

**GAMCO**  
ASSET MANAGEMENT

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December 12, 2013

Mr. William E. Niles  
Executive Vice President, General Counsel, & Secretary  
Ascent Capital Group, Inc.  
5251 DTC Parkway  
Suite 1000  
Greenwood Village, CO 80111

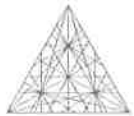
**Re: Stockholder Proposal**

Dear Mr. Niles:

I am enclosing on behalf of GAMCO Asset Management Inc. ("GAMCO"), a stockholder proposal and supporting statement. Under Rule 14a-8 of the Securities Exchange Act of 1934, I am requesting that Ascent Capital Group, Inc. ("Ascent") include the proposal in its proxy statement for the 2014 Annual Meeting of Stockholders. GAMCO is proposing a resolution that urges the shareholders to vote to request that the Board of Directors redeem the preferred share purchase rights issued pursuant to the Rights Agreement, dated as of September 17, 2008, and thereafter amended.

Currently, GAMCO beneficially owns approximately 1,009,733 shares of Ascent's Series A Common Stock. According to our information, this represents 7.40% of the outstanding Series A Common Stock. Attached as Exhibit A are Amendments 10 through 12 to our Schedule 13D, dated October 1, 2010 through May 30, 2013. These schedules substantiate that GAMCO has been the beneficial owner of at least \$2,000 in market value or 1% of the voting securities of Ascent since prior to December 11, 2012. These and all other amendments to the Schedule 13D of GAMCO are readily available in the EDGAR database on the web site of the Securities and Exchange Commission, [www.sec.gov](http://www.sec.gov).

I have enclosed a certification on behalf of GAMCO. It attests that GAMCO has been a beneficial owner of at least \$2,000 in market value or 1% of the common stock from December 11, 2012 to the present. It also certifies that GAMCO intends to continue to hold beneficial ownership of such voting securities through the date on which Ascent holds its 2014 annual meeting.



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We appreciate your consideration of this request. If you require any additional information, please do not hesitate to contact me at (914) 921-7733.

Sincerely,

George Maldonado  
Director of Proxy Voting Services

Enclosures

## STOCKHOLDER PROPOSAL

**RESOLVED:** *that the stockholders of Ascent Capital Group, Inc. (the "Company") request the Board of Directors redeem the preferred share purchase rights issued pursuant to the Rights Agreement, dated as of September 17, 2008, as amended, unless the holders of a majority of the outstanding shares of common stock approve the issuance at a meeting of the stockholders held as soon as practical.*

## SUPPORTING STATEMENT

As of September 17, 2008, the Board of Directors adopted a Rights Agreement. The Rights represent a corporate anti-takeover device, commonly known as a "poison pill." Absent Board intervention, the Rights are exercisable when a person or group acquires a beneficial interest in 15% or more of the outstanding common stock of the Company. Under certain circumstances, the Rights may be exercisable when a person or group acquires a beneficial interest in 10% or more of the outstanding common stock of the Company. Once exercisable, the Rights entitle holders to purchase shares of the Company's Junior Participating Preferred Stock.

We oppose the use of Rights to prevent a potential bidder from effecting any merger or tender offer that is not approved by the Board of Directors. A poison pill stops a potential bidder from taking their offer directly to the stockholders even if an overwhelming majority would have accepted the offer. The potential bidder must instead negotiate with management, and a Board or management may sometimes have interests that conflict with interests of the stockholders. In effect, the pill allows a Board to arrogate to itself the sole right to determine what price a potential buyer must pay to acquire the entire company. The power of stockholders to accept an offer by a potential bidder provides an important check and balance on management and the Board in their stewardship of the stockholders' interests. We believe the stockholders should retain the right to decide for themselves what represents a fair price for their holdings.

We submitted a similar proposal at the Company's 2013 annual meeting. The stockholder proposal was approved by the Company's stockholders. The Company failed to take action on the majority approved stockholder proposal.

**WE URGE STOCKHOLDERS TO VOTE "FOR" THIS PROPOSAL**

STATE OF NEW YORK )  
 )  
 ) ss.:  
COUNTY OF WESTCHESTER )

1. I am the General Counsel of GAMCO Asset Management Inc. (“GAMCO”). I am fully familiar with facts set forth herein and am authorized to make this affidavit on behalf of GAMCO. I submit this affidavit in connection with the stockholder proposal submitted herewith by GAMCO for inclusion in the proxy statement of Ascent Capital Group, Inc. (“Ascent”) for Ascent’s 2014 Annual Meeting of Stockholders.

2. GAMCO has been beneficial owner of at least 1% or \$2000 in market value of the outstanding voting securities of Ascent throughout the period since December 11, 2012. GAMCO intends to continue to be the beneficial owner of such voting securities through the date on which Ascent's 2014 annual meeting is held. A representative of GAMCO intends to appear in person or by proxy at the meeting to bring up the matter specified in this notice.

De

Sworn to before me this  
12<sup>th</sup> day of December 2013

Moshe Gubel  
Notary Public

**Mark J. Gambetta**  
**Notary Public, State of New York**  
**No. 02GA6171160**  
**Qualified in Westchester County**  
**Commission Expires July 23, 2015**

Exhibit A

Amendment numbers 10, 11, and 12 to Schedule 13D, filed on October 4, 2010, December 27, 2012, and May 31, 2013, respectively (complete filings available on EDGAR).