



The **WALT DISNEY** Company

Susan L. Fox  
Vice President  
Government Relations

January 12, 2011

Ms. Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

Re: Ex Parte Presentation in MB Docket No. 10-56

Dear Ms. Dortch:

On January 11, the undersigned spoke via telephone with Charles Mathias and Krista Witanowski regarding the potential for merger-related conditions involving elements of an online program access regime. Ms. Fox expressed concern with any merger conditions that may be dependent on or that would affect the marketplace negotiations of independent third-parties.

Pursuant to Section 1.1206 of the Commission's rules, an original and one copy of this letter are being filed as notice of this conversation. The proceeding at issue is not restricted and therefore presentations are permitted, but must be disclosed.

Sincerely,

A handwritten signature in blue ink, appearing to read "Susan L. Fox".

Susan L. Fox

cc: Charles Mathias  
Krista Witanowski