JOINT CONCURRING STATEMENT OF
COMMISSIONERS ROBERT M. MCDOWELL AND MEREDITH ATTWELL BAKER

Re: *Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc. For Consent to Assign Licenses and Transfer Control of Licensees*, MB Docket No. 10-56, FCC 11-4

Combining assets of Comcast Corporation (Comcast) and NBC-Universal, Inc. (NBCU) is a complex and significant transaction that has the potential to bring exciting benefits to consumers that outweigh potential harms.

However interesting and intricate the issues raised by the combination of Comcast and NBCU may be, as a matter of law, our role at the Commission is limited to ensuring that the transaction complies with all applicable statutory provisions, such as ensuring that the license transfers are in the public interest. Our analysis should only include a thorough examination of the potential benefits and harms of the transaction. Any proposed remedies should be narrow and transaction specific, tailored to address particular anti-competitive harms. License transfer approvals should not serve as vehicles to extract from petitioners far-reaching and non-merger specific policy concessions that are best left to broader rulemaking or legislative processes.

The Commission's approach to merger reviews has become excessively coercive and lengthy. This transaction is only the most recent example of several problematic FCC merger proceedings that have set a trend toward more lengthy and highly regulatory review processes that may discourage future transactions and job-creating investment.

In this instance, our review exceeded its limited statutory bounds. Many of the conditions in the Memorandum Opinion and Order (Order) and commitments outlined in separate letter agreements were agreed to by the parties. The resulting Order is a wide-ranging regulatory exercise notable for its "voluntary" conditions that are not merger specific. The same is true for the separate "voluntary" commitments outlined in Comcast's letter of agreement dated January 17, 2011. While many of these commitments may serve as laudable examples of good corporate citizenship, most are not even arguably related to the underlying transaction. In short, the Order goes too far.

More significantly, the Order has the potential to shape the future of entire industries, including the nascent online video market, on the basis of a record that is by necessity limited to facts pertaining only to the two parties. At a time of innovation and experimentation that is both dynamic and disruptive, the Order fails to recognize that the contours of our collective video future are best shaped outside the Beltway.

To secure approval of the underlying transaction, we therefore concur.