



Comcast Corporation  
300 New Jersey Avenue, NW  
Suite 700  
Washington, DC 20001

December 21, 2010

**VIA ELECTRONIC FILING**

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

Re: *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, MB Docket No. 10-56

Dear Ms. Dortch:

On December 20, 2010, representatives of Comcast Corporation met twice with Commission staff. At the first meeting, the undersigned met with John Flynn, Senior Counsel to the Chairman for Transactions, and Rick Kaplan, Chief Counsel and Senior Legal Advisor for the Chairman. At the second meeting, David L. Cohen, Executive Vice President, Comcast Corporation, met with Edward Lazarus, Chief of Staff for the Chairman, in addition to John Flynn and Rick Kaplan.

At both meetings, we discussed potential conditions under consideration by the Commission with respect on the distribution of online video. We emphasized that, if the Commission is trying to craft a condition under which NBC Universal behaves in the online video marketplace as it would have but for the transaction, any benchmarks should focus on the behavior of similarly situated, non-vertically integrated peers. We also noted that NBC Universal's current practice is to ensure that, when its content appears on an aggregator's website, other comparable, high-value content is also on that website, and that non-NBC Universal programming makes up a majority of the aggregator's programming. Applicants argued that any condition the Commission considers in this area should take that practice into consideration.

We also discussed the duration of any potential conditions and explained that Commission precedent is to impose conditions of limited duration. We noted that the vast majority of the conditions attached to other transactions, under the last four Commission chairmen, were limited to a duration of five years or less. We also underscored that unduly lengthy conditions will weaken the combined entity's incentives to invest and innovate, and distort otherwise competitive and highly dynamic marketplaces to the detriment of consumers and competition.

Ms. Marlene Dortch  
December 21, 2010  
Page 2 of 2

Please contact me should you have any questions regarding this matter.

Respectfully submitted,

/s/ Kathy Zachem  
Kathy Zachem  
Vice President  
Regulatory and State Legislative Affairs

cc: John Flynn  
Rick Kaplan  
Edward Lazarus