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ATTORNEYS AT LAW

February 16, 2006

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:

This is to inform you that, on February 15, 2006, Stacy Fuller and undersigned counsel on behalf of DIRECTV, Inc. ("DIRECTV") met with Sam Feder, Matthew Berry, Michele Ellison, Jim Bird, Marilyn Sonn, Susan Aaron, and Joel Kaufman of the Commission's Office of General Counsel to discuss DIRECTV's comments in the above-captioned proceeding. 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 (as reflected in the attached materials) 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/ _____
William M. Wiltshire
Counsel to DIRECTV, Inc.

Attachment

HARRIS, WILTSHIRE & GRANNIS LLP

Marlene H. Dortch
February 16, 2006
Page 2

cc: Sam Feder
Matthew Berry
Michele Ellison
Jim Bird
Marilyn Sonn
Susan Aaron
Joel Kaufman

**Comparison of *News Hughes* Conditions
and Requested Adelphia Conditions**

<i>News-Hughes</i> Condition	Proposed Adelphia Condition	Differences Between the Two
<p>News Corp. may not offer any of its existing or future national and regional programming services on an exclusive basis to any MVPD and will continue to make such services available to all MVPDs on a non-exclusive basis and nondiscriminatory terms and conditions.</p> <p>DIRECTV may not enter into an exclusive distribution arrangement for national and regional programming with any affiliate.</p>	<p>No exclusive deals for regional sports networks (“RSNs”) (including a “cable only” exclusive), regardless of delivery mechanism or affiliation, in regions where transaction will create or enhance market power.</p>	<p>Given the enormous disparity in market power between the cable operators and DIRECTV in these markets, it is appropriate to restrict cable exclusives with both affiliated and unaffiliated RSNs.</p> <p>Because the competitive questions arising from the Adelphia transactions regarding <i>national</i> programming are different than those regarding <i>regional</i> programming, DIRECTV is not seeking restrictions on national programming services.</p>
<p>An MVPD can submit a dispute to commercial arbitration where negotiations for carriage of a News Corp. RSN fails to produce a mutually acceptable agreement.</p> <p>An MVPD may carry an existing RSN pending results of such arbitration.</p>	<p>An MVPD can submit a dispute to arbitration where negotiations with Time Warner or Comcast affiliated RSNs fail to produce a mutually acceptable agreement.</p> <p>An MVPD may carry the RSN pending results of such the arbitration.</p>	<p>Given the cable operators’ history of withholding RSNs from DBS operators, and their ongoing efforts to purchase local sports rights across the country, it is imperative that other MVPDS be allowed to carry all RSNs pending the results of arbitration.</p>
<p>Additional conditions and public interest obligations were imposed.</p>	<p>None.</p>	<p>DIRECTV has sought only limited conditions on Adelphia transaction.</p>