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October 4, 2005

BY ELECTRONIC FILING

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

Re: Notice of Ex Parte Communication in MB Docket No 05-192

Dear Ms. Dortch:

Yesterday, representatives of DIRECTV, Inc. ("DIRECTV") met with Commission staff to discuss DIRECTV's comments in the above-captioned proceeding. Present on behalf of the Commission were Roy Stewart, Sarah Whitesell, Julie Salovaara, Tracy Waldon, Daniel Shiman, Wayne T. McKee, Mania Baghdadi, Royce Sherlock, Donna Gregg, Erin Dozier, and William Johnson of the Media Bureau; Jonathan Levy of the Office of Strategic Planning and Policy Analysis; Ann Bushmiller and Jim Bird of the Office of General Counsel; and Jerry Duvall and Marilyn Simon of the International Bureau. Present on behalf of DIRECTV were Susan Eid, Larry Hunter, Dan Fawcett, and their outside counsel, William Wiltshire and Michael Nilsson.

The discussion touched on points raised in DIRECTV's comments. In particular, DIRECTV discussed how Comcast Corp. ("Comcast") and Time Warner Cable Inc. ("Time Warner") have arranged to withhold or raise the cost of key regional sports programming in a number of markets, and why approval of the transactions at issue in this proceeding without appropriate conditions would enable Comcast and Time Warner to pursue similar strategies in many more markets.

In accordance with the Commission's *ex parte* rules, 47 C.F.R. § 1.1206, I am filing a copy of this letter electronically. If you have any questions concerning this letter, please contact me.

Respectfully submitted,

/s/ _____
Michael Nilsson
Counsel to DIRECTV, Inc.