



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

August 13, 2014

**VIA ELECTRONIC FILING**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: *In the Matter of Protecting and Promoting the Open Internet*, GN Docket 14-28; *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57**

Dear Ms. Dortch:

On August 11, 2014, David L. Cohen, Executive Vice President of Comcast Corporation (“Comcast”), and the undersigned met with Commissioner O’Rielly, Amy Bender, and Erin McGrath to discuss the Commission’s Open Internet proceeding and Comcast’s transaction with Time Warner Cable Inc. (“TWC”) and the Divestiture Transactions with Charter Communications, Inc. and SpinCo (collectively, the “Transactions”).<sup>1</sup>

With respect to the proposed open Internet rules, we noted that Comcast has been a longstanding and consistent supporter of the Commission’s open Internet policy and the *2010 Open Internet Order*,<sup>2</sup> and Comcast supports the Commission’s process to adopt new rules.<sup>3</sup> Consistent with Comcast’s comments,<sup>4</sup> while we encouraged the Commission to reaffirm the importance of its transparency framework, we stressed the importance of ensuring that any new disclosure obligations actually advance the Commission’s consumer-oriented objectives in this proceeding. We underscored the benefits of the Commission’s longstanding light-touch regulation of broadband as an information

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<sup>1</sup> See *Commission Seeks Comment on Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc., and SpinCo To Assign And Transfer Control of FCC Licenses and Other Authorizations*, Public Notice, MB Docket No. 14-57, DA 14-986 (July 10, 2014).

<sup>2</sup> *Preserving the Open Internet; Broadband Industry Practices*, Report and Order, 25 FCC Rcd. 17905 (2010) (subsequent history omitted).

<sup>3</sup> *Protecting and Promoting the Open Internet*, GN Docket No. 14-28, Notice of Proposed Rulemaking, FCC 14-61 (May 15, 2014).

<sup>4</sup> Comments of Comcast Corp., GN Docket Nos. 14-28, 10-127 (July 15, 2014).

service, and explained that reclassifying broadband Internet access service, or any component thereof, is unnecessary to achieve the Commission's goal of preserving a free and open Internet.

With respect to the Transactions, we reiterated their many compelling pro-consumer and pro-competitive benefits as explained in the parties' public interest showings,<sup>5</sup> including the extension of Comcast's landmark *Internet Essentials* broadband adoption program – which has connected over 1.4 million low-income Americans to the power of the Internet in the last three years – to the acquired systems. We also provided an update on *Internet Essentials* and the successful launch of the fourth year of the program.<sup>6</sup>

In addition, we emphasized that, while some commenting parties will likely raise concerns regarding industry consolidation generally, the Commission's review of license-transfer proceedings should focus on *transaction-specific* issues and on protecting competition, not competitors. We explained why certain categories of criticism that have been lodged thus far against the Transactions – specifically those related to (i) broadband, (ii) video programming, (iii) advertising, and (iv) diversity – lack merit, and raised points substantially similar to those made with members of the Transaction Team during a separate meeting on that same day and fully reported in a separate notice of ex parte filed today.<sup>7</sup>

Please direct any questions to the undersigned.

Respectfully submitted,

/s/ Kathryn A. Zachem

Senior Vice President,  
Regulatory and State Legislative Affairs  
Comcast Corporation

cc: Amy Bender  
Erin McGrath

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<sup>5</sup> Application and Public Interest Statement of Comcast Corp. and Time Warner Cable Inc., MB Docket No. 14-57 (Apr. 8, 2014) (“Comcast-TWC Public Interest Statement”); Public Interest Statement of Comcast Corporation and Charter Communications Inc., Charter-to-Comcast Exchange Transaction, MB Docket No. 14-57 (June 4, 2014); Public Interest Statement of Charter Communications, Inc. and Comcast Corporation, Comcast-to-Charter Exchange and Sale Transactions, MB Docket No. 14-57 (June 4, 2014); Public Interest Statement of SpinCo, Charter Communications, Inc., and Comcast Corporation, Spin Transaction, MB Docket No. 14-57 (June 4, 2014).

<sup>6</sup> See Press Release, Comcast Corp., Comcast Offers Complimentary Internet Service and an Amnesty Program for Low-Income Families (Aug. 4, 2014), <http://corporate.comcast.com/news-information/news-feed/comcast-offers-up-to-six-months-of-complimentary-internet-service-and-an-amnesty-program-for-low-income-families>.

<sup>7</sup> See Letter from Kathryn A. Zachem, Comcast, to Marlene H. Dortch, FCC, MB Docket No. 14-57 (Aug. 13, 2014).