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April 4, 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 April 3, 2006, Stacy Fuller and undersigned counsel on behalf of DIRECTV, Inc. ("DIRECTV") met with Aaron Goldberger, Legal Advisor to Commissioner Tate, to discuss DIRECTV's recent *ex parte* submissions in the above-captioned proceeding. In particular, DIRECTV discussed how confidential documents submitted by Comcast Corp. ("Comcast") and Time Warner Cable Inc. ("Time Warner") demonstrate the anticompetitive implications of the proposed transactions, as confirmed by DIRECTV's analysis of their internal data. In addition, the Applicants have failed to substantiate the public interest benefits they claim will result from the transactions.

In addition, outside the presence of Ms. Fuller, undersigned counsel provided Mr. Goldberger with a copy of the *ex parte* letter filed by DIRECTV on April 3 discussing Highly Confidential Information produced by the Applicants in this proceeding, and reviewed with him the contents of this and other confidential submissions filed over the last month.

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.

cc: Aaron Goldberger