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March 10, 2015

VIA ELECTRONIC FILING

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

Re: Promoting Innovation and Competition in the Provision of Multichannel Video Programming Distribution Services, *Notice of Proposed Rulemaking*, MB Docket No. 14-261; Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations, MB Docket No. 14-57

NOTICE OF ORAL EX PARTE PRESENTATION

Dear Ms. Dortch:

On Friday, March 6, 2015, the undersigned, along with Mr. Richard Bilotti, Portfolio Manager for Special Situations, and Mr. Rick Weber, Portfolio Manager, of P. Schoenfeld Asset Management LP, participated in a telephone conference with Philip Verveer, Senior Counsel, and Maria Kirby, Legal Advisor for Media, Consumer and Governmental Affairs and Enforcement to Chairman Wheeler. The purpose of the meeting was to encourage the Commission to clarify its tentative conclusions in the above-referenced *Notice of Proposed Rulemaking* (the “NPRM”), and to limit application of the recently announced 25 Mbps downstream, 3 Mbps upstream standard in evaluating pending transactions, including the pending Comcast and Time Warner Cable transaction.

With regard to the NPRM, Mr. Bilotti argued the Commission should maintain the distinction between a “per program” or “video on demand” video service under Title VI and a specialized internet network service under Title II. In addition, Mr. Bilotti observed that the Communications Act explicitly recognizes video programming offered on a “per channel” or “per program” basis as a “premium channel” service under Title VI. *See, e.g.*, 47 U.S.C. § 544(d)(3)(B).

With regard to the pending Comcast and Time Warner Cable transaction, Mr. Bilotti argued that the 25 Mbps downstream, 3 Mbps upstream announced in the Commission’s recently released 2015 Broadband Progress Report is not an appropriate standard for purposes of evaluating internet market share in pending transactions.

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Pursuant to Section 1.1206(b)(2) of the Commission's rules, 47 C.F.R. § 1.1206(b)(2), an original and one copy of this notice are being submitted to the Secretary's Office, copies are being provided to the Commission participants in the meeting, and electronic copies are being filed through the Commission's electronic comment filing system for the above-referenced dockets.

Kindly contact the undersigned if you have any questions regarding the foregoing.

Respectfully submitted,



Gary S. Lutzker
Counsel to P. Schoenfeld Asset Management LP

Encl: Biography and Agenda

cc: Philip Verveer, Esquire
Maria Kirby, Esquire

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Biography and Agenda for 11:30 a.m., March 6, 2015 Telephone Conference Among Philip Verveer, Esq., Maria Kirby, Esq., and Mr. Richard Bilotti

Mr. Richard Bilotti — P. Schoenfeld Asset Management LP

Mr. Bilotti joined PSAM in July 2010 and is Portfolio Manager for Special Situations. Prior to joining PSAM, Richard was a Managing Director with GSO Capital Partners where he focused on public and private investments in the media and telecom sectors. From 1994 to 2006 Mr. Bilotti worked at Morgan Stanley where he held positions as an equity research analyst, Executive Director and most recently Managing Director, focusing on the communications and entertainment industries. Mr. Bilotti also held positions at Prudential Bache Securities, L.F. Rothschild and Kidder, Peabody. Mr. Bilotti holds a BS in Economics from the Wharton School of the University of Pennsylvania.

Agenda:

1. In crafting its regulations, the Commission should clarify its tentative conclusions in the MVPD Definition NPRM regarding the distinction between a video service under Title VI and a specialized internet network service offered by Internet Service Providers under Title II.
 - a. Video services should be free to offer content on either a VOD or linear basis under Title VI based on their determination of what consumers want.
2. Is the 25Mbps/3Mbps standard announced in the Section 706 Report an “aspirational goal” for analyzing reasonable and timely deployment or a benchmark for evaluating internet market share? Given that almost every cable company provides a 25Mbps or faster option, how would a TWC merger with CMCSA change the competitive landscape?

- a. The Comcast-NBCU merger conditions and consent decree, and the Commission's existing program access rules, provide a clear framework for video programmers to reach Comcast's customers. The merger conditions decree and the recently adopted ISP regulations similarly provide clear operating standards for last mile and interconnection services. Given these circumstances, the Commission should not impose additional restrictive conditions on the Comcast-TWC merger. Restrictive merger conditions will discourage rather than encourage the combined company to invest in capacity that will provide even higher speed tiers and robust usage allowances. Such additional conditions therefore will frustrate the Commission's ultimate policy goals.