

DESCRIPTION OF TRANSACTION

Comcast Corporation (“Comcast”) seeks Commission consent to the *pro forma* assignment of the earth station authorizations listed in the preceding FCC Form 312 from National Digital Television Center, LLC (the “Licensee”) to Comcast Cable Communications Management, LLC (the “Assignee”).¹ The purpose of this license assignment is to effectuate an internal corporate restructuring being undertaken in the ordinary course. Specifically, Comcast will distribute the membership interests in the Licensee to Comcast Cable Communications, LLC, and will then merge the Licensee into the Assignee, with the Assignee remaining as the surviving entity. Because Comcast will continue to wholly own and solely control the subject authorizations indirectly after the restructuring is implemented, the proposed assignment is entirely *pro forma* in nature. Moreover, because the proposed restructuring will help Comcast realize operational efficiencies in its organizational structure, approval of this application will serve the public interest, convenience and necessity.

¹ This is one of three applications being filed for this transaction. Because the FCC’s records list National Digital Television Center, Inc. as the licensee of the call signs owned by National Digital Television Center, LLC, the instant Form 312 application seeks consent for an assignment from National Digital Television Center, Inc. to Comcast Cable Communications Management, LLC.