



The **WALT DISNEY** Company

Susan L. Fox
Vice President
Government Relations

January 14, 2011

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

Re: Ex Parte Presentation in MB Docket No. 10-56

Dear Ms. Dortch:

On January 13, Alan Braverman (Senior Executive Vice President and General Counsel, The Walt Disney Company), Ben Pyne (President, Global Distribution, Disney-ABC Worldwide Television & Disney Media Networks), and Susan Fox (Vice President, Government Relations, The Walt Disney Company) met with the following FCC representatives regarding the above-captioned proceeding and the potential for merger-related online program access conditions: Rick Kaplan, William Lake, Austin Schlick, Paul De Sa, John Flynn, and Jon Baker.

The Disney executives raised and sought clarification regarding any merger conditions that may be dependent on or that would affect the marketplace negotiations of independent third-parties for online distribution of video programming. During the conversation, the Disney executives expressed concern that, if the Commission were to make the application of an online program access condition dependent on the actions of third-parties, especially the actions of just one entity, then third-party marketplace negotiations would no longer be independent from the condition itself. Indeed, marketplace negotiations for online distribution of video content would be affected and distorted if the Commission were to provide that a single distribution agreement automatically results in the imposition of a condition requiring Comcast/NBCU to make similar content available upon similar terms. Separately, Disney is concerned that the extension of program access requirements in this manner would fall outside the FCC's statutory jurisdiction.

In addition, Ms. Fox participated in the telephonic meeting with Commissioner Robert McDowell and Rosemary Harold, referred to and described in an ex parte that was filed on January 13, 2011 by Maureen O'Connell of News Corporation.



Pursuant to Section 1.1206 of the Commission's rules, an original and one copy of this letter are being filed as notice of this conversation. The proceeding at issue is considered permit-but-disclose, and therefore presentations are permitted, but must be disclosed.

Sincerely,

Susan L. Fox

cc: Rick Kaplan
William Lake
Austin Schlick
Paul De Sa
John Flynn
Jon Baker
Commissioner McDowell
Rosemary Harold