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February 16, 2006

VIA ELECTRONIC DELIVERY

Martha Heller, Esq.
Wiley Rein and Fielding, LLP
1776 K Street NW
Washington, DC 20006

Re: MB Docket No. 05-192

Dear Martha:

We are in receipt of the Acknowledgements of Confidentiality executed by you and other attorneys in your firm filed in your capacity as Outside Counsel of Record for Comcast Corporation ("Comcast"), to review certain Confidential and Highly Confidential Information submitted by Time Warner Inc. ("Time Warner") to the Federal Communications Commission in the above-captioned proceeding.

As you know, on February 14, 2006, counsel for DIRECTV, Inc. ("DIRECTV") filed two letters with the Commission quoting portions of confidential documents submitted by Comcast and by Time Warner pursuant to the First and Second Protective Orders in this proceeding.¹ In light of our receipt of your Acknowledgements of Confidentiality, this will confirm that Time Warner has no objection of your review of the unredacted version of these filings, or to receipt of a single, unredacted service copy of each filing as required by paragraph 9(d) of the First Protective Order. Due to the unique circumstances presented by this situation, we do not intend to enforce the five business day waiting period.

Nothing herein shall be deemed to waive any of the rights or protections to which Time Warner is entitled under the First and Second Protective Orders. In particular, we understand that the single unredacted service copy of each letter which DIRECTV is required to provide to you will continue to be "Copying Prohibited" and that no additional copies are authorized. In addition, we understand that the information will be reviewed solely by Outside Counsel of Record to Comcast that have executed Acknowledgments of Confidentiality, subject to the Permissible Disclosure provisions set forth in paragraph 4 of the First Protective Order.

¹ Despite the plain language in paragraph 9(d) of the First Protective Order requiring the full, unredacted version of DIRECTV's letters, including the "confidential portion(s)," to be served under seal to "each Submitting Party," DIRECTV has refused to do so, apparently contending that it cannot disclose Confidential Information from Time Warner documents to Comcast and vice versa, or that compliance with the requirement to serve a single unredacted copy of its two filings on each Submitting Party would somehow violate the "Copying Prohibited" obligation.

Please let me know if I can be of further assistance.

Respectfully submitted,



Arthur H. Harding
Counsel for Time Warner Inc.

cc: Best Copy and Printing, Inc.
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