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

January 6, 2011

**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 January 5, 2011, Matthew Polka and Ross Lieberman, American Cable Association; Thomas Cohen, Kelley Drye & Warren, LLP; Peter Smith, Vice President of Programming, WOW!; and the undersigned, met with John Flynn, Senior Counsel to the Chairman for Transactions, regarding the above-captioned proceeding. Participants discussed conditions under consideration for adoption by the Commission concerning special relief for small multichannel video programming distributors (“MVPDs”). ACA renewed its appeal that the Commission to adopt conditions that will work in practice and not just in theory to ameliorate the substantial impact of the horizontal and vertical harms of the proposed Comcast-NBCU transaction on smaller MVPDs, consistent with ACA’s previous filings in this docket.<sup>1</sup> ACA expressed understanding of the Commission’s goal to impose conditions on Comcast-NBCU that attack only transaction-specific harms and not place other market participants in a better position than they were pre-transaction. ACA again cautioned that in crafting remedial conditions, the Commission must avoid crafting conditions that have significant unintended and negative consequences for small MVPDs and their subscribers.

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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, 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 are documented in ex parte letters filed on August 27, 2010, September 21, 2010, September 22, 2010, October 12, 2010, November 5, 2010, November 8, 2010, November 24, 2010, December 7, 2010, December 8, 2010, December 13, 2010, December 17, 2010, December 21, 2010, December 22, 2010, December 23, 2010, and January 5, 2010.

Marlene Dortch  
January 6, 2011  
Page 2

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