

March 8, 2013

**VIA ELECTRONIC FILING**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

**Re: *Ex Parte Notice: In the Matter of Applications of Comcast Corp., General Electric Co. and NBC Universal, Inc. For Consent to Assign Licenses and Transfer Control of Licensees, MB Docket No. 10-56.***

Dear Ms. Dortch:

On March 5, 2013, on behalf of Comcast Corporation (“Comcast”) and NBCUniversal Media, LLC (“NBCUniversal”), I had separate telephone conversations with Elizabeth Andrion, Legal Advisor to Chairman Genachowski, Dave Grimaldi, Chief of Staff and Legal Advisor to Commissioner Clyburn, Erin McGrath, Legal Advisor to Commissioner McDowell, Alex Hoehn-Saric, Policy Director for Commissioner Rosenworcel, and Nick Degani, Legal Advisor to Commissioner Pai, about the pending stay petition and application for review of the Media Bureau’s Clarification Order (the “Order”) in the above-captioned proceeding.<sup>1</sup>

Consistent with Comcast and NBCUniversal’s pleadings,<sup>2</sup> I discussed how the Order provided a much-needed and sensible clarification regarding the Benchmark Condition in the

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<sup>1</sup> *Applications of Comcast Corp., General Electric Co. and NBC Universal, Inc. For Consent to Assign Licenses and Transfer Control of Licensees*, Order, 27 FCC Rcd. 15053 (MB Dec. 4, 2012).

<sup>2</sup> Opposition of Comcast Corp. & NBCUniversal Media, LLC to Content Companies’ Application for Review, MB Docket No. 10-56 (Jan. 18, 2013); Opposition of Comcast Corp. & NBCUniversal Media, LLC to Content Companies’ Request for Stay, MB Docket No. 10-56 (Dec. 26, 2012).

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*Comcast-NBCUniversal Order.*<sup>3</sup> Specifically, while acknowledging the validity of the confidentiality concerns raised by the Content Companies, I noted that the Bureau took these legitimate interests into account by adopting stringent confidentiality restrictions concerning the disclosure of peer deals to NBCUniversal's authorized representatives. I also emphasized that the need for reasonable access to a peer deal is implicit in the Benchmark Condition and, without the Bureau's procedural clarification, the benefits to OVDs envisioned by the remedy would be significantly impaired. In many situations, NBCUniversal simply would lack the reliable information it needs to craft an offer that is economically equivalent to the price, terms, and conditions of an OVD's peer deal, without resort to an unnecessary and costly arbitration process. In other words, arbitration would become the norm rather than the exception in order to effectuate the purpose of the Benchmark Condition. This result serves no party's interests.

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

Sincerely,

/s/ Kathryn A. Zachem

Kathryn A. Zachem

Senior Vice President, Regulatory and State

Legislative Affairs

Comcast Corporation

cc: Elizabeth Andrion  
Erin McGrath  
Dave Grimaldi  
Alex Hoehn-Saric  
Nick Degani

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<sup>3</sup> *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. For Consent to Assign Licenses and Transfer Control of Licensees*, Memorandum Opinion & Order, 26 FCC Rcd 4238, app. A, § IV.A.2.b (2011).