

December 17, 2010

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, Southwest  
Washington, D.C. 20554

RE: Notice of Ex Parte Communication  
MB Docket No. 10-56

Dear Ms. Dortch:

On December 16, 2010, the undersigned and Michael Fricklas, Executive Vice President, General Counsel & Secretary, and Keith Murphy, Vice President, Government Relations & Regulatory Counsel, of Viacom Inc., together with Antoinette Cook Bush and Steve Sunshine of Skadden, Arps, Slate, Meagher & Flom, LLP, met with John Flynn, Nicole McGinnis, Marcia Glauberman, Deborah Broderson, Dana Scherer, Joel Rabinovitz, Jamila Bess Johnson and Jim Bird of the FCC to discuss matters related to the above-referenced proceeding. The undersigned, Mr. Fricklas and Mr. Murphy also met separately with Paul de Sa to discuss the same matters.

During the meetings, we expressed Viacom's concerns about the impact that the proposed merger of Comcast and NBC Universal would have on the market for independent programming and on the ability of the merged entity to limit the availability of programming to non-traditional distributors. These concerns are not unique to Viacom, but potentially impact a wide variety of companies – both large and small – as other independent providers of video programming and non-traditional distributors have told the Commission. *See, e.g.*, Letter from Jerald N. Fritz, Senior Vice President, Legal and Strategic Affairs, Allbritton Communications to Marlene H. Dortch, Secretary, Federal Communications Commission, MB Docket No. 10-56 (dated Dec. 3, 2010); Petition to Deny of Wealth TV, L.P., MB Docket No. 10-56 (filed June 21, 2010).

We specifically noted that Comcast would have increased incentive and ability to use its market power to affect carriage of independent linear and over-the-top video programming by favoring its own content to the detriment of independent programmers. Moreover, we explained that the most favored nation provisions in Comcast agreements would increase the anticompetitive effects of the merger. We also noted the effect this power would have on new forms of competition.

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Viacom asked that the Commission carefully evaluate the effect that this merger would have on independent programmers and to impose effective conditions to ensure a competitive marketplace.

This letter is being submitted electronically in the above-referenced docket, which has been granted permit-but-disclose status, pursuant to Section 1.1206(b) of the Commission's Rules. Should you have any questions concerning this submission, kindly contact the undersigned.

Very truly yours,



DeDe Lea

cc: Paul de Sa  
John Flynn  
Nicole McGinnis  
Marcia Glauberman  
Deborah Broderson  
Dana Scherer  
Joel Rabinovitz  
Jamila Bess Johnson  
Jim Bird