



Comcast Corporation  
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Washington, DC 20001

January 17, 2011

**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:

From the day Comcast Corporation (“Comcast”) and General Electric Company announced their proposed joint venture regarding NBC Universal (“NBCU”) (collectively, “Applicants”), they have emphasized their desire to hasten the “anytime, anywhere” video programming future that American consumers want. Comcast’s goal has been and remains to enable consumers to watch what they want, when they want, where they want, and on the devices they want.

Comcast recognizes that some parties have expressed concerns in this record about Comcast’s incentive or ability post-transaction to use its position as a provider of broadband Internet access service to constrain competition. More generally, similar concerns led the Commission to adopt industry-wide Open Internet rules in its December Report and Order.<sup>1</sup> Comcast has publicly said that the rules appear to strike a workable balance between the needs of the marketplace for certainty and everyone’s shared desire that Internet openness be preserved.

As Applicants explained fully in their Applications and Public Interest Statement a year ago, and in even greater detail in their Opposition and Response filed in July, the proposed transaction poses no threat to competition in the online space. Nonetheless, to further alleviate any remaining concerns, Comcast offers and agrees to be bound by the following voluntary commitments:

1. Comcast and NBCU shall comply with the requirements adopted by the Commission in GN Docket No. 09-191 on December 21, 2010, without regard to

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<sup>1</sup> *In the Matter of Preserving the Open Internet*, Report & Order, GN Docket No. 09-191, FCC 10-201 (Dec. 23, 2010) (“R&O”).

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any judicial challenge thereto. Any Comcast or NBCU broadband Internet access service (as defined in the R&O) offering that involves caps, tiers, metering, or other usage-based pricing shall not measure, count or treat Comcast or NBCU affiliated network traffic differently from unaffiliated network traffic. Neither Comcast nor NBCU shall prioritize affiliated content over unaffiliated content.

2. To the extent that a set-top box (and/or CPE or software that is functionally equivalent) provided or made available by Comcast or NBCU ("STB") has a capability that enables a customer to receive broadband Internet access service, the requirements of the provision set forth above shall apply to that broadband Internet access service.

In making these voluntary commitments in connection with the approval of the Comcast/NBCU transaction, and in closing the transaction pursuant to such approval, Comcast agrees to Commission enforcement of such commitments (in conformance with the R&O) and waives any right to appeal such commitments or contest their validity.

The commitments offered and committed to herein further strengthen the conclusion that the proposed transaction is in the public interest and should be expeditiously approved.

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

Respectfully submitted,

/s/ Kathryn A. Zachem

Kathryn A. Zachem

Vice President

Regulatory and State Legislative Affairs