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January 14, 2011

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

RE: Notice of Ex Parte Communication  
MB Docket No. 10-56

Dear Ms. Dortch:

On January 13, 2011, the undersigned of Skadden, Arps, Slate, Meagher & Flom, LLP, representing Studio 3 Partners, LLC, held separate telephone calls with (i) Commissioner Clyburn and Dave Grimaldi and Louis Peraertz of Commissioner Clyburn's office; and (ii) Joshua Cinelli of Commissioner Copps' office, in each case to discuss matters related to the above-referenced proceeding. The undersigned was joined on the first call by Jon Feltheimer, Co-Chairman and Chief Executive Officer, Lionsgate and on the second call by Wayne Levin, General Counsel and Executive Vice President of Corporate Operations, Lionsgate.

During the calls, we discussed Lionsgate's history as an independent content producer. Lionsgate has built itself into a leading next generation studio with a strong and diversified presence in the production and distribution of motion pictures, television programming, home entertainment, worldwide channels, video-on-demand and digitally delivered content. The company produces a diverse array of movie and television programming and distributes Tyler Perry's movies as well as the critically-acclaimed *Precious*, *Monster's Ball*, *Akeelah and the Bee*, *Mad Men* and *Nurse Jackie*. Just this week, Lionsgate movies were nominated for 24 NAACP Image Awards.

Marlene H. Dortch  
January 14, 2011  
Page 2

We also discussed the difficulties that independent content producers and programming channels face in securing carriage on large cable systems and the importance of these deals. Lionsgate indicated that it is concerned that the proposed merger of Comcast and NBC Universal would intensify the challenges facing independent producers. A combined Comcast/NBC Universal would have the 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.

For these reasons, Lionsgate asked the Commission to carefully consider the effect that this merger would have on independent programmers and to impose strong conditions to ensure that the combined entity is not able to exercise its market power in anticompetitive ways.

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/

Antoinette Cook Bush

cc: Commissioner Clyburn  
Dave Grimaldi  
Louis Peraertz  
Joshua Cinelli