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July 13, 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 earlier today, in response to inquiries from Commissioner Adelstein and his Legal Advisor, Rudy Brioché, Susan Eid and undersigned counsel on behalf of DIRECTV, Inc. (“DIRECTV”) discussed potential definitions for a “material relationship” between the Applicants and a regional sports network (“RSN”) that should trigger applicability of RSN-related conditions. DIRECTV discussed defining a material relationship: (1) to include a sales agreement, a marketing agreement, a management agreement, an option to purchase an ownership interest in an RSN, or any other relationship that provides a financial benefit to the Applicants; or (2) as any commercial relationship that significantly lowers the net effective rate paid by an Applicant for RSN programming.

If you have any questions concerning this letter, please contact me.

Respectfully submitted,

/s/  
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William M. Wiltshire  
Counsel to DIRECTV, Inc.

cc: Commissioner Adelstein  
Rudy Brioché