

January 18, 2011

Matthew Berry  
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**VIA ECFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, S.W.  
TW-A325  
Washington, DC 20554

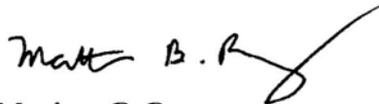
**Re: *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licenses, MB Docket No. 10-56***

Dear Ms. Dortch:

On Friday, January 14, 2011, the undersigned, counsel for Bloomberg L.P., submitted to the Office of Commissioner Mignon Clyburn suggested Order language, in the event that the Commission approved the transfer of control of licenses of NBC Universal, Inc. ("NBC Universal) to Comcast Corporation ("Comcast), for a condition addressing the neighborhooding of news channels and for prohibiting Comcast from engaging in retaliation against parties that have participated in the above-captioned proceeding. That language is attached to this letter.

If there are any questions regarding this matter, please contact the undersigned at 202-457-7503.

Respectfully submitted,



Matthew B. Berry  
Partner  
Admitted only in Virginia

Attachments

cc: Dave Grimaldi  
Angela Kronenberg

## NEIGHBORHOODING CONDITION

“Specifically, we require that when Comcast carries now or in the future news and/or business news channels in a neighborhood, defined herein as placing a significant number or percentage of news and/or business news channels substantially adjacent to one another in a system's channel lineup, Comcast must carry all independent news and business news channels on contiguous adjacent channels to, and on the same tier as, CNBC or MSNBC, whichever is more similar to the particular independent channel, wherever CNBC or MSNBC is carried by Comcast.”

Comcast may not engage in any form of retaliation against any participant in this proceeding. Retaliation is defined to mean any action that negatively impacts a participant in this proceeding in any manner and that is motivated, in whole or in part, by that participant's advocacy and/or success in obtaining conditions in this proceeding. Should Comcast take any action within five years of the date of this Order that substantially harms any participant that has been critical of Comcast/NBCU in this proceeding, opposed the Application, or proposed conditions on the approval of the Application and that action significantly disrupts the pre-merger status quo, then there shall be a presumption that such action constitutes retaliation and the burden will be placed on Comcast to demonstrate by clear and convincing evidence that a retaliatory motive played no part in its decision. Likewise, should Comcast take any action that substantially harms a participant in this proceeding and has the effect of frustrating or evading any condition contained in this Order, then there shall be a presumption that such action constitutes retaliation and the burden will be placed on Comcast to demonstrate by clear and convincing evidence that a retaliatory motive played no part in its decision. Retaliatory actions may include, but are not limited to, terminating carriage of an unaffiliated programmer that was carried by Comcast on the date the Application was filed and sought to have conditions placed on the transaction or denying a rival MVPD that sought to have conditions placed on the transaction access to programming provided on the date the Application was filed. Comcast also may not take any action that would intentionally undermine or evade or have the principal effect of undermining or evading any of the conditions contained in this Order.