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Barbara S. Esbin
Admitted in the District of Columbia

November 24, 2010

Via ECFS

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Room TW-A325
Washington, DC 20554

Re: American Cable Association ("ACA") Notice of Ex Parte Presentation; *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licenses*; MB Docket No. 10-56.

Dear Ms. Dortch:

On November 24, 2010, Ross Lieberman, American Cable Association; Tom Cohen, Kelley Drye & Warren LLP; and the undersigned met with Rosemary Harold, legal advisor to Commissioner McDowell. In the meeting, ACA discussed how the horizontal and vertical harms of the proposed Comcast-NBCU transaction would be best remedied by the safeguards it has proposed to protect consumers and competition as described in ACA's Comments filed June 21, 2010, Response to Comments filed July 21, 2010, and Reply filed August 19, 2010 in the above-referenced proceeding.[1]

ACA reiterated the need for effective relief from the higher programming fees that Comcast-NBCU will be able to extract from multichannel video programming distributors (MVPDs) of all sizes as a result of the combination of the key programming and distribution assets of the applicants. Participants discussed how best to fashion relief for smaller MVPDs serving 125,000 or fewer subscribers for NBC broadcast station and Comcast regional sports network ("RSN") programming in a particular region or Designated Market Area, consistent with ACA's previous filings in this docket. ACA noted that although the "final offer" or "baseball style" arbitration for "must have" programming negotiations that the Commission has used to ameliorate the vertical harms of previous media transactions has worked well in practice for larger MVPDs, it has proven to be of no value for smaller MVPDs and their subscribers due to the fixed costs of the process being far in excess of the potential benefits, lack of access to key data and information upon which to base final offers, and its overall substantial risks to business operations. ACA again called upon the Commission to impose

[1] *In the Matter of Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc., to Assign and Transfer Control of FCC Licenses,* MB Docket No. 10-56, Comments of the American Cable Association (filed June 21, 2010) ("ACA Comments"); Response to Comments of the American Cable Association (filed July 21, 2010); Reply of the American Cable Association (filed Aug. 19, 2010) ("ACA Reply"). In addition ACA's concerns and recommended conditions are documented in ex parte letters filed on August 27, 2010, September 21, 2010, September 22, 2010, October 12, 2010, October 29, 2010, November 4, 2010 and November 8, 2010.

conditions that would prohibit Comcast-NBCU from charging smaller MVPDs more than clear, market-based rates for “must have” programming together with a simplified enforcement mechanism that can provide certain relief when commercial negotiations fail to produce satisfactory outcomes for smaller MVPDs. ACA also discussed means of empowering bargaining agents to bargain collectively on behalf of small MVPDs for NBCU national cable programming networks, consistent with the recommendations contained in ACA’s previous filings in this docket.

If you have any questions, or require further information, please do not hesitate to contact me directly. Pursuant to section 1.1206 of the Commission’s rules, this letter is being filed electronically with the Commission.

Sincerely,

Barbara Esbin

Barbara S. Esbin

cc (*via email*): Rosemary Harold