

December 16, 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 15, 2010, the undersigned and Keith Murphy of Viacom Inc., together with Antoinette Cook Bush of Skadden, Arps, Slate, Meagher & Flom, LLP, met with Commissioner Clyburn and Dave Grimaldi of Commissioner Clyburn's office to discuss matters related to the above-referenced proceeding.

During the meeting, 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 on 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 16, 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 cursive script, appearing to read "Duke Lea".

cc: Commissioner Clyburn  
Dave Grimaldi