ECHOSTAR SATELLITE L.L.C.

VIA ELECTRONIC FILING

July 7, 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,

EchoStar Satellite L.L.C. ("EchoStar") hereby reports that on July 6, 2006, Lori Kalani of EchoStar spoke with Rudy Brioche, Legal Advisor to Commissioner Adelstein. The purpose of the meeting was to discuss the harms posed by the proposed Adelphia transaction and the need for the Commission to impose conditions on the proposed transaction that will protect and promote competition in the marketplace for the delivery of multi-channel video programming to consumers. In particular, the need for content-neutral Program Access Conditions, commercial arbitration, and conditions that address de facto discrimination were discussed. During the meeting, EchoStar provided a list of Program Access Principles clarifying the principles EchoStar believes are necessary in light of the proposed merger, a copy of which is attached hereto.

As required by 47 C.F.R. § 1.1206(b)(2), an original and one copy of this letter are being filed with the Secretary.

Respectfully submitted,

/s/

Lori Kalani
Associate Corporate Counsel,
EchoStar Satellite L.L.C.

Enclosure: Program Access Principles
cc: Rudy Brioche, Commissioner Adelstein's Office

Adelphia Transaction
Program Access Principles

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.