



A Professional Limited Liability Company

1333 New Hampshire Ave., NW, Fl 2  
Washington, DC 20036  
Telephone: (202) 872-6811  
Facsimile: (202) 683-6791

**Chicago Office**  
307 North Michigan Ave., Suite 1020  
Chicago, Illinois 60601  
Telephone: (312) 372-3930  
Facsimile: (312) 372-3939

**Barbara S. Esbin**  
Admitted in the District of Columbia

December 14, 2010

**Via ECFS**

Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> 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 13, 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 Michael Steffen, Office of General Counsel. During the call, ACA discussed the safeguards ACA has proposed to protect consumers and competition from the horizontal and vertical harms consistent with ACA’s previous filings in the above-referenced proceeding.<sup>1</sup>

ACA reiterated the need for the Commission to impose 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. Participants discussed how best to provide 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 transaction, particularly 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. 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.

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<sup>1</sup> *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, 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, November 8, 2010, November 15, 2010, November 17, 2010, November 24, 2010, December 7, 2010 and December 8, 2010.

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 S. Esbin

cc (*via email*): John Flynn  
Michael Steffen