

**H&E**  
HOLCH & ERICKSON LLP

January 18, 2011

VIA Electronic Filing

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12<sup>th</sup> Street, SW  
TW-A325  
Washington, DC 20554

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

Dear Ms. Dortch:

On Saturday, January 15, 2011, the undersigned contacted Dave Grimaldi and Angela Kronenberg, Office of the Commissioner Clyburn, to provide suggested Order language relating to an anti-retaliation provision in the event the Commission approved the merger. The suggested language, which is attached, would prohibit Comcast Corporation from retaliating against any entity that raised concerns with the proposed merger in the above-referenced docket.

Please do not hesitate to contact me should you have any questions.

Best regards,

/s/

Markham C. Erickson  
Partner

Cc: Dave Grimaldi  
Angela Kronenberg

## Proposed Anti-Retaliation Language

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.