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December 20, 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 20, 2010, Ross Lieberman, American Cable Association; Tom Cohen, Kelley Drye & Warren LLP; and the undersigned met with Joshua Cinelli, legal advisor to Commissioner Copps. During the meeting, ACA discussed the safeguards it has proposed to protect consumers and competition from the horizontal and vertical harms of the proposed Comcast-NBCU transaction consistent with ACA's previous filings in the above-referenced proceeding.[1]

ACA again stressed the need for the Commission to impose conditions that would prohibit Comcast-NBCU from charging smaller multichannel video programming distributors (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. In particular, participants discussed how best to provide effective relief from the higher programming fees that Comcast-NBCU will be able to extract from MVPDs of all sizes as a result of the transaction, particularly from smaller MVPDs serving 125,000 or fewer subscribers for NBC

[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, 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 24, 2010, December 7, 2010, December 8, 2010 and December 13, 2010.

broadcast station and Comcast regional sports network ("RSN") programming in a particular region or Designated Market Area.

ACA noted that its proposed conditions to protect smaller MVPDs from above-market rate increases for Comcast RSNs and NBC O&Os post-transaction will affect less than 5 percent of the MVPD subscribers in the relevant markets for that programming. In short, imposing ACA's suggested conditions on Comcast-NBCU will ameliorate transaction-related harms that otherwise would significantly and adversely affect smaller MVPDs and their subscribers, while having a de minimis impact on either Comcast-NBCU specifically or the programming market in general. Participants 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. ACA described how its proposed remedies would preserve, to the greatest extent possible, pre-transaction conditions while assuring smaller MVPDs that they would not be left once again with Commission-imposed rights that failed to provide any actual relief from the enhanced bargaining power exerted by the combined entity post-transaction.

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*): Joshua Cinelli