

December 22, 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 21, 2010, the undersigned and DeDe Lea, Executive Vice President, Government Relations, Viacom Inc., together with Antoinette Cook Bush of Skadden, Arps, Slate, Meagher & Flom, LLP, met with Commissioner Copps and Joshua Cinelli of Commissioner Copps' office to discuss matters related to the above-referenced proceeding.

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).

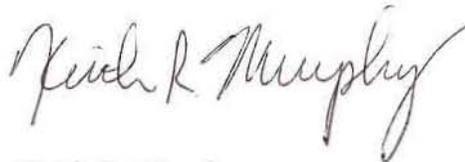
We specifically noted that Comcast would have increased incentive and ability to use its market power to affect carriage of independent linear and over-the-top video programming by favoring its own content to the detriment of independent programmers. Moreover, we explained that the most favored nation 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.

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.

Marlene H. Dortch
December 22, 2010
Page -2-

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,

A handwritten signature in black ink that reads "Keith R. Murphy". The signature is written in a cursive style with a large, sweeping "M" and a long, trailing flourish at the end.

Keith R. Murphy

cc: Commissioner Copps
Joshua Cinelli