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EX PARTE

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

Re: MB Docket Nos. 07-29; 07-198

Dear Ms. Dortch:

On January 12, 2010, Diane Burstein and I met with Sherrese Smith, Legal Advisor to Chairman Genachowski. Also attending the meeting were James Coltharp of Comcast Corporation, and James Casserly and Ryan Wallach of the law firm Willkie, Farr, & Gallagher. During the meeting, consistent with NCTA's written comments in the above-captioned proceeding and in the video competition proceeding, NCTA discussed the legal and policy reasons against extending the program access rules to terrestrially-delivered programming.

NCTA also discussed how the FCC has previously evaluated complaints brought under Section 628(b) alleging that exclusive contracts for the provision of terrestrially-delivered programming were "evasions" of Section 628(c)'s ban on exclusive contracts for satellite-delivered programming. In those cases, Commission precedent required a complainant to show that such exclusivity was both "unfair" and had the purpose or effect of "hindering significantly or preventing" an MVPD from providing satellite cable programming to subscribers or customers.

Respectfully submitted,

/s/ **Michael S. Schooler**

Michael S. Schooler

cc: Sherrese Smith