

December 23, 2010

BY ELECTRONIC FILING

Marlene H. Dortch
445 12th Street, S.W.
Room TW-A325
Washington, DC 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:

Representatives of Comcast have urged the Commission to limit the duration of any conditions applied to it in this transaction, arguing 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.” Letter from Kathy Zachem to Marlene H. Dortch (Dec. 22, 2010). Comcast, however, ignores the most relevant conditions. When presented with harms that are likely to result from a combination of programming and distribution, the prior two Commissions, under Chairman Powell’s and Chairman Martin’s leadership, imposed arbitration conditions lasting six years and program access conditions lasting even longer.

- In the *News-Hughes* transaction (under Chairman Powell):¹
 - The program access conditions lasted for so long as News Corp. held an attributable interest in DIRECTV (and the program access rules remained in effect).
 - The arbitration conditions lasted six years.
- In the *Adelphia-Time Warner-Comcast* transaction (under Chairman Martin):²
 - The program access conditions lasted six years.
 - The arbitration conditions lasted six years.

¹ *General Motors Corp., Hughes Electronics Corp. and The News Corporation Ltd.*, 19 FCC Rcd. 473, App. F. (2004).

² *Adelphia Communications Corp., Time Warner Cable Inc., and Comcast Corp.*, 21 FCC Rcd. 8203, App. B (2006).

- In the *DIRECTV-Liberty* transaction (under Chairman Martin):³
 - The program carriage conditions contained no expiration date.
 - The program access conditions lasted for so long as Liberty held an attributable interest in DIRECTV (and the program access rules remained in effect).
 - The arbitration conditions lasted six years.

Thus, at a minimum, conditions imposed on Comcast in this proceeding should remain in place no less than the six-year period imposed in these prior transactions. Indeed, given the unprecedented scope and scale of media assets that Comcast proposes to acquire, conditions in this proceeding should reflect the program access conditions imposed in *News-Hughes* and *DIRECTV-Liberty* and remain in place as long as Comcast holds an attributable interest in NBCU.

Should you have any questions, please do not hesitate to contact me.

Respectfully submitted,

/s/
Michael Nilsson
Counsel for DIRECTV, Inc.

³ *News Corp., The DIRECTV Group, Inc., and Liberty Media Corp.*, 23 FCC Rcd. 3265, App. B (2008).