CHAIRMAN KEVIN J. MARTIN**

Re: *Applications for Consent to the Assignment and/or Transfer of Control of Licenses; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), 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).*

I am pleased that the Commission has voted to approve these transactions on a bipartisan basis. I believe that, on balance, the transactions as conditioned will further the public interest.

The acquisition of the Adelphia systems, currently in bankruptcy, should bring significant benefits to the customers of those systems. Comcast and Time Warner have committed to make long-needed upgrades to those systems to enable the rapid and widespread deployment of advanced services to Adelphia subscribers.

I was concerned that the transactions raised the potential for harm to competition in markets where Comcast or Time Warner has an affiliated regional sports network ("RSN"). As the Commission noted in its approval of News Corp.'s acquisition of DirecTV, viewers consider the programming that RSNs carry as "must have" TV. While a new entrant or competing multi-channel video programming distributor ("MVPD") could create a substitute if denied access to a local news channel, for instance, it could not create a substitute for the games of a popular local sports team. In North Carolina, there is no substitute for Tarheel basketball. As a result, we conditioned approval of the News Corp./DirecTV transaction on a requirement that News Corp. make its affiliated RSNs available to other MVPDs and, if the parties were not able to reach an agreement on the terms and conditions, the MVPD could request binding arbitration. We adopt the same condition here: Time Warner and Comcast must make their affiliated RSNs available to other MVPDs and, if the parties are not able to reach an agreement, the MVPD can request arbitration. I believe this condition addresses the potential for anti-competitive behavior and facilitates the ability of parties to compete with the incumbent cable operator, to the benefit of consumers.

The other Commissioners in the majority also tried to address a number of other potential harms. Commissioner Tate raised concerns about access to children's programming. Commissioner McDowell and Commissioner Adelstein raised concerns about MASN and other independent RSNs being carried, and Commissioner Adelstein also raised concerns about how other independent programmers could use our leased access rules. All four of us in the majority worked hard to address these concerns, and I appreciate all of their efforts. I am pleased that, in the end, we could find a way to address these concerns in a limited way and enhance consumers' access to a variety of programming and service options.

In the end there was still some disagreement on net neutrality. This should not be a surprise, as there is not consensus on net neutrality within the industry or among policy experts. I continue to support the principles we adopted last summer. However, I do not think requirements are necessary at this time without evidence of actual harm to consumers or internet users. The Commission has, and will continue to, monitor the situation and will not hesitate to take action to protect consumers when necessary.

**DISSENTING STATEMENT OF  
COMMISSIONER MICHAEL J. COPPS**

Re: *Applications for Consent to the Assignment and/or Transfer of Control of Licenses; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), 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).*

In transactions coming before this Commission, my obligation is to weigh their promised benefits against their potential harms. This particular transaction is not without positive attributes, but to me the potential harms clearly and substantially outweigh the benefits. That is why I will dissent from today's order. The potential for harm here is in the sheer economic power of distribution and content that can, and likely will, ensue. While rescuing Adelphia from the perils of bankruptcy is laudable, the anti-competitive division of assets proposed by the Applicants is not. The swapping of media properties contemplated by these two giants has the clear potential, even the probability, of limiting competition in numerous media markets across the country. Nothing in this Order can rebut the simple truth that less competition equals higher prices. Indeed, when you step back and look at the totality of these proposed transactions, the direction here is unmistakable: this decision is about Big Media getting bigger, with consumers left holding the bag. There are those in industry trying to lull America into complacency by claiming that media industry consolidation has run its course and we needn't worry about it any longer. This transaction proves them wrong. More than 3300 FCC approvals of media property assignment and transfer grants over the past three years prove them wrong. Believe me, this party is far from over.

Let me state upfront that the Applicants come to us with what I believe is a commitment to update and upgrade the failing Adelphia cable systems. I commend their intention to modernize these networks. But it comes with too heavy a price tag—swaps between Comcast and Time Warner that will result in even more cable concentration in numerous markets. If you live in Pennsylvania, Minnesota, Southern Florida, Washington, D.C., Maryland, Virginia, New England, Western New York, Ohio, Texas, Southern California, North Carolina or South Carolina, you will face increased concentration and all that it entails as a result of these swaps. In some markets, the percentage of homes covered will hover as high as 95 percent. The application and the Order may talk about “geographic rationalization” and “market clustering” in an effort to veil these swaps in something posing as economic logic. Don't buy it. Clever economic terms cannot mask what is a strategy to concentrate ownership and dismantle competition.

As the Order itself acknowledges, it is totally unclear how any of these purported efficiencies and market rationalizations will flow through to benefit consumers. To the contrary, I fear consumers will end up finding their cable bills climbing still higher. Already cable bills rise at two to three times the rate of inflation. Since 1996, cable rates have risen by 68 percent. Do we really believe that more concentration will lead to a new era of lower rates? That would be a triumph of hope over history. My advice to consumers when they hear about the wonders of clustering and consolidation is to hold onto your pocketbooks. This is not a consumer-friendly transaction.

**Competition**

I believe that forfeiting competition is bad for consumers and bad for the future of our media. I believe that ceding gatekeeper control over the content we receive in our homes to fewer and fewer media distributors is something that should alarm us. Combining content and conduit is, after all, the classic strategy for monopoly or control by a privileged few. It is not the recipe for innovation and lower consumer bills. When more than 30,000 individuals and organizations representing millions of others called upon the FCC to protect their rights in this proceeding, we should have paid heed. At the end of the day, I think the American people are owed both a more rigorous analysis of these issues and a better

outcome from the transaction than they will find in this decision.

As one commenter in this proceeding put it, enhancing concentration by clustering markets creates a “fortress” that deters competitive entry. In fact, the Commission’s own precedent bolsters this point. The Commission has found that cable systems owned by multiple system operators that are part of a regional cluster—as the Applicants’ systems are here—tend to result in higher prices.<sup>1</sup> So we have our own precedent telling us that as a result of the swaps and clustering in this deal, we will have less competition and higher prices. But the majority’s decision glides right by this and blithely grants Comcast and Time Warner license to cluster, consolidate and non-compete. Though the item’s language is dense and its reasoning is long, one thing is clear: it is consumers who are stuck with the consequences.

### Programming Diversity

Today’s decision describes two types of programming—programming from networks affiliated with the Applicants and programming from independent programmers who are not affiliated with the Applicants.

Affiliated programming presents special competitive concerns. Both Comcast and Time Warner have ownership stakes in popular cable channels. The Order finds that if an incumbent cable provider owns “must have” content, it has the ability—and perhaps the incentive—to deny that content to satellite companies, other cable providers, even the new IPTV networks from the telephone companies. That makes it difficult for these entities to compete. This finding is correct. The record shows that if you don’t have access to regional sports games, it is hard to compete against the dominant cable provider. The Order limits, however, the definition of “must have” content to regional sports networks. But is sports programming the only “must have” programming? What if you only speak Spanish? Wouldn’t a Spanish language channel be “must have”? How about local news? Children’s programming? We ought to be careful before starting down the slippery slope of determining what is and isn’t “must-have” cable content. Setting that aside, the Order imposes a commercial arbitration remedy to prevent the price hikes and competitive foreclosure that result from denying competitors access to affiliated regional sports networks. That’s good, as far as it goes. But it inexplicably leaves out Philadelphia, where the vertically integrated sports network is locked up in exclusive deals with the incumbent cable provider. I have heard from a lot of people residing in the City of Brotherly Love and I feel confident in saying they are not happy about this situation. The majority has now made some tweaks on the margins to guard against further inroads beyond the city, but the residents of Philadelphia are still stuck without competitive choices. You don’t have to take my word for it—read yesterday’s *Philadelphia Inquirer*: “Philadelphia is Exhibit No. 1 for what happens when a cable company uses ‘must-have content’ to limit consumers’ choice.” The story goes on to call the majority’s Philadelphia exclusion a “lousy argument” and makes the point that “Philadelphians deserve equal protection from the FCC.” I agree.

The availability of truly independent programming is another test of whether competition exists. Concentrating so much clout in the Applicants gives them the ability to make or break cable programming across the country. If an aspiring cable channel cannot win carriage on these big concentrated networks, its fate is sealed. It’s doomed. And the record is full of examples of channels that will never get to your television and of communities—especially minority communities—who struggle for basic access to programming they want and need. We need a system that works better for them and for all of us—better program carriage rules, a better complaint process, a better and reinvigorated leased access system so other voices can be heard. I note that a commitment to review leased access and a related arbitration condition have now been added to the item by the majority and this is encouraging. I commend

---

<sup>1</sup> *Annual Assessment of the Status of Competition in the Markets for the Delivery of Video Programming, Seventh Annual Report*, 16 FCC Rcd 6005, 6072-73 (2001).

particularly Commissioner Adelstein for his leadership on this. The proof of how well the Commission lives up to this commitment is down the road, of course, so I urge my leased access friends in localities throughout the country to push us hard to really deliver on this. We need to support independent programmers and independent content production. I'll say it again: we just cannot afford to cede so much content control to so few media companies. It's bad because of the homogenized entertainment and information we are fed and it's bad for our democracy. And what happens if these two companies refuse to take political advertisements for issues they oppose? It's like giving them the keys to control what we watch, see and hear.

There is one aspect of independent programming where we make headway today. The Mid-Atlantic Sports Network, an independent regional sports network, has been struggling to get on the air in the Washington market. In our own backyard, subscribers to the dominant cable provider can't watch our hometown team's baseball games. This decision makes real progress, in that it requires Comcast to enter into commercial arbitration with the Mid-Atlantic Sports Network to hammer out a deal that can bring the Washington Nationals to Washington's homes. I believe this is the right thing to do. Many Members of Congress agree. Let me note especially the efforts of my new colleague, Commissioner McDowell. It is a good result. Going forward, this is only the tip of the iceberg, however, for independent programmers. While we solve this glaring issue for the Mid-Atlantic Sports Network, there are too many other independent programmers stuck without similar recourse.

### **Broadband and Net Neutrality**

We all know the future of communications is broadband. I am worried that this decision tightens the grip that cable companies share with telephone companies over our nation's broadband access. FCC data show that these two industries control some 98 percent of the broadband market. Despite this, the majority's Order goes on at length about the supposedly competitive broadband market. Indeed, the competitive picture the majority spins is at odds with too many other reports. A few weeks ago, the Congressional Research Service characterized the broadband market as a "cable and telephone duopoly." Just last week, the International Telecommunications Union (ITU) released its Digital Opportunity Index. It's a more nuanced metric than the broadband penetration statistics the ITU employed to peg the United States at 16<sup>th</sup> in the world in broadband penetration this past year. On this new assessment of digital opportunity, your country and mine is ranked 21<sup>st</sup>. Right after . . . Estonia. If we want to continue to lay claim to the United States as the Land of Opportunity, we'd better find a way to make this country the Land of Digital Opportunity. Placing more control in a handful of entrenched broadband providers may not be the best way to go about it.

I also am disappointed that this Order gives such short shrift to network neutrality. It has been our practice to condition recent mergers of this scale on enforcement of the four principles of the Internet Policy Statement that the Commission adopted last year. But here we backtrack and are too timid to even apply them in an enforceable fashion to the transaction at hand. More than that, I believe the Commission needs to consider the addition of a fifth principle to its Internet Policy Statement. We are entering a world where big and concentrated broadband providers are searching for new business models and sometimes even suggesting that web sites may have to pay additional charges and new tolls for the traffic they generate. This could change the character of the Internet as we know it. To keep our policies current, we need to go beyond the original four principles and commit industry and the FCC to a specific principle of enforceable non-discrimination, one that allows for reasonable network management but makes clear that broadband network providers will not be allowed to shackle the promise of the Internet in its adolescence.

There are other concerns I have with the majority's analysis. It dismisses concerns in the record about economic redlining, job losses, PEG channel commitments and key arguments about loss of viewpoint diversity without fully evaluating their merits. Each of these is important in its own right and each merits more careful handling than it receives here.

In the end, the Applicants contend that the proposed transaction has four public interest benefits: a pledge to roll out new video services, efficiencies from “geographic rationalization,” resolution of the bankruptcy and unwinding Comcast’s interests in a limited partnership acquired in an earlier transaction. But even the Commission finds two of those four claimed benefits non-compelling. That leaves two assertions on which the majority rests its case. One is the promise to deploy new video services, but this is tempered by the majority’s doubt that triple play broadband will be much enhanced by the transaction. Second is resolution of the bankruptcy, but no mention is made that other and less anti-competitive options could have accomplished a similar end. That doesn’t leave much of a case to justify this kind of potential market disruption and additional industry consolidation.

Just a few weeks ago, the Commission voted to revisit its broadcast ownership rules. I argued then for an open and transparent process and for doing independent and granular studies so as to understand what is happening in various media markets before we vote again to change the limits. I hope we will do just that. It’s what we should be doing here, too. But today’s action doesn’t encourage me. We have cable ownership limits that were returned to the Commission years ago for study and reworking and they continue to languish with no action. Instead we plunge ahead to approve a huge transaction without the factual foundation we should have before changing the media environment so profoundly.

As I have said before, mergers and acquisitions are not inherently bad. In the past I have supported mergers when the benefits truly outweigh the harms. As I mentioned upfront, there are some positives to be found in the revival and improvement of Adelphia’s systems. But they cannot and do not overcome the broader negatives and consumer costs inherent in this mega-transaction. Because of the potential for harm and what I believe are inevitable higher costs for consumers, I do not join my colleagues in supporting this decision and will dissent from it.