



Federal Communications Commission
Washington, D.C. 20554

December 5, 2005

Via U.S. Mail and Electronic Mail

Brad Sonnenberg
James N. Zerefos
Adelphia Communications Corp.
5619 DTC Parkway
Denver, CO 80111

Philip L. Verveer
Michael H. Hammer
Francis M. Buono
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, DC 20006

**Re: Consolidated Application for Authority to Transfer Control
MB Docket No. 05-192**

Dear Messers. Sonnenberg, Zerefos, Verveer, Hammer, and Buono:

On May 18, 2005, the Commission received a consolidated application from Adelphia Communications Corporation, Time Warner Inc., and Comcast Corporation (the "Applicants") to transfer control of various Commission licenses and authorizations held by the Applicants and their wholly- or majority-owned subsidiaries.¹ The proposed license transfers and assignments are associated with a series of transactions that when completed would effectuate the sale of certain cable systems and assets of Adelphia and its affiliates and related entities to subsidiaries or affiliates of Time Warner; the sale of certain cable systems and assets of Adelphia to subsidiaries or affiliates of Comcast; the exchange of certain cable systems and assets between affiliates or subsidiaries of Time Warner and Comcast; and the redemption of Comcast's interest in Time Warner Cable Inc. and Time Warner Entertainment Company, L.P. In order for the Commission to review the application and make the necessary public interest findings under section 310(d) of the Communications Act,² we require additional information and clarification of certain matters discussed in the application.

¹ The application was submitted pursuant to Sections 214 and 310(d) of the Communications Act of 1934. 47 U.S.C. §§ 214, 310(d).

² *Id.* § 310(d).

Accordingly, pursuant to section 308(b) of the Act,³ we request that you provide written responses and supporting documentation for the questions set forth in the attached Information and Document Request and, where appropriate, amend the application to reflect such responses. In order to expedite consideration of your application, we would appreciate receiving your response to each inquiry no later than December 19, 2005. Information and documents called for by the requests, as well as narrative responses, should be grouped based on the request to which they are responsive. All such material shall be so marked and shall be separated from the responses to other requests.

Your responses should be filed with Marlene H. Dortch, Secretary, FCC, under reference number MB Docket No. 05-192. For any responses that contain confidential or proprietary information, please follow the filing instructions set forth in the Protective Order.⁴ For any responses that are submitted on paper that do not contain confidential or proprietary information, please file the original plus four copies with the Secretary's Office in accordance with the filing instructions set forth in the Public Notice.⁵ For any responses filed electronically in accordance with the Public Notice's instructions for electronic filings, please also deliver two paper copies of the filing to Julie Salovaara or Brenda Lewis, Media Bureau, Federal Communications Commission, 445 12th Street, S.W., Washington, DC 20554. One copy of any filing that does not contain confidential or proprietary information must be sent to the Commission's duplicating contractor, Best Copy and Printing, Inc., as described in the Public Notice.⁶

If you have any questions regarding this matter, please contact Julie Salovaara, Media Bureau, at 202-418-0783.

Sincerely,

Donna C. Gregg
Chief, Media Bureau

Attachment

³ *Id.* § 308(b); *see also* 47 C.F.R. § 1.65.

⁴ *See In the Matter of 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, Order Adopting Protective Order, MB Docket No. 05-192, DA 05-1673 (rel. June 16, 2005) ("Protective Order") at ¶ 3.*

⁵ *See Adelphia Communications Corporation, Debtor-In-Possession, Time Warner Inc. and Comcast Corporation Seek Approval To Transfer Control and/or Assign FCC Authorizations and Licenses, Public Notice, MB Docket No. 05-192, DA 05-1591 (rel. June 2, 2005) ("Public Notice") at 4-5.*

⁶ Public Notice at 5.