



December 13, 2005

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

Re: Comcast/Time Warner Cable Proposed Adelphia
Transaction.
MB Docket No. 05-192

Dear Ms. Dortch:

On December 12, 2005, David Goodfriend of EchoStar Satellite L.L.C. ("EchoStar") spoke by phone with Sarah Whitesell and Royce Sherlock to discuss the Adelphia transaction. In particular, Mr. Goodfriend discussed the need for broad conditions on the proposed transaction and arbitration rules that consider pricing and other manifestations of discriminatory and anti-competitive behavior which often present barriers to entry for EchoStar.

This *ex parte* submission is being filed pursuant to 47 C.F.R. § 1.1206(b)(2).

Respectfully submitted,

/s/

David Goodfriend
EchoStar Satellite L.L.C.

cc:

Sarah Whitesell
Royce Sherlock