VIA ELECTRONIC FILING

July 6, 2006

Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20054

Re: *Ex Parte* Communication
Proposed Acquisition of Adelphia Cable Systems by Comcast and Time Warner Cable
MB Docket 05-192

Dear Ms. Dortch,

Pursuant to 47 C.F.R. § 1.1206(b)(1), EchoStar Satellite L.L.C., RCN Corporation, The America Channel, Center for Creative Voices in Media and Media Access Project are filing the attached list of Program Access Principles.

As required by 47 C.F.R. § 1.1206(b)(1), an original and one copy of this letter are being filed with the Secretary.

Respectfully submitted,

Stanton Dodge
Senior Vice President and Deputy General Counsel, EchoStar Satellite L.L.C.

Richard Ramlall
Senior Vice President, Strategic and External Affairs, RCN Corporation

Andrew Schwartzman
President and CEO, Media Access Project

Jonathan Rintels
President and Executive Director, Center for Creative Voices in Media

Doron Gorshein
CEO & President
The America Channel

Adelphia Transaction
Program Access Principles
July 6, 2006

To address the harms posed by the proposed Adelphia transaction, the Commission should adopt a program access condition that includes the following four principles:

(1) The program access condition should apply to the entire country and not carve out individual markets, such as Philadelphia. Carving out individual markets -- in particular markets in which the parties have a dominant share of the market -- does not serve the public interest because it harms consumers in those markets by effectively eliminating competitive alternatives.

(2) The program access condition should apply to any “must have” programming. “Must have” programming includes any programming that competitive MVPDs are effectively precluded from replicating, including but not limited to regional sports and publicly-funded programming, such as PBS.

(3) Any MVPD should have the opportunity to initiate arbitration to obtain both affiliated and un-affiliated "must have" programming if program access is being denied. An arbitration remedy that incorporates the arbitration process adopted by the Commission in the Hughes/News Corporation merger serves the public interest, because it provides a more expeditious vehicle for dispute resolution.

(4) The Commission should not require a minimum trigger (such as a minimum number of hours or a percentage of programming) before other MVPDs can obtain access to the "must have" programming at issue. Such thresholds do not serve the public interest, because they create a new loophole that will enable parties to spread "must have" programming over several channels and evade the goal of providing consumers a real choice of MVPDs. If the content is truly "must have" programming, then it should be made available regardless of the quantity.