



December 16, 2005

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, Chase Carey, Larry Hunter Susan Eid, and I met with Commission staff to discuss the Adelphia-Comcast-Time Warner transactions. Present on behalf of the Commission were the following: Donna Gregg, Sarah Whitesell, Royce Sherlock, Bill (William) Johnson, Jim Bird, Leslie Marks, and Tracy Waldon.

Our discussions reflected DIRECTV's comments and surreply filed in MB Docket No. 05-192. In particular, we discussed how the transactions would increase Comcast's and Time Warner's incentive and ability to withhold "must have" regional sports programming, and how the transactions might be conditioned to prevent such an outcome.

In accordance with the Commission's *ex parte* rules, 47 C.F.R. § 1.1206, I am filing a copy of this letter electronically in MB Docket No. 05-181.

Respectfully submitted,

/s/ _____
Stacy Fuller
Vice President, Regulatory Affairs
DIRECTV, Inc.

