

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
Applications of Comcast Corporation,)	MB Docket No. 10-56
General Electric Company, and)	
NBCU Universal, Inc.)	
)	
For Consent to Assign Licenses or)	
Transfer Control of Licensees)	

**COMMENTS OF THE
ABC TELEVISION AFFILIATES ASSOCIATION,
CBS TELEVISION NETWORK AFFILIATES ASSOCIATION, AND
FBC TELEVISION AFFILIATES ASSOCIATION**

The ABC Television Affiliates Association, CBS Television Network Affiliates Association, and the FBC Television Affiliates Association (collectively, the “Affiliate Associations”),¹ by their attorneys, in response to the Public Notice, DA 10-457 (released March 18, 2010), in the above-referenced proceeding, provide these comments with respect to the applications for consent to the transfer of control of the various licenses held by General Electric Company and NBC Universal, Inc. (collectively, “NBCU”) to Comcast Corporation (“Comcast”).

¹ The ABC Television Affiliates Association is a nonprofit trade association representing television stations affiliated with the ABC Television Network. The CBS Television Network Affiliates Association is a nonprofit trade association representing television stations affiliated with the CBS Television Network. The FBC Television Affiliates Association is a nonprofit trade association representing television stations affiliated with the Fox Television Network. Collectively, the Affiliates Associations represent approximately 550 television stations affiliated with the three principal commercial television networks that are not parties to the proposed merger.

The Affiliate Associations do not object to Commission approval of the transaction if the following conditions are incorporated as binding conditions in any Commission order approving the transaction. These conditions are consistent with an understanding reached with Comcast.

1. These conditions will be effective as of the date Comcast acquires control of NBCU (such acquisition, the “Transaction”) and shall expire on the earlier of the seventh (7th) anniversary of the closing of the Transaction or such time as the NBC Television Network is no longer jointly owned with Comcast Cable Communications, LLC or controlled by Comcast.
2. Neither Comcast nor any cable system wholly-owned by, controlled by, or under common control with Comcast (the latter, “Comcast Cable Systems”) will discriminate with respect to its retransmission consent negotiations with any television broadcast station that is affiliated with the ABC, CBS, or FOX Television Network (such stations, the “non-NBCU Stations”) because such television broadcast station is not owned by, controlled by, or under common control with Comcast or affiliated with the NBC or Telemundo Television Networks. (Television stations wholly-owned by, controlled by, or under common control with Comcast or affiliated with the NBC or Telemundo Television Networks are referred to herein as “NBCU Stations.”) Any competitive impact against an individual non-NBCU Station incidental to the ordinary course of retransmission consent negotiations will not be deemed to constitute discrimination for purposes of this Condition 2. Not by way of limitation, differences in retransmission consent fees or other economic consideration are not discrimination if such differences are based on competitive marketplace considerations.
3. Comcast Cable Systems will not link or engage in decision-making with NBCU with respect to retransmission consent negotiations with non-NBCU Stations. NBCU will remain solely responsible for negotiating retransmission consent of NBCU-owned broadcast stations with non-Comcast MVPDs (i.e., multi-channel video programming distributors), and Comcast and the Comcast Cable Systems will remain solely responsible for negotiating retransmission consent with non-NBCU Stations. Retransmission consent negotiations with non-NBCU Stations will be conducted by Comcast and Comcast Cable Systems separate from, and without influence by, NBCU and NBCU Stations.
4. In advocating its position as to whether rates, terms, and other carriage and retransmission conditions are consistent with “competitive marketplace conditions” in any retransmission consent complaint or any other retransmission consent-related legal proceeding involving a non-NBCU

Station, Comcast and the Comcast Cable Systems waive their right to, and will not rely on or cite, the terms of any retransmission consent agreement between Comcast or a Comcast Cable System and any NBCU Station that is entered into following announcement of the Transaction.

5. Comcast and/or any Comcast Cable System will negotiate retransmission consent and carriage at arm's length and in good faith with respect to non-NBCU Stations.
6. Comcast will not, nor will any Comcast Cable System, attempt to create a competitive advantage for an NBCU Station by discriminating against any local, in-market non-NBCU Station in favor of such NBCU Station licensed to the same market with respect to the following technical signal carriage matters: changes in channel positions of non-NBCU Stations; downconversion of a non-NBCU Station's signal from digital to analog or from high definition to standard definition; retransmission of a non-NBCU Station's digital broadcast signal in a lesser format, lower quality, or lower resolution than that of an NBCU Station; forced or automatic tuning of set top boxes to a local, in-market NBCU Station; or interruption of a non-NBCU Station's broadcast with a Comcast Cable System or NBCU Station EAS message, unless otherwise agreed to in writing by such Station; provided, however, that when making any comparisons between such non-NBCU Station and any NBCU Station for purposes of this Condition 6 the following shall be taken into account: (i) relevant ATSC formats, data rates and other relevant technical factors, as applicable, (ii) the quality of signal delivered to a Comcast Cable System's reception point by such non-NBCU Station and by the applicable NBCU Station, (iii) a lower channel number is not necessarily more favorable than a higher channel number in the same channel neighborhood, and (iv) over-the-air frequency, PSIP, and historical channel positioning. Any competitive impact against an individual non-NBCU Station incidental to the ordinary course of business will not be deemed to constitute discrimination for purposes of this Condition 6.

