

January 13, 2011

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 January 12, 2011, DeDe Lea, Executive Vice President, Government Relations, and Keith Murphy, Vice President, Government Relations and Regulatory Counsel, of Viacom Inc., along with Charles Herring of Herring Broadcasting Company, Inc. d/b/a WealthTV and Mark Ellison of Patton Boggs LLP, representing WealthTV, met with Rick Kaplan of Chairman Genachowski's office to discuss matters related to the above-captioned proceeding.

During the meeting, we expressed Viacom's and WealthTV's concerns about the impact that the proposed merger of Comcast and NBC Universal would have on the market for independent programming. These concerns are not unique to Viacom and WealthTV, but potentially impact a wide variety of independent programmers. See, e.g., Letter from Robert Cooper, Counsel to The Tennis Channel Inc., to Marlene H. Dortch, Secretary, Federal Communications Commission, MB Docket No. 10-56 (dated January 10, 2011); 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).

We specifically noted that Comcast would have increased incentive and ability to use its market power to affect carriage of independent linear programming by favoring its own content to the detriment of independent programmers. Viacom and WealthTV asked the Commission to carefully evaluate the effect that this merger would have on independent programmers, and to impose effective conditions to ensure a competitive marketplace. In particular, Viacom and WealthTV directed the Commission's attention to the text of a proposed merger condition that Wealth TV submitted to the Commission as part of the docket of this proceeding on January 11, 2011.

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,

/s/

Keith R. Murphy

cc: Rick Kaplan