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June 23, 2006

Marlene Dortch, Esq.  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, DC 20554

**Re: Notice of Ex Parte Meeting in MB Docket No. 05-192**

Dear Ms. Dortch:

On June 22, 2006, Doron Gorshein, President and CEO of The America Channel, LLC and Kathleen Wallman, Counsel to The America Channel, met with Commissioner Robert McDowell and Cristina Chou Pauzé, Legal Advisor, regarding the above-referenced proceeding.

During the meeting, we discussed our prior filings in this docket, and our view of the systemic and severe market dysfunctions in the industry which have had and continue to have adverse effects on competition, consumer choice, consumer pricing, and diversity. We discussed the incentives that the top cable operators have to discriminate against independent channels, as well as the extensive data and evidence demonstrating discrimination submitted in this docket by multiple parties. We noted that in spite of the passage of 12 months, the transacting parties have been unable to refute the overwhelming evidence submitted by multiple parties, of severe discrimination and market dysfunction; and that the severity of such dysfunctions require urgent Commission attention.

We reiterated our prior request for conditions on the transactions, consistent with our previous filings, including arbitration for independent channels whether “AAA-style” or “baseball-style.” We noted that, to our knowledge, the program access rules have never been formally enforced in 14 years. We further noted that the Commission has been provided with an unusually large and detailed body of evidence supporting the need for conditions; conditions are appropriate in this proceeding particularly in view of the effects of “geographical rationalization” in the top 25 DMAs and the foreclosure of competitive opportunities that such local and regional clustering will cause; and that deferring to another proceeding would have detrimental impact on the public interest.

We noted our belief based on information, that the cable operators wish to set an example in the industry to discourage potential would-be advocates for competition; and that in addition to harm to public interest, inaction on the part of the Commission would have a chilling effect on future advocates for competition.

We also reiterated the necessity and urgency for additional distributor competitors in the top DMAs and nationwide – particularly our support for rapid market entry of telcos and streamlined

video franchise reform (we concurrently file a copy of this letter in MB Docket 05-311). Market entry of the telcos will be beneficial for competition and consumers.

We left behind copies of our Petition to Deny in this docket (# 05-192, dated July 21, 2005) as well as copies of our filings of November 8, 2005 and May 1, 2006.

Very truly yours,

//signed//

Kathleen Wallman  
Counsel