

HOUSE JUDICIARY COMMITTEE FIELD HEARING

LOS ANGELES, CA

WRITTEN TESTIMONY OF

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EXECUTIVE VICE PRESIDENT, DIVERSITY, NBCU
VICE PRESIDENT, GE**

JUNE 7, 2010

Chairman Conyers, Representative Waters, Members of the Committee, and Members of Congress: Thank you for the opportunity to appear at this hearing on the proposed sale of NBCU to a joint venture between Comcast and GE.

I began my career as a reporter, and worked as a professional journalist and news executive for more than 30 years. In 1989, I joined WNBC – NBC’s flagship station in New York – as the assistant news director. I then became Vice President and News Director in 1996. In that year, WNBC was ranked number one in every newscast in every day part for the first time in 16 years. In 2000, I became the President and General Manager of KNBC here in Los Angeles as well as the regional GM for both of Telemundo’s LA stations. At that time, I also took on the role of NBC’s Senior Vice President, Diversity. For my last two years as the GM of KNBC (2006-2007), KNBC led NBC’s owned and operated stations in profitability for the first time in the Division’s history. In May 2007, NBC Universal President and CEO Jeff Zucker announced that diversity would be one of his five strategic priorities for NBCU and asked me to work on diversity full time and to serve as the company’s Chief Diversity Officer reporting directly to the CEO. I appear before you today as a 21-year NBC veteran who now serves as Executive Vice President, Diversity, for NBCU and as a GE Vice President.

Since moving to LA in 2000, I have made this city my home. As a community-focused person, I have served on the boards of many community organizations, and I presently serve on the boards of the United Way of Greater Los Angeles, the California African-American Museum (right next door to the Science Center where today’s hearing is being held), and on the USC Annenberg Board of Councilors. I also serve as Chairman of the Board of the California Science

Center, where today's hearing is being held, and on behalf of my colleagues and the organization, we welcome you here today.

My roots in this community run deep – from my connection to the Los Angeles Marathon which, as KNBC president, I televised for seven years and personally ran twice, to my support of the Jenesse Center for victims of domestic abuse. My family has a significant investment in Broadway Federal Bank, founded by the iconic Black architect Paul Williams. We have a majority ownership in our beloved WNBA team – the LA Sparks – and we also have a majority ownership of The Africa Channel airing in LA on Time Warner Cable.

Today I would like to address two subjects – first, the overall benefits of this transaction, and second, the impact and benefits this transaction will have on diversity, a subject that many members of this Committee asked about on February 25 and have continued to address since then.

The heart of this deal is about joining Comcast's world-class technological distribution capabilities with NBCU's world-class content production. Comcast is committed to investing in NBCU to support and enhance both the quality and the quantity of our content and to exploring ways to generate more options for consumers to enjoy that content. That new investment by Comcast is critical. It will benefit the content production community generally – a community which is so heavily concentrated here in Los Angeles – as well as the audiences who love NBCU programming and films. And as Comcast has explained, it will use its advanced platform to deliver the benefits of the "anytime, anywhere" delivery options that today's consumers demand – not only terrific NBCU content, but content from producers large and small, black and white and brown. In such a competitive and dynamic industry, this deal will make both partners better and more vibrant competitors. Together, the whole of our combined entities will be greater than the sum of its parts, benefitting consumers, viewers, communities, our companies and the entertainment industry community as a whole.

I. Benefits of the Comcast-NBCU Joint Venture

On February 25, this Committee heard from our President and CEO, Jeff Zucker, and Comcast's CEO, Brian Roberts, on the many benefits of the proposed transaction. I have attached their joint testimony from that hearing. Let me briefly outline the benefits this transaction will bring.

A. Investment in NBC and Content Production

Comcast's support for investment in the new NBCU's content creation will benefit consumers by assuring and expanding the supply of high quality content. In turn, this support also benefits the broadcast, cable and film production communities centered here in LA. And this support also importantly extends to local and diverse programming. This much-needed investment will preserve and create sustainable media and technology jobs, benefiting the content production community generally.

i. Broadcast

The NBC broadcast network has been an iconic brand for more than 75 years. Over that entire time span, NBC has been committed to produce high quality, desirable and popular programming for the NBC network.

The broadcast side of our business has faced significant challenges in recent years, as stations come under increasing financial pressure and have searched for additional revenue streams to remain viable. As part of this transaction, Comcast has committed to maintaining NBC's free, over-the-air broadcast through our stations and local affiliates across the U.S.

This commitment is an enormous benefit of the transaction, in our view, and it has also been greatly underappreciated. Because a significant proportion of diverse communities rely heavily on broadcast for their television signals, Comcast's commitment to free over-the-air television will be particularly important to these communities. And it will also give NBCU the resources it needs to keep free over-the-air service, including local news, available and of high quality.

Comcast's commitment to NBC's broadcast business has critical importance for our broadcast production. In this upcoming season, NBC has commissioned 20 new pilots, more than either CBS or FOX. As we strive to offer quality programming that will attract large

audiences, we welcome Comcast's commitment to invest in and sustain production of our programming. This is particularly important in LA, where it means many thousands of production jobs.

Comcast has also committed to work to find a sustainable business model for broadcasting. In particular, Comcast has expressed a willingness to play a constructive role in the retransmission consent negotiations between broadcast stations and MVPDs. As everyone on this panel knows, broadcast stations have struggled to survive on advertising revenue alone. These retransmission consent negotiations have the potential to provide broadcast stations with a second stream of revenue to reinvigorate that business. Comcast's support for this evolution – embodied in this transaction – gives us optimism that the struggling broadcast business can develop a new and sustainable business model for the future.

ii. Cable Production

NBCU's cable networks have increasingly commissioned original programming, which will result in expanded production of cable television content. In today's struggling economy, this represents an opportunity for much needed growth in a signature American industry, with obvious benefits for the many people in the production business. No other region in the U.S. stands to benefit more from this investment than the LA area. With Comcast's partnership, NBCU will be able to further expand and enhance our content production and development. It is often said that a rising tide lifts all boats, and that saying rings true here.

iii. Film Production

Another important aspect of our content development and production is Universal Studios, which is a significant player in the production community here in Los Angeles. Comcast has been a leader in developing On Demand distribution of films and has stated its ambition to accelerate the ease with which consumers can access film content. Comcast's support for continued investment in top quality film content, as well as its interest in expanded distribution of that content, will provide opportunities to the entire content production community while at the same time benefiting consumers in the new "anywhere, anytime" world.

iv. News and Local Programming

Comcast's commitment to preserve NBC News' journalistic independence is vital. NBC News has an unmatched reputation for integrity and excellence. On the local level, Comcast's commitment to the vitality of the broadcast side of the business will foster local newsgathering and news programming. NBCU and Comcast have voluntarily made significant commitments to strengthen local and public interest programming. (See attached Comcast/NBCU Transaction Public Interest Commitments.) Indeed, as part of this deal, we have committed that NBC's owned-and-operated stations alone will collectively produce an additional 1,000 hours a year of local news and information for local market distribution. In short, the joint venture with Comcast will preserve and enrich the output of local news, local public affairs and other public interest programming.

v. Telemundo

Particularly close to my heart, NBCU and Comcast are also committed to investing in and expanding their diverse programming. NBCU owns Telemundo, which is not only a major Spanish language broadcast network, but has also become – through NBCU's leadership – the second largest Spanish-language content provider in the world. As a leader in producing original content made by Hispanics for Hispanics, Telemundo is a proud member of the U.S. Hispanic community.

GE/NBCU acquired Telemundo for \$2.7 billion in 2002, followed by an additional \$900 million to acquire stations and create Telemundo Studios and Telemundo International to develop and produce original programming. NBCU created Telemundo's hugely vibrant Spanish-language production facilities in the United States. Today, Telemundo produces more than 3,000 hours of original content a year. Telemundo Studios provides hundreds of creative and production jobs to talented Hispanics, developing diverse talent in front of and behind the camera. We are also proud that Telemundo today has more Hispanic executives in its senior executive leadership than at any other time in the history of the company. In 2002, when NBCU bought Telemundo, 33% of Telemundo's leadership team was Hispanic; today, Hispanics constitute more than 80% of Telemundo's senior executive leadership. This team leads approximately 1,400 full-time employees, 85% of whom are Hispanic.

Furthering its commitment to the Hispanic community, Telemundo owns and operates mun2, the bilingual lifestyle cable network for today's culture connectors (C2s) – bicultural Hispanics 18-34. mun2 is headquartered here in Los Angeles in Universal CityWalk. As the fastest growing cable network for young Hispanic Americans, mun2 is culturally grounded and reflects the best of both worlds. mun2 reaches more than 34 million U.S. households and is the only national bilingual cable network measured by Nielsen NTI. Mun2 is proof positive that NBCU and Telemundo recognize the importance of the bicultural Hispanic audience and want to serve them with quality content.

The proposed joint venture will enhance Telemundo's service to the Spanish-language audience in various ways. For example, within twelve months of closing the transaction, Telemundo will launch an entirely new Spanish-language multicast channel on the digital spectrum of Telemundo's owned and operated local stations and offer that channel to all Telemundo affiliates.

B. Expanded Content Distribution and Delivery Innovation

As discussed above, Comcast's support for investment in content creation promises to enhance both the quality and the quantity of our programming, which will expand our audience and improve our ability to compete within the industry. In turn, by offering NBCU's enhanced and expanded programming on Comcast's cutting edge "anytime, anywhere" delivery alternatives for viewers, Comcast and NBCU can better meet consumer demand while at the same time exploring new and innovative ways to deliver entertainment value to current and new consumers. Broader distribution of our content will benefit NBCU and expand our audience, and the ability to offer more and better content on more platforms will enhance Comcast's ability to serve its consumers and its incentive to continue to innovate to meet ever-changing consumer demands in this vibrant and competitive industry.

The combined entity will be best positioned to provide the delivery innovation that today's consumers demand. As Brian Roberts observed in separate appearances before four different Congressional committees in explaining this transaction, Comcast operates in an intensely competitive and dynamic environment. We are moving into a world in which consumers are enjoying unprecedented options for how they get the content they want from legitimate sources. No one can predict or dictate the business model that will succeed in the

future of such a fast changing and technology-dependent industry. With this joint venture, Comcast will have a solid footing in both the content production and distribution worlds – as the company’s leaders have stated, content and distribution work well together, and create more opportunities to innovate. As distribution models evolve, Comcast and NBCU together will be better prepared to find new models to better serve all audiences.

Comcast has affirmed its goal to accelerate the “anytime, anywhere” future of video programming that Americans – particularly young consumers – want and demand. By way of example, it may be instructive to look to Comcast’s pioneering development of On Demand service to its customers. It offers consumers greater viewing flexibility and access to more content from more diverse sources – and it offers content producers new and expanded ways to reach potential viewers without requiring the massive investment and risk of creating new linear channels.

The public interest benefits of the new technologies in which Comcast is a leader are numerous and compelling. Comcast’s On Demand and On Demand Online platforms will be used to offer more local and public interest programming and more programming for young audiences and families, as well as multicultural programming from many sources, of which Telemundo and mun2 are only a part.

Comcast has also made another unprecedented commitment, something no other media company has ever done: Upon completion of its changeover to all-digital cable, it will add two new independently-owned and -operated channels to its digital line-up each year for the next three years. It has further committed that at least half of these new channels will be networks in which minorities have a substantial ownership interest. This is an open invitation to African-American, Hispanic, Asian Pacific Islander, and other communities to come up with their best programming ideas, step forward, and serve diverse audiences, just as Mr. Alfred Liggins, Mr. Will Griffin, and Mr. Frank Washington have done.

II. Diversity Initiatives

At the first hearing that this Committee held on the proposed transaction back in February in Washington, D.C., many Members of this Committee expressed great interest in how the proposed joint venture would affect diversity. Motivated in large part by your interest and that of the diverse communities with whom we work daily, we have declared our goal of building on

our current diversity records through a series of concrete commitments and initiatives on diversity that the two companies are prepared to undertake following the close of the transaction. I am pleased to attach “Comcast and NBCU’s Summary of Diversity Commitments.” I will note that these commitments have evolved over many months based on extensive conversations with leaders of some of this nation’s most influential diversity organizations.

Let me start with NBCU. We have a strong track record of being committed to the principles of diversity throughout the company, and we have made significant progress. But we also recognize that there are many areas where we can and must do more. We are focused on diversity issues on multiple fronts, including programming, procurement, philanthropy and community investment, and the development of our workforce. Following the proposed transaction, Comcast and NBCU will retain and strengthen their commitment to diversity.

A. NBCU Diversity Initiatives

As the Chief Diversity Officer of NBCU – and as an African American woman – I want to express my appreciation to our CEO Jeff Zucker who has made diversity one of his top five key strategic goals for the company and has supported me in our very substantial diversity efforts. As the Committee well knows, the effort to bring diversity to corporate America must be a continuous one. I believe we have shown strong leadership in this regard. Let me tell you some of what we do today and some of our plans for after this transaction closes.

i. Diversity In The Organization

NBCU is committed organizationally to diversity. I am proud to serve as the Corporate Diversity Officer for a media company with a wide range of initiatives designed to increase diversity in our workforce. In addition to my role as the Corporate Diversity Officer, NBCU has established an NBCU-wide corporate Diversity Council, which I chair. This Diversity Council consists of the heads of each division within NBCU, and reports directly to the CEO. Each division also has an individual business Diversity Council that sets goals at the division level and reports directly to each division head.

Under Jeff Zucker’s leadership, the diversity of our U.S. full-time employee population has increased from 24% to nearly 30%. Including Telemundo, our diverse full-time employees constitute more than 35% of our staff population. Women and minorities combined represent

over 60% of our full-time workforce. Minority and women executives constitute roughly 40% of our executive ranks.

ii. *Benchmarking*

In order to make progress toward our diversity goals, NBCU is committed to benchmarking. We set annual diversity goals at both the corporate level and at each business unit level. We report annually to a coalition of four organizations (the National Association for the Advancement of Colored People (NAACP), American Indians in Film and Television, the National Asian-Pacific American Media Coalition, and the National Latino Media Council) on our corporate diversity efforts, with particular emphasis on programming/content, procurement, and our pipeline programs. I also consult with each of the four groups individually on diversity issues on a quarterly basis. These efforts to benchmark our progress are important drivers of our company behavior.

iii. *Procurement*

NBCU commits significant resources to supporting supplier diversity. This support is reflected in NBCU's procurement track record. In 2009, NBCU spent \$100 million with women-owned businesses and \$140 million with minority-owned suppliers. This \$240 million total represents more than a ten-fold increase in our spending with women and minority-owned business since 2000. And with the investments and resources that Comcast will bring to the joint venture, we are committed to maintaining and expanding our strong network of diverse suppliers.

iv. *Philanthropic Investment*

NBCU also supports diversity initiatives through its philanthropic and community investment. In 2009, NBCU committed approximately \$3.5 million to philanthropic efforts, including its support of NBCU Foundation programs. Approximately half of these donations and grants benefited community-based youth and family organizations, most of which have a strong presence in diverse communities. We support initiatives geared toward improving middle and secondary school achievement, and the majority of the groups we support serve racially diverse,

underserved communities. We plan to expand this commitment by at least 10% annually for the next three years.

We are also proud to be one of the largest supporters of the Emma L. Bowen Foundation for Minority Interests in Media. The Emma Bowen Foundation is dedicated to preparing minority youths for careers in the media industry. NBCU has welcomed the Emma Bowen Foundation into our DC offices, where we provide *pro bono* administrative support to the program. A significant number of the students supported by the Emma Bowen Foundation have taken positions at NBCU and elsewhere in the industry.

v. ***Entertainment Programming***

Perhaps some of the best evidence of NBCU's commitment to diversity in programming can be found in the shows we have selected for NBC's fall lineup and our summer reality shows. Three of the most widely anticipated pilots scheduled to air in the fall feature diverse actors in significant roles: *Undercovers* has two diverse leading roles, the lead character in *Outlaw* is diverse, and *The Event* will feature a diverse actor playing the President of the United States – I'm proud to say, emulating real life. And, of our seven summer reality shows, three have diverse hosts. All seven have diverse contestants.

More generally, NBCU continues to increase diversity in front of and behind the camera. Over just the past year, NBC increased its use of minority actors (31 to 33%), writer/producers (12 to 14%) and directors (9 to 11%); USA increased minority actors (19 to 23%) and writer/producers (14 to 18%); Syfy increased minority writer/producers (4 to 10%). Minority talent already represents 37% of the talent in front of the camera at the Oxygen network. Our efforts to identify diverse talent are aided on the television side of the business by fact that the casting department is headed by a diverse executive.

NBCU believes that attracting and retaining the best, most diverse talent provides a significant advantage in the media and entertainment industry. NBCU develops diverse talent through its Diverse Writers Program, Directors Fellowship Program, and other Professional Development Programs. Through the Directors Fellowship Program, NBCU offers diverse participants opportunities to shadow a Directors Guild of America (DGA) director, as well as gain exposure to other aspects of NBCU Television Studios production. Through the Diverse Writers Program, NBCU has funded a writer from a minority group for three years for each

scripted series on the NBC broadcast network and for NBC's three late night programs. This program has added at least 100 diverse writers to the creative community. Following the joint venture, NBCU will not just continue this program but will expand it to cover scripted series on our cable networks.

Additionally, NBCU's Professional Development Programs offer hands-on experience in programming development and management, and other areas of our business through our other pipeline programs, including the Entertainment Associates program, the Universal Pictures Leadership Program, and our Internship Programs. NBCU also builds diverse relationships by hosting two formal networking events each year to create employment opportunities for diverse directors, writers, and directors of photography. Through these networking events, NBCU brings diverse talent together with our senior executives in the feature, broadcast, cable and digital divisions of NBCU (at the president, executive vice president, senior vice president and vice president levels). NBCU will double the number of these events to one per quarter as part of the new joint venture.

vi. News

NBC News, Telemundo and both NBC's and Telemundo's owned-and-operated stations have made diversity in newsgathering a priority. NBC supports diversity in news programming through recruitment outreach to minority journalists, as well as through its Professional Development Programs. Specifically, the Diversity Leadership Program for mid-career diverse producers and associate producers is an 18-month program designed to train and develop them for executive producer roles. The NBC News Summer Fellowship Program sponsors paid internships every summer for diverse candidates selected jointly with trade associations representing diverse journalists, and the News Associate Program identifies aspiring journalists who bring diverse backgrounds to news production and news coverage. Finally, NBC recruits every year at the annual conventions of trade associations representing diverse journalists, and we participate in career fairs, networking events, and other outreach to minority journalists.

vii. Diversity in Ownership

Earlier I mentioned a number of ways that the transaction will help to diversify media ownership and production opportunities, including the creation of new linear and On Demand

distribution. There is another important way in which we believe this transaction will add media ownership diversity, and it affects this city.

NBCU has agreed to divest its ownership interest in KWHY-TV, an independent Spanish-language broadcast station in Los Angeles. This presents a key opportunity for minority ownership in one of the nation's top two largest media markets. To facilitate this opportunity, NBCU has established a process to identify potential buyers and has selected the Minority Media and Telecommunications Council ("MMTC") as co-advisor for this transaction. MMTC has had demonstrable success in identifying qualified minority buyers in similar divestitures.

In the event these efforts do not result in the sale of KWHY-TV, the station licenses and assets will be placed in a divestiture trust at the closing of the proposed transaction. On May 17, 2010, an application was filed seeking FCC consent for the assignment of KWHY-TV to a divestiture trust. The proposed trustee, Bahia Honda LLC, has as its sole member Jose Cancela, the principal of media consulting firm, Hispanic USA. NBCU and MMTC remain actively engaged in efforts to sell KWHY-TV while the application for assignment to the divestiture trust is pending.

B. Comcast's Diversity Initiatives Post-Transaction

The combined entity will build upon and strengthen both NBCU's and Comcast's commitment to diversity as a corporate value and to promoting diversity throughout all levels of the organization. In addition to creating an integrated organizational structure to promote the values and goals of diversity in the combined entity, Comcast and NBCU have both witnessed the benefits of successful diversity programs to the business. In light of our shared commitment to diversity as an integral corporate value, we have voluntarily set forth new, shared commitments to diversity initiatives. These new and enhanced initiatives are discussed in detail in the attached Summary of Diversity Commitments, but I would like to highlight several of them to demonstrate how Comcast and NBCU will work together to promote diversity.

Comcast is creating an important set of external Diversity Advisory Councils for the first time, which will have an annual meeting directly with Comcast's Chairman and CEO. NBCU will participate fully in that superstructure. Comcast will conduct a benchmark study of diversity initiatives to facilitate improved performance in critical Focus Areas – governance, workforce recruitment and career development, supplier diversity, programming, and community

investment and partnerships – and the Diversity Advisory Councils will help Comcast in making the improvements to which it has committed itself.

And as I noted earlier, Comcast has also made another unprecedented commitment, something no other media company has ever done: Upon completion of its changeover to all-digital cable, it will add two new independently-owned and -operated channels to its digital line-up each year for the next three years. It has further committed that at least half of these new channels will be networks in which minorities have a substantial ownership interest. This is an open invitation to African-American, Hispanic, Asian Pacific Islander, and other communities to come up with their best programming ideas, step forward, and serve diverse audiences.

Comcast and NBCU will enhance diversity in their procurement of goods and services and company-wide supplier diversity activities, increasing the amount spent on diverse business partners, including minority-owned enterprises. Like NBCU, Comcast will increase its community investment spending on minority-led and minority-serving institutions by 10% per year for each of the next three years.

Both Comcast and NBCU commit that they will increase minority representation at all levels of their respective organizations and will recruit and retain minorities so that their workforces better reflect the communities they serve. Post-transaction, Comcast will implement the following workforce diversity initiatives: (1) develop a diversity forum and action plan to increase director-level representation of minorities; (2) create minority focus groups with the objectives of gaining insight, creating opportunities, and identifying high potential employees; (3) implement a boot camp program for mid-level vice president candidates which will include not less than 80% diverse candidates; and, (4) with the cooperation of the Diversity Advisory Councils, identify search firms with track records of successfully recruiting diverse pools of talent to partner with the company in identifying diverse leaders.

Comcast Cable is similarly committed to expanding its diverse programming offerings to its subscribers, which means enhanced distribution opportunities for diverse producers.

- Comcast Cable recently launched Black Cinema On Demand, which celebrates black films, filmmakers, and actors past, present and future, focusing on the wide range of experiences, accomplishments, and points-of-view of black people as expressed through the artistic medium of film.

- As discussed earlier, Comcast Cable will launch Asian Cinema On Demand that will feature films from across the Asian Pacific Islander diaspora that highlight the experiences, accomplishments, and points-of-view of this community as expressed through the artistic medium of film this coming fall.
- Within twelve months of the transaction closing, Comcast Cable plans to launch Hispanic Cinema On Demand featuring Hispanic-themed movies. In addition, Comcast Cable will use its On Demand and On Demand Online platforms to feature Telemundo programming and to continue expanding the availability of mun2.

Comcast Cable and NBCU are committed to expanding minority-focused programming and will look to the Diversity Advisory Councils for guidance and counsel on how to achieve this objective.

Although Comcast and NBCU's records on diversity are solid, and in many key respects are among the best in the industry, we are always looking for ways to improve. That is why we are committed to developing and refining best practices for diversity, and we will always welcome your input on our progress.

Conclusion

NBCU's support of diversity initiatives has been well recognized. As the Emma Bowen Foundation noted in a recent letter, "NBC executives have continuously served on the Foundation's Board of Directors to help guide the growth and development of the Foundation's program." Through its sponsorship of the Foundation, NBC has helped to launch the media careers of diverse young professionals.

Additionally, the National Association of Black Journalists recently recognized NBCU's diversity efforts with respect to newsgathering by awarding NBC News and NBC Local Media its highest honor for a news organization: the Best Practices award. As stated by NABJ's Vice President-Broadcast Bob Butler, "According to NABJ's annual survey of broadcast news management, NBC Universal contains the most African-American Vice Presidents, General Managers, News Directors, Senior and Executive Produces in its Network News Division and in its owned-and-operated stations than any broadcast or cable network in the country."

And last year, NBCU was proud to receive the Congress of Diversity Executives Leadership in Diversity Award (CODY) for Leadership From The Top, in recognition of our innovation, creativity, courage and leadership in addressing diversity and inclusion.

Since this proposed joint venture was first announced, many other groups and individuals have written to the FCC to express their support. I am submitting with my testimony a list of well over 200 letters and statements from public officials, grassroots organizations, stakeholder groups and prominent citizens who have already expressed their support for this merger to the FCC. Many more are arriving at the FCC every day – not just from prominent people, but from community people with whom our companies work every day – and I think they confirm our view that this transaction is good for competition, good for consumers, and good for diversity.

I am proud to lead NBCU's strong diversity efforts, and I am excited by the possibilities of the proposed joint venture. I look forward to answering your questions.

JOINT WRITTEN TESTIMONY OF

**BRIAN L. ROBERTS
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
COMCAST CORPORATION**

AND

**JEFF ZUCKER
PRESIDENT AND CHIEF EXECUTIVE OFFICER
NBC UNIVERSAL**

**TO THE
COMMITTEE ON THE JUDICIARY
UNITED STATES HOUSE OF REPRESENTATIVES**

**HEARING ON
“COMPETITION IN THE MEDIA AND ENTERTAINMENT
DISTRIBUTION MARKET”**

February 25, 2010

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**BRIAN L. ROBERTS
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**TO THE
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February 25, 2010

Mr. Chairman, and Members of the Committee, we are pleased to appear before you today to discuss Comcast Corporation's ("Comcast") planned joint venture with General Electric Company ("GE"), under which Comcast will acquire a majority interest in and management of NBC Universal ("NBCU"). As you know, the proposed transaction will combine in a new joint venture the broadcast, cable programming, movie studio, theme park, and online content businesses of NBCU with the cable programming and certain online content businesses of Comcast. This content-focused joint venture will retain the NBCU name.

The new NBCU will benefit consumers and will encourage much-needed investment and innovation in the important media sector.

How will it benefit consumers?

First, the new venture will lead to increased investment in NBCU by putting these important content assets under the control of a company that is focused exclusively on the communication and entertainment industry. This will foster enhanced investment in both content development and delivery, enabling the new NBCU to become a more competitive and innovative player in the turbulent and ever-changing media world. Investment and innovation will also preserve and create sustainable media and technology jobs in the U.S.

Second, the transaction will promote the innovation, content, and delivery that consumers want and demand. The parties have made significant commitments in the areas of local news and information programming, enhanced programming for diverse audiences, and more quality educational and other content for children and families.

And finally, Comcast's commitment to preserve NBCU's journalistic independence and to sustain and invest in the NBC broadcast network will promote the quality news, sports, and diverse programming that have made this network great over the last 50 years. We discuss these specific and verifiable public interest commitments later in this testimony, and a summary is attached.

The new NBCU will advance key policy goals of Congress: diversity, localism, innovation, and competition. With Comcast's demonstrated commitment to investment and innovation in communications, entertainment, and information, the new NBCU will be able to increase the quantity, quality, diversity, and local focus of its content, and accelerate the arrival of the multiplatform, "anytime, anywhere" future of video programming that Americans want. Given the intensely competitive markets in which Comcast and NBCU operate, as well as existing law and regulations, this essentially vertical transaction will benefit consumers and spur competition, and will not present any potential harm in any marketplace.

NBCU, currently majority-owned and controlled by GE, is an American icon – a media, entertainment, and communications company with a storied past and a promising future. At the heart of NBCU's content production is the National Broadcasting Company ("NBC"), the nation's first television broadcast network and home of one of the crown jewels of NBCU, NBC News. NBCU also has two highly regarded cable news networks, CNBC and MSNBC. In addition, NBCU owns Telemundo, the nation's second-largest Spanish-language broadcast network, with substantial Spanish-language production facilities located in the U.S. NBCU's other assets include 26 local broadcast stations (10 NBC owned-and-operated stations ("O&Os"), 15 Telemundo O&Os, and one independent Spanish-language station), numerous national cable programming networks, a motion picture studio with a library of several thousand films, a TV production studio with a library of television series, and an international theme park business.

Comcast, a leading provider of cable television, high-speed Internet, digital voice, and other communications services to millions of customers, is a pioneer in enabling consumers to watch what they want, when they want, where they want, and on the devices they want. Comcast is primarily a distributor, offering its customers multiple delivery platforms for content and services. Although Comcast owns and produces some cable programming channels and online content, Comcast owns relatively few national cable networks, none of which is among the 30 most highly rated, and, even including its local and regional networks, Comcast accounts for a tiny percentage of the content industry. The majority of these content businesses will be contributed to the joint venture. The distribution side of Comcast (referred to as "Comcast Cable") is not being contributed to the new NBCU and will remain under Comcast's ownership and control.

The proposed transaction is primarily a *vertical* combination of NBCU's content with Comcast's multiple distribution platforms. Antitrust law, competition experts, and the FCC have long recognized that vertical combinations can produce significant benefits. They also have found that vertical combinations with limited horizontal overlaps generally do not threaten competition.

The transaction takes place against the backdrop of a communications and entertainment marketplace that is highly dynamic and competitive, and becoming more so every day. NBCU – today and post-transaction – faces competition from a large and growing roster of content providers. There are literally hundreds of national television networks and scores of regional networks. These cable networks compete for programming, for viewer attention, and for distribution on various video platforms, not only with each other but also with countless other video choices.

In addition, content producers increasingly have alternative outlets available to distribute their works, free from any purported “gatekeeping” networks or distributors. Today, NBCU has powerful marketplace incentives to purchase the best available programming, regardless of source. NBCU’s programming schedule bears this out. Next week, third parties will own well over half of the 47 primetime (8-11pm) programs on NBC and its major cable channels (USA, Bravo, Oxygen, and Syfy). Post-transaction, the new NBCU will have the incentive and the financial resources to compete effectively with other leading content providers such as Disney/ABC, Time Warner, Viacom, and News Corp. by providing consumers the high-quality programming they want, and it will have no incentive – or ability – to restrict competition or otherwise harm the public interest.

Competition is fierce among distributors as well. Today, consumers in every geographic area have multiple choices of multichannel video programming distributors (“MVPDs”) and can also obtain video content from many non-MVPDs. In addition to the local cable operator, consumers can choose from two MVPDs offering direct broadcast satellite (“DBS”) service – DirecTV and Dish Network – which are now the second and third largest MVPDs in America, respectively. Verizon and AT&T, along with other wireline overbuilders, are strong, credible competitors, offering a fourth MVPD choice to tens of millions of American households and a fifth choice to some. Indeed, as competition among MVPDs has grown, Comcast’s nationwide share of MVPD subscribers has steadily decreased (it is now less than 25 percent, a share that the FCC has repeatedly said is insufficient to allow an MVPD to engage in anticompetitive conduct). Moreover, current market dynamics are more telling than static measures of market shares; over the past two years, Comcast lost 1.2 million net video subscribers while its competitors continued to add subscribers – DirecTV, Dish Network, AT&T, and Verizon added 7.6 million net video customers over the same time period.

Consumers can also access high-quality video content from myriad other sources. Some households continue to receive their video through over-the-air broadcast signals, which have improved in quality and increased in quantity as a result of the broadcast digital television transition. Millions of households purchase or rent digital video discs (“DVDs”) from one of thousands of national, regional, or local retail outlets, including Walmart, Blockbuster, and Hollywood Video, as well as Netflix, MovieCrazy, Café DVD, and others who provide DVDs by mail. High-quality video content also is increasingly available from a rapidly growing number of online sources that include Amazon, Apple TV, Blinkx, Blip.tv, Boxee, Clicker.com, Crackle, Eclectus, Hulu, iReel,

iTunes, Netflix, Sezmi, SlashControl, Sling, Vevo, Vimeo, VUDU, Vuze, Xbox, YouTube – and many more. These sites offer consumers historically unprecedented quantities of professionally-produced content and user-generated content that can be accessed from a variety of devices, including computers, Internet-equipped televisions, videogame boxes, Blu-ray DVD players, and mobile devices. In addition, there is a huge supply of user-generated video content, including professional and quasi-professional content. YouTube, for example, which is by far the leader in the nascent online video distribution business, currently receives and stores virtually an entire day’s worth of video content for its viewers *every minute*. And there are no significant barriers to entry to online video distribution. Thus, consumers have a staggering variety of sources of video content beyond Comcast and its rival MVPDs.

The video marketplace truly has no gatekeepers. As the United States Court of Appeals for the D.C. Circuit observed last year, “[T]he record is replete with evidence of ever increasing competition among video providers: Satellite and fiber optic video providers have entered the market and grown in market share since the Congress passed the 1992 [Cable] Act, and particularly in recent years. Cable operators, therefore, no longer have the bottleneck power over programming that concerned the Congress in 1992. Second, over the same period there has been a dramatic increase both in the number of cable networks and in the programming available to subscribers.”

The combination of NBCU and Comcast’s content assets under the new NBCU – coupled with management of the new NBCU by Comcast, an experienced, committed distribution innovator – will enable the creation of new pathways for delivery of content to consumers on a wide range of screens and platforms. The companies’ limited shares in all relevant markets, fierce competition at all levels of the distribution chain, and ease of entry for cable and online programming ensure that the risk of competitive harm is insignificant. Moreover, the FCC’s rules governing program access, program carriage, and retransmission consent provide further safeguards for consumers, as do the additional public interest commitments the companies have made to the FCC.

At the same time, the transaction’s public interest benefits – particularly for the public interest goals of diversity, localism, competition, and innovation – are substantial. Through expanded access to outlets, increased investment in outlets, and lower costs, the new venture will be able to increase the amount, quality, variety, and availability of content, thus promoting *diversity*. This includes content of specific interest to diverse audiences, children and families, women, and other key audience segments. While NBCU and Comcast both already have solid records in creating and distributing diverse programming, the transaction will enable the new NBCU to expand the amount, quality, variety, and availability of content more than either company could do on its own. The new venture will also be able to provide more and better local programming, including local news and information programming, thereby advancing *localism*. The new NBCU and Comcast will be more innovative and effective players in video programming and distribution, spurring other content producers and distributors to improve their own services, thus enhancing *competition*. Marrying NBCU’s programming assets with Comcast’s multiple distribution platforms will make it easier for the combined entity to

experiment with new business models that will better serve consumers, thus promoting *innovation*.

In addition, Comcast and NBCU have publicly affirmed their continuing commitment to free, over-the-air broadcasting. Despite a challenging business and technological environment, the proposed transaction has significant potential to invigorate NBCU's broadcasting business and expand the important public interest benefits it provides to consumers across this country. NBC, Telemundo, their local O&Os, and their local broadcast affiliates will benefit by having the full support of Comcast, a company that is focused entirely on entertainment, information, and communications and that has strong incentives – and the ability – to invest in and grow the broadcast businesses it is acquiring, in partnership with the local affiliates.

Moreover, combining Comcast's expertise in multiplatform content distribution with NBCU's extensive content creation capabilities and video libraries will not only result in the creation of more and better programming, but will also encourage investment and innovation, accelerating the arrival of the multiplatform, "anytime, anywhere" future of video programming that Americans want. This is because the proposed transaction will remove negotiation friction that currently inhibits the ability of Comcast to implement its pro-consumer vision of multiplatform access to quality video programming. Post-transaction, Comcast will have access to more content that it can make available on a wider range of platforms, including the new NBCU's national and regional networks and Comcast's cable systems and video-on-demand ("VOD") platform, and online. This increase in the value of services offered to consumers by the new company will stimulate competitors – including non-affiliated networks, non-affiliated MVPDs, and the large and growing roster of participants in the video marketplace – to improve what they offer to consumers.

The past is prologue: Comcast sought for years to develop the VOD business, but it could not convince studio distributors – who were reluctant to permit their movies to be distributed on an emerging, unproven platform – to provide compelling content for VOD. This caution, though understandable in light of marketplace uncertainty, slowed the growth of an innovative and extremely consumer-friendly service. Comcast finally was able to overcome the contractual wrangling and other industry reluctance to participate in an innovative business model when it joined with Sony to acquire an ownership interest in Metro-Goldwyn-Mayer ("MGM"). This allowed Comcast to "break the ice" and obtain access to hundreds of studio movies that Comcast could offer for free on VOD. Thanks to Comcast's extensive efforts to foster the growth of this new technology, VOD has become very popular with consumers since it was invented in 2003 – the same year Apple unveiled the iTunes Music Store. Comcast customers have now used Comcast's VOD service more than 14 billion times – that's over 40 percent more than the number of downloads that consumers have made from the iTunes Store since 2003. By championing the growth of VOD, Comcast has been able to benefit not only its customers but also program producers, and it has stimulated other MVPDs to embrace the VOD model.

Similarly, there is every reason to believe that the transaction proposed here will create a pro-consumer impetus for making major motion pictures available sooner for in-home, on-demand viewing and for sustainable online video distribution – which, as the FCC has observed, will help to drive broadband adoption, another key congressional goal.

Comcast and the new NBCU will also be well positioned to help lead constructive efforts to develop consensus solutions to the problem of content piracy. NBCU has been a leading voice in the effort to reduce piracy in all its forms because it costs American jobs and trade opportunities. Comcast has consistently supported voluntary industry initiatives to deter piracy, educate consumers about copyright, and redirect them to legitimate sources of content. Together, the companies will redouble their efforts to persuade all the stakeholders to work together on the problem, while ensuring that consumer privacy and due process are always respected.

As noted above, the risk of competitive harm in this transaction is insignificant. Viewed from every angle, the transaction is pro-competitive:

First, combining Comcast's and NBCU's programming assets will give rise to no cognizable competitive harm. Even after the transaction, approximately six out of every seven channels carried by Comcast Cable will be unaffiliated with Comcast or the new NBCU. Comcast's national cable programming networks account for only about three percent of total national cable network advertising and affiliate revenues. While NBCU owns a larger number of networks, those assets account for only about nine percent of overall national cable network advertising and affiliate revenues. Therefore, in total, the new NBCU will account for only about 12 percent of total national cable network advertising and affiliate revenues. The new NBCU will rank as the fourth largest owner of national cable networks (measured by total revenues), behind Disney/ABC, Time Warner, and Viacom – which is *the same rank that NBCU has today*. Because both the cable programming market and the broader video programming market will remain highly competitive, the proposed transaction will not reduce competition or diversity, nor will it lead to higher programming prices to MVPDs, higher advertising prices to advertisers, or higher retail prices to consumers.

Second, Comcast's management and ownership interests in NBCU's broadcast properties raise no regulatory or competitive concern. While Comcast will own both cable systems and a stake in NBC owned-and-operated broadcast stations in a small number of Designated Market Areas ("DMAs"), the FCC's rules do not prohibit such cross-ownership, nor is there any policy rationale to disallow such relationships. Cross-ownership prohibitions that had been put in place decades ago have been repealed by actions of Congress, the courts, and the FCC. The case for any new prohibition, or any transaction-specific restriction, on cable/broadcast cross-ownership is even weaker today, given the increasingly competitive market for the distribution of video programming and robust competition in local advertising. And, importantly, each of the major DMAs in question has a significant number of media outlets, with at least seven non-NBCU over-the-air television stations in each DMA, as well as other media outlets, including radio.

Thus, numerous diverse voices and a vibrantly competitive local advertising environment will remain following the combination of NBCU's broadcast stations and Comcast cable systems in each of the overlap DMAs.

Third, the combination of Comcast's and NBCU's Internet properties similarly poses no threat to competition. There is abundant and growing competition for online video content. The dominant leader in online viewing (by far) is Google (through YouTube and other sites it has built or acquired), with nearly 55 percent of online video viewing. This puts Google well ahead of Microsoft, Viacom, and Hulu (a service in which NBCU holds a 32 percent, non-controlling interest), and even farther ahead of Fancast (operated by Comcast, and currently at well below one percent). All of these services competing with Google have low- or mid-single digits shares of online video viewing. There are countless other sites that provide robust competition and near-infinite consumer choice. Even if one restricts the analysis to "professional" online video content, the combined entity will still have a small share and face many competitors. On the Internet, content providers essentially control their own destinies since there are many third-party portals as well as self-distribution options. Entry is easy. Thus, the transaction will not harm the marketplace for online video.

Finally, a vertical combination cannot have anticompetitive effects unless the combined company has substantial market power in the upstream (programming) or downstream (distribution) market, and such circumstances do not exist here. As noted, the video programming, video distribution, and Internet businesses are fiercely competitive, and the proposed transaction does not reduce that competition. The recent history of technology demonstrates that distribution platforms are multiplying, diversifying, and increasingly rivalrous. Wired services have been challenged by both satellite and terrestrial wireless services. Cable has brought voice competition to the telephone companies; the telephone companies have added to the video competition that cable already faced; and both cable and phone companies are racing to deploy and improve broadband Internet. Static descriptions of markets have consistently failed to capture advances in distribution technologies. In this highly dynamic and increasingly competitive environment, speculative claims about theoretical problems arising from any particular combination should be subject to searching and skeptical scrutiny, given the accelerating power of technology to disrupt, continuously, all existing market structures.

In any event, there is a comprehensive regulatory structure already in place, comprising the FCC's program access, program carriage, and retransmission consent rules, as well as an established body of antitrust law that provides further safeguards against any conceivable vertical harms that might be presented by this transaction. The program access and program carriage rules address different aspects of the relationship between networks and MVPDs, and the retransmission consent rules address aspects of the relationship between MVPDs and broadcasters.

In a nutshell, the *program access* rules govern the process by which a satellite-delivered cable programming network that is affiliated with a cable operator sells its programming to MVPDs. These rules generally prohibit a cable operator from (i) unreasonably influencing whether an affiliated network sells its programming to an

unaffiliated MVPD (or the terms on which it does so), (ii) unreasonably discriminating in the prices, terms, and conditions of carriage arrangements among competing MVPDs, and (iii) establishing exclusive contracts between satellite-delivered cable-affiliated programming networks and any cable operator.

The *program carriage* rules apply to the process by which a cable operator -- or any other MVPD -- buys cable programming from unaffiliated programmers. These rules generally prohibit MVPDs from (i) requiring an equity interest in a program network as a condition of carriage; (ii) coercing an unaffiliated program network to provide (or punishing an unaffiliated program network for not providing) exclusive rights as a condition of carriage; and (iii) unreasonably restraining the ability of an unaffiliated program network to compete fairly by discriminating on the basis of affiliation in the selection, terms, or conditions for carriage.

The *retransmission consent* rules generally require that broadcasters and MVPDs bargain in good faith over retransmission consent (i.e., the right to retransmit a broadcaster's signal). Like the program access rules, the good-faith bargaining rules generally ban exclusivity and unreasonable discrimination.

Although the competitive marketplace and regulatory safeguards protect against the risk of anticompetitive conduct, the companies have offered an unprecedented set of commitments to provide assurances that competition will remain vibrant. Comcast will commit voluntarily to extend the key components of the FCC's program access rules to negotiations with MVPDs for retransmission rights to the signals of NBC and Telemundo O&O broadcast stations for as long as the FCC's current program access rules remain in place (and Comcast has expressed a willingness to discuss with the FCC making the program access rules binding on it even if the rules were to be overturned by the courts).¹ Of particular note, Comcast will be prohibited in retransmission consent negotiations from unduly or improperly influencing the NBC and Telemundo stations' decisions about whether to sell their programming, or the terms and conditions of sale, to non-affiliated distributors. It would also shift to NBCU the burden of justifying any differential pricing between competing MVPDs. And the companies would accept the five-month "shot

¹ In October 2007, the FCC released an Order extending for an additional five years the ban on exclusive contracts between vertically integrated programmers and cable operators -- the one portion of the program access rules that Congress had slated to sunset in 2002. On appeal, Cablevision and Comcast have argued that the FCC applied an incorrect standard governing the circumstances under which the FCC may prevent the exclusivity rule from sunset automatically; and that the FCC was required to let the rule sunset, or at least narrow it. Comcast was motivated in large part by the inequity of applying an anti-exclusivity rule to cable, while our satellite competitors are able to use exclusive programming contracts against us. Oral argument was held on September 22, 2009. Contrary to the claims of some outside parties, Comcast has not challenged all of the features of the program access rules in this litigation or asserted that the exclusivity ban, or any other portion of the program access rules, is unconstitutional. Rather, we have challenged only the extension of the exclusivity ban, and have reminded the FCC and the courts that they must take the First Amendment into account when they make, review, or apply the program access rules.

clock” that the Commission applies to program access adjudications that is intended to expedite resolution.

Moreover, the companies have offered concrete and verifiable commitments to ensure certain pro-consumer benefits of the transaction.

In addition to the commitment to continue to provide free, over-the-air broadcasting, mentioned previously, the companies have committed that following the transaction, the NBC O&O broadcast stations will maintain the same amount of local news and information programming they currently provide for three years following the closing of the transaction and will produce an additional 1,000 hours per year of local news and information programming for distribution on various platforms. The combined entity will maintain NBCU’s tradition of independent news and public affairs programming and its commitment to promoting a diversity of viewpoints, maintaining the journalistic integrity and independence of NBCU’s news operations.

The companies also have committed that, within 12 months of closing the transaction, Telemundo will launch a new Spanish language digital broadcast channel drawing on programming from Telemundo’s library. Additionally, Comcast will use its On Demand and On Demand Online platforms to increase programming choices available to children and families, as well as to audiences for Spanish-language programming. Within three years of closing the transaction, Comcast has committed to add 1,500 additional programming choices appealing to children and families and 300 additional programming choices from Telemundo and mun2 to its VOD platforms. Comcast also will continue to provide free or at no additional charge the same number of VOD choices that it now provides, and will make available within three years of closing an additional 5,000 VOD choices over the course of each month that are available free or at no additional charge.

As Comcast makes rapid advances in video delivery technologies, more channel capacity will become available. So Comcast will commit that, once it has completed its digital migration company-wide (anticipated to be no later than 2011), it will add two new independently-owned and -operated channels to its digital line-up each year for the next three years on customary terms and conditions. Independent programmers would be defined as networks that (i) are not currently carried by Comcast Cable, and (ii) are unaffiliated with Comcast, NBCU, or any of the top 15 owners of cable networks, as measured by revenues.

With respect to public, educational, and governmental (“PEG”) channels, Comcast has affirmatively committed not to migrate PEG channels to digital delivery on any Comcast cable system until the system has converted to all-digital distribution, or until a community otherwise agrees to digital PEG channels, whichever comes first. Comcast has also committed to innovate in the delivery of PEG content On Demand and On Demand Online.

We have proposed that these commitments be included in any FCC order approving the transaction and become binding on the parties upon completion of the transaction. A summary of the companies' commitments is attached to this testimony.

In the end, the proposed transaction simply transfers ownership and control of NBCU from GE, a company with a very diverse portfolio of interests, to Comcast, a company with an exclusive focus on, and a commitment to investing its resources in, its communications, entertainment, and information assets. This transfer of control, along with the contribution of Comcast's complementary content assets, will enable the new NBCU to better serve consumers. The new NBCU will advance key public policy goals: diversity, localism, competition, and innovation. Competition, which is already pervasive in every one of the businesses in which the new NBCU – and Comcast Cable – will operate, provides abundant assurance that consumer welfare not just be safeguarded, but increased. Comcast and NBCU will succeed by competing vigorously and fairly.

We intend to use the combined assets to accelerate and improve the range of choices that American consumers enjoy for entertainment, information, and communications. We would welcome your support.

COMCAST/NBCU TRANSACTION PUBLIC INTEREST COMMITMENTS

Comcast, GE, and NBC Universal take seriously their responsibilities as corporate citizens and share a commitment to operating the proposed venture in a way that serves the public interest. To demonstrate their commitment to consumers and to other media partners, the parties have made a set of specific, written commitments as part of their public interest filing with the Federal Communications Commission. Comcast, GE, and NBCU are committed to expanding consumer choice, ensuring the future of over-the-air broadcasting, enhancing programming opportunities, ensuring that today's highly competitive marketplace remains so, and maintaining journalistic independence for NBC's news properties. The parties' commitment to these principles will ensure that consumers are the ultimate beneficiaries of the proposed Comcast/NBCU transaction.

Applicants' Voluntary Public Interest Commitments

Local Programming

Commitment #1. The combined entity remains committed to continuing to provide free over-the-air television through its O&O broadcast stations and through local broadcast affiliates across the nation. As Comcast negotiates and renews agreements with its broadcast affiliates, Comcast will continue its cooperative dialogue with its affiliates toward a business model to sustain free over-the-air service that can be workable in the evolving economic and technological environment.

Commitment #2. Comcast intends to preserve and enrich the output of local news, local public affairs and other public interest programming on NBC O&O stations. Through the use of Comcast's On Demand and On Demand Online platforms, time slots on cable channels, and use of certain windows on the O&O schedules, Comcast believes it can expand the availability of all types of local and public interest programming.

- For three years following the closing of the transaction, NBC's O&O stations will maintain the same amount of local news and information programming that they currently provide.
- NBC's O&O stations collectively will produce an additional 1,000 hours a year of local news and information programming. This additional local content will be made available to consumers using a combination of distribution platforms.

Children's Programming

Commitment #3. Comcast will use its On Demand and On Demand Online platforms and a portion of the NBC O&Os' digital broadcast spectrum to speak to kids. Comcast intends to develop additional opportunities to feature children's content on all available platforms.

- Comcast will add 500 VOD programming choices appealing to children and families to its central VOD storage facilities within 12 months of closing and will add an additional 1,000 such VOD choices (for a total of 1,500 additional VOD choices) within three years of closing. (The majority of Comcast's cable systems will be connected to Comcast's central VOD storage facilities within 12 months of closing and substantially all will be connected within three years of closing.) Comcast will also make these additional choices available online to authenticated subscribers to the extent that Comcast has the requisite online rights.
- For three years following closing, each of NBC's O&O stations will provide one additional hour per week of children's educational and informational programming utilizing one of the station's multicast channels.

Commitment #4. Comcast reaffirms its commitment to provide clear and understandable on-screen TV Ratings information for all covered programming across all networks (broadcast and cable) of the combined company, and to apply the cable industry's best-practice standards for providing on-screen ratings information in terms of size, frequency, and duration.

- NBCU will triple the time that program ratings remain on the air after each commercial break (from 5 seconds to 15 seconds).
- NBCU will make program ratings information more visible to viewers by using a larger format.

Commitment #5. In an effort to constantly improve the tools and information available for parents, Comcast will expand its growing partnership with Common Sense Media ("CSM"), a highly respected organization offering enhanced information to help guide family viewing decisions. Comcast will work to creatively incorporate CSM information into its emerging On Demand and On Demand Online platforms and other advanced platforms, and will look for more opportunities for CSM to work with NBCU.

- Comcast currently gives CSM content prominent placement on its VOD menus. Comcast and the new NBCU will work with CSM to carry across their distribution platforms more extensive programming information and parental tools as they are developed by CSM. Comcast and NBCU will explore cooperative efforts to develop digital literacy and media education programs that will provide parents, teachers, and children with the tools and information to help them become smart, safe, and responsible users of broadband.
- Upon closing and pursuant to a plan to be developed with CSM, Comcast will devote millions of dollars in media distribution resources to support public awareness efforts over the next two years to further CSM's digital literacy campaign. The NBCU transaction will create the opportunity for CSM and Comcast to work with NBCU's broadcast networks, local broadcast stations, and cable networks to provide a targeted and effective public education campaign on

digital literacy, targeting underserved areas, those with high concentrations of low-income residents and communities of color, as well as target Latino communities with specifically tailored Spanish-language materials.

Programming for Diverse Audiences

Commitment #6. Comcast intends to expand the availability of over-the-air programming to the Hispanic community utilizing a portion of the digital broadcast spectrum of Telemundo's O&Os (as well as offering it to Telemundo affiliates) to enhance the current programming of Telemundo and mun2.

- Within 12 months of closing the transaction, Telemundo will launch a new Spanish language channel using programming from Telemundo's library that has had limited exposure, to be broadcast by each of the Telemundo O&O stations on one of their multicast channels. The Telemundo network also will make this new channel available to its affiliated broadcast stations on reasonable commercial terms.

Commitment #7. Comcast will use its On Demand and On Demand Online platforms to feature Telemundo programming.

Commitment #8. Comcast intends to continue expanding the availability of mun2 on the Comcast Cable, On Demand, and On Demand Online platforms.

- Comcast will increase the number of VOD choices from Telemundo and mun2 available on its central VOD storage facilities from approximately 35 today, first to 100 choices within 12 months of closing and then to a total of 300 additional choices within three years of closing. Comcast will also make these additional choices available online to its subscribers to the extent that it has the requisite online rights.

Expanded Video On Demand Offerings At No Additional Charge

Commitment #9. Comcast currently provides approximately 15,000 VOD programming choices free or at no additional charge over the course of a month. Comcast commits that it will continue to provide at least that number of VOD choices free or at no additional charge. In addition, within three years of closing the proposed transaction, Comcast will make available over the course of a month an additional 5,000 VOD choices via its central VOD storage facilities for free or at no additional charge.

Commitment #10. NBCU broadcast content of the kind previously made available at a per-episode charge on Comcast's On Demand service and currently made available at no additional charge to the consumer will continue to be made available at no additional charge for the three-year period after closing.

Public, Educational, and Governmental (“PEG”) Channels

Commitment #11. With respect to PEG channels, Comcast will not migrate PEG channels to digital delivery on any Comcast cable system until the system has converted to all-digital distribution (i.e. until all analog channels have been eliminated), or until a community otherwise agrees to digital PEG channels, whichever comes first.

Commitment #12. To enhance localism and strengthen educational and governmental access programming, Comcast will also develop a platform to host PEG content On Demand and On Demand Online within three years of closing.

- Comcast will select five locations in its service area to test various approaches to placing PEG content on VOD and online. Comcast will select these locations to ensure geographic, economic and ethnic diversity, with a mix of rural and urban communities, and will consult with community leaders to determine which programming – public, educational and/or governmental – would most benefit local residents by being placed on VOD and online.
- Comcast will file annual reports to inform the Commission of progress on the trial and implementation of this initiative.

Carriage for Independent Programmers

Commitment #13. As Comcast makes rapid advances in video delivery technologies, more channel capacity will become available. So Comcast will commit that, once it has completed its digital migration company-wide (anticipated to be no later than 2011), it will add two new independently-owned and -operated channels to its digital line-up each year for the next three years on customary terms and conditions.

- New channels are channels not currently carried on any Comcast Cable system.
- Independent programmers are entities that are not affiliated with Comcast, NBCU, or any of the top 15 owners of cable networks (measured by revenue).

Expanded Application of the Program Access Rule Protections

Commitment #14. Comcast will commit to voluntarily accept the application of program access rules to the high definition (HD) feeds of any network whose standard definition (SD) feed is subject to the program access rules for as long as the Commission’s current program access rules remain in place.

Commitment #15. Comcast will commit to voluntarily extend the key components of the FCC’s program access rules to negotiations with MVPDs for retransmission rights to

the signals of NBC and Telemundo O&O stations for as long as the Commission's current program access rules remain in place.

- Comcast will be prohibited in retransmission consent negotiations from unduly or improperly influencing the NBC and Telemundo O&O stations' decisions about the price or other terms and conditions on which the stations make their programming available to unaffiliated MVPDs.
- The "burden shifting" approach to proof of discriminatory pricing in the program access rules will be applied to complaints regarding retransmission consent negotiations involving the NBC and Telemundo O&O stations.
- The five-month "shot clock" applied to program access adjudications would apply to retransmission consent negotiations involving the NBC and Telemundo O&O stations.

Journalistic Independence

Commitment #16. The combined entity will continue the policy of journalistic independence with respect to the news programming organizations of all NBCU networks and stations, and will extend these policies to the potential influence of each of the owners. To ensure such independence, the combined entity will continue in effect the position and authority of the NBC News ombudsman to address any issues that may arise.

Labor-Management Relations

Commitment # 17. Comcast respects NBCU's existing labor-management relationships and expects them to continue following the closing of the transaction. Comcast plans to honor all of NBCU's collective bargaining agreements.



COMCAST AND NBCU'S SUMMARY OF DIVERSITY COMMITMENTS

Comcast Corporation (“Comcast”) and NBC Universal (“NBCU”) have made a series of commitments to diverse communities in connection with the joint venture between Comcast and General Electric (“GE”) relating to NBCU. Except as otherwise indicated, all of these commitments are new or expand upon current commitments by the companies. These commitments span the organizations’ business practices with respect to governance, workforce recruitment and career development, supplier diversity, media ownership, programming, and community and partnership investment.

1. Existing Initiatives and Commitments

Comcast and NBCU will honor their respective existing diversity commitments, including those contained in the diversity memorandum of understanding between NBC and a coalition representing the interests of various minority organizations reached in the year 2000, to the extent the commitments remain relevant. Those commitments will be extended to the programming assets that Comcast will contribute to the newly formed Comcast Entertainment Group upon closing of the joint venture.

2. Governance

Comcast and NBCU: New External Diversity Advisory Councils. Comcast and NBCU will establish four external Diversity Advisory Councils (collectively called the “Joint Council”) representative of African American, Latino, Asian Pacific Islander, and other diverse communities, to facilitate open communication on the development, monitoring, and evaluation of the companies’ diversity initiatives. Comcast will appoint up to nine (9) members to each Diversity Advisory Council with input from national minority leadership organizations. The Joint Council and each Advisory Council will meet at least two times per year with Comcast’s and NBCU’s internal Diversity Councils, including an annual meeting with Comcast’s Chairman and Chief Executive Officer. In addition, the Diversity Councils will interact throughout the year on diversity issues with representatives of Comcast and NBCU.

The Advisory Councils will provide advice to the senior executive teams at Comcast and NBCU regarding the companies’ development and implementation of a strategic plan to improve diversity practices. Comcast will develop a strategic plan, with advice from the Joint Council, to address five critical “Focus Areas” related to diversity – governance, workforce recruitment and career development, supplier diversity, programming, and community investment and partnerships.

Comcast: Benchmarking and Ongoing Reporting. Comcast will conduct a benchmark study of the diversity initiatives in these Focus Areas which it will update annually to facilitate input and recommendations from the Joint Council for strategies to improve performance in the five Focus Areas. Annually, Comcast will provide diversity data to the Advisory Councils related to the five



Focus Areas, subject to a non-disclosure agreement and the understanding that the data will be used only for internal discussions and development of progress reports by the Joint Council.

NBCU: Coalition Reporting. NBCU will continue to report annually on its corporate diversity efforts, with particular emphasis on programming/content, procurement, and pipeline programs, to a Coalition consisting of the following four organizations (“NBCU Coalition”):

National Association for the Advancement of Colored People, Inc. (“NAACP”);
American Indians in Film and Television;
National Asian-Pacific American Media Coalition; and
National Latino Media Council.

NBCU’s Chief Diversity Officer will consult quarterly with each of these NBCU Coalition members on diversity issues.

Comcast and NBCU: Diversity Oversight. Comcast and NBCU each will continue to support their respective internal Diversity Councils. Each organization also will provide annual reports to the Joint Council analyzing success in achieving diversity objectives and offering recommendations for improvement.

3. Workforce Recruitment & Career Development

Comcast and NBCU: Increased Minority Representation: Comcast and NBCU are committed to be industry leaders in the arena of workforce diversity. Both organizations commit that they will increase minority representation at all levels of their respective organizations and will recruit and retain more minorities so that their workforces more accurately reflect the communities they serve.

Comcast and NBCU: Joint Council Input on Recruitment and Leadership Development. Comcast and NBCU will seek the advice of the Joint Council in reviewing and selecting executive leadership development programs, recommendations for minority-owned executive search firms that may be helpful in finding and retaining diverse talent, and assistance in the development of internship programs aimed at exposing college and university-level students to career opportunities.

Comcast and NBCU: Career Path Programs. Comcast and NBCU will continue to develop career-path programs, including mentoring programs, designed to enhance the promotion potential of identified diverse talent, moving individuals from entry-level, to mid-level, to senior management.

Comcast and NBCU: Minority Internship and Scholarship Programs. Comcast and NBCU will increase support for programs focusing on the growth and development of minorities, such as the Emma L. Bowen Foundation for Minority Interests in Media (“Emma Bowen Foundation”) and similar internship and scholarship programs focusing on diverse communities (see further discussion of Emma Bowen Foundation under Programming and Community Investment and Partnerships below).

Comcast: Workforce Diversity Initiatives. In addition, Comcast will implement the following workforce diversity initiatives:

- **Diversity Forum.** Develop a diversity forum and action plan to increase director-level representation of minorities;
- **Focus Groups.** Create minority focus groups with the objectives of gaining insight, creating opportunities, and identifying high potential employees;
- **Boot Camp.** Implement a boot camp program for mid-level vice president candidates which will include not less than 80% diverse candidates; and
- **Search Firms.** With the cooperation of the Advisory Councils, identify search firms with track records of successfully recruiting diverse pools of talent to partner with the company in identifying diverse leaders.

Comcast: Senior Position Candidate Pools. Comcast will enhance minority representation in the leadership ranks of the organization by requiring a diverse pool of candidates for all hires at the vice president level and above, including the commitment to have at least one person of color on every slate for all such hires.

NBCU: Diverse Senior Level Executives. NBCU will focus on hiring opportunities for diverse senior level executives in development, production, casting, marketing, legal/business affairs, and distribution.

Comcast and NBCU: Workplace Diversity Training Programs. Both Comcast and NBCU have active workplace diversity programs that include training on diversity issues. Both organizations are committed to exploring ways in which to expand their respective programs, including, for example, in the case of NBCU, by offering a new online diversity training module for its regular employee base.

4. Supplier Diversity

Comcast and NBCU: Increased Spend on Diverse Suppliers. Comcast and NBCU will enhance diversity in their procurement of goods and services and company-wide supplier diversity activities, increasing the amount spent on diverse business partners, including minority-owned enterprises. On a nationwide basis, Comcast and NBCU will strive to increase the percentage of business conducted with minority-owned vendors to be on par with the percentage of minority-owned businesses in the communities they serve.

Comcast and NBCU: Increased Partnerships with Diverse Organizations. Comcast and NBCU will partner with diverse organizations to enhance the utilization of minority-owned enterprises, specifically minority-led chambers of commerce and/or other minority-led business organizations, at the national, regional, and local levels.

Comcast and NBCU: Joint Council Input on Minority Suppliers. Comcast and NBCU will seek advice from the Joint Council to identify opportunities for spending with minority-owned suppliers in agreed-upon categories.



Comcast and NBCU: Second Tier Procurement Programs. Comcast and NBCU have “second tier” procurement programs designed to encourage their top suppliers to purchase goods and services from minority-owned vendors. As part of these programs, Comcast and NBCU encourage their largest vendors to report quarterly on their spending with minority-owned vendors. Comcast and NBCU will expand their programs to create additional opportunities and an even greater impact, including expanding of second tier reporting to encompass more suppliers as well as automation of the reporting process.

Comcast and NBCU: Banking. Comcast will grow the diversity of its investment banking and banking partners through its minority banking program and through the development and expansion of relationships with minority investment firms. After the closing, NBCU will participate in Comcast’s minority banking initiative. Comcast has established banking relationships with numerous minority-owned financial institutions and has included them in the creation and syndication of numerous credit facilities. Where practicable, NBCU will be a depositor in these institutions.

Comcast and NBCU: Advertising Spend. In 2011, following the close of the transaction, Comcast and NBCU jointly will commit at least an additional \$7 million in spending on advertising with minority-owned media.

Comcast and NBCU: Law Firms. In 2010, Comcast became a founding partner in the Inclusion Initiative, a collaborative effort among several publicly held corporations designed to increase significantly business opportunities for law firms owned by diverse individuals. The overall goal for this initiative is \$30 million, of which Comcast has committed \$1 million. As part of the Inclusion Initiative, Comcast will use its best efforts to retain minority-owned law firms that participate in the Initiative. Further, NBCU commits post-close to expand its business with minority-owned law firms. NBCU will establish a working relationship with one or more minority firms in at least three cities where it has headquarters operations – New York City, Los Angeles, and Washington, D.C. In addition, NBCU will commit to have its General Counsel meet annually with the executive director of the National Association of Minority and Women Owned Law Firms (“NAMWOLF”) and the senior executive of the National Bar Association to review NBCU’s outreach efforts to minority-owned law firms and review its efforts to expand the amount of business that NBCU does with minority-owned firms.

5. Media Ownership

Comcast: New Independently-Owned and -Operated Cable Networks. It is Comcast’s intention to ensure that there are substantial opportunities for diverse programmers to benefit from its commitment to add two new independently-owned and -operated cable networks to its systems for each of the next three years starting in 2011. To that end, Comcast commits that at least half of the six networks to be added to its systems pursuant to this three-year pledge will be networks in which minorities have a substantial ownership interest.

NBCU: L.A. Station Divestiture. NBCU has agreed to divest its ownership interest in KWHY-TV, an independent Spanish-language broadcast station in Los Angeles. This process presents a key opportunity for minority ownership in one of the nation’s top two largest media markets. To



facilitate this opportunity, NBCU has established a process to identify potential buyers and has selected the Minority Media and Telecommunications Council (“MMTC”) as co-advisor for this transaction. MMTC has had demonstrable success in identifying qualified minority buyers in similar divestitures.

In the event these efforts do not result in the sale of KWHY-TV, the station license and assets will be placed in a divestiture trust at the closing of the proposed transaction. If this becomes necessary, MMTC will work with the trustee to effectuate the sale to a qualified third party. On May 17, 2010, an application was filed seeking FCC consent for the assignment of KWHY-TV to a divestiture trust. The proposed trustee, Bahia Honda LLC, has as its sole member Jose Cancela, the principal of media consulting firm, Hispanic USA. NBCU and MMTC will remain actively engaged in efforts to sell KWHY-TV while the application for assignment to the divestiture trust is pending.

Comcast and NBCU: Minority Buyers for Media Assets. Although no additional divestiture of media assets is contemplated in connection with the NBCU transaction, the companies are committed to having an appropriate sensitivity to minority ownership issues in the event media assets are divested in the future, including involvement of specialists to identify minority buyers for any future asset sales.

6. Programming

Comcast: Expanded Services and Competitive Pricing. Comcast Cable is committed to maintain and improve its track record in bringing diverse programming to its subscribers. Moreover, Comcast Cable remains committed to providing competitive and affordable video services to its customers, including its minority customers. As part of its regular meetings with the external Advisory Councils, Comcast will review the pricing and packaging of its minority-oriented programming.

Comcast: Expansion of Diverse Video On Demand (“VOD”) Content. On Demand and On Demand Online are dynamic and innovative platforms, and Comcast intends to help opportunities for owners of diverse content to utilize them. On Demand affords independent and minority owners of content with an unparalleled opportunity to reach niche audiences in a direct way and with scheduling directed by the viewers’ time preference. As Comcast expands On Demand and On Demand Online, it will focus on ways to ensure that independent and minority owners of content can take advantage of these next-generation platforms.

- **African American Content.** Comcast Cable recently launched Black Cinema On Demand, a VOD channel that celebrates black films, filmmakers, and actors past, present and future, focusing on the wide range of experiences, accomplishments, and points-of-view of black people as expressed through the artistic medium of film. In addition, Comcast Cable features On Demand programming that delivers a variety of television, entertainment, and music choices from various networks and programs that target African American audiences, including Black Entertainment Television (BET), H2O (Hip Hop On Demand), and recently acquired Soul Train content.
- **Asian Content.** This fall, Comcast Cable will launch Asian Cinema On Demand that will feature films from across the Asian Pacific Islander diaspora that highlight the experiences,

accomplishments, and points-of-view of this community as expressed through the artistic medium of film. This permanent platform will allow Comcast Cable to work with Asian Pacific Islander English-language content developers and will be programmed by experts in the Asian Pacific Islander film space. This channel will be available 24 hours a day, 365 days a year; contain 20 hours of content; be refreshed up to 100% a month but no less than 50%; and will include a specific marketing plan developed to promote the offering.

- **Latino Content.** Within twelve months of the transaction closing, Comcast Cable plans to launch Hispanic Cinema On Demand featuring Latino-themed movies. In addition, Comcast Cable will use its On Demand and On Demand Online platforms to feature Telemundo programming and to continue expanding the availability of NBCU's mun2 (MunDos). Comcast Cable will use these platforms to increase programming choices available to children and families, as well as to audiences for Spanish-language programming. Within three years of closing the transaction, Comcast Cable has committed to add 1,500 additional programming choices appealing to children and families and 300 additional programming choices from Telemundo and mun2 to its On Demand platform.

Comcast: Continued Reliance on Unaffiliated Content. There is no prospect that the proposed transaction with GE and NBCU will diminish Comcast's reliance on unaffiliated content. Following consummation of the proposed transaction, Comcast will continue to rely on other content providers to provide the vast majority of its video content. Comcast will not rely exclusively or even primarily on NBCU content.

NBCU: Entertainment Programming. With respect to entertainment programming, NBCU makes the following commitments:

- **Building Diverse Relationships.** NBCU commits to double (from two to four) the number of formal networking events hosted each year to provide information on employment opportunities for diverse directors, writers, and directors of photography with its senior executives (at the president, executive vice president, senior vice president, and vice president levels) in the feature, broadcast, cable, and digital divisions of NBCU.
- **Diverse Writers Program.** To promote diversity among its writers, NBCU commits to continue to fund diversity writer positions for three years, selected by the show-runner/producer, for each of its scripted series on the NBC broadcast network and for each of NBC's three late night programs. In addition, NBCU commits to expand this program to fund a diverse writer position on each scripted series on NBCU's cable networks.
- **Directors Fellowship Program.** NBCU will continue to sponsor this important shadowing program, which offers diverse participants a developmental opportunity with a DGA director, as well as exposure to other aspects of NBCU Television Studios production.
- **Casting (TV and Film).** NBCU will commit to use its influence to encourage diversity among the freelance casting directors hired in connection with the production of NBCU programming. In addition, NBCU will create a casting associates program for TV and film with an emphasis on diversity in what would be a model for the industry.

- **Professional Development Programs.** NBCU will continue to support the following four pipeline development programs offering hands-on experience in programming development and management, and other areas of NBCU’s business: Entertainment Associates, NBCU/Canada Fellowships, the Universal Pictures Leadership Program, and multiple NBCU Internship Programs.
- **Benchmarking and Reporting.** NBCU commits to report annually to the Joint Council on the diversity of: (i) on-camera talent in regular, recurring, and guest roles in both scripted and reality TV programming, as well as to continue annual reporting in those areas to the members of the NBCU Coalition; and (ii) production executives (directors, writers) in primetime TV programming. NBCU will expand this annual report by including the diversity of the producers and executive producers of primetime TV series. NBC also commits to continue quarterly meetings with each NBCU Coalition member to seek input on ways for NBC to increase diverse participation in each category.

NBCU: News Programming. With respect to news programming, NBCU makes the following commitments:

- **News Associate Program:** NBC’s News Associate Program is a highly competitive program that identifies outstanding aspiring journalists who bring diverse backgrounds to news production and news coverage. NBCU will expand this program beyond NBC News to also include the NBC-owned and -operated stations’ news departments. This means an expansion annually from six to twelve News Associates.
- **Diversity Leadership Program.** NBCU will explore ways to expand its Diversity Leadership Program, through which NBC News operates a mid-career program designed to train diverse producers and associate producers for executive producer roles. The program lasts for 18 months and involves monthly workshops, business, and finance seminars, “shadowing” days with key senior executives, individual mentoring, and presentation skills training. The program enrolls eight to ten high potential journalists every 18 months.
- **Recruitment Outreach to Minority Journalists.** NBC recruits every year at the annual conventions of the National Association of Black Journalists (“NABJ”), National Association of Hispanic Journalists (“NAHJ”), Asian-American Journalists Association (“AAJA”), National Lesbian & Gay Journalists Association, Native American Journalists Association (“NAJA”), and South Asian Journalists Association. Representatives of NBC News, NBC Sports, Local Media, and Telemundo contribute on all levels to seminars, career fairs, and student networking events, resulting in the tracking and hiring of diverse candidates. NBCU will explore ways in which this recruitment outreach can be expanded.
- **Meetings with Congressional Caucuses.** NBCU commits to annual meetings between the President of NBC News and the NBC News D.C. Bureau Chief with the Congressional Black Caucus, the Congressional Hispanic Caucus, and the Asian-American Caucus, to discuss diversity practices as they affect the News Division.

- **NBC News Summer Fellowship Program.** NBCU will explore ways to expand its News Summer Fellowship Program, under which NBC sponsors two (2) paid internships every summer for nominees from each of three organizations: NABJ, NAHJ, and AAJA. These six (6) paid interns are selected jointly every year by the individual organizations and NBC News. NBCU will expand its news internships and increase to a minimum of nine paid internships annually with NABJ, NAHJ, and AAJA (three each year per organization), while also seeking to extend the program to NAJA, to foster the careers of aspiring diverse journalists.

NBCU: Programming Leadership Diversity. NBCU commits that it will continue to take steps to increase the diversity of its executives in each of the following areas: development (television and film); production (television and film); and marketing (television and film). NBCU will work diligently to ensure that key slates for executive openings include diverse candidates identified either through leveraging internal succession plans or using external sources, such as recruiting firms that have strong expertise and track records in identifying diverse candidates within these fields, as needed or appropriate.

NBCU: Emma Bowen Foundation. NBCU is one of the largest supporters of the Emma Bowen Foundation, a preeminent organization dedicated to preparing minority youth for careers in the media industry. NBCU has sponsored more than 100 students, a significant number of whom have taken positions at NBCU and elsewhere in the industry. NBCU commits to continuing as an industry leader in this program and will expand its participation in and support of the program by sponsoring at least 50 students annually for the next five years, as well as continuing to house the Foundation in its Washington, D.C. offices and providing administrative support to the organization on a *pro bono* basis.

Comcast and NBCU: Expansion of Minority Programming. Comcast Cable and NBCU are committed to expanding minority-focused programming and will have discussions with the external Diversity Advisory Councils representing each minority community about measures that can be taken to achieve this objective for their respective communities.

7. Community Investment & Partnerships

Comcast and NBCU: Ten Percent Increase in Community Investment. Comcast and NBCU commit to increase their philanthropic efforts to support minority-led and minority-serving institutions and to establish more specific benchmarks for their investment activities in minority communities in consultation with the Joint Council. Upon closing of the transaction, Comcast is prepared to increase its community investment spend on minority-led and minority-serving institutions by 10% per year for each of the next three years. Similarly, NBCU will increase its funding by 10% per year for each of the next three years in the areas of community-based philanthropic focused organizations that serve youth and family in under-served communities and community engagement organizations with broad missions of serving diverse communities.

Comcast: Community Investment and Partnership Programs. Comcast will enhance its investment in diverse communities and its partnerships with diverse organizations by taking the following steps.

- **Comcast Leaders and Achievers Scholarship Program.** Comcast will increase outreach to diverse students and schools for The Comcast Leaders and Achievers Scholarship program.
- **Internship and Scholarship Programs.** Comcast remains the largest supporter of the Emma Bowen Foundation internships. Comcast will increase its support for this program and similar internship and scholarship programs and will seek to enhance participation of minority students in these programs. In addition, Comcast will work with its Human Resources Department to ensure that graduates of these programs are being considered for entry level positions.
- **Beyond School Walls Program.** Through the Big Brothers Big Sisters Beyond School Walls program, Comcast will ensure that school assignments are in diverse communities.
- **Comcast Cares Day.** Comcast will expand its Comcast Cares Day focus to add organizations being served in diverse communities and to increase the number of organizations that are serving diverse beneficiaries.
- **Comcast Digital Connectors Program.** Comcast will ensure that locations of its programs through the Comcast Digital Connectors program (in partnership with One Economy) are in diverse communities.
- **Promotion of Diverse Partnerships.** Comcast will promote and communicate the positive work and impact of its diverse partners, including increases in public service announcements, social media communications, advertising, and media placement, both locally and nationally.

**List of Supportive Letters Received by the Federal Communications Commission
(as of June 3, 2010)**

1. North Bay Leadership Council
2. Police Athletic League of Philadelphia
3. Mission Kids
4. Coconut Grove Arts Festival
5. Aurora Economic Development Council
6. The Second Mile
7. Vermont Public Television
8. Texas State Representative Carol Alvarado
9. National Black Caucus of State Legislators
10. James Kenney - Councilman-at-Large, Philadelphia
11. American Cancer Society
12. The Enterprise Center
13. Georgia State Representative David Casas
14. National Conference of Hispanic Legislators
15. League of United Latin American Citizens, Council 402
16. Career and Recovery Resources, Inc.
17. Asian Pacific American Leadership Institute
18. Self-Help for the Elderly
19. Communities in Schools
20. Tennessee State Representative John DeBerry
21. Spirit of Springfield, Massachusetts
22. Michigan State Senator Valde Garcia
23. Tennessee State Senator Tim Burchett
24. Redwood City Chamber of Commerce
25. Old Saybrook Chamber of Commerce
26. Middlesex United Way
27. Michigan State Senator Martha Scott
28. Marin Services for Women
29. Lake Champlain Regional Chamber of Commerce
30. Habitat for Humanity of Greater Pittsburgh
31. Big Brothers Big Sisters of Greater Twin Cities
32. Mayor Salina of Berlin, Connecticut
33. Assistant Manager of Monroeville, Pennsylvania
34. Springfield Performing Arts Development Corporation
35. Better Business Bureau of Southern Colorado
36. Greater Pittsburgh Community Food Bank
37. Vermont Business Roundtable
38. Florida State Senator Stephen R. Wise
39. Florida State Senator Carey Baker
40. Florida State Representative Steve Precourt
41. Pennsylvania Association of Latino Organizations
42. Miami-Dade County League of Cities
43. Literacy Coalition of Palm Beach County
44. Boys & Girls Clubs of the Tennessee Valley

45. Latino Community Foundation
46. Tallahassee, Florida Commissioner Andrew D. Gillum
47. Shaler Township, Pennsylvania
48. City of Las Vegas Mayor Oscar Goodman
49. Fort Lauderdale, Florida City Commissioner
50. Engaging Loveland
51. Mayor of Newark, Delaware Vance A. Funk III
52. Big Brothers Big Sisters of Broward County
53. Pittsburgh Airport Area Chamber of Commerce
54. Here's Help, Inc.
55. Mayor of Stafford, Texas
56. Our Family Place
57. Score a Goal in the Classroom
58. SOS Outreach
59. Governors Arnold Schwarzenegger (CA), David A. Paterson (NY), and Edward Rendell (PA)
60. Reverend Al Sharpton, National Action Network
61. Mississippi Governor Haley Barbour
62. Florida State Representative Alan Williams
63. Florida State Senator Gary Siplin
64. Center for Family Services, Inc.
65. National Black Chamber of Commerce
66. Volunteer Broward
67. WRLR 98.3 FM (Rondaradio)
68. Urban League of Broward County
69. U.S. Hispanic Chamber of Commerce
70. Voice of the City
71. City Year of Miami, Florida
72. Village of Inverness
73. United Way of Greater Union County
74. Town of Billerica
75. Springfield Boys and Girls Club
76. Speaker Pro Tempore Bryan Pratt, Missouri House of Representatives
77. Spanish Community Center of Joliet, Illinois
78. Pittsburgh Technology
79. Montgomery County-Norristown Public Library
80. Montclair Neighborhood Development Corporation
81. Illinois Policy Institute
82. Housing Building Association of Colorado Springs
83. Graham Memorial Community Church of God in Christ
84. Florida State Representative Mia Jones
85. Delaware County SPCA
86. Delaware County Chamber of Commerce
87. City of Apopka, Florida
88. Chester County Chamber
89. Boston Public Library

90. Village of Phoenix, Illinois
91. United Way of Monmouth County
92. Richland County Council
93. U.S. Representatives Michael F. Doyle (D-PA) and Fred Upton (R-MI)
94. U.S. Representative Paul E. Kanjorski (D-PA)
95. National Gay & Lesbian Chamber of Commerce
96. Montgomery County Chamber of Commerce
97. Mayor of Salem, Oregon
98. Lansing Regional Chamber of Commerce
99. Kankakee County Humane Society
100. Fountain, Colorado City Manager
101. Florida State Representative Audrey Gibson
102. Detroit Area Agency on Aging
103. Chinese Consolidated Benevolent Association of Chicago
104. Boys & Girls Club of New Britain, Connecticut
105. Boy Scouts of America, Coastal Carolina Council
106. Big Brothers Big Sisters of Greater Miami
107. Athletes Against Drugs
108. Albuquerque Public Schools Foundation
109. United Way of Miami-Dade
110. South Florida Hispanic Chamber of Commerce
111. Latin American Business Association
112. Georgia State Representative Chuck Martin
113. National Conference of State Legislatures
114. Matrix Communication Services
115. Mississippi Secretary of State Hosemann
116. Mayor of Tucson, Arizona
117. Memphis Branch NAACP
118. Fifteen Members of Congress from Pennsylvania
119. U.S. Senators Arlen Specter and Bob Casey
120. Orlando Mayor Buddy Dyer
121. Greater Norristown, Pennsylvania Police Athletic League
122. Builders Association of South Florida
123. GoITV
124. Amigos for Kids
125. YWCA Silicon Valley
126. YMCA of Philadelphia & Vicinity
127. United Way of Southeastern Pennsylvania
128. The Salvation Army National Capital Area Command
129. South Carolina Secretary of State
130. Sitar Arts Center
131. National Multiple Sclerosis Society
132. National Capital Coalition to Prevent Underage Drinking
133. Multnomah County, Oregon
134. Martin Library Association
135. Junior League of San Jose

136. Italian American Human Relations Foundation
137. Indiana State Representative Mara Candelaria Reardon
138. HARC, Inc.
139. Greater Washington Urban League, Inc.
140. Future Cable Electronics, LLC.
141. Forest Preserve District of Will County, Illinois
142. Equality Forum
143. Condista
144. American Red Cross Connecticut Chapter
145. Chicago Southland Chamber of Commerce
146. Youth Job Center of Evanston, Inc
147. Whitman-Walker Clinic
148. United Neighborhood Organization
149. Special Olympics Connecticut
150. Silicon Valley FACES
151. San Francisco AIDS Foundation
152. Petit Family Foundation
153. March for Babies Foundation
154. LA Tan
155. Fremont Chamber of Commerce
156. Communities in Schools of Greater Tarrant County
157. American Red Cross Connecticut Blood Services
158. 100 Black Men of Greater Washington, DC
159. Village of Steger, Illinois
160. Urban League of Greater Hartford
161. Special Love
162. San Jose Holiday Parade
163. Salvation Army of Dallas/Fort Worth
164. Reelz Channel
165. Christmas in the Park (San Jose, California)
166. Catholic TV
167. By the Hand Club for Kids (Chicago, Illinois)
168. American Cancer Society - Connecticut
169. Youth Conservation Corps
170. Tech Museum
171. Palos Bank and Trust
172. International Detroit Black Expo
173. Arts Council of Greater Lansing
174. Centro Hispano Spanish American Civic Association
175. Muscular Dystrophy Association
176. Boys & Girls Club of Dundee Township, Illinois
177. Adams Community Television
178. Chinese Mutual Aid Association
179. Castalia Communications Corporation
180. Abraham Lincoln Center
181. Manchester Craftsmen's Guild

182. Brick Township, New Jersey
183. Association House of Chicago
184. Village of Richton Park, Illinois
185. Special Olympics Vermont
186. PENCIL Foundation (Nashville, Tennessee)
187. Georgia-Carolina Council of Boy Scouts of America
188. Community YMCA (New Jersey)
189. City of Galveston, Texas
190. City of Allen Park, Michigan
191. Beacon Therapeutic Diagnostic and Treatment Center (Chicago, Illinois)
192. Square One (Springfield, Massachusetts)
193. Indiana State Rep. Sheila Klinker
194. Hope House, Inc. (Missouri)
195. Connecticut Children's Medical Center
196. Boys & Girls Club of Hartford
197. Skye Cable XIII
198. Prevention First
199. North Star Cable Construction
200. City of Boston Parks and Recreation Dept.
201. Valparaiso Community Festivals & Events
202. Texas State Rep. Patricia Harless
203. Outdoor Channel
204. Mary Ellen McNally
(Colorado Springs Community Leader)
205. Main Line Chamber of Commerce (Wayne, Pennsylvania)
206. MacMedia
207. Junior Achievement of Western Pennsylvania
208. Jackson County, Michigan Chamber of Commerce
209. Tennessee State Representative Joe Armstrong
210. NeighborScapes
211. IndyVision TV
212. Gateway Regional Chamber of Commerce
213. El Mundo
214. Communities in Schools of Spokane
215. City Year Washington, DC
216. Network of Victim Assistance
217. Michigan State Representative Lee Gonzales
218. Indiana State Representative Phil GiaQuinta
219. Indiana State Representative Dave Cheatham
220. Greater Elkhart, Indiana Chamber of Commerce
221. Elk Grove Village, Illinois
222. A. Philip Randolph Institute, Tacoma, Washington Chapter
223. WRCT York, Pennsylvania (PEG station)
224. Tejano Center for Community Concerns (Houston, Texas)
225. Republican Mayors and Local Officials
226. Nutmeg Big Brothers Big Sisters, Connecticut

- 227. Latin American Economic Development Association, Inc.
- 228. Cheyenne Village, Inc.
- 229. City of Sycamore, Illinois
- 230. Detroit Association of Black Organizations
- 231. Arab Community Center for Economic and Social Services
- 232. Middlesex YMCA
- 233. Inclusion Center for Community and Justice
- 234. Centro de la Familia de Utah
- 235. Tacoma Urban League
- 236. Texas State Representative Sylvester Turner
- 237. Majority Leader of the Mississippi House of Representatives Tyrone Ellis
- 238. Memphis Urban League