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Barbara S. Esbin
Admitted in the District of Columbia

December 3, 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 December 2, 2010, Matt Polka and Ross Lieberman, American Cable Association; Tom Cohen, Kelley Drye & Warren LLP; William Rogerson, Northwestern University; and the undersigned participated in a teleconference with John Flynn, Senior Counsel to the Chairman for Transactions and Michael Steffen, Office of General Counsel. During the call, ACA again 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 again 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 cautioned 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

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[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.

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 discussed with Commission staff how to impose robust 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.

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*): John Flynn
Michael Steffen