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October 19, 2010

**VIA ELECTRONIC FILING**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, DC 20554

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

Dear Ms. Dortch:

On October 18, 2010, Jordan Goldstein, Senior Director, Regulatory Affairs, and the undersigned of Comcast Corporation met with Deborah Broderson, William Freedman, and Jennifer Tatel of the Media Bureau. We reviewed the attached charts summarizing filings in the above-captioned proceeding.

Kindly direct any questions regarding this matter to my attention.

Respectfully submitted,

/s/ Kathryn A. Zachem  
Kathryn A. Zachem  
Vice President, Regulatory and State Legislative Affairs

cc: Deborah Broderson  
William Freedman  
Jennifer Tatel

# **ATTACHMENT A**

**COMMITMENTS, AGREEMENTS AND STATEMENTS MADE BY COMCAST AND NBC UNIVERSAL**  
**(organized by subject area)**  
**(as of 10/14/2010)**

The following chart organizes, by subject area, the various commitments, agreements and statements made by Comcast Corporation and NBC Universal, Inc. in support of the proposed joint venture with General Electric Company. As noted in the Table of Contents, the chart is divided into two parts:

- Part I includes statements that are in some way related or relevant to a formal commitment as stated in the Public Interest Statement (“PIS”). With respect to the terms in the column headed “How Related? (Expansion, Modification, Explanation)”:
  - “Expansion” refers to a statement that substantively goes beyond a commitment;
  - “Modification” refers to a statement that substantively alters a commitment; and
  - “Explanation” refers to a statement that adds context to a commitment, but does not expand or modify it.
- Part II includes statements that are not related to a formal commitment as stated in the PIS.

**COMMITMENTS, AGREEMENTS AND STATEMENTS MADE BY COMCAST AND NBC UNIVERSAL  
(organized by subject area)**

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**COMMITMENTS, AGREEMENTS AND STATEMENTS MADE BY COMCAST AND NBC UNIVERSAL  
(organized by subject area)**

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<b>I. ISSUES RELATING TO PIS COMMITMENTS</b>					
<b>BROADCASTING - PRESERVING LOCAL BROADCASTING - GENERAL (Commitment # 1)</b>					
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.	1	FCC Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
[T]he new NBCU will make focused investments to ensure that the NBC Television Network and NBC's O&Os will provide the highest quality programming to consumers.	1	Explanation		Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 19
<b>BROADCASTING - PRESERVING LOCAL BROADCASTING - RELATIONS WITH NBC AFFILIATES (Commitment # 1)</b>					
[Section 2] <u>Major Sporting Events</u> . To maintain the public’s free, over-the-air access to Major Sporting Events: For purposes of this Section 2, “Major Sporting Events” shall be defined as major professional sports, Olympic events, and any college or amateur sporting events with ratings generally consistent with major professional sports and shall not include any sporting events that currently are distributed exclusively on a non-broadcast cable channel.  A. Major Sporting Events for which the Network holds broadcast	1	Expansion	✓	Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, pp. 2-3 (definitional terms not included)

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“√” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>rights as of the date of this Agreement [June 3, 2010] (“Current Major Sporting Events”), shall continue to be broadcast on the Network, and Comcast shall not migrate such Events to any linear programming channel in which Comcast has an ownership interest (a “Comcast Channel”), until the earlier of (i) the date Comcast ceases to control the Network, (ii) with respect to each Comcast Channel, the date Comcast ceases to have an ownership interest in such Comcast Channel, (iii) the expiration or termination of the contracts under which the Network has acquired the rights to broadcast such Current Major Sporting Events, or (iv) the Sunset Date [except as otherwise expressly provided herein . . . the date that is seven (7) years after the closing of the Transaction]. Notwithstanding the foregoing, this Subsection A of this Section 2 shall not prohibit Comcast from distributing Major Sporting Events on Comcast Channels or from migrating Current Major Sporting Events to Comcast Channels, provided that the Network maintains a substantially comparable quantity and quality of Current Major Sporting Events programming on the Network and available for broadcast by NBC Local Affiliates calculated on a Major-Sporting-Event by Major-Sporting-Event basis (for example, maintaining comparable quantity and quality of NFL games after such additional distribution compared to before, major Olympic events before and after such distribution, and the like).</p> <p>B. Until the earlier of (i) the date Comcast ceases to control the Network, (ii) with respect to each Comcast Channel, the date Comcast ceases to have an ownership interest in such Comcast Channel, (iii) the Sunset Date, or (iv) the date on which Major Sporting Events cease to be distributed on the ABC, CBS, and Fox television networks, Comcast, in negotiations to acquire licenses for the national distribution of Major Sporting Events on Comcast Channels, shall use commercially reasonable efforts to negotiate a provision for a reasonable portion of distribution on the Network in a manner that is available to the NBC Local Affiliates under the terms of their affiliation agreements. Notwithstanding the foregoing, this Subsection B of this Section 2 shall not impose any obligations on Comcast with</p>					

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>respect to (x) renewals, amendments, or extensions of existing agreements for the distribution of Major Sporting Events on any Comcast Channel, (y) agreements for the distribution of Major Sporting Events on regional sports networks (i.e., linear programming channels with limited territorial licenses to exhibit Major Sporting Events), or (z) agreements for the distribution on any Comcast Channel of Major Sporting Events packages that were previously exclusively exhibited on non-broadcast cable channel(s).</p> <p>C. Subsection B of this Section 2 shall not apply to any contract for distribution of a Major Sporting Event if the NBC Local Affiliates, after reasonable notice and good faith negotiations with the Network, have declined to provide commercially reasonable financial support to the Network. For purposes of this Subsection C, whether terms are commercially reasonable shall be determined by reference to the value of support that is provided by affiliates of the ABC, CBS, and Fox Television Networks to their respective network(s) to support the rights fees for Major Sporting Events, taking into account the relative value of such sports programming and the value of any benefits received by such affiliates in exchange for such support.</p>					
<p>[Section 3] <u>Separate Negotiation of Agreements</u>. The Network will remain solely responsible for negotiating network affiliation agreements with individual NBC Local Affiliates. Comcast Cable Communications, LLC, any of its direct or indirect subsidiaries owning, operating, or managing cable systems, and any of its affiliates that do not have an interest in NBCU (collectively, “Comcast Cable”) will remain solely responsible for negotiating retransmission consent agreements with individual NBC Local Affiliates. Such retransmission consent negotiations, on the one hand, and affiliation agreement negotiations, on the other hand, will be conducted separate from, and without influence on, one another. This Section 3 shall not be subject to expiration on the Sunset Date, provided, however, that it shall expire on the date upon which the Network is no longer jointly owned with Comcast Cable. In furtherance of the foregoing:</p>	1	Expansion	✓	Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, pp. 3-4 (definitional terms not included)

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“√” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>A. Comcast shall not use its control of NBC to engage in conduct that discriminates against any NBC Local Affiliate in the terms and conditions for affiliation or other business arrangements (including news gathering arrangements) with the Network as a result of negotiations or relationships between an NBC Local Affiliate and Comcast Cable. Network affiliation shall not be withheld from an affiliate, nor shall the terms and conditions of affiliation offered or provided to any affiliate be based upon the terms and conditions of retransmission consent between such affiliate and Comcast Cable, including as a result of (i) the positions or approaches taken by the affiliate in retransmission consent negotiations with Comcast Cable or (ii) the failure of such affiliate and Comcast Cable to agree upon terms and conditions of retransmission consent.</p> <p>B. Comcast shall not engage in conduct that discriminates against any NBC Local Affiliate in the terms and conditions for retransmission consent between Comcast Cable and any NBC Local Affiliate as a result of negotiations or relationships between such NBC Local Affiliate and the Network regarding station affiliation agreements. Comcast Cable shall not refuse to negotiate in good faith with any NBC Local Affiliate, nor shall the terms and conditions of retransmission offered or provided to such NBC Local Affiliate be based upon (i) the positions or approaches taken by the Affiliate in affiliation negotiations with the Network, (ii) the terms and conditions of network affiliation agreement(s) between such affiliate and the Network, or (iii) the failure of such affiliate and the Network to agree upon terms and conditions of network affiliation.</p> <p>C. Nothing in this Section 3 shall be construed to limit actions by the Network or by Comcast that are in the ordinary course of their independent negotiations and/or relationships and that do not tie together Network affiliation and retransmission consent negotiations.</p>					

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>[Section 7] <u>Affiliate Market Integrity</u>. As stated in the commitment made in the public interest filing at the FCC, Comcast remains committed to provide ad-supported broadcast television through its O&amp;O broadcast stations and through NBC Local Affiliates across the nation. In recognition of the role that NBC Local Affiliates serve in the provision of free, local over-the-air television:</p> <p>A. Comcast agrees to honor NBC’s agreements and side letters that preserve existing non-duplication protections against importation of another affiliate broadcast station signal into an NBC Local Affiliate’s market. The Network will continue to provide these protections and execute any necessary agreements after expiration of current agreements and side letters to maintain these network non-duplication protections for NBC Local Affiliates for so long as the FCC maintains network non-duplication rules, and thus shall not be subject to expiration on the Sunset Date.</p> <p>B. Decisions involving exclusivity issues, as well as the decision by the Network whether to exercise any of its rights with respect to the distribution of Network programming consistent with the affiliation agreement, shall continue to be left to the Network and shall continue to be made solely on the basis of Network considerations and without regard to Comcast Cable considerations.</p> <p>C. Comcast will not use its control of the Network to transmit a same-day linear feed of Network programming on a Comcast, Comcast-managed, or Comcast-affiliated cable system in the television market of an NBC Local Affiliate in the event that such NBC Local Affiliate withdraws its consent in the course of a retransmission dispute with such Comcast, Comcast-managed, or Comcast-affiliated cable system. The obligations of this Subsection C of this Section 7 will be in effect until the later of ten (10) years after consummation of the Transaction or the date on which any one (1) of the ABC, CBS, and Fox networks offer or authorize one (1) or more major cable system operators to carry direct, same-day linear feeds of the programming such networks</p>	1	Expansion	✓	Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, pp. 4-5 (definitional terms not included)

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“√” = Proposed as Condition to FCC	Statement Type	Location(s)
provide to their affiliates on cable television systems located in the television markets of their affiliates.					
<p>[Section 1] <u>Commitment to Free Over-the-Air Broadcasting</u>. Comcast and NBCU have made the following commitment in their joint public interest filing at the FCC: “The combined entity remains committed to continuing to provide free over-the-air television through its O&amp;O broadcast stations and through local broadcast affiliates across the nation. As NBC negotiates and renews agreements with its broadcast affiliates, NBC 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.” In furtherance of this commitment, Comcast will, for a period of ten (10) years after consummation of the Transaction:</p> <p>A. Maintain the Network—as made available for broadcast over the air by the Network’s broadcast television affiliates—as a premier general entertainment programming service, including a mix of high-quality programming that is generally consistent with the mix, quality, and schedule that is maintained by the ABC, CBS, and FOX Television Networks.</p> <p>B. Devote sufficient resources to program development intended and designed to ensure that the Network’s program schedule remains competitive with the schedules of the ABC, CBS, and FOX Television Networks.</p>	1	Expansion		Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, pp. 1-2 (definitional terms not included)
<p>[Section 4] <u>Policy Debates on Retransmission Consent</u>. Comcast agrees that it will not seek the repeal of the retransmission consent regime in existence as of the date of this Agreement.</p>	1	Expansion		Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, p. 4 (definitional terms not included)

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“√” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>[Section 5] <u>Standard Terms of Affiliation</u>. Under current paragraph 2 of the NBC model affiliation agreement, NBC commits (a) to “supply programming for free over-the-air television broadcasting by each Station during the hours set forth on Schedule II hereto (the ‘Programmed Time Periods’)” and to “offer each Station a variety of sports programming (“NBC Sports Programming”) and special events programming for television broadcast at times other than Programmed Time Periods” and (b) that “[f]or a period of seventy-two (72) hours following [an NBC offer of NBC Sports Programming or special events programming for television broadcast at times other than Programmed Time Periods, NBC affiliated stations] shall have the right of first refusal with respect to such programming as against any other television station located in Station’s community of license or any television program transmission service furnishing a television signal to Station’s community of license.” Comcast pledges that each of these provisions (subject to changes in the language that do not undermine the benefit of the provision to NBC Local Affiliates) will remain part of the standard terms and conditions of affiliation offered to NBC Local Affiliates. Nothing in this paragraph is intended to change the existing meaning of these or similar provisions in existing agreements.</p>	1	Expansion		Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, p. 4 (definitional terms not included)
<p>[Section 6] <u>Competitive Nature of Programming</u>. In furtherance of the commitment to free over-the-air broadcasting and the goal of making NBC the strongest television network possible, Comcast commits to provide to NBC Local Affiliates primarily first-run programming on a primarily first-window basis (as to each affiliate in its respective television market), that is intended and designed to be competitive with the ABC, CBS, and FOX Television Networks, for a period of ten (10) years after the consummation of the Transaction.</p>	1	Expansion		Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, p. 4 (definitional terms not included)
<p>[Section 8] <u>Cooperative Arrangements</u>. The affiliate-network partnership is a key foundation of localism. Beyond the core program distribution relationship, NBC and its affiliates have partnered in a number of ventures to strengthen the relationship and benefit both parties. The NBC NewsChannel is one such example. The management of the NBC Affiliate Support Fund in accordance with</p>	1	Expansion		Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, p. 5 (definitional terms not included)

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
the NBC Affiliate Support Fund Policy is a similarly important arrangement for affiliates. Comcast commits to maintaining existing, joint venture, and other cooperative relationships (e.g., the NBC NewsChannel, compliance with the NBC Affiliate Support Fund Policy) with NBC Local Affiliates and to working with the NBC Local Affiliates to seek out and establish new joint venture and other cooperative opportunities as they emerge in the fast-changing media environment of the future.					
[Section 9] <u>Local Affiliate Branding and Advertising Availabilities</u> . NBC agrees to offer local affiliate branding and advertising availabilities on post-Network distribution of NBC Network Programs and NBC Sports Programming to other non-linear video program distribution on non-MVPD platforms, such as Hulu, where technically possible and commercially reasonable, as part of any “proxy” offer made to NBC Local Affiliates. NBC will use commercially reasonable efforts to include in such proxy offer the feature that Hulu ad-supported distribution of NBC Network Programs and NBC Sports Programming will include affiliate branding and advertising availabilities, with exact parameters of such branding commitments and availabilities to be negotiated as part of the proxy offer.	1	Expansion		Agreement with Third Party	20100603 Agreement among Comcast, NBCU and NBC Television Affiliates, p. 5 (definitional terms not included)
<b>BROADCASTING - RELATIONS WITH NON-NBCU AFFILIATES (Commitment # 1)</b>					
[Section 1] This Agreement will be effective as of the date Comcast acquires control of NBC Universal, Inc. (“NBCU”) (such acquisition, the “Transaction”) and shall expire on the earlier of the seventh (7th) anniversary of the closing of the Transaction or such time as the NBC Television Network is no longer jointly owned with Comcast Cable Communications, LLC or controlled by Comcast.	1	Expansion	✓	Agreement with Third Party	20100621 Agreement with ABC, CBS and FBC Affiliates Associations, p. 1

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>[Section 2] Neither Comcast nor any cable system wholly-owned by, controlled by, or under common control with Comcast (the latter, “Comcast Cable Systems”) will discriminate with respect to its retransmission consent negotiations with any television broadcast station that is affiliated with the ABC, CBS, or FOX Television Network (such stations, the “non-NBCU Stations”) because such television broadcast station is not owned by, controlled by, or under common control with Comcast or affiliated with the NBC or Telemundo Television Networks. (Television stations wholly-owned by, controlled by, or under common control with Comcast or affiliated with the NBC or Telemundo Television Networks are referred to herein as “NBCU Stations.”) Any competitive impact against an individual non-NBCU Station incidental to the ordinary course of retransmission consent negotiations will not be deemed to constitute discrimination for purposes of this Section 2. Not by way of limitation, the parties acknowledge that differences in retransmission consent fees or other economic consideration are not discrimination if such differences are based on competitive marketplace considerations.</p>	1	Expansion	✓	Agreement with Third Party	20100621 Agreement with ABC, CBS and FBC Affiliates Associations, p. 1
<p>[Section 3] Comcast Cable Systems will not link or engage in decision-making with NBCU with respect to retransmission consent negotiations with non-NBCU Stations. Comcast agrees that NBCU will remain solely responsible for negotiating retransmission consent of NBCU-owned broadcast stations with non-Comcast MVPDs (i.e., multi-channel video programming distributors), and Comcast and the Comcast Cable Systems will remain solely responsible for negotiating retransmission consent with non-NBCU Stations. Retransmission consent negotiations with non-NBCU Stations will be conducted by Comcast and Comcast Cable Systems separate from, and without influence by, NBCU and NBCU Stations.</p>	1	Expansion	✓	Agreement with Third Party	20100621 Agreement with ABC, CBS and FBC Affiliates Associations, p. 1

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
[Section 4] In advocating its position as to whether rates, terms, and other carriage and retransmission conditions are consistent with “competitive marketplace conditions” in any retransmission consent complaint or any other retransmission consent-related legal proceeding involving a non-NBCU Station, Comcast and the Comcast Cable Systems waive their right to, and will not rely on or cite, the terms of any retransmission consent agreement between Comcast or a Comcast Cable System and any NBCU Station that is entered into following announcement of the Transaction.	1	Expansion	✓	Agreement with Third Party	20100621 Agreement with ABC, CBS and FBC Affiliates Associations, p. 1
[Section 5] Comcast and/or any Comcast Cable System will negotiate retransmission consent and carriage at arm’s length and in good faith with respect to non-NBCU Stations.	1	Expansion	✓	Agreement with Third Party	20100621 Agreement with ABC, CBS and FBC Affiliates Associations, p. 1
[Section 6] Comcast will not, nor will any Comcast Cable System, attempt to create a competitive advantage for an NBCU Station by discriminating against any local, in-market non-NBCU Station in favor of such NBCU Station licensed to the same market with respect to the following technical signal carriage matters: changes in channel positions of non-NBCU Stations; downconversion of a non-NBCU Station’s signal from digital to analog or from high definition to standard definition; retransmission of a non-NBCU Station’s digital broadcast signal in a lesser format, lower quality, or lower resolution than that of an NBCU Station; forced or automatic tuning of set top boxes to a local, in-market NBCU Station; or interruption of a non-NBCU Station’s broadcast with a Comcast Cable System or NBCU Station EAS message, unless otherwise agreed to in writing by such Station; provided, however, that when making any comparisons between such non-NBCU Station and any NBCU Station for purposes of this Section 6 the following shall be taken into account: (i) relevant ATSC formats, data rates and other relevant technical factors, as applicable, (ii) the quality of signal delivered to a Comcast Cable System’s reception point by such non-NBCU Station and by the applicable NBCU Station, (iii) a lower channel number is not	1	Expansion	✓	Agreement with Third Party	20100621 Agreement with ABC, CBS and FBC Affiliates Associations, pp. 1-2

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
necessarily more favorable than a higher channel number in the same channel neighborhood, and (iv) over-the-air frequency, PSIP, and historical channel positioning. Any competitive impact against an individual non-NBCU Station incidental to the ordinary course of business will not be deemed to constitute discrimination for purposes of this Section 6.					
<b>BROADCASTING - LOCAL NEWS AND INFORMATION (Commitment # 2)</b>					
<b>Comcast intends to preserve and enrich the output of local news, local public affairs, and other public interest programming on NBC O&amp;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&amp;O schedules, Comcast believes it can expand the availability of all types of local and public interest programming.</b>	2	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
Applicants commit that for three years following the closing of the transaction, the NBC O&Os will maintain the same amount of local news and information programming they currently provide. This is a particularly significant commitment to promote localism given the economic challenges facing all broadcasters today. In addition, Applicants commit that the NBC O&Os will collectively produce an additional 1,000 hours per year of local news and information programming.	2	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, p. 42

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<b>CHILDREN'S PROGRAMMING/RATINGS/PARENTAL CONTROLS/DIGITAL LITERACY (Commitments # 3, 4 &amp; 5)</b>					
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.	3	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
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.	4	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
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 in 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.	5	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>Comcast will make more high-quality children’s and family programming – from unaffiliated as well as affiliated programmers – available on VOD and online. First, within 12 months of closing the transaction, Comcast will add an additional 500 VOD programming choices appealing to children and families to its central VOD storage facilities. The majority of Comcast’s cable systems will have the ability to connect to those facilities and provide access to this VOD content by that time. In addition, Comcast will make the same programming available online to authenticated subscribers to the extent it has the rights to do so. Second, within three years of closing the transaction, Comcast will add another 1,000 VOD programming choices appealing to children and families, for a total of 1,500 additional programming choices for children and families. By that time, substantially all of Comcast’s cable systems will have the ability to provide access to this additional VOD content. Comcast will also make this programming available online to authenticated subscribers to the extent it has the rights to do so. (See also Video On Demand category.)</p>	3	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, pp. 43-44; 20100630 Comcast Response to FCC Info Request, p. 97
<p>The combined entity will also increase carriage of children’s programming on the digital spectrum of its O&amp;Os. Specifically, Applicants commit that, for three years after closing the transaction, the combined entity will provide one additional hour per week (above the current three-hour requirement) of children’s educational and informational programming in each market utilizing one of the multicast channels of NBC’s O&amp;Os.</p>	3	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, p. 44; 20100630 Comcast Response to FCC Info Request, p. 97
<p>Promptly after consummation of the transaction, NBCU will adopt the cable industry’s “best practices” for the provision of visual program ratings. This means that the on-screen notices of programming ratings will appear on screen longer and more visibly than they currently do on NBCU programming. Specifically, NBCU will triple the time that program ratings information remains on the screen from five seconds to 15 seconds after each commercial break. NBCU will also make the program ratings information more visible to viewers by making it</p>	4	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, p. 45

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“√” = Proposed as Condition to FCC	Statement Type	Location(s)
more distinct and presenting it in a larger format each time it appears on the screen.					
Currently, Comcast has given CSM content prominent placement in both the “Movies/Trailers & Reviews” and “Kids” sections of its VOD menus. But the Applicants know that more can be done in this important area. Therefore, they commit to work with CSM to carry across their distribution platforms more extensive programming information and parental tools as they are developed by CSM.	5	Explanation		Statement to FCC	20100128 Public Interest Statement, p. 46
<p>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.</p> <p>Many of these proposed coordinated broadband adoption and digital literacy efforts will target both urban and rural areas that are underserved, with particular attention to regions with high concentrations of low-income residents and communities of color. These efforts, in partnership with CSM, will also target Latino communities with specifically tailored Spanish-language materials.</p>	5	Explanation		Statement to FCC	20100128 Public Interest Statement, p. 47
Comcast has committed to work with [CSM], a highly respected organization offering enhanced information to help guide family viewing decision, to provide more extensive programming information and parental tools as they are developed by CSM. In addition, Comcast and CSM have been exploring 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 services.	5	Explanation		Statement to FCC	20100630 Comcast Response to FCC Info Request, pp. 97-98

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<b>TELEMUNDO/MUN2 (Commitments # 6, 7 &amp; 8)</b>					
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.	6	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
Comcast will use its On Demand and On Demand Online platforms to feature Telemundo programming.	7	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
Comcast intends to continue expanding the availability of mun2 on the Comcast Cable, On Demand, and On Demand Online platforms.	8	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
[W]ithin 12 months of closing the transaction, Applicants will launch a new multicast channel on Telemundo’s digital broadcast spectrum, utilizing library programming that has had limited exposure. . . . Telemundo will also make this network available to its affiliated stations on reasonable commercial terms.	6	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, p. 48
First, within 12 months of closing the transaction, Comcast will increase the number of Telemundo and mun2 VOD programming choices on its central VOD storage facilities from approximately 35 to 100 choices. By that time, the majority of Comcast’s cable systems will have the ability to connect to those facilities and provide access to this additional VOD content. In addition, Comcast will make the same programming available online to subscribers to the extent it has the rights to do so. Second, within three years of closing the transaction, Comcast will add another 200 VOD programming choices from Telemundo and mun2 to its central VOD storage facilities, for a total of 300 additional programming choices. By that time, substantially all of Comcast’s cable systems will have the ability to provide access to this additional diverse VOD content. Comcast will also make this programming available online to subscribers to the extent it has the	7 and 8	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, pp. 49-50

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“√” = Proposed as Condition to FCC	Statement Type	Location(s)
rights to do so.					
Comcast has committed to make additional children’s and Spanish-language programming available online only ‘to the extent it has the rights to do so’ because Comcast’s ability to distribute content on its online platforms is limited by Comcast’s agreements with content rights-holders.	7 and 8	Explanation		Statement to FCC	20100630 Comcast Response to FCC Info Request, p. 100
NBCU will not reduce the number of current local Telemundo newscasts and will consider expanding local Telemundo newscasts.	6	Expansion		Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
NBCU will continue to expand local content in Telemundo station newscasts.	6	Expansion		Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
Telemundo just introduced a comprehensive news strategy to enhance and expand its news content across multiple platforms, including an increased investment in local newscasts at the Telemundo stations. This will include the launch of a weekly public affairs show in the first half of 2010. Comcast Cable and NBCU are committed to the production of local newscasts in the communities where stations are located.	6	Expansion		Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<b>VIDEO ON DEMAND (Commitments # 3, 9 &amp; 10)</b>					
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.	3	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
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.	9	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
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.	10	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
Comcast will make more high-quality children’s and family programming – from unaffiliated as well as affiliated programmers – available on VOD and online. First, within 12 months of closing the transaction, Comcast will add an additional 500 VOD programming choices appealing to children and families to its central VOD storage facilities. The majority of Comcast’s cable systems will have the ability to connect to those facilities and provide access to this VOD content by that time. In addition, Comcast will make the same programming available online to authenticated subscribers to the extent it has the rights to do so. Second, within three years of closing the transaction, Comcast will add another 1,000 VOD programming choices appealing to children and families, for a total of 1,500 additional programming choices for children and families. By that	3	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, pp. 43-44; 20100630 Comcast Response to FCC Info Request, p. 97

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
time, substantially all of Comcast’s cable systems will have the ability to provide access to this additional VOD content. Comcast will also make this programming available online to authenticated subscribers to the extent it has the rights to do so. (See also Children’s Programming category.)					
<b>PEG (Commitments # 11 &amp; 12)</b>					
<b>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.</b>	11	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
<b>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.</b>	12	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
Accordingly, to develop the new platform within three years of closing, Comcast plans to select five locations in Comcast’s service area to serve as trial sites. Sites will be chosen to ensure geographic, economic and ethnic diversity, with a mix of rural and urban communities. Comcast will consult with leaders in the trial communities to determine what programming – public, educational and/or governmental – would most benefit local residents by being placed on VOD and online. Comcast further commits to filing annual reports with the Commission staff to inform them of progress on the trial and implementation of this groundbreaking initiative.	12	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, p. 69
While Comcast still believes that annual reports [on its progress regarding the trials and implementation of its PEG VOD service] would be sufficient, Comcast is willing to provide semi-annual reports commencing six months from the closing of the transaction, should the Commission so desire.	12	Expansion	✓	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 55

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
To avoid any confusion, Comcast confirms that Commitment # 12 is designed to enhance existing PEG channel carriage and will not affect Comcast's compliance with existing franchise agreement requirements for traditional linear PEG channel carriage.	12	Explanation		Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 54
<b>CARRIAGE OF INDEPENDENTLY-OWNED/DIVERSE PROGRAM SERVICES (Commitment # 13)</b>					
<b>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.</b> [Subsequently enhanced per the commitments listed below.]	13	Commitment (superseded – see below for current commitment)		Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
Under this commitment, independent programmers would be defined as networks that (1) are not currently carried by Comcast Cable, and (2) are unaffiliated with Comcast, NBCU, or any of the top 15 owners of networks, as measured by revenues.	13	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, p. 113
On cable, Comcast has committed 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. For purposes of this commitment, we will give heightened consideration to the carriage of networks that are owned by or affiliated with people of color or women.	13	Explanation		Statement to Congress	20100602 Response to Questions Submitted by Several House Members, p. 3

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>On Demand and online content provision are dynamic and innovative platforms and we intend to help promote ownership diversity on them as well. Our dedication to promote diversity of ownership extends to our On Demand and online Xfinity Fancast platforms, but business models are still developing. . . . As Comcast expands these two next-generation digital platforms in the next several years, we will be looking to independent and minority owners of content to be important and active participants. We intend to engage independent and minority owners of content through meetings and forums.</p>	13	Expansion		Statement to Congress	20100602 Response to Questions Submitted by Several House Members, pp. 3-4
<p>Comcast also commits to adding at least ten new independently-owned and -operated programming services over the next eight years following closing of the transaction. At least two of the new programming services to be added within three years of closing of the transaction will be American Latino-operated, English-language channels, and will be to the "D1" digital tier in added systems. Of the two new programming services, one will be added within 18 months and the other within 36 months of closing of the transaction. Two additional programming services in which American Latinos have a majority and/or substantial ownership interest will be added within the six-year period following closing of the transaction. Comcast will work closely with the Hispanic Advisory Council to help identify programming services in which American Latinos have a majority and/or substantial ownership interest.</p>	13	Modification (current commitment)	✓	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 8

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<p>Comcast is expanding its commitment that appears in the FCC Public Interest Statement of January 28, 2010, regarding the addition of independently-owned and -operated networks to its cable service. Specifically, Comcast commits to add at least ten (10) new independently-owned and -operated programming services to the digital (D1) tier over the next eight (8) years following closing of the transaction. To that end, a minimum of four (4) of the new linear programming services to be added will be services in which African American investors own a majority of the equity, with at least two (2) of those services to be added in the first two (2) years following closing of the transaction. Such services will be added on commercially comparable, reasonable, and competitive terms.</p>	13	Modification (current commitment)	✓	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 2
<p>It is Comcast’s intention to ensure that there are substantial opportunities for diverse programmers to benefit from its commitment to add ten new independently-owned and -operated cable networks to its systems over the next eight years after the close of the transaction with NBCU. This represents an expansion of the commitment appearing in the Federal Communications Commission Public Interest Statement of January 28, 2010. To that end, Comcast commits that at least eight of the ten networks to be added to its systems pursuant to this eight-year pledge will be networks in which minorities have a majority ownership interest. Comcast commits that at least four of these networks will be networks in which African Americans have a majority ownership interest and at least four of these networks will be networks in which Hispanics have a majority ownership interest.</p>	13	Explanation		Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), pp. 4-5

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
Comcast also currently distributes programming services produced by independent entities that are American Latino owned or controlled or target the Latino community with English or Spanish language programming. Comcast will extend the D1 (or better) distribution of at least three (3) of such programming services (at least two (2) of the three (3) will be American Latino owned or controlled) within six (6) months of closing of the transaction by an aggregate of at least ten million (10,000,000) subscribers collectively, subject to negotiating on customary terms for extended distribution. The selection of such new or currently distributed programming services will be in Comcast’s discretion.	13	Expansion		Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 8
<b>PROGRAM ACCESS - EXPANDED APPLICATION OF RULE (Commitments # 14 &amp; 15)</b>					
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.	14	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
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.	15	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<b>RETRANSMISSION CONSENT - APPLICATION OF PROGRAM ACCESS RULE TO NEGOTIATIONS WITH COMPETING MVPDs (Commitment # 15)</b>					
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.	15	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
This commitment will have the effect of Comcast agreeing to apply the detailed non-discrimination and robust procedural rules that currently apply in the program access context to negotiations for retransmission consent for NBC or Telemundo O&Os, where they currently do not apply. This will benefit consumers by lessening uncertainties concerning continued carriage of popular broadcast programming as seen in the recent Time Warner Cable-News Corp. and Mediacom-Sinclair Broadcast retransmission consent disputes. 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 other distributors, thereby ensuring that competitive market conditions, not affiliation, will determine outcomes. It would also adopt the “burden-shifting” approach to proof of discriminatory pricing. And Applicants would accept the five-month “shot clock” that the Commission applies to program access adjudications.	15	Explanation	✓	Statement to FCC	20100128 Public Interest Statement, p. 121

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“✓” = Proposed as Condition to FCC	Statement Type	Location(s)
<b>JOURNALISTIC INDEPENDENCE (Commitment # 16)</b>					
<p>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.</p>	16	Commitment	✓	Statement to FCC	20100128 FCC Application, Public Interest Statement, Appendix 8
<p>The combined company will also maintain NBCU’s tradition of independent news and public affairs programming and its commitment to promoting a diversity of viewpoints. Since NBCU was acquired by GE in 1986, the owners have abided by a policy of ensuring that the content of NBC’s news and public affairs programming would not be influenced by the non-media interests of GE. Under this policy, which was approved by the Commission in 1986, NBC and its local O&amp;Os were free to report on GE without interference or influence from GE.</p>	16	Explanation		Statement to FCC	20100128 Public Interest Statement, pp. 131-32
<b>LABOR RELATIONS</b>					
<p>We plan to honor all of NBCU's collective bargaining agreements. We respect NBCU's existing labor-management relationships and expect them to continue following the closing of this transaction.</p>	N/A	December 3, 2009 Commitment		N/A	20091203 David Cohen Memorandum, p. 5
<p>Comcast has represented that it will honor all of NBCU’s collective bargaining agreements, and Applicants do not anticipate that any fundamental changes will be made to the manner in which NBCU conducts labor relations.</p>	N/A	Explanation		Statement to FCC	20100128 Public Interest Statement, p. 38 n.69

Commitment/Agreement/Statement	Related to Commitment as stated in PIS?	How Related? (Expansion, Modification, Explanation)	“√” = Proposed as Condition to FCC	Statement Type	Location(s)
I think that is one of the best parts of this [joint venture’s] story, is that it is not based on the backs of eliminating jobs.	N/A	Explanation		Statement to Congress	20100721 Opposition to Petitions to Deny and Response to Comments, p. 289, n. 969 (quoting 20100204 Hearing Transcript, Senate, Subcommittee on Antitrust, Competition Policy, and Consumer Rights, p. 59)
[W]e don't anticipate any reductions and movements and all the disruption to people's lives at this really sensitive time in the economy.	N/A	Explanation		Statement to Congress	20100721 Opposition to Petitions to Deny and Response to Comments, p. 288 (quoting 20100311 Hearing Transcript, Senate, Subcommittee on Communications, Technology, and the Internet, p. 119)

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>II. OTHER ISSUES (Unrelated to Commitments/Conditions)</b>		
<b>ADVERTISING</b>		
[N]either Comcast's networks nor Spotlight requires any advertiser to buy time on any particular network in order to purchase time on another network desired by the advertiser or restricts advertisers from buying time from other parties.	Statement to FCC	20100820 Ex Parte (Comcast), p. 2
<b>BROADCASTING - ADULT PROGRAMMING</b>		
Comcast has every intention of respecting the special legal obligations and the special public interest responsibilities that attach to television broadcasting . . . . Comcast follows Commission rules with respect to adult programming as a cable operator, and it will follow Commission rules with respect to adult programming when it becomes a broadcast licensee post-transaction.	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 276
<b>CABLE PRICES</b>		
Nothing about this transaction will cause cable prices to increase.	Statement to Congress	20100602 Response to Questions Submitted by Several House Members, p. 25

Commitment/Agreement/Statement	Statement Type	Location(s)
At the request of the Hispanic Advisory Council, Comcast will be prepared to discuss the pricing and packaging of its Spanish-language and Hispanic-oriented programming for their information.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
<b>DIVERSITY - COMMUNITY INVESTMENT AND PARTNERSHIP</b>		
While more specific benchmarks may be established in consultation with the Hispanic Advisory Council, Comcast and NBCU will commit to increase their philanthropic efforts to support Hispanic-led and Hispanic-serving institutions.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 10
Comcast makes the following commitments to enhance its investment in the Latino community specifically and the minority community generally: (i) In the past two years, the percentage of awards made to Latinos in The Comcast Leaders and Achievers Scholarship Program increased by 34%, representing more than 10% of the total awards. Comcast and the Hispanic Advisory Council will work cooperatively to increase outreach to Hispanic students and schools in predominantly Hispanic communities for this program. (ii) Comcast and NBCU will increase support for internship and scholarship programs of Hispanic-led and Hispanic-serving organizations with proven track records in working with the Latino community. In addition, Comcast and NBCU will work with their respective Human Resources Departments to ensure that graduates of these programs are being considered for entry level positions. (iii) Comcast will expand its Comcast Cares Day focus to add organizations being served in Latino communities and to increase the number of organizations that are serving Latino beneficiaries. (iv) Comcast will ensure the locations of its programs through the Comcast Digital Connectors program are in diverse communities, including specifically Latino communities. (v) Comcast will further promote and communicate about the positive work and impact of its Latino partners, by increasing the provision of public service announcements, social media communications, advertising, and media placement (both locally and nationally).	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, pp. 10-11;
<p><i>Comcast: Community Investment and Partnership Programs.</i> Comcast will enhance its investment in diverse communities and its partnerships with diverse organizations by taking the following steps.</p> <p><b>Comcast Leaders and Achievers Scholarship Program.</b> Comcast will increase outreach to diverse students and schools for The Comcast Leaders and Achievers Scholarship program.</p> <p><b>Internship and Scholarship Programs.</b> 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.</p> <p><b>Beyond School Walls Program.</b> Through the Big Brothers Big Sisters Beyond School Walls program, Comcast will ensure that</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), pp. 9-10

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>school assignments are in diverse communities.</p> <p><b>Comcast Cares Day.</b> 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.</p> <p><b>Comcast Digital Connectors Program.</b> Comcast will ensure that locations of its programs through the Comcast Digital Connectors program (in partnership with One Economy) are in diverse communities.</p> <p><b>Promotion of Diverse Partnerships.</b> 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.</p>		
<p>Comcast and NBCU agree to continue and expand their outreach to Latino students and schools by collaborating with leading Latino national and local organizations to identify and consider funding of education-focused programs that will have an impact in the communities served by NBCU businesses.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 11</p>
<p>Comcast will continue to provide annual philanthropic and community investment-related data in a format consistent with its ongoing commitment to report to HACR. This data will be provided to the Hispanic Advisory Council, as well as to the Hispanic Leadership Organizations upon request, subject to a non-disclosure agreement and with the understanding that the data is to be used only for internal discussions and progress report development with the Joint Council.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 11</p>
<p><i>Comcast and NBCU: Ten Percent Increase in Community Investment.</i> 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.</p>	<p>Statement to Congress</p>	<p>20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 9</p>

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>DIVERSITY - CORPORATE GOVERNANCE</b>		
<p>Within sixty (60) days of the closing of the joint venture, Comcast will develop a strategic plan, with advice from the Hispanic Leadership Organizations and others provided through the National Hispanic Advisory Council described below, that will address the five Focus Areas [Corporate Governance; Employment/Workforce Recruitment and Retention; Procurement; Programming; and Philanthropy and Community Investments] and that will detail goals and objectives for each of the Focus Areas. Immediately following execution of this MOU, Comcast will commence laying the groundwork and planning for the strategic plan (taking into account applicable legal requirements that Comcast Corporation and NBCU continue to be separate entities until closing of the joint venture).</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 3
<p>Comcast will appoint and/or elect to its Board of Directors a U.S.-based Hispanic with a demonstrated track record of commitment to the Hispanic community within twenty-four (24) months of the date of execution of the MOU regardless of whether there is a vacancy within that time period.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 3
<p>Comcast will establish external Diversity Advisory Councils (the “Councils,” which collectively shall be known as the “Joint Council”) to facilitate open communication over the development, monitoring, and evaluation of diversity initiatives, including those discussed herein. One of the Councils shall be the National Hispanic Advisory Council (“Hispanic Advisory Council”), which shall 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 at Comcast, including the five Focus Areas. In addition, Comcast intends to create other advisory councils, including the National African American Advisory Council; the National Asian American Advisory Council; and an advisory council composed of representatives of other diverse communities, including Native Americans, veterans, disabled, and lesbian/gay/bisexual/transgender.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, pp. 3-4
<p>Within sixty (60) days of the execution of this MOU, Comcast will appoint nine (9) members to the Hispanic Advisory Council. The Hispanic Advisory Council will include at least one (1) senior executive or board member from each of the three Hispanic Leadership Organizations (HACR, NHLA, and NHMC), and at least two (2) additional persons who are senior executives or board members of one of those three organizations and/or, in the case of HACR and NHLA, of their member organizations. The Hispanic Leadership Organizations may propose to Comcast individuals for appointment to the Hispanic Advisory Council, and Comcast will retain complete discretion in making all appointments.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 4

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>The Joint Council will meet not less than two times per year. Comcast's Chairman and Chief Executive Officer will attend one of those meetings, including an individual meeting with the Hispanic Advisory Council. Comcast's internal Diversity Council ("Comcast Diversity Council"), including Comcast's Executive Vice President/Chief Diversity Officer and Chief Operating Officer, and NBCU's internal Diversity Council ("NBCU Diversity Council"), including NBCU's Executive Vice President, Diversity, as well as other senior executives of Comcast and its operating subsidiaries as appropriate, will participate in the twice-yearly meetings of the Joint Council and the Hispanic Advisory Council. Each Diversity Advisory Council, including the Hispanic Advisory Council, also will have the opportunity to interact with the Comcast and NBCU Diversity Councils in between formal meetings of the Joint Council, including additional meetings on an as-needed basis to offer advice on the strategic plan and to discuss progress under the plan.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 4
<p>The purpose of the two annual meetings will be to provide the Joint Council, and where appropriate each individual Diversity Advisory Council, with briefings on relevant, non-confidential company business plans and operations as to the operating subsidiaries within the scope of this MOU; to review progress on diversity initiatives, including under the Monitoring and Evaluation provisions herein; and to solicit advice on how Comcast and each Council can work collaboratively to improve performance on diversity initiatives. Comcast will directly fund and/or reimburse all reasonable travel and hotel expenses for the members of the Hispanic Advisory Council associated with attending meetings of the Council and of the Joint Council.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 4
<p>The chief diversity officers of Comcast and NBCU will designate appropriate staff members to serve as liaisons to the Hispanic Advisory Council to, among other things, facilitate communication between the Hispanic Advisory Council, Comcast, and NBCU concerning the Focus Areas, as well as to address administrative issues such as scheduling meetings, coordinating logistics and travel, preparing meeting agendas, recording and distribution of minutes, and facilitating post-meeting action items.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 4
<p><i>Comcast and NBCU: New External Diversity Advisory Councils.</i> 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 communications 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.</p> <p>The Advisory Councils will provide advice to the senior executive teams at Comcast and NBCU regarding the companies'</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 1

Commitment/Agreement/Statement	Statement Type	Location(s)
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.		
<i>NBCU: Coalition Reporting.</i> 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.	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 2
<i>Comcast and NBCU: Diversity Oversight.</i> 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.	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 2
<b>DIVERSITY - DIVESTITURE OF ASSETS TO MINORITY BUYERS</b>		
Although no additional divestiture of media assets is contemplated in connection with the NBCU transaction, Comcast is 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. In the event of future divestitures of broadcast stations, cable systems, or cable channels, Comcast is committed to aggressively facilitate and pursue opportunities for minority ownership groups to purchase those assets and will use commercially reasonable efforts to provide first priority to minority ownership groups.	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 3; 20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 5

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>DIVERSITY - HONORING EXISTING AGREEMENTS</b>		
<p><i>NBC Memorandum of Understanding.</i> NBC currently is a party to a 2000 memorandum of understanding (the “NBC Memorandum”) with a coalition representing the interests of various minority organizations. Comcast is prepared to honor the commitments in the NBC Memorandum, to the extent they remain relevant, including with respect to the programming assets that Comcast will contribute to the newly formed Comcast Entertainment Group.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, pp. 2-3
<b>DIVERSITY - MONITORING AND EVALUATION OF PROGRESS</b>		
<p>Comcast Cable will annually report their programming statistics and other information detailed in this section. This data will be provided to the Hispanic Advisory Council, as well as to the Hispanic Leadership Organizations upon request, for internal discussions with the Hispanic Advisory Council and for preparation of external progress reports by Advisory Council members and/or Hispanic Leadership Organizations. In addition, Comcast Cable will participate in an effort to benchmark its performance. Comcast will also work to persuade other multi-channel video distributors (“MVPDs”) to join these benchmarking efforts so that it is an industry-wide practice.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 10
<p>Comcast will continue to provide annual workforce-related data in a format consistent with its ongoing commitment to participate in reporting to HACR. This data will be provided to the Hispanic Advisory Council, as well as to the Hispanic Leadership Organizations upon request, subject to a non-disclosure agreement and with the understanding that the data is to be used only for internal discussions and progress report development with the Joint Council. For purposes of the benchmarking study and annual assessments described in Section 9 of this MOU, Comcast will provide the 2009 workforce-related data and annual updates thereafter.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 6

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>Comcast will continue to provide annual procurement-related data in a format consistent with its ongoing commitment to report to HACR. This data will be provided to the Hispanic Advisory Council, as well as to the Hispanic Leadership Organizations upon request, subject to a non-disclosure agreement and with the understanding that the data is to be used only for internal discussions and progress report development with the Joint Council.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7</p>
<p>Within sixty (60) days of the execution of this MOU, Comcast will lay the groundwork for and begin planning to conduct a benchmark study of the initiatives set forth herein, against which future progress will be measured and monitored, with the goal of completing the study within ninety (90) days of closing of the joint venture. The benchmark study will include both Comcast Cable and Comcast Entertainment Group. On an annual basis thereafter, Comcast will conduct an assessment of progress on the initiatives. The annual assessment will be scheduled for review by the Hispanic Advisory Council at one of the meetings with the Comcast and NBCU Diversity Councils for the purposes of seeking input and recommendations for strategies to improve performance on the enumerated diversity initiatives.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 11</p>
<p>Comcast will continue to provide to the Hispanic Advisory Council annual corporate governance, workforce, procurement, and philanthropic and community investment-related data in a format consistent with its ongoing commitment to report to HACR. This data will be provided to the Hispanic Advisory Council, as well as to the Hispanic Leadership Organizations upon request, subject to a non-disclosure agreement and with the understanding that the data is to be used only for internal discussions with the Joint Council. Comcast Cable will annually report their programming statistics and engage in benchmarking practices as described in the Programming Section of this document.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 11</p>
<p><i>Comcast: Benchmarking and Ongoing Reporting.</i> 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.</p>	<p>Statement to Congress</p>	<p>20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), pp. 1-2</p>

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>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 prime time 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 8
<b>DIVERSITY - ON DEMAND PROGRAMMING</b>		
<p>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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 6
<p>Within twelve months of the transaction closing, Comcast Cable plans to launch Hispanic Cinema On Demand featuring Latino-themed movies.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 7
<p>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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 6

Commitment/Agreement/Statement	Statement Type	Location(s)
Comcast Cable also will continue to work with content providers to deliver minority-oriented content on its online Fancast Xfinity platform.	Agreement with Third Party and Statement to Congress	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9; 20100702 David Cohen Letter to Rep. Bobby Rush, p. 2; 20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 6
Comcast Cable will more than double its 600 hours of Latino VOD content, continue to add SAP-enabled offerings, and offer thousands of choices within a few years. As systems are converted to switched digital video architecture, and as its VOD server capacity grows, Comcast Cable will continue its commitment to expanding linear and VOD Spanish-language programming.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
Comcast Cable further is committed to the expansion of Video On Demand (VOD) services featuring African American content, such as Hip Hop On Demand (H20), co-created by Russell Simmons, Will Griffin, and their partners.	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 2
<b>DIVERSITY - PROCUREMENT/SUPPLIER DIVERSITY</b>		
Comcast Cable and NBCU will continue to partner with the Latino business community and participate in procurement-related events, as they have in recent years. Comcast and NBCU will seek advice from the Hispanic Advisory Council to identify opportunities for spending with Latino-owned suppliers who can meet the companies' needs in agreed-upon categories.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
Comcast and NBCU will enhance diversity in its procurement of goods and services and company-wide supplier diversity activities, increasing the amount spent on diverse business partners, including Latino-owned enterprises. On a nationwide basis, Comcast and NBCU will strive to increase the percentage of business conducted with Latino-owned vendors to be on par with the percentage of Latino-owned businesses in the communities they serve.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
As part of the Inclusion Initiative for law firms, Comcast will use its best efforts to include Latino-owned law firms that participate in the Initiative and will work with the Hispanic Advisory Council to identify qualified firms as Initiative participants.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7

Commitment/Agreement/Statement	Statement Type	Location(s)
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, including Latino-owned firms.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
Comcast will continue to evaluate its second tier procurement program and work to find ways to expand it to create additional opportunities and an even greater impact, including expansion of second tier reporting to encompass more suppliers and automation of the reporting process.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
Comcast and NBCU will continue to partner with Hispanic organizations to enhance the utilization of minority-owned enterprises, specifically Hispanic-led chambers of commerce and/or other Hispanic-led business organizations at the national, regional, and local levels.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
Going forward, NBCU will continue its robust procurement plan that will include a collaborative effort with the Hispanic Leadership Organizations to identify Latino vendors.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
Comcast and NBCU will work together with the Hispanic Leadership Organizations, other leaders in Hispanic procurement, and/or the external Hispanic Advisory Council to identify opportunities for spending with Hispanic-owned suppliers in agreed-upon categories such as advertising, construction, information technology, legal services, financial services, office furniture and supplies, promotional marketing products, etc.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
Comcast and NBCU will identify opportunities that increase the number and qualification of suppliers in certain spending categories.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7
Comcast and NBCU will continue to train its procurement category buyers to be aware of opportunities for inclusion, including opportunities for existing Hispanic suppliers to expand their portfolio of business with Comcast and NBCU.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 7

Commitment/Agreement/Statement	Statement Type	Location(s)
<p><i>Comcast and NBCU: Increased Spend on Diverse Suppliers.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 3
<p><i>Comcast and NBCU: Increased Partnerships with Diverse Organizations.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 3
<p><i>Comcast and NBCU: Joint Council Input on Minority Suppliers.</i> Comcast and NBCU will seek advice from the Joint Council to identify opportunities for spending with minority-owned suppliers in agreed-upon categories.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 4
<p><i>Comcast and NBCU: Second Tier Procurement Programs.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 4
<p><i>Comcast and NBCU: Banking.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 4

Commitment/Agreement/Statement	Statement Type	Location(s)
<p><i>Comcast and NBCU: Advertising Spend.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 4
<p><i>Comcast and NBCU: Law Firms.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 4
<b>DIVERSITY - PROGRAMMING FOR DIVERSE AUDIENCES</b>		
<p>Comcast Cable is committed to launching a package of 40-60 Spanish-language channels in all of its major Latino markets, with a balanced mix of programming serving all demographics and strongly promoting a diversity of Latino voices.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
<p>NBCU will increase news and information choices for Hispanic viewers, including a plan to produce with an independent producer a weekly business news program.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
<p>NBCU will increase Latino-themed entertainment programming, including a plan to co-produce and air a primetime network Latino-themed awards entertainment special, subject to NBCU’s right to approve the producer.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9

Commitment/Agreement/Statement	Statement Type	Location(s)
<p><i>Comcast: Expanded Services and Competitive Pricing.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 6
<p><i>Comcast and NBCU: Expansion of Minority Programming.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 5
<p>Comcast currently carries African American-controlled and -operated programming and also non-African American-owned entities that target the African American community with programming services. Working with programmers, Comcast will extend carriage of this type of programming in key market systems, including key African American market systems, within six months of closing of the transaction.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 6
<p>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.</p>	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 49
<b>DIVERSITY - TRAINING/INTERNSHIP/MENTORING</b>		
<p>Comcast and NBCU will increase support for training, internship, and scholarship programs for minority students, including African Americans. In addition, Comcast and NBCU will work with their respective Human Resources Departments to ensure that graduates of these programs are given appropriate consideration for entry level positions at our companies.</p>	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 1
<p>Comcast and NBCU are among the largest supporters of various national programs focusing on the growth and development of minorities in the media field, 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. Comcast and NBCU will increase support for these programs and commit to continuing as industry leaders in such programs.</p>	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 1-2

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>As part of this commitment, Comcast will design and establish programs in partnership with local institutions that include a curriculum for secondary education students that will equip them with advertising, sales and advertising, and technical skills and experience to help facilitate their entry into the cable industry in positions such as technicians, engineers, and advertising/marketing.</p>		
<p><i>NBCU: Emma Bowen Foundation.</i> 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 <i>pro bono</i> basis.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 9
<p><i>Comcast and NBCU: Minority Internship and Scholarship Programs.</i> 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 and similar internship and scholarship programs focusing on diverse communities. As part of these initiatives, Comcast will design and establish programs in partnership with local institutions for minority secondary education students a curriculum that will equip them with advertising, sales and marketing, and technical skills and experience to help facilitate their entry into the cable industry in positions such as technicians, engineers, and advertising/marketing.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 2
<b>DIVERSITY - VENTURE CAPITAL FUND</b>		
<p>Comcast will establish a venture capital fund intended to expand opportunities for minority entrepreneurs (including African American entrepreneurs) to develop new media content and applications. Comcast is prepared to commit at least \$20 million in funding to this new venture upon closing of the transaction. The fund will be housed within Comcast Interactive Capital, the company's venture capital arm, and will facilitate early stage financing of minority businesses (including African American businesses). Investment discretion will rest with the manager of the Fund. Further details on the Fund will be release this Fall.</p>	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 3

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>DIVERSITY - WORKFORCE - CREATIVE TALENT</b>		
NBCU will build on previous and current efforts to increase and improve the presence of Latinos throughout all its programming, including entertainment, news, sports, and public affairs programming. NBCU will expand opportunities for Latinos both in front of and behind the camera. Examples of measurable outcomes will include increasing the number of Latino-themed or focused shows on primetime television (e.g., dramas, situation comedies, reality television, and entertainment/award specials); increasing the number of Latino show runners, producers, writers, and directors; and increasing the number of Latinos who appear on news and public affairs programs.	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
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.	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 7
Diverse Writers Program. To promote diversity among its writers, NBCU commits to continue to fund diversity writer positions for three years, selected by the showrunner/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.	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 7
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.	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 7
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.	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 7

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 7
<p>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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 8
<p>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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 8
<p>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 &amp; 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 8
<p>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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 8

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), pp. 8-9
<p><i>NBCU: Programming Leadership Diversity.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 9
<p>Comcast and NBCU are committed to expanding the presence of minorities both in front of and behind the cameras, including African Americans. In furtherance of this commitment, Comcast and NBCU commit to build on previous and current efforts to increase and improve the presence of minorities throughout all its programming, including entertainment, news, sports, and public affairs programming.</p>	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 3
<b>DIVERSITY - WORKFORCE - RECRUITMENT, HIRING AND PROMOTION</b>		
<p>Comcast and NBCU will increase Latino representation at all levels of their respective organizations. This Focus Area will focus on four key areas: senior management, mid-level management, entry-level employment opportunities, and current employment levels at Comcast and NBCU. As it relates to all four key areas, Comcast and NBCU will continue to build and/or leverage development programs that focus on building leadership talent.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 5
<p>Looking forward, Comcast and NBCU are committed to be industry leaders in the arena of workforce diversity and, therefore, will recruit and retain more Latinos so that their workforces more accurately reflect the communities they serve. Comcast will continue its commitment to increase diversity in its leadership ranks, including at the vice president and director levels and above.</p>	Agreement with Third Party	20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 5

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>Consistent with its affirmative action goals, Comcast actively will take steps to recruit Latinos in its workforce. The following initiatives will be implemented: (i) Development of a Latino forum and action plan to increase director-level representation of Latinos. (ii) Creation of focus groups with minority groups, including Latinos, with the objectives of gaining insight, creating opportunities, and identifying high potential employees. (iii) Implementation of a boot camp program for mid-level vice president candidates, including no less than 80 percent diverse candidates. (iv) With cooperation from the Hispanic Advisory Council, identification of search firms with track records of successfully recruiting diverse pools of talent, including Latino talent, to partner with the company in identifying diverse leaders.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, pp. 5-6</p>
<p>Comcast will continue its commitment to enhancing 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. Comcast is committed to having at least one person of color on every slate for all positions at the vice president level or above, including its executive leadership and business leaders.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 6</p>
<p>NBCU will make more announcements in the coming year of additional hires of high-level Latino executives in other key positions. In addition, NBCU will roll out an annual online diversity training module to cover all regular NBCU employees.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 6</p>
<p>Comcast and NBCU will support and partner with organizations training Latinos in all facets of the entertainment industry. In addition, Comcast and NBCU will continue to develop career-path programs, including mentoring programs designed to enhance the promotion potential of identified talent, moving individuals from entry-level, to mid-level, to senior management.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 6</p>
<p>NBCU is committed to maintaining its unique Diversity Council and structure and to identifying additional forms of outreach and recognition. Spending on diversity initiatives and the overall NBCU diversity budget has increased substantially over the past three years to ensure current programs and new initiatives are supported and expanded, and NBCU will continue to provide full support to its ambitious diversity program.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 6</p>
<p>The Hispanic Advisory Council may be asked to assist Comcast and NBCU in reviewing and selecting executive leadership development programs, recommendations for Latino-owned executive search firms that may be helpful in finding and retaining Latino talent, and assistance in the development of internship programs aimed at exposing college and university-level students.</p>	<p>Agreement with Third Party</p>	<p>20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 6</p>
<p><i>Comcast and NBCU: Increased Minority Representation.</i> 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.</p>	<p>Statement to Congress</p>	<p>20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 2</p>

Commitment/Agreement/Statement	Statement Type	Location(s)
<p><i>Comcast and NBCU: Joint Council Input on Recruitment and Leadership Development.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 2
<p><i>Comcast and NBCU: Career Path Programs.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 2
<p><i>Comcast: Workforce Diversity Initiatives.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 3
<p><i>Comcast: Senior Position Candidate Pools.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 3
<p><i>NBCU: Diverse Senior Level Executives.</i> NBCU will focus on hiring opportunities for diverse senior level executives in development, production, casting, marketing, legal/business affairs, and distribution.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 3

Commitment/Agreement/Statement	Statement Type	Location(s)
<p><i>Comcast and NBCU: Workplace Diversity Training Programs.</i> 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.</p>	Statement to Congress	20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 3
<p>At Comcast, we intend to allocate resources to increase diversity in leadership and workplace practices using a multi-pronged approach company-wide – at our corporate headquarters and at the local division and business unit level.</p>	Statement to Congress	20100602 Response to Questions Submitted by Several House Members, p. 20
<p>Human resources at NBCU will operate separately from Comcast’s Human Resources Department. NBCU will operate as a quasi-independent division/subsidiary of Comcast, consistent with our decentralized culture and management style. The responsibility for employment diversity at NBCU will reside within NBCU (with appropriate leadership and support by Comcast, as corporate parent).</p>	Statement to Congress	20100602 Response to Questions Submitted by Several House Members, pp. 19-20
<p>On a local level, each division and business unit of Comcast will develop Diversity Management Plans to provide quantifiable steps to address critical areas of diversity and inclusion in an evolving workplace. We will also create a guide containing resources and templates discussing real-world diversity issues and offering practical solutions and resources to assist with the execution of these Plans.</p> <p>The Comcast Diversity Management Plans will focus on four key areas: (1) recruitment and selection; (2) development, advancement, and retention; (3) communication and education; and (4) accountability and management practices.</p>	Statement to Congress	20100602 Response to Questions Submitted by Several House Members, pp. 20-21
<p>The Leadership Diversity team will be responsible for enhancing workforce diversity by expanding resources for diversity hiring at all levels at Comcast.</p>	Statement to Congress	20100602 Response to Questions Submitted by Several House Members, p. 20
<b>HULU</b>		
<p>Comcast will continue to be a supportive partner to Hulu, and it intends to be a driving force to bring <i>more</i>, not less, content to online video viewers, as distributing a broad array of content online is the best way to bring the greatest amount of viewers to both Fancast and Hulu; which in turn generates interest in Comcast’s linear network.</p>	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 117

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>Mr. Shell also stated – consistent with congressional testimony from Comcast Chairman and CEO Brian Roberts – that Comcast has no intention of changing NBCU’s relationship with Hulu or NBCU’s decision to provide certain of its content to Hulu. . . . Of course, while Comcast has no plans to change current practices, the dynamism of the online video sector makes it unwise to set in stone any plans with respect to putting content online in any particular fashion; Comcast and the new NBCU will need to preserve the freedom to innovate and change distribution methods as business models evolve, as has occurred with Hulu even during the pendency of this transaction.</p>	Statement to FCC	20100820 Ex Parte (Comcast), p. 2
<b>INDEPENDENTLY PRODUCED PROGRAMMING</b>		
<p>There is no prospect that the proposed transaction 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: post-transaction, nearly six out of seven channels Comcast carries will remain unaffiliated with Comcast or the new NBCU. There is simply no prospect of Comcast “going it alone” and relying exclusively or even primarily on NBCU content.</p>	Statement to FCC and Agreement with Third Party	20100128 Public Interest Statement, p. 110; 20100625 Memorandum of Understanding among Comcast, NBCU and Hispanic Leadership Organizations, p. 9
<p>[Section 1] <u>Scope</u>: This Agreement is intended to cover scripted and unscripted (“reality”) entertainment on the NBC network during primetime, on the NBCU cable entertainment networks (presently USA, Syfy, Bravo, Oxygen, Chiller and Sleuth, as well as any cable entertainment networks that become part of NBCU in connection with the Transaction or in which NBCU acquires a controlling interest following the Transaction), and on Comcast’s “New Media” (i.e., Video on Demand and Online) platforms.</p>	Agreement with Third Party	20100629 Agreement among Comcast, NBCU and the Independent Film & Television Alliance, p. 1
<p>[Section 2] <u>Term and Effective Dates</u>: Except as provided in Paragraph 8, below, four (4) years. The Term shall commence on the June 1 following the closing of the Transaction.</p>	Agreement with Third Party	20100629 Agreement among Comcast, NBCU and the Independent Film & Television Alliance, p. 1
<p>[Section 3] <u>Development Meetings</u>: In July or August of each year of the Term (anticipated to be 6/1/11 – 5/31/12, 6/1/12 – 5/31/13, 6/1/13 – 5/31/14 and 6/1/14 – 5/31/15 ), NBCU will schedule a presentation outlining NBCU’s upcoming scripted and reality development needs for Independent Producers (the “Development Meeting”). For purposes of this Agreement, an “Independent Producer” is defined as a producer/production company that: i) is not part of a vertically-integrated company; ii) is either an IFTA member, or is among those non-IFTA member companies that would not be considered a “major” independent supplier (e.g., SONY); iii) is financially able to deficit finance network-quality scripted series or longform programming or appropriately finance reality programming; and iv) has had at least three projects in development at (or has produced at least one (1) project that has been exhibited by) a broadcast network or a basic or pay cable entertainment network (or some combination thereof with respect to the development of three projects) within the five (5) years preceding the date of the applicable Development Meeting. Independent Producers include both IFTA and non-IFTA producers/production companies that satisfy the criteria of the</p>	Agreement with Third Party	20100629 Agreement among Comcast, NBCU and the Independent Film & Television Alliance, pp. 1-2

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>definition contained in this paragraph. Both NBC and NBCU’s cable entertainment networks will participate in the Development Meeting, including participation by executives at a level comparable to those executives who provide similar information regarding development needs to talent agencies. NBCU intends to hold the meeting in a theater on the Universal lot. NBCU will look to IFTA to provide an invitation list of up to 200 Independent Producers satisfying the criteria above, working with its membership as well as other independent producers and organizations.</p>		
<p>[Section 4] <u>Pitch Meetings</u>: Subsequent to each year’s Development Meeting, NBCU will set up meetings with appropriate creative executives from NBCU’s entertainment networks to take series pitches from Independent Producers. (For the sake of clarity, the creative executives will be at levels comparable to the levels that take pitches from the “major” studios.) The Independent Producers will be referred by IFTA based on NBCU’s stated development needs for the relevant season with the goal of having presentations by a diverse group of producers. NBCU may also submit Independent Producers to IFTA for inclusion in this process. Independent Producers who are not IFTA members (whether submitted by NBCU or otherwise considered by IFTA) will not be unreasonably excluded from the process by IFTA. Independent Producers may be selected for pitches even if they did not attend the Development Meeting. NBCU commits that in the six-month period following each Development Meeting, its cable group as a whole will take at least 15 pitches and its broadcast group as a whole will take at least 20 pitches from Independent Producers as part of the process outlined in this Agreement (the “Process”). In the event IFTA proposes fewer than 15 cable pitches or 20 broadcast pitches as part of the Process, NBCU will satisfy this provision by taking all of the pitches proposed by IFTA for that category. Development executives from NBCU’s Digital Studio may also participate in the pitch meetings in order to evaluate the presentations for potential digital platform opportunities. For the sake of clarity, this provision does not in any way limit NBCU’s ability to take pitches from Independent Producers in addition to those pitches taken as part of the Process.</p>	<p>Agreement with Third Party</p>	<p>20100629 Agreement among Comcast, NBCU and the Independent Film &amp; Television Alliance, p. 2</p>
<p>[Section 5] <u>Allocated Development Funds</u>: NBC will agree to allocate \$1 million in development funds each year of the Term (the “NBC Fund”) and, separately, the NBCU cable entertainment networks will agree to allocate \$500,000 in development funds each year of the Term (the “NBCU Cable Fund”). (The NBC Fund and the NBCU Cable Fund are referred to collectively as the “Allocated Development Funds”). The Allocated Development Funds are specifically and exclusively dedicated to supporting early development of new projects from Independent Producers as part of the Process. The Allocated Development Funds will be disbursed by NBCU directly to such Independent Producers in such amounts and allocations as NBCU determines is appropriate, but seeking to provide funds insofar as reasonably possible to multiple projects/Independent Producers. The NBC Fund and the NBCU Cable Fund will not be cross-collateralized. No Allocated Development Funds shall be allocated for overhead. Within ninety (90) days after each year of the Term, NBCU will provide to IFTA a report setting forth the projects and Independent Producers to which the Allocated Development Funds were allocated. For the sake of clarity, the Allocated Development Funds are in no way intended as a cap on the amount of development funds that NBC and the NBCU cable entertainment networks may use for projects from Independent Producers; projects from Independent Producers may also be developed by NBC and the NBCU cable entertainment networks out of their ordinary course development funds. If NBCU elects to develop any project under this Process, the terms of such deals will be commercially reasonable.</p>	<p>Agreement with Third Party</p>	<p>20100629 Agreement among Comcast, NBCU and the Independent Film &amp; Television Alliance, pp. 2-3</p>

Commitment/Agreement/Statement	Statement Type	Location(s)
<p>[Section 6] <u>Advertiser-Sponsored Movies of the Week (“MOWs”)</u>: NBC will agree to facilitate formal (e.g., in person) introductions of Independent Producers of MOWs to advertisers looking to produce fully-sponsored MOWs (the kinds of sponsored projects of which "The Secrets of the Mountain" is representative) that will be supplied to NBC on a time-buy basis as the company’s sales and programming needs dictate.</p>	<p>Agreement with Third Party</p>	<p>20100629 Agreement among Comcast, NBCU and the Independent Film &amp; Television Alliance, p. 3</p>
<p>[Section 7] <u>Acquisition of Feature Films and Other Programming</u>: The NBCU cable networks agree that, to the extent they license MOWs or mini-series (as Syfy does currently) or seek to acquire feature films (as USA does currently) , their executives or employees, as consistent with current practices, will take submissions of professionally produced, completed MOWs, miniseries or films (“Submissions”) from Independent Producers either in connection with the executives' attendance at the annual American Film Market in Santa Monica, at NATPE if appropriate, or at a mutually convenient time and location (in person or by telephone) in a good faith effort to consider independent programming for such slots. Further, in the event that during the Term, NBC changes the nature of its programming such that it regularly schedules MOWs or feature movies, NBC’s executives will take a reasonable number of such Submissions (in light of its overall needs) from Independent Producers at a mutually convenient time and location (in person or by telephone). For the purposes of this paragraph, “Independent Producer” means a producer/production company that is not part of a vertically-integrated company, and is either an IFTA member, or is among those non-IFTA member companies that would not be considered a “major” independent supplier, (e.g. SONY).</p>	<p>Agreement with Third Party</p>	<p>20100629 Agreement among Comcast, NBCU and the Independent Film &amp; Television Alliance, p. 3</p>
<p>[Section 8] <u>New Media Distribution</u>: Comcast Cable is prepared to work with IFTA on a structure that would enable Independent Producers to more easily enter into a direct business relationship with Comcast for distribution on its New Media platforms. Our mutual goal is to have a workable guideline to facilitate the process of content evaluation, negotiation and delivery from potentially scores of Independent Producers. Comcast commits to meet with IFTA to develop a mutually agreeable plan to simplify the method by which Independent Producers license their content to Comcast, which plan may include a master content agreement available for use by Independent Producers, a possible "subscription VOD" series of independent content, or another mutually agreeable alternative. The goal of the parties is, within three (3) months of this Agreement, to have developed a process for Comcast Cable to evaluate content for its New Media platforms from Independent Producers. For the purposes of this paragraph, “Independent Producer” means a producer/production company that is not part of a vertically-integrated company, and is either an IFTA member or is among those non-IFTA member companies that would not be considered a “major” independent supplier, (e.g. SONY).</p>	<p>Agreement with Third Party</p>	<p>20100629 Agreement among Comcast, NBCU and the Independent Film &amp; Television Alliance, p. 3</p>

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>KWHY DIVESTITURE</b>		
Applicants request that the Commission extend the current temporary waiver [of the local television duopoly rule] for six months after the proposed transaction closes. A six-month extension will allow for an orderly divestiture process and is consistent with prior Commission practice. Further, Applicants proposed that, during the six-month period following the close of the transaction, they will either (1) divest one of the Los Angeles stations or (2) place one of the stations in a divestiture trust that will insulate the station from the Applicants' influence and control.	Statement to FCC (superseded)	20100128 Public Interest Statement, p. 73-74
Applicants have now amended the Applications to withdraw their request for an additional six months after the closing in which to divest one of the three television stations, and instead committed to (1) divest one of the stations to a third party prior to the consummation of the proposed joint venture transaction, or (2) place one of the stations in a divestiture trust at closing, in either case pursuant to prior Commission consent.	Statement to FCC	20100504 Letter to FCC Reporting Amendment to Applications, p. 1; 20100706 NBCU Response to FCC Info Request, p. 37
NBCU is actively seeking to sell Station KWHY-TV to a third party. NBCU has engaged Moelis & Company ("Moelis"), an investment bank, to assist in selling the station. It also has entered into an agreement with the Minority Media and Telecommunications Council ("MMTC") pursuant to which MMTC will use its expertise to identify prospective qualified buyers for the station, particularly minorities and women, and assist NBCU in the sale process. In the event these efforts do not result in divestiture of Station KWHY-TV to a third party by the closing of the transaction contemplated by the Transfer Applications, Station KWHY-TV will be placed in a divestiture trust at closing. Moelis and MMTC will work with the trustee to effectuate the sale to a third party.	Statement to FCC	20100517 Letter to FCC Reporting Filing of Divestiture Trust Application, p. 2
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. NBCU has committed to use its best efforts to ensure that this station is sold to a minority-controlled ownership group. To facilitate this opportunity, NBCU has established a process to identify potential buyers and has selected 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. NBCU and MMTC will remain actively engaged in efforts to sell KWHY-TV while the application for assignment to the divestiture trust is pending.	Statement to Congress	20100702 David Cohen Letter to Rep. Bobby Rush, p. 3; 20100702 Summary of Diversity Commitments (attached to David Cohen Letter to Rep. Bobby Rush), p. 5
NBCU's television ownership interests in Los Angeles will be in compliance with Section 73.3555(b) at the closing of the proposed transaction.	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 224

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>NET NEUTRALITY</b>		
<p>We always have provided our service so that a user can go anywhere he or she wants to go on the Internet, and we always have operated our High-Speed Internet service in conformance with the FCC's 2005 Internet Policy Statement. Our commitment to operating in this manner is unwavering, regardless of whether the FCC adopts any of the open Internet rules currently under consideration.</p>	Statement to Congress	20100602 Response to Questions Submitted by Several House Members, p. 14
<p>Comcast will continue to treat its affiliated Internet content the same as all other content delivered over the Internet, for all HSI customers.</p>	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 193
<p>Comcast is and will remain committed to the principles of the Internet Policy Statement, regardless of whether the FCC adopts any of the rules or reclassifications it is currently considering in its other proceedings, or reclassifies broadband Internet services.</p>	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 195
<b>ONLINE VIDEO - DISTRIBUTOR ACCESS TO NON-BROADCAST CONTENT</b>		
<p>As Comcast has said in response to Congressional questions months ago, with respect to Comcast's content today, or new NBCU's content in the future, to the extent that Comcast makes it available online to Comcast-authenticated subscribers at sites like Xfinity TV, Comcast intends to make it available on reasonable terms to other MVPDs to provide online to their authenticated subscribers. . . . Of course, while Comcast has no plans to change current practices, the dynamism of the online video sector makes it unwise to set in stone any plans with respect to putting content online in any particular fashion; Comcast and the new NBCU will need to preserve the freedom to innovate and change distribution methods as business models evolve, as has occurred with Hulu even during the pendency of this transaction.</p>	Statement to FCC	20100820 Ex Parte (Comcast), p. 2

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>PIRACY</b>		
Comcast will continue to support content owners, including by forwarding to ISP customers the notices of alleged copyright infringement that it receives from content owners.	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 312
<b>PROGRAM ACCESS – BUNDLING</b>		
Comcast and NBCU have offered and will continue to offer their networks for sale on an individual basis; no MVPD is required to carry any one channel to obtain another.	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 218
Comcast and NBCU . . . will continue to provide full and non-discriminatory access to their programming services.	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 218
<b>REGIONAL SPORTS NETWORKS</b>		
Comcast already licenses CSN-NW and its Trail Blazers games for distribution by competing MVPDs and remains ready and willing, as it has been since CSN-NW's launch, to license CSN-NW and its Trail Blazers games to DirecTV, Dish Network, and Charter.	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 316
<b>SERVING INDIVIDUALS WITH DISABILITIES</b>		
Comcast also is working on solutions to enable closed captioning that is included in long-form video content provided on Fancast, and aims to make such solutions available to customers later this year.	Statement to FCC	20100721 Opposition to Petitions to Deny and Response to Comments, p. 293 n. 985

Commitment/Agreement/Statement	Statement Type	Location(s)
<b>OTHER</b>		
<p>[F]or as long as GE directly or indirectly retains an ownership interest in Newco, Newco or its subsidiaries generally may only enter into a transaction, agreement, or arrangement with Comcast or any of its affiliates (a “Related Party Transaction”) if the transaction is on arm’s-length terms.</p>	Statement to FCC	20100128 Public Interest Statement, p. 15
<p>[T]he new NBCU may only enter into a transaction, agreement, or arrangement with Comcast or any of its affiliates if the transaction is on arm’s-length terms.</p>	Statement to FCC	20100128 Public Interest Statement, p. 55 n.92
<p>Comcast is willing to renew its current agreements with Allbritton for as long as Allbritton wishes. And, if Allbritton wishes to negotiate a carriage agreement for NewsChannel8 alone, Comcast is prepared to negotiate such an agreement on economic terms that are appropriate for NewsChannel8 alone. . . . Of course, Comcast remains hopeful that, if Allbritton is willing to engage in reasonable good-faith business negotiations, the parties will be able to reach a mutually beneficial resolution without the need to consume the Commission’s resources.</p>	Statement to FCC	20100818 Comcast Response to Allbritton’s Ex Parte, p. 4
<p>GECC will bring its interest in ACN into compliance with the newspaper/broadcast cross-ownership rule.</p>	Statement to FCC	20100706 NBCU Response to FCC Info Request, p. 38

## **ATTACHMENT B**

**COMMENTERS' PROPOSED CONDITIONS BY CATEGORY**

Topic	Commenters' Proposed Conditions	Applicants' Response to Issues Raised
<p align="center"><b>Preserving Over-the-Air Broadcasting</b></p>	<p align="center">Network Affiliate Concerns</p> <ul style="list-style-type: none"> <li>• <u>Non-Duplication</u>: Require the merged entity to honor and maintain network non-duplication protections for NBC local affiliates for so long as the FCC maintains network non-duplication rules. (6/21 NBC Aff. App. A-3)</li> <li>• <u>NBC Control of Network Programming</u>: Mandate that decisions involving exclusivity issues and rights with respect to the distribution of NBC network programming be left to NBC for seven years after the transaction's consummation. (6/21 NBC Aff. App. A-3)</li> <li>• <u>Retransmission Dispute</u>: Bar Comcast from using its control of NBC to transmit a same-day linear feed of network programming on a Comcast cable system in an NBC local affiliate's market in the event that such an affiliate withdraws its consent in the course of a retransmission dispute for at least ten years after the transaction's consummation. (6/21 NBC Aff. App. A-4)</li> <li>• <u>Non-Discrimination</u>: Prohibit Comcast from discriminating against any ABC, CBS, or FBC affiliate in favor of a market's NBCU station with respect to certain technical signal carriage matters. (6/21 ABC, CBS &amp; FBC Affs. 3; 7/21 NJ Rate Counsel 45)</li> </ul> <p align="center">Migration of Sports Programming</p> <ul style="list-style-type: none"> <li>• Restrict migration of sports and other programming from the NBC broadcast network to any basic or premium cable or online channels controlled by the merged entity or in which Comcast has a financial interest. (5/26 Kohl 6; 6/21 FACT iii, 30; 6/21 NBC Aff. 1, 3, 6-9, App. A-1; 8/2 Boucher 2; 8/19 AFTRA 2; 8/19 FACT, NTCA &amp; WTA iii, 4, 25, 29; 8/19 Greenlining 25, 30)</li> <li>• Require Comcast, in negotiations to acquire licenses for the national distribution of major sporting events on Comcast channels, to use commercially reasonable efforts to negotiate a provision for a reasonable portion of distribution on the network in a manner that is available to the NBC local affiliates under the terms of their affiliation agreements. (6/21 NBC Aff. 6-9, App. A-1-A-2)</li> </ul>	<ul style="list-style-type: none"> <li>• The proposed transaction will preserve and strengthen free over-the-air broadcasting. (PIS 5-6, 29 n.45, 39-40; Opp. 18-25; Reply 5, 13-15) <ul style="list-style-type: none"> <li>○ The transaction will give Comcast stronger incentives to invest in content. (Rosston Benefits Report ¶¶ 10-14)</li> <li>○ Comcast's past performance provides a persuasive basis for finding that the transaction will lead to greater investment in NBCU networks. (Rosston/Topper Reply Report ¶¶ 14-25)</li> </ul> </li> <li>• The Applicants have agreed to preserve and expand the availability of over-the-air broadcasting, preserve access to major over-the-air sporting events, and establish business arrangements that support those goals. (Commitments 1 and 6; PIS 39-40, 47-48; ABC, CBS &amp; FBC Affs. Agmt.; NBC Aff. Agmt. §§ 1-9) <ul style="list-style-type: none"> <li>○ See also <i>infra</i> Retransmission Consent – General Concerns Related to Network Affiliates</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>• Applicants have committed generally not to migrate major broadcast sporting events to any linear cable channel in which Comcast has an ownership interest. (NBC Aff. Agmt. § 2)</li> <li>• The proposed transaction will not induce NBCU to migrate sports programming. To the contrary, the transaction will create sports programming synergies and will enable the Venture to make competitive bids to distribute sports content on a greater number and variety of platforms, including broadcast networks. (PIS 50-52; Opp. 31-33, 156-158, 161-162)</li> <li>• Applicants have committed that, in negotiations to acquire licenses for the national distribution of major sporting events on Comcast channels, Comcast will use commercially reasonable efforts to negotiate a provision for distribution on the NBC network in a manner that is available to the NBC local affiliates. (NBC Aff. Agmt. § 2)</li> </ul>
<p align="center"><b>Program Access – Availability to MVPDs</b></p>	<p align="center">Availability of Programming Content to MVPDs</p> <ul style="list-style-type: none"> <li>• Require all programming to be made available to all MVPDs or providers of video delivery services to MVPDs on reasonable, non-discriminatory terms consistent with FCC rules, regardless of the method of distribution. (5/26 Kohl 4-5; 6/21 Avail 15; 6/21 CWA 52; 6/21 DirecTV iv, 35; 6/21 FACT iii, 18, 29; 6/21 Franken 10; 6/21 NTCA &amp; WTA 9; 8/19 ACA i, ii, 47, 50, Attach. C at 2; 8/19 Greenlining 32)</li> <li>• Apply Sec. 76.1000 "Competitive Access Rules" retroactively and prospectively to all Comcast/NBCU-owned channels. (6/21 FACT iii, 17, 18; 8/19 FACT, NTCA &amp; WTA ii, 3, 6, 8, 29)</li> <li>• Expand program access requirements to all content controlled by the merged entity, regardless of the outcome of the FCC's rulemaking. (6/21 DISH iv, 32-33; 6/21 Franken 10; 6/21 Public Knowledge 15)</li> <li>• Prohibit Comcast from discriminating against MVPDs who utilize competitors' digital linear cable TV services or VOD/PPV services. (6/21 Avail 15)</li> </ul>	<ul style="list-style-type: none"> <li>• The transaction will not enhance Comcast's incentive or ability to engage in foreclosure strategies with respect to licensing national cable networks to rival MVPDs, and it is unlikely that such a foreclosure strategy would be profitable. (PIS 113-117; Opp. 153-158; Reply 20-21, 30; Response to Congress 30-31, 34) <ul style="list-style-type: none"> <li>○ "[F]oreclosure involving national cable networks would be even less likely as a consequence" of the proposed transaction than it was in the DirecTV transaction approved by the Commission. (Israel/Katz Vertical Foreclosure Report ¶ 2 n.4)</li> <li>○ Israel/Katz Reply Report ¶¶ 11-87 (confirming the conclusion that the transaction does not pose a significant threat of foreclosure)</li> </ul> </li> <li>• "Comcast has every incentive to devote whatever resources are necessary to ensure that ... [NBCU] programming is made available to consumers in as many ways and at as many times as possible." (Opp. 66-67; PIS 104; Response to Congress 34)</li> </ul>

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<p><b>Program Access – Availability to MVPDs</b> (continued)</p>	<ul style="list-style-type: none"> <li>Require Comcast-NBCU to negotiate in good faith with agents bargaining on behalf of groups of smaller cable systems, and agents shall have comparable rights to MVPDs to obtain programming from Comcast-NBCU. (8/19 ACA ii, 61-63, Attach. C at 4)</li> <li>Extend the FCC's prohibition of exclusive contracts between a cable operator and its affiliated channel from 2012 to 2017. (3/15 Mabuhay 3)</li> <li>Bar Comcast/NBCU from offering programming or programming-related services on an exclusive basis. (6/21 Avail 15; 6/21 DirecTV iv, 35)</li> <li>Prohibit exclusive content arrangements between Comcast and NBCU. (3/25 Bishop 2; 4/23 Walz 2; 4/27 Sandlin 2; 6/21 DISH iv, 33; 6/21 NTCA &amp; WTA 9)</li> </ul>	<ul style="list-style-type: none"> <li>The competitive pressures of the marketplace are backstopped by the existing program access regime, which generally bars exclusive contracts between cable operators and affiliated programmers. (PIS 116-117; Response to Congress 34)</li> <li>The fact that other exclusive arrangements (however accomplished) may be profitable does not mean that they are anti-competitive – product differentiation is a legitimate and appropriate method of competition. (Opp. 139)</li> <li>Complaints about the existing program access rules are not transaction-specific and should be addressed, if at all, through a rulemaking proceeding. (Opp. 7, 12-14, 158; Reply 10-11) (<i>Review of the Commission's Program Access Rules and Examination of Programming Tying Arrangements</i>, MB Docket No. 07-198)</li> <li>Post-transaction, the NBCU cable networks will be subject to the program access rules for the first time. (Reply 21)</li> <li>Comcast has agreed to accept application of the program access rules to the HD feeds of any network whose SD feeds are subject to the rules. (Commitment 14; PIS 117)</li> </ul>
	<ul style="list-style-type: none"> <li>Prohibit Comcast-NBCU from withholding terms and conditions related to carriage of its RSNs that are made available to other MVPDs, including itself, or requiring terms and conditions related to carriage of the covered RSN that are technically infeasible or commercially prohibitive for the MVPD. (8/27 ACA Ex. 2, 3)</li> <li>Require stand-alone carriage agreements for covered RSNs. (8/19 ACA i-ii, 52, Attach. C at 2)</li> </ul>	<ul style="list-style-type: none"> <li>Because Comcast is not acquiring RSNs in this transaction or increasing its regional concentration in the MVPD business, there is no basis to conclude that this transaction will change Comcast's incentives or abilities to engage in foreclosure with respect to RSNs. (PIS 121-122; Opp. 101 n.322, 106, 159)</li> </ul>
	<ul style="list-style-type: none"> <li>Require Comcast to authorize the distribution of Trail Blazers games by competing MVPDs. (6/21 Trail Blazers 2)</li> </ul>	<ul style="list-style-type: none"> <li>The criticism that Comcast has limited consumers' access to Trail Blazers games is misplaced and inaccurate, and such concerns are not transaction-specific in any event. (Opp. 14, 313-316)</li> <li>Comcast has every business incentive to seek more, not less, distribution for its network. Since its launch, CSN-NW has been, and continues to be, made available to every MVPD serving the Trail Blazers' market, including all of Comcast's direct competitors. (Opp. 313-316)</li> </ul>
<p><b>Program Access – MVPD Terms and Conditions</b></p>	<ul style="list-style-type: none"> <li>Bar Comcast from charging itself or larger competitors lower programming prices than its smaller rivals. (6/21 ACA Rogerson 48; 6/21 FACT 18, 32; 6/21 NTCA &amp; WTA 9)</li> <li>Require Comcast/NBCU to offer rural MVPDs the lowest rate per subscriber for programming that is offered to other MVPDs. (3/25 Bishop 2; 4/27 Sandlin 1) <ul style="list-style-type: none"> <li>Mandate that MVPDs with fewer than 125,000 MVPD subscribers in the relevant market cannot be charged more than 5% higher than the lowest rate charged to other MVPDs for Comcast RSNs. Comcast must file annual certifications of compliance. (8/19 ACA ii, 47, 55, Attach. C at 3)</li> </ul> </li> <li>Ensure that fair and reasonable rules control the ability of the Venture to use volume discounting as a means of favoring its own operations. (6/21 FACT 29)</li> <li>Review programming pricing. (6/21 San Bruno 4-5)</li> </ul>	<ul style="list-style-type: none"> <li>Assertions that the Venture would be able to charge higher programming fees to MVPDs (and pass these fees through to consumers) ignore the fundamental fact that the proposed transaction will not significantly increase cable network concentration as well as the reduction of double marginalization. (PIS 8; Opp. 67-73, 103-107, 149-152) <ul style="list-style-type: none"> <li>Reduction of double marginalization will increase consumer welfare. (Rosston Benefits Report ¶¶ 80-90; Rosston/Topper Reply Report ¶¶ 30-40)</li> </ul> </li> <li>The proposed transaction will not lead to an anti-competitive increase in retransmission consent fees for NBC broadcast stations or for NBCU's cable networks, and assertions to the contrary are based on flawed assumptions and insufficient evidence. (Opp. 143-153)</li> <li>Criticisms of pricing and volume discounts are not transaction-specific, and volume discounts are expressly permitted in the Communications Act and recognized by the Commission. (Opp. 208-211)</li> </ul>

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<b>Program Access – MVPD Terms and Conditions (continued)</b>	<ul style="list-style-type: none"> <li>Impose an enhanced program access regime that deals with “volume discount” issues in a coherent and predictable fashion. (6/11 Crawford 1)</li> </ul>	<ul style="list-style-type: none"> <li>Concerns regarding program pricing should be addressed on an industry-wide basis in the Commission’s current review of the program access rules and wholesale bundling of programming. (Opp. 209-212 &amp; nn.712, 721; Reply 21-22) (<i>Review of the Commission’s Program Access Rules and Examination of Programming Tying Arrangements</i>, MB Docket No. 07-198)</li> </ul>
	<p>Non-Discrimination</p> <ul style="list-style-type: none"> <li>Require non-discriminatory licensing of all Comcast/NBCU programming/content on fair and reasonable rates, terms, and conditions. (5/26 Kohl 4; 6/21 FACT 18, 32; 6/21 Franken 10; 6/21 NTCA &amp; WTA 9; 6/21 San Bruno 4-5; 6/21 WGAW 21-22; 8/19 Free Press <i>et al.</i> 65-66; 8/19 Greenlining 32)</li> <li>Require Comcast/NBCU to license all of its content on terms no less favorable than those given to Comcast’s own cable systems. (6/21 FACT 18, 32; 8/19 FACT, NTCA &amp; WTA ii, 3, 6, 28)</li> </ul>	<ul style="list-style-type: none"> <li>The Venture agreement requires Comcast to pay NBCU for programming channels at prices no less favorable than the Venture would obtain from comparable transactions with unaffiliated third parties. (Opp. 184 n.626)</li> <li>Moreover, the program access rules prohibit unreasonable price discrimination, and the NBCU cable networks will be subject to these rules for the first time. (PIS 116-117; Opp. 209-210; Reply 21)</li> </ul>
	<p>Predatory Pricing</p> <ul style="list-style-type: none"> <li>Bar predatory pricing for VOD, PPV, and linear cable services. (6/21 Avail 3)</li> </ul>	<ul style="list-style-type: none"> <li>Avail’s proposed condition regarding the pricing of VOD, PPV, and linear cable services is meritless, unsupported by evidence, and unnecessary; predatory pricing would not be economically rational. (Opp. 282-283)</li> <li>The marketplace for VOD services is intensely competitive. Avail, rather than iN DEMAND, is currently the largest aggregator of VOD services, and it competes vigorously with iN DEMAND and CMC, among others, to obtain VOD content from programmers and to sell VOD packages to MVPDs. (Opp. 281-282)</li> </ul>
	<p>À La Carte Pricing, “Tying,” and Bundling</p> <ul style="list-style-type: none"> <li>Require Comcast/NBCU to sell its affiliate networks to MVPDs à la carte. (6/21 CWA 52; 6/21 DISH iv, 33; 7/21 NJ Rate Counsel 42; 8/19 ACA ii, 52; 8/19 WealthTV 20)</li> <li>Bar tying or bundling marquee networks, RSNs, or must-have programming with lesser programming. (3/25 Bishop 2; 4/27 Sandlin 1; 6/21 CWA 52; 6/21 ITTA 1-2; 7/21 Bloomberg 26; 8/19 ACA i-ii, 52, Attach. C at 2)</li> <li>Review and limit the bundling of programming. (6/21 Franken 11; 6/21 San Bruno 5-6; 6/21 WealthTV 20-21)</li> <li>Prohibit tying or bundling multiple channels. (6/11 Crawford 2; 6/21 FACT iii, 11, 18; 6/21 NTCA &amp; WTA 8-9; 7/21 Bloomberg 28-29; 8/19 WGAW 8)</li> <li>Prohibit <i>de facto</i> bundling via pricing differentials, bulk discounts, or more favorable terms than offered à la carte. (6/21 Bloomberg ES 6, 70; 6/21 CWA 52; 6/21 FACT iii, 11, 18; 6/21 NTCA &amp; WTA 8-9)</li> <li>Bar Comcast from tying purchase of one type of content to purchase of another type, and extend this à la carte requirement to all Comcast-affiliated content using an attribution threshold of a 5% interest, whether voting or not. (6/21 DISH 33)</li> <li>Prohibit tying broadcast content to cable programming or any other video programming. (6/21 FACT iii, 24, 25; 6/21 NTCA &amp; WTA 5; 8/27 ACA Ex. 2 at 2)</li> <li>Prohibit tying broadband and web content to video content. (3/25 Bishop; 4/27 Sandlin; 6/21 FACT iii, 20-21; 6/21 NTCA &amp; WTA 9)</li> <li>Bar tying purchase of cable television service to purchase of a set-top box. (6/21 CWA 56-57; 7/21 NJ Rate Counsel 44)</li> </ul>	<ul style="list-style-type: none"> <li>The entertainment programming marketplace is highly dynamic and competitive. The proposed transaction will not materially increase concentration in the market for video programming supplied to MVPDs under any plausible market definition. As the Commission has noted, vertical transactions, standing alone, do not directly reduce the number of competitors in either the upstream or downstream markets. (PIS 84-87, 90-92, 103-105; Opp. 79-84, 104-107)</li> <li>The Applicants do not engage in unlawful tying or anti-competitive bundling. Both Comcast and NBCU offer their networks for sale on an individual basis; no MVPD is required to carry any one channel to obtain another. Comcast and NBCU have negotiated at arm’s-length and in good faith with MVPDs for all program contracts, and will continue to provide full and non-discriminatory access to their programming services. (Opp. 212-218; Reply 32-33)</li> <li>The criticism of wholesale transactions between network owners and MVPDs is neither new nor transaction-specific and is appropriately considered, if at all, in an industry-wide rulemaking proceeding. (Opp. 211-212; Reply 9, 21-22) (<i>Review of the Commission’s Program Access Rules and Examination of Programming Tying Arrangements</i>, MB Docket No. 07-198)</li> <li>The commenting parties ignore evidence that package or bundled discounts are generally pro-competitive. (Opp. 215-218)</li> <li>Allegations that products such as Comcast’s Fancast constitute unlawful tying are without merit because no portion of any market which would otherwise have been available to other sellers has been foreclosed. (Opp. 205-206 n.704; Israel/Katz Reply Report ¶¶ 234-237)</li> </ul>

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	Bundling of CMC and iN DEMAND	<ul style="list-style-type: none"> <li>Prohibit Comcast from (1) explicitly or practically requiring an MVPD to use CMC services if the MVPD only wants iN DEMAND services or vice versa, and (2) offering iN DEMAND or CMC services below variable cost. (6/21 Avail 15)</li> </ul>	<ul style="list-style-type: none"> <li>Avail's proposed conditions regarding CMC and iN DEMAND are unnecessary. MVPDs are free to purchase VOD or PPV services from iN DEMAND and transport services from CMC, but they are never required to take these services together. (Opp. 282)</li> </ul>
Program Access – Availability to Online Providers	Application of Program Access Rules to Online Providers	<ul style="list-style-type: none"> <li>Apply all program access rules to all content, including online video content. (5/26 Kohl 5; 6/21 ACA Rogerson 48; 6/21 AOL 8; 6/21 DISH iv, 32-33; 6/21 Franken 10; 6/21 Public Knowledge 15; 7/20 DirecTV 1; 8/19 FACT, NTA &amp; WTA 9-13; 8/19 Greenlining 32)</li> <li>Apply the program access protections where Comcast/NBCU's affiliated programming is ported or replicated online. (6/21 CWA 56)</li> <li>Clarify that the current program access rules already apply to online content. (6/21 DISH iv, 32-33)</li> </ul>	<ul style="list-style-type: none"> <li>Proposals that aim to implement a new program access regime for online video are not transaction-specific. In any event, because online video distribution is at a nascent stage, government regulation at this time would very likely prove detrimental to innovation, investment, and consumer welfare. (Opp. 14, 119, 200-204; Reply 7, 24-26; NBC 8/25 <i>Ex Parte</i> 1)</li> <li>There is no competitive concern in a hypothetical market for online video distribution or online content. Post-transaction, the combined entity would lack the incentive and ability to pursue an online foreclosure strategy or engage in other anti-competitive activities with respect to online video content, or online video distributors or distribution platforms; accusations to the contrary are erroneous and lack empirical support. (PIS 93-101, 122-124; Opp. 90-101, 113-119, 159-163, 180-192; Reply 6-7, 24-26) <ul style="list-style-type: none"> <li>Foreclosure of actual or potential "online MVPDs" is very unlikely to be profitable. (Israel/Katz Online Report ¶¶ 4, 49-135)</li> <li>The updated analysis affirms the prior finding that foreclosure is unlikely to be profitable and that the criticisms set forth do not alter this conclusion. (Israel/Katz Reply Report ¶¶ 189-220)</li> </ul> </li> <li>Proposals to extend the program access rules to online video distribution would raise a host of complex implementation issues, such as the statutory obligations that would apply, the types of entities that would qualify to invoke such rights, whether the rights would apply to networks or to individual programmers as well, and a wide variety of technical issues. (Opp. 204 n.698)</li> <li>A number of online concerns are misplaced because the rights a cable network has to distribute content as part of its linear network often do not permit the network to license that content for use in certain online models. Content owners typically grant only limited-use rights. (Rosston Benefits Report ¶ 42; Israel/Katz Online Report ¶ 13; Opp. 98-101)</li> </ul>
	Terms and Conditions	<ul style="list-style-type: none"> <li>Require the non-discriminatory licensing of online content, including to non-traditional providers. (4/16 Waterman 2; 5/26 Kohl 5; 6/21 AOL 8; 6/21 FACT iii, 18; 6/21 Franken 10; 6/21 ITTA 2; 6/21 Public Knowledge 15; 6/21 WGAW 22; 8/19 ACA ii, 47, 50-51; 8/19 FACT, NTCA &amp; WTA ii, 3, 28; 8/19 Free Press <i>et al.</i> 64; 8/19 Greenlining 32)</li> <li>Bar Comcast/NBCU from imposing conditions or requirements that limit the offering of online content. (5/26 Kohl 5; 6/21 AOL 8; 6/21 Bloomberg ES 6, 42-43, 67; 6/21 CWA 55; 6/21 DirecTV iv, 35; 6/21 DISH 36; 6/21 FACT iii, 19, 20; 6/21 Franken 11; 6/21 ITTA 2; 6/21 Tennis 16; 6/21 WealthTV 7, 35; 8/2 Boucher 2; 8/19 FACT, NTCA &amp; WTA iii, 4, 18, 29; 8/19 Greenlining 32)</li> <li>Prohibit the combined company from entering into exclusive contracts or other arrangements that restrict the availability of online video programming content to TV Everywhere or any other online platform. (6/21 AOL 8; 8/2 Boucher 1-2; 8/19 Free Press <i>et al.</i> 64-65)</li> </ul>	<ul style="list-style-type: none"> <li>"[W]ith respect to Comcast's content today, or new NBCU's content in the future, to the extent that Comcast makes it available online to Comcast-authenticated subscribers at sites like Xfinity TV, Comcast intends to make it available on reasonable terms to other MVPDs to provide online to their authenticated subscribers." (Comcast 8/20 <i>Ex Parte</i> 2; PIS 61; Opp. 188-189)</li> <li>The combined entity will not prevent third parties from distributing content online, and reasonable contractual protections regarding online content distribution do not constitute foreclosure. (Opp. 188-189)</li> <li>A fundamental element of the TV Everywhere principles is that arrangements be open and non-exclusive. (PIS 23, 61; Pick Declaration ¶ 15; Opp. 205; Comcast Response to Info. Req. 66-67; Comcast 8/20 <i>Ex Parte</i> 1)</li> </ul>

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Fair and Non-Discriminatory Terms	<ul style="list-style-type: none"> <li>Require the merged entity to offer retransmission rights on fair and non-discriminatory terms, including a "standstill" provision during negotiations to prevent the merged firm from threatening to pull programming. (5/26 Kohl 5; 6/21 NTCA &amp; WTA 9; 8/19 Greenlining 32)</li> <li>Require the Venture's broadcast networks to grant retransmission consent rights on a "most favored nation" basis to all MVPDs. (6/21 FACT iii, 24, 25; 8/19 FACT, NTCA &amp; WTA 14-15)</li> <li>Mandate that MVPDs with fewer than 125,000 MVPD subscribers in the relevant market cannot be charged a rate more than 5% higher than the lowest rate charged to other MVPDs for NBC O&amp;Os. Comcast must file annual certifications of compliance. (8/19 ACA ii, 47, 55, Attach. C at 3)</li> </ul>	<ul style="list-style-type: none"> <li>The combined entity will have no increased ability or incentive to pursue anti-competitive foreclosure strategies against competing MVPDs with respect to local broadcast stations because, <i>inter alia</i>, (1) the merged entity will not have adequate market power, and (2) such a strategy would not be profitable. (PIS 118-121; Opp. 133-153; Reply 20-21; Response to Congress 29-30) <ul style="list-style-type: none"> <li>The Commission's model shows that withholding retransmission consent to NBC O&amp;Os would be unprofitable. (Israel/Katz Vertical Foreclosure Report ¶¶ 1-147)</li> <li>Israel/Katz Reply Report ¶¶ 11-87 (refuting various challenges to the Vertical Foreclosure Report)</li> </ul> </li> <li>Any other retransmission consent concerns are industry-wide issues that should be addressed, if at all, in an industry-wide proceeding. (Opp. 152-153; Reply 10-11) (<i>Petition for Rulemaking to Amend the Commission's Rules Governing Retransmission Consent</i>, MB Docket No. 10-71)</li> </ul>
Application of Program Access Rules to Retransmission Consent Negotiations	<ul style="list-style-type: none"> <li>Apply the program access rules to the merged entity's sale of: (1) covered NBC stations; (2) all other broadcast television stations currently or in the future owned, controlled, or managed by Comcast-NBCU; and (3) all independent broadcast television stations on whose behalf Comcast-NBCU currently or in the future negotiates retransmission consent agreements. (8/19 ACA ii, 47; 8/27 ACA Ex. 2 at 2)</li> </ul>	<ul style="list-style-type: none"> <li>Comcast has agreed 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&amp;Os. (Commitment 15; PIS 120-121; Opp. 7, 152-153; Reply 21; Response to Congress 30)</li> </ul>
Retransmission Consent  General Concerns Related to Network Affiliates	<ul style="list-style-type: none"> <li>Require that the NBC Television Network negotiate: (1) network affiliation agreements with individual NBC local affiliates; and (2) retransmission consent agreements with non-Comcast MVPDs for NBCU-owned broadcast stations. (6/21 NBC Aff. App. A-2; 6/21 ABC, CBS &amp; FBC Affs. 2)</li> <li>Require that Comcast independently and non-discriminatorily negotiate retransmission consent agreements both with individual NBC local affiliates and ABC, CBS, and FBC affiliates. (6/21 NBC Aff. App. A-2; 6/21 ABC, CBS &amp; FBC Affs. 3; 7/21 NJ Rate Counsel 44-45)</li> <li>Require Comcast to waive the right to use the terms of any retransmission consent agreement between Comcast and any NBCU station entered into after the transaction was announced for purposes of determining "competitive marketplace conditions." (6/21 ABC, CBS &amp; FBC Affs. 2-3)</li> </ul>	<ul style="list-style-type: none"> <li>Voluntary agreements with the various affiliate associations address these proposals and concerns. (Opp. 21-24)</li> <li>These agreements ensure, <i>inter alia</i>, that there is no discrimination in retransmission consent negotiations on the basis of ownership. (ABC, CBS &amp; FBC Affs. Agmt. §§ 2-5; NBC Aff. Agmt. §§ 3, 5, 8)</li> <li>For example, these agreements provide that: (1) NBC will remain solely responsible for negotiating retransmission consent agreements with non-Comcast MVPDs for NBCU-owned broadcast stations; (2) Comcast will remain solely responsible for negotiating retransmission consent agreements with individual NBC local affiliates; and (3) these negotiations will be conducted separate from, and without influence on, one another. (ABC, CBS &amp; FBC Affs. Agmt. §§ 2-3, 5; NBC Aff. Agmt. § 3)</li> </ul>
Network Affiliate Preemption Concerns	<ul style="list-style-type: none"> <li>Require a provision in all NBC Network Affiliation and retransmission consent agreements stating that the merged entity will not disaffiliate, undertake acts of financial retribution, or refuse carriage when an NBC affiliate preempts regional or national programming in favor of local programming. (8/19 Greenlining 30)</li> </ul>	<ul style="list-style-type: none"> <li>The retransmission consent and affiliation agreements, together with existing FCC safeguards, are adequate to protect against any additional concerns related to network affiliates. (Commitment 15; PIS 10, 111, 120; Opp. 6, 7, 21-25, 152-153, 158; Reply 5, 7; ABC, CBS &amp; FBC Affs. Agmt.; NBC Aff. Agmt.)</li> </ul>
Stand-Alone Retransmission Consent Agreements for Broadcast Signals	<ul style="list-style-type: none"> <li>Mandate that the combined entity will negotiate for retransmission consent for NBC and Telemundo independently of negotiations for the cable channels. (8/19 Free Press <i>et al.</i> 65-66)</li> <li>Require the combined entity to enter into stand-alone retransmission consent agreements. (8/19 ACA i-ii, 52, Attach. C at 2)</li> </ul>	<ul style="list-style-type: none"> <li>Comcast and NBCU have offered and will continue to offer their networks for sale on an individual basis; no MVPD is required to carry any one channel to obtain another. (Opp. 218)</li> <li>The Commission has explicitly declined to condemn the practice of offering carriage of a broadcast signal in conjunction with one or more non-broadcast channels, and Congress has expressly endorsed the right of broadcasters to bargain for carriage of an affiliated non-broadcast programming service in exchange for retransmission consent. (Opp. 215-216)</li> </ul>

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	<ul style="list-style-type: none"> <li>• Bar Comcast from discriminating against any unaffiliated non-broadcast video program services or programmers in favor of competing affiliated programming, whether or not program carriage rules apply. (5/26 Kohl 5; 6/21 Franken 10; 6/21 Tennis 16; 7/21 Bloomberg 11; 8/19 Greenlining 32)</li> <li>• Require Comcast to negotiate non-discriminatory carriage terms and conditions in good faith at the request of any unaffiliated covered network. (6/21 Bloomberg ES 6, 40, 44-45, 67; 6/21 Tennis 17)</li> <li>• Establish that, if program carriage rules conflict with the proposed program carriage conditions, the program carriage conditions will control for six years following the transaction's approval. (6/21 Tennis 17)</li> <li>• Prohibit Comcast from demanding exclusivity from content producers. (7/21 NJ Rate Counsel 41)</li> <li>• Prohibit Comcast from discriminating against content providers who make content available to competitors. (6/21 Avail 15)</li> <li>• Require that license fees paid for independently produced programming be commensurate with the fees paid for other programming of a similar genre and production value. (6/17 Caucus 4)</li> </ul>	<ul style="list-style-type: none"> <li>• "Comcast pursues carriage of programming that its subscribers will want, regardless of affiliation. Comcast has a strong record of carrying hundreds of non-affiliated channels." (Opp. 39, 43-45; PIS 75-77; Reply 23; Response to Congress 32-33; Comcast Response to Info. Req. 42-43, 85-86)</li> <li>• Post-transaction, the merged entity will have neither the incentive nor the ability to pursue anti-competitive foreclosure strategies against unaffiliated content providers. (PIS 107-113; Opp. 163-180; Reply 22-23; Response to Congress 34-35) <ul style="list-style-type: none"> <li>○ There is no merit to claims that Comcast would have an incentive to disadvantage networks that compete with NBCU networks. (Israel/Katz Reply Report ¶¶ 129-186)</li> </ul> </li> <li>• Moreover, Comcast has agreed to add at least ten new independently-owned and -operated programming services over the next eight years. (Commitment 13; PIS 112-113; Opp. 44-45; Rush Letter § 2; Hispanic MOU § 7)</li> <li>• Complaints about the existing program carriage rules are not transaction-specific and should be addressed, if at all, through a rulemaking proceeding. (Opp. 7, 13; Reply 10-11, 24) (<i>Leased Commercial Access; Development of Competition and Diversity in Video Programming Distribution and Carriage</i>, MB Docket No. 07-42)</li> </ul>
<b>Program Carriage</b>	<ul style="list-style-type: none"> <li>• Bar Comcast/NBCU from imposing conditions or requirements that limit the offering of online content such as a requirement that a third-party programmer grant exclusive online rights to Comcast as a condition of carriage. (5/26 Kohl 5; 6/21 AOL 8; 6/21 Bloomberg ES 6, 42-43, 67; 6/21 CWA 55; 6/21 DirecTV iv, 35; 6/21 DISH 36; 6/21 FACT iii, 19-20; 6/21 Franken 11; 6/21 ITTA 2; 6/21 Tennis 16; 6/21 WealthTV 7, 35; 8/2 Boucher; 8/19 FACT, NTCA &amp; WTA iii, 4, 18, 29; 8/19 Greenlining 32)</li> </ul>	<ul style="list-style-type: none"> <li>• The combined entity will not prevent third parties from distributing content online, and reasonable contractual protections regarding online content distribution do not constitute foreclosure. (Opp. 188-189)</li> <li>• A programming vendor that makes its content available on Fancast Xfinity TV is free to license its content to the online platforms of other MVPDs, and an MVPD that licenses content from one programming vendor is not precluded from licensing content from other programming vendors. (PIS 61; Opp. 188-189; Comcast 8/20 <i>Ex Parte</i> 1-2)</li> </ul>
	<ul style="list-style-type: none"> <li>• Prohibit the Venture from dictating, either explicitly or through punitive pricing, the channel placement (<i>i.e.</i>, tier or neighborhood) of any Comcast/NBCU content. (5/26 Kohl 5; 6/21 FACT iii, 18; 8/19 FACT, NTCA &amp; WTA ii, 4, 18, 29; 8/19 Greenlining 32) <ul style="list-style-type: none"> <li>○ Prohibit or highly restrict the forced placement of channels on specified tiers or "neighborhoods," unless qualified independents are given equal carriage opportunities. (6/21 WealthTV 21)</li> </ul> </li> <li>• Require Comcast to offer the same tier placement and channel neighborhood to similarly-situated affiliated and non-affiliated programming. (8/19 Greenlining 32)</li> <li>• Require Comcast to maintain current channel positions and prohibit it from bumping current networks out of tier to be replaced by Comcast/NBCU networks. (6/21 WGAW 21)</li> </ul>	<ul style="list-style-type: none"> <li>• There is no evidence that integrated MVPDs tend to disadvantage unintegrated networks in an anti-competitive manner via channel placement decisions. (Opp. 172-173)</li> <li>• Changing channel line-ups is a very difficult and complex process that can generate consumer confusion and dissatisfaction. (Comcast 8/13 <i>Ex Parte</i> 2)</li> </ul>
	<ul style="list-style-type: none"> <li>• Require mandatory carriage and non-discriminatory terms and conditions of carriage for independent networks on Comcast's digital platform. (8/19 Greenlining 32)</li> <li>• Require carriage of all "Established Independent Networks" on basic or expanded basic programming tiers. (6/21 WealthTV 6, 34)</li> <li>• Modify the voluntary independent carriage commitment "to include granting broader distribution to proven independents" and clarify the terms used in this commitment. (4/19 Outdoor Channel 2; 6/18 Network Creative Group 2-3; 6/21 Sportsman Channel 2-3)</li> </ul>	<ul style="list-style-type: none"> <li>• The transaction will expand the availability of independent programming. (PIS 112-113; Opp. 39-45; Reply 13)</li> <li>• Independent programmers have been very successful in gaining carriage on Comcast's cable systems; following the transaction, nearly six out of every seven channels carried by Comcast will remain unaffiliated. (PIS 8; Opp. 40-41, 43-44, 244-247; Response to Congress 32; Comcast Response to Info. Req. 42)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Program Carriage (continued)	Independent Network Carriage Concerns (continued)		<ul style="list-style-type: none"> <li>• Post-transaction, the merged entity will have neither the incentive nor the ability to pursue anti-competitive foreclosure strategies against unaffiliated content providers. (PIS 107-113; Opp. 163-180; Reply 22-23; Response to Congress 34-35) <ul style="list-style-type: none"> <li>○ Applicants have agreed to invest substantial additional resources to enhance the opportunities for independently-produced programming to be considered for carriage on Comcast and NBCU platforms. (IFTA Agmt.; Opp. 41-43; Reply 16)</li> <li>○ Moreover, Comcast has agreed to add at least ten new independently-owned and -operated programming services over the next eight years. (Commitment 13; PIS 112-113; Opp. 44-45; Rush Letter § 2; Hispanic MOU § 7)</li> </ul> </li> <li>• WealthTV's proposal that the Commission require Comcast to carry all "Established Independent Networks" on its basic or expanded basic programming tiers is transparently self-serving, and WealthTV's claims should be disregarded as the reckless repetition of claims that have been thoroughly disproved in an adversarial hearing. (PIS 111-112; Opp. 176)</li> </ul>
	Allbritton's Carriage Concerns	<ul style="list-style-type: none"> <li>• Prohibit Comcast from discriminating against NewsChannel 8 in terms of carriage, service tier, channel placement, and rates for carriage, using current rates as an indication of prevailing market rates. (8/19 Allbritton 13)</li> <li>• Prohibit Comcast from tying negotiations for carriage of NewsChannel 8 with carriage of Allbritton's television stations. (8/19 Allbritton 13)</li> </ul>	<ul style="list-style-type: none"> <li>• Allbritton's allegations are without merit, represent an improper attempt to use the transaction proceeding to extract concessions from Comcast while refusing to engage in reasonable negotiations, and should be rejected as a misuse of the transaction-review process. (Comcast 8/18 <i>Ex Parte</i> 1)</li> <li>• There is no reason for the parties to address now a contract that governs carriage of NewsChannel 8 through the end of 2011. Nevertheless, Comcast has responded to Allbritton's request by indicating that "Comcast is willing to renew its current agreements with Allbritton for as long as Allbritton wishes" and that "if Allbritton wishes to negotiate a carriage agreement for NewsChannel 8 alone, Comcast is prepared to negotiate such an agreement on economic terms that are appropriate for NewsChannel 8 alone." (Comcast 8/18 <i>Ex Parte</i> 3-4)</li> </ul>
	Bloomberg's Business News Carriage Concerns	<ul style="list-style-type: none"> <li>• Prohibit offering any inducement to a distributor of news content by electronic means on the condition that the distributor provide unaffiliated business news channels less favorable terms or conditions of carriage. (6/21 Bloomberg ES 5-6)</li> <li>• Require existing competing business news channels to be treated as CNBC is with respect to carriage platforms and channel tiers and neighborhoods. (6/21 Bloomberg ES 5, 36-37, 60)</li> <li>• Prohibit imposing restrictions or limitations on the ability of competing business news channels to offer their content on other platforms, including the Internet. (6/21 Bloomberg ES 6, 42-43, 67)</li> <li>• Prohibit diminishing/degrading the terms or level/quality of service of any business news channel on any content-distribution platform without the consent of the business news channel. (6/21 Bloomberg ES 6, 43-44, 68)</li> <li>• Require NBCU to carry, or continue to carry, all business news channels currently carried by Comcast on all content distribution platforms. (6/21 Bloomberg ES 5, 41, 66-67)</li> <li>• Require NBCU to provide business news channels with non-discriminatory terms of carriage, including subscription fees. (6/21 Bloomberg ES 6, 41, 66-67)</li> </ul>	<ul style="list-style-type: none"> <li>• Bloomberg's attempts to extract superior terms of carriage are unjustified and should be denied. (Opp. 173-175; Reply 9-10, 23-24)</li> <li>• There is no basis for defining a narrow market for "TV business news programming." In any event, the transaction will not lead the merged entity to pursue a vertical foreclosure strategy or otherwise discriminate against Bloomberg, because such a strategy would not be profitable. (Opp. 168-173) <ul style="list-style-type: none"> <li>○ The reasoning and analysis underlying claims that Comcast would have an incentive to disadvantage Bloomberg TV are fatally flawed. (Israel/Katz Reply Report ¶¶ 154-186)</li> </ul> </li> <li>• Changing channel line-ups is a very difficult and complex process that can generate consumer confusion and dissatisfaction. (Comcast 8/13 <i>Ex Parte</i> 2)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Program Carriage (continued)	Tennis Channel's Unaffiliated Program Service Carriage Concerns	<ul style="list-style-type: none"> <li>Require carriage of unaffiliated program services on all cable systems on which Comcast carries any competing affiliated program service;</li> <li>Require the distribution of unaffiliated program services to at least the same subscribers who receive any competing affiliated program service;</li> <li>Bar the imposition of any additional conditions, obligations, or charges on subscribers in order to receive an unaffiliated program service; and</li> <li>Bar the imposition of expanded or additional advertising limitations or restrictions. (6/21 Tennis 16)</li> </ul>	<ul style="list-style-type: none"> <li>Tennis Channel's proposals should be rejected as inappropriate attempts to advance litigation objectives that have no relevance to the transaction. (Opp. 13-14 n.17, 178-180)</li> <li>At the same time that it recommends onerous program carriage conditions, claiming dissatisfaction with the Commission's program carriage rules, the Tennis Channel also is availing itself of the Commission's complaint process. Tennis Channel's filing of this complaint shows that: (1) its program carriage claims arise from preexisting circumstances that are completely unrelated to the proposed transaction; and (2) the Commission has provided the Tennis Channel and other parties an appropriate legal mechanism for pursuing their individual claims. (Opp. 13-14 n.17)</li> </ul>
Dispute Resolution / Enforcement Procedures	Binding Commercial Arbitration	<ul style="list-style-type: none"> <li>Permit MVPDs, in program access, retransmission, or carriage negotiations that break down, to go to commercial arbitration. (5/26 Kohl 5; 6/21 CWA 57; 6/21 DirecTV iii, 28, 40; 6/21 Tennis 17-18; 8/19 ACA ii, Attach. C at 2; 8/19 Greenlining 32)</li> <li>Require Comcast/NBCU to enter into binding commercial arbitration for disputes over retransmission consent for NBC O&amp;Os. (5/26 Kohl 5; 8/19 Greenlining 32)</li> <li>Allow an aggrieved party to file a complaint against the combined entity seeking damages or injunctive relief for violation of the broadband and online video conditions. (6/21 DISH 36-37)</li> <li>Impose a mandatory binding arbitration condition. (7/21 NJ Rate Counsel 41)</li> <li>Afford smaller MVPDs a lower-cost arbitration process with an automatic right of continued carriage, and afford bargaining agents that represent smaller MVPDs the right to submit a dispute to arbitration. (8/19 ACA ii, 58-63, Attach. C at 3-4)</li> </ul>	<ul style="list-style-type: none"> <li>"In the dynamic and highly competitive media business, the combined company will continue to have strong incentives to distribute a broad range of unaffiliated content to consumers via television, the Internet, and other media. The combined company will likewise have strong incentives to make its own content available to consumers through both its own and competing distribution vehicles." (PIS 104)</li> <li>Any conceivable competitive harms that might result from the transaction can be addressed by the comprehensive regulatory structure that is already in place, comprising the Commission's program access, program carriage, and retransmission consent rules, as well as an established body of antitrust law. Moreover, the program access remedies for RSNs established under the <i>Adelphia Order</i> are still available. (PIS 5, 10, 111, 116-117, 120; Opp. 7, 152-153, 158-159, 247, 316; Reply 7, 23-24)</li> <li>Concerns about how effectively the program access and program carriage rules work, if substantiated, should be addressed through general rulemaking proceedings rather than through the imposition of unique restrictions that do not apply to Comcast's and NBCU's competitors. (Opp. 7, 12-13, 152-153, 158; Reply 7, 10-11, 24) (<i>Review of the Commission's Program Access Rules and Examination of Programming Tying Arrangements</i>, MB Docket No. 07-198; <i>Leased Commercial Access; Development of Competition and Diversity in Video Programming Distribution and Carriage</i>, MB Docket No. 07-42)</li> <li>Comcast has agreed 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&amp;Os. (Commitment 15; PIS 120-121; Opp. 7, 152-153; Reply 21)</li> <li>"It should be noted that the Commission adopted a program-carriage arbitration condition in the <i>Adelphia Order</i> but, based on its experience with the condition, subsequently suspended it." (Opp. 179 n.612)</li> </ul>
	Baseball-Style Arbitration	<ul style="list-style-type: none"> <li>Impose baseball-style arbitration with a standstill for: Comcast-affiliated content, NBC O&amp;Os and affiliates negotiating retransmission consent rights with non-Comcast MVPDs, and all online content. (6/11 Crawford; 6/21 CWA 52; 6/21 DISH iv, 30-31, 33)</li> <li>Require baseball-style arbitration for any established independent network that has been denied carriage or disputes carriage terms. (6/21 WealthTV 7, 35; 7/21 Bloomberg 11)</li> <li>Apply baseball-style arbitration, standstill, and "à la carte" requirements to the combined entity's online video content. (6/21 DISH iv, 33)</li> </ul>	
	Streamlined and Accelerated Dispute Resolution Procedures	<ul style="list-style-type: none"> <li>Provide a streamlined complaint process. (6/21 CWA 57; 6/21 FACT 29)</li> <li>Establish an accelerated arbitration procedure. (6/21 Bloomberg ES 6, 67; 6/21 Tennis 17-18)</li> <li>Establish a shot clock for access and carriage disputes. (6/21 Franken 10; 6/21 WealthTV 7, 35)</li> </ul>	
	Dispute Resolution Procedures and Process	<ul style="list-style-type: none"> <li>Deem discriminatory any refusal to deal or negotiate in good faith with a non-affiliated video programmer because of the programmer's assertion of rights or remedies. (6/21 WealthTV 7, 35)</li> <li>Deem Comcast to be in violation unless it proves that the decision to carry a network on different terms and conditions than an affiliated network was based entirely on factors unrelated to affiliation status. (6/21 Tennis 17)</li> </ul>	

Topic	Commenters' Proposed Conditions	Applicants' Response to Issues Raised
<b>Dispute Resolution / Enforcement Procedures</b> (continued)	<ul style="list-style-type: none"> <li>Permit interim carriage at the old rates, terms, and conditions while adjudicating a program access complaint. (5/26 Kohl 5; 6/11 Crawford 1; 6/21 ACA Rogerson 48; 6/21 CWA 52; 6/21 DirecTV 28; 6/21 WealthTV 8, 35-36; 8/19 Greenlining 32)</li> <li>Allow discovery as of right by complainants. (6/11 Crawford 1; 6/21 DISH 36-37)</li> </ul>	
	Transparency and Review of the Dispute Resolution Process <ul style="list-style-type: none"> <li>Prohibit mandatory non-disclosure provisions so small MVPDs can report violations without running afoul of their contracts. (6/21 FACT 29)</li> <li>Enable meaningful review and oversight by Congress, FCC, DOJ, and other appropriate federal agencies. (6/21 FACT 29)</li> <li>Require Comcast and NBCU to provide the DOJ and FCC full access to the program contracts between Comcast and NBCU and other MVPDs. (3/25 Bishop 2; 4/23 Walz 1; 4/27 Sandlin 1)</li> <li>Require Comcast to grant greater consumer access in broadcaster-cable operator TV fee disputes. (3/15 Mabuhay 3)</li> </ul>	
	Miscellaneous <ul style="list-style-type: none"> <li>Impose an enhanced program access regime that includes, among other elements, the charging of levies to support enforcement efforts. (6/11 Crawford 1)</li> </ul>	
<b>Divestiture / Arm's Length Dealings</b>	General <ul style="list-style-type: none"> <li>Require a completely independent board for the Venture. (6/21 AAI 27; 7/21 NJ Rate Counsel 40)</li> <li>Require appropriate safeguards, including firewalls, to prevent information sharing between Comcast and NBCU regarding programming pricing or other contract terms. (5/26 Kohl 5; 8/19 Greenlining 32)               <ul style="list-style-type: none"> <li>Require firewalls between the new NBCU and Comcast's cable operations. (6/21 AAI 27)</li> <li>Establish a firewall between Internet content affiliates and Comcast's cable systems business. (7/21 NJ Rate Counsel 39)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>The Venture Agreement between the Applicants expressly states that agreements between NBCU and Comcast, including carriage and affiliation agreements, must be entered into on "arm's-length terms." (PIS 15-16, 55 at n.92; Rosston Benefits Report ¶ 61; Opp. 60 &amp; n.159)</li> </ul>
	Relationship Between iN DEMAND, HITS, CMC, and Comcast <ul style="list-style-type: none"> <li>Require arm's-length transactions, independent boards, separate and clear accounting with disclosures that prove that there is no cross-subsidization, and separate staff, facilities, and P&amp;L's between iN DEMAND, HITS, CMC, and Comcast. (6/21 Avail 15)</li> </ul>	<ul style="list-style-type: none"> <li>Avail's proposals regarding iN DEMAND, HITS, and CMC should be disregarded as improper attempts to use the proceeding as leverage to advance its individual business interests. (Opp. 277-278)</li> </ul>
	Comcast Media Center <ul style="list-style-type: none"> <li>Require divestiture of Comcast Media Center. (6/21 FACT iii, 22-23; 6/21 NTCA &amp; WTA 10)</li> <li>Require the divestiture of Comcast CMC's VOD and HITS services business. (6/21 Avail 14-15)</li> <li>Alternatively, prohibit tying content offered on CMC as a licensing condition. (6/21 FACT iii, 22; 8/19 FACT, NTCA &amp; WTA ii, 4, 15, 29)</li> </ul>	<ul style="list-style-type: none"> <li>Divestiture and related conditions are inappropriate because: (1) claims regarding CMC are without merit and are not transaction-specific; and (2) CMC does not exercise bottleneck control over video transport services in the MVPD marketplace. (Opp. 277-280)</li> </ul>
	iN DEMAND <ul style="list-style-type: none"> <li>Require divestiture of iN DEMAND. (6/21 Avail 14; 6/21 FACT iii, 22-23; 6/21 WealthTV 8, 36; 8/19 FACT, NTCA &amp; WTA ii, 4, 15, 29)</li> <li>Alternatively, prohibit tying content offered on iN DEMAND as a licensing condition. (6/21 FACT iii, 22; 8/19 FACT, NTCA &amp; WTA ii, 4, 15, 29)</li> </ul>	<ul style="list-style-type: none"> <li>Divestiture and related conditions are inappropriate because the claims regarding iN DEMAND are without merit and are not transaction-specific. (Opp. 278, 280-283)</li> <li>Commenters mischaracterize the nature of Comcast's ownership interest in iN DEMAND and ignore the competitive marketplace for VOD services. (Opp. 280-284; Comcast Response to Info. Req. 72-73)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Divestiture / Arm's Length Dealings (continued)	Fancast	<ul style="list-style-type: none"> <li>Require divestiture of Fancast. (6/21 AAI 27; 7/21 NJ Rate Counsel 39)</li> </ul>	<ul style="list-style-type: none"> <li>Fancast will not be contributed to the Venture, and the transaction will create only very limited Internet content overlap. Moreover, Fancast is an open and non-exclusive model; rather than excluding unaffiliated content from its web portal, Comcast has repeatedly sought to bring more content to Fancast.com. (PIS 8-9, 12, 60-61, 93-95; Opp. 113-116, 189-191)</li> </ul>
	CNBC	<ul style="list-style-type: none"> <li>Either require divestiture of CNBC and other NBC news outlets or require compliance with Bloomberg's recommended safeguards. (6/21 Bloomberg 3, 59)</li> </ul>	<ul style="list-style-type: none"> <li>Bloomberg's assertions of competitive harms are baseless. Current carriage decisions were made before Comcast contemplated ownership in CNBC and are consistent with Bloomberg's treatment by other major MVPDs. (Opp. 172-175; Reply 23-24)</li> <li>Bloomberg's proposed remedies seek full equality with CNBC, which it has not earned in the marketplace, and should be denied as attempts to extract superior and unjustified terms of carriage from Comcast. (Opp. 172-175)</li> </ul>
	Network Affiliates	<ul style="list-style-type: none"> <li>Prohibit Comcast from using its control of NBC to engage in conduct that discriminates against any NBC local affiliate in the terms and conditions for affiliation or other business arrangements with the network as a result of negotiations or relationships between an NBC local affiliate and Comcast. (6/21 NBC Aff. 9, A-2-A-3)</li> <li>Require the merged entity to submit to a non-discrimination provision that applies to all unaffiliated broadcast stations in terms of retransmission consent, signal carriage, quality, and tier placement. (8/19 Free Press <i>et al.</i> 67)</li> <li>Mandate that the terms of agreements with the big-four affiliates apply to all broadcast stations. (8/19 Free Press <i>et al.</i> 67)</li> </ul>	<ul style="list-style-type: none"> <li>Voluntary agreements with the various affiliate associations address these proposals. (Opp. 21-24)</li> <li>These agreements are designed to ensure, <i>inter alia</i>, the non-discriminatory treatment of all broadcast stations, irrespective of ownership. (ABC, CBS &amp; FBC Affs. Agmt. §§ 2-6; NBC Aff. Agmt. §§ 3, 5-7)</li> <li>For example, these agreements prohibit Comcast from: (1) using its control of NBC to engage in conduct that discriminates against any NBC local affiliate in the terms and conditions for affiliation, retransmission consent, or other business arrangements with the network as a result of the relationship between the local affiliate and Comcast; or (2) attempting to create a competitive advantage for an NBCU station by discriminating against a local, in-market non-NBCU station in favor of the local NBCU station with respect to certain technical signal carriage matters. (ABC, CBS &amp; FBC Affs. Agmt. § 6; NBC Affs. Agmt. § 3)</li> </ul>
	O&Os	<ul style="list-style-type: none"> <li>Force divestiture of O&amp;Os in markets where Comcast has greater than 25-30% control of the distribution. (8/9 Allbritton 1-2; 8/19 Allbritton 13)</li> </ul>	<ul style="list-style-type: none"> <li>Comcast's acquisition of NBCU will be in full compliance with all FCC cross-ownership and multiple ownership rules. Accordingly, any related requests for conditions are immaterial to the Commission's evaluation of the transaction. (PIS 71-75; Opp. 223-228)</li> <li>Contrary to Allbritton's baseless claims, ownership of NBC O&amp;Os would not lead Comcast to "devalue" local news channels such as Allbritton's NewsChannel 8. "Comcast has no incentive to refuse to carry networks which provide programming that consumers want and no ability to foreclose such networks from the marketplace." (Comcast 8/18 <i>Ex Parte</i> 2-3)</li> <li>The proposed transaction will not harm competition for local advertising in any market because advertising on O&amp;Os is not a particularly close substitute for advertising on local cable systems. Moreover, to the extent any advertiser regards local cable and broadcast advertising as reasonable substitutes, those advertisers will continue to enjoy a number of alternatives to NBC O&amp;Os and Comcast Spotlight. (PIS 82 n.163; Opp. 124-128; Rosston/Topper Reply Report ¶¶ 71-84)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
<b>Divestiture / Arm's Length Dealings (continued)</b>	KWHY	<ul style="list-style-type: none"> <li>Require NBC to live up to its 2001 commitment to divest KWHY, preferably to a Hispanic owner, before considering approval of the transaction. (6/21 Lepicier 2, 7; 8/19 Free Press <i>et al.</i> 70)</li> <li>Require Applicants to submit to disciplinary proceedings for NBCU's failure to divest KWHY for eight years. (8/19 Free Press <i>et al.</i> 70)</li> </ul>	<ul style="list-style-type: none"> <li>NBCU has agreed to sell station KWHY or put it into trust by the time the transaction closes. NBCU is actively seeking to sell KWHY to a third party and is focusing on potential minority and women buyers. (PIS 73-74; Opp. 225-228; Comcast-GE-NBCU 5/17 <i>Ex Parte</i> 1-2; NBCU Response to Info. Req. 36; Rush Letter § 7)</li> <li>The additional concerns raised are fundamentally immaterial to the Commission's evaluation of this transaction. (Opp. 223-226)</li> </ul>
<b>Hulu</b>		<ul style="list-style-type: none"> <li>Require divestiture of Hulu. (5/26 Kohl 6; 6/21 AAI 27; 6/21 CWA 55-56; 6/21 NTCA &amp; WTA 10; 6/21 Public Knowledge 2; 7/21 NJ Rate Counsel 39; 8/19 Greenlining 32)</li> <li>Require Comcast/NBCU to deal with Hulu in an arm's-length and nondiscriminatory manner. (6/21 AOL 8)</li> <li>Absent divestiture, impose clear conditions limiting the Venture's power over Hulu to ensure that there is no conflict of interest and no tying. (8/19 FACT, NTCA &amp; WTA 13)</li> </ul>	<ul style="list-style-type: none"> <li>Divestiture and related conditions are inappropriate because: <ul style="list-style-type: none"> <li>Even if NBCU controlled Hulu – which it does not – these are only two of the hundreds of websites on which video programming is viewed online; and</li> <li>Hulu will remain independently managed post-transaction, and it would not be in Hulu's economic interest to favor one MVPD over another. (PIS 8-9, 32-33, 93-99, 101; Opp. 113-119, 190)</li> </ul> </li> <li>"Comcast has no intention of changing NBCU's relationship with Hulu or NBCU's decision to provide certain of its content to Hulu." (Comcast 8/20 <i>Ex Parte</i> 2)</li> </ul>
<b>Consumer Access to Online Content</b>	Availability of Online Content	<ul style="list-style-type: none"> <li>Require that all video programming content that is currently available for online viewing on any of Comcast's online properties free of subscription or premium charges remain free of any subscription or premium charges. (8/19 Greenlining 32)</li> <li>Prohibit the merged entity from migrating programs that are delivered over-the-air by NBC today and are later made available on the nbc.com Web site for free online viewing exclusively to (1) TV Everywhere or (2) any other online program platform or platforms. (8/2 Boucher 1)</li> <li>Bar the merged entity from preventing "any Internet-enabled device from displaying any online programming service in which the combined company has an attributable interest or an agreement, provided that such display does not compromise the functionality, appearance, and intellectual property rights of the online programming service." (8/2 Boucher 2)</li> </ul>	<ul style="list-style-type: none"> <li>The transaction will benefit online and mobile platforms, enabling the combined entity to accelerate "anytime, anywhere" access to the widest possible array of high-quality content. (PIS 6; Rosston Benefits Report ¶¶ 38-43, 48-66, 68-70; Opp. 59; Reply 5-6) <ul style="list-style-type: none"> <li>For example, Fancast XFINITY TV represents an innovative, pro-competitive upgrade of Comcast's MVPD service. (PIS 22-23, 59-61; Pick Declaration ¶ 15; Opp. 204-208; Israel/Katz Reply Report ¶¶ 221-237; Comcast Response to Info. Req. 27)</li> </ul> </li> <li>Comcast expects that the programs that are delivered over-the-air by NBC today and are then made available via the nbc.com website for online viewing will continue to be made available in that fashion, and will not migrate into the TV Everywhere model. (Comcast 8/20 <i>Ex Parte</i> 2)</li> <li>There is no competitive concern in a hypothetical market for online video distribution or online content. Post-transaction, the combined entity would lack the incentive and ability to pursue an online foreclosure strategy or engage in other anti-competitive activities with respect to online video content, or online video distributors or distribution platforms; accusations to the contrary are erroneous and lack empirical support. (PIS 93-101, 122-124; Opp. 90-101, 113-119, 159-163, 180-192; Reply 6, 24-26)</li> <li>Negotiations with unaffiliated parties for rights to distribute content on new, untested platforms are often longer and more complicated, and result in a more restricted set of rights for that content. (PIS 61-64; Opp. 64 n.177)</li> </ul>
	Access to Online Content	<ul style="list-style-type: none"> <li>Require Comcast to discontinue its authentication requirement for accessing its online video library regardless of where the programming resides. (6/21 WealthTV 7, 35; 8/19 CWA iii, 29)</li> <li>Bar requiring an MVPD subscription to view Comcast's online content. (5/26 Kohl 5; 6/11 Crawford 2; 6/21 AAI 27; 6/21 CWA 55; 6/21 Franken 10; 7/21 NJ Rate Counsel 40; 8/19 Greenlining 32)</li> <li>Require the merged entity to offer consumers a standalone subscription to Fancast Xfinity TV that is not tied to any subscription MVPD service. (8/19 CWA 29; 8/19 Free Press <i>et al.</i> 65)</li> </ul>	<ul style="list-style-type: none"> <li>Authentication is a pro-competitive and pro-consumer arrangement that helps to achieve a proper balance between providing consumers access to video content "where and when they want it" and providing content producers with an economically sustainable business model. (Opp. 204-208)</li> <li>Authentication is not a Comcast-specific initiative, but rather is a concept being pursued by an array of content owners and distributors. (Opp. 204-208)</li> <li>"[W]ith respect to Comcast's content today, or new NBCU's content in the future, to the extent that Comcast makes it available online to Comcast-authenticated subscribers at</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
<b>Consumer Access to Online Content (continued)</b>	Access to Online Content (continued)	<ul style="list-style-type: none"> <li>○ Require Comcast to provide any cable subscriber who opts out of Xfinity from his or her cable package a rebate equal to the standalone retail price of Xfinity. (8/19 CWA 29)</li> <li>• Require the merged entity to allow online users who access the Internet via any broadband provider to access content on a standalone basis. (6/21 CWA 55)</li> </ul>	<p>sites like Xfinity TV, Comcast intends to make it available on reasonable terms to other MVPDs to provide online to their authenticated subscribers." (Comcast 8/20 <i>Ex Parte</i> 2)</p> <ul style="list-style-type: none"> <li>• Post-transaction, the combined firm will continue to experiment with different economic models for the distribution of content on the Internet, including the free, ad-supported model and the subscription-based model, and content will be provided online using different means depending on the particular economic considerations involved. (PIS 5; Opp. 119)</li> <li>• "[T]he decision by Comcast not to offer an over-the-top- version of its traditional MVPD service outside its footprint reflects Comcast's view that such an offering would not be profitable." (Israel/Katz Reply Report ¶ 229)</li> </ul>
<b>Independent Programming</b>	Independently-Produced Programming	<ul style="list-style-type: none"> <li>• Prohibit the merged entity from owning, co-owning and controlling, or otherwise being entitled to a share of an independent producer's profits from: (1) the copyright in the independent producer's production(s); (2) any off-network (domestic or foreign) distribution rights; or (3) any other subsidiary rights. (6/17 Caucus 3)</li> <li>• Require Comcast to promote independent programs through subsidized advertising campaigns. (6/21 WGAW 20)</li> <li>• Require Comcast to identify the amount of independently produced programming aired on each O&amp;O and on all cable channels. (6/21 Franken 11)</li> <li>• Impose specific requirements for independent programming on network schedules, including a primetime "set-aside." (6/17 Caucus 3-4; 6/21 WGAW 20)</li> <li>• Mandate that at least 25% of the NBC Network's primetime schedule consists of programs supplied by independent producers by September 1, 2012. (6/17 Caucus 3; 7/21 WGAW 6)</li> </ul>	<ul style="list-style-type: none"> <li>• NBCU has a demonstrated, long-established record of airing programming from independent producers. (Opp. 40-41, 237-238, 274; Response to Congress 36-41)</li> <li>• Applicants have agreed to invest substantial additional resources to enhance the opportunities for independently-produced programming to be considered for carriage on Comcast and NBCU platforms, including providing \$1.5 million per year in development funds and providing opportunities to pitch programming ideas to NBCU's creative executives. (IFTA Agmt.; Opp. 41-43; Reply 16)</li> <li>• The Commission long ago repealed the widely criticized financial interest and syndication rules and there is no conceivable justification for reimposing similar requirements. In any event, any such consideration should be undertaken, if at all, in an industry-wide proceeding. (Opp. 232-239; Reply 16)</li> <li>• In proposing to impose specific requirements for independent programming on network schedules, parties such as WGAW identify no legitimate transaction-specific harm and ignore NBCU's incentives to ensure that promising programming concepts from independent producers have the opportunity to be developed and tested in the marketplace. (Reply 15-16)</li> <li>• Demands for a primetime "set-aside" for programming from independent sources is inappropriate because mandating source diversity quotas is unwarranted and would infringe the companies' First Amendment rights. (Opp. 237-240)</li> </ul>
	Independently-Produced Programming – Licensing of Affiliated Content	<ul style="list-style-type: none"> <li>• Require Comcast to apply a fair market value (or "arm's length transaction") standard to all programming it purchases or licenses from a related or affiliated entity. (6/21 WGAW 13, 21)</li> </ul>	<ul style="list-style-type: none"> <li>• WGAW's claim that the reduction in transactional friction will result in Comcast paying an unfair price for NBCU content and shifting economic benefits to the Venture at the expense of content producers is meritless, and WGAW has provided no economic analysis or evidence to support its counter-intuitive contention that negotiation friction determines fair market value. (Reply 17; Rosston/Topper Reply Report ¶¶ 26-29)</li> <li>• In reality, the proposed transaction will not adversely affect the existing robustly competitive marketplace for video programming. (PIS 84-87, 90-92; Opp. 81-84, 104-107)</li> <li>• The Venture agreement requires Comcast to pay NBCU for programming channels at prices no less favorable than the Venture would obtain from comparable transactions with unaffiliated third parties; thus, proposals such as WGAW's "fair market value" condition are unnecessary. Moreover, the program access rules prohibit unreasonable price discrimination. (PIS 116-117; Opp. 184 n.626; Reply 17-18)</li> </ul>

Topic	Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Diversity	<ul style="list-style-type: none"> <li>• Require Comcast to select a fully compensated 11-member Asian American Advisory Board that includes at least one representative from each major Asian American community. (3/15 Mabuhay 4)</li> <li>• Require 40% of the Board to be comprised of minorities. (7/29 Mabuhay 3)</li> <li>• Require that Comcast establish a 13-member Minority Advisory Council with membership that: (1) represents the minority diversity of the nation; (2) is adequately compensated; and (3) is selected jointly by the FCC, community groups, and Comcast. (7/29 Mabuhay 4)</li> <li>• In markets where NBC or Telemundo have O&amp;Os, commit to meet at least annually with a diverse group of community leaders. (8/19 Greenlining 30)</li> <li>• Require Comcast to appoint a minimum of one African American, one Asian American and one Latino to its board of directors within six months of the close of the transaction. (8/19 Greenlining 31)</li> <li>• Strengthen the commitment to establish diversity advisory councils by: <ul style="list-style-type: none"> <li>○ Ensuring that the councils encompass many diverse groups, including but not limited to African American, Asian American, Latino, Native American, LGBT, low-income communities, disability rights advocates, faith-based groups, and others as appropriate;</li> <li>○ Permitting councils to disclose their evaluations of Applicants' diversity progress; and</li> <li>○ Allowing the joint council to elect one member to Comcast's board of directors and one to the Venture's board of directors until NBCU is wholly-owned by Comcast. (8/19 Greenlining 31)</li> </ul> </li> <li>• Require management employment levels to be proportionately representative of minority groups in the Applicants' general audience. (7/29 Mabuhay 3)</li> </ul>	<ul style="list-style-type: none"> <li>• The record documents the outstanding records of Comcast and NBCU with respect to minority hiring and professional development as well as diversity in leadership, and includes public praise of their accomplishments from a wide array of organizations and public officials. (Opp. 228-233, 247-259; Reply ii, 14-15; Response to Congress 15-22, 42-43)</li> <li>• Comcast and NBCU have agreed to increase minority representation at all levels of their organizations and to recruit and retain more minorities so that their workforces more accurately reflect the communities they serve. (Opp. 46, 255-259, 261-262; Response to Congress 17-21; Rush Letter § 1; Hispanic MOU §§ 4-5; Summary of Diversity Commitments § 3)</li> <li>• Both Comcast and NBCU have identified organizational diversity as a key business imperative. (Opp. 250-251, 253-255; Response to Congress 18)</li> <li>• Comcast and NBCU have agreed to establish four external Diversity Advisory Councils representative of African American, Hispanic, Asian Pacific American, and other diverse communities in order to facilitate open communications on the development, monitoring, and evaluation of the companies' diversity initiatives. (Opp. 261; Hispanic MOU § 4; Summary of Diversity Commitments § 2)</li> <li>• Comcast has agreed to develop a strategic plan to address five diversity and localism-related "Focus Areas" – governance, workforce recruitment and career development, supplier diversity, programming, and community investments and partnerships. (Hispanic MOU § 3; Summary of Diversity Commitments § 2)</li> </ul>
	<ul style="list-style-type: none"> <li>• Conclude agreements with African American, Asian American, Native American, and other diverse leaders to address corporate governance, workforce diversity, procurement and supplier diversity, programming diversity, philanthropy and community investment, as well as any other areas of interest to such leadership groups. (8/19 Greenlining 31)</li> <li>• Require a number of minority contracts comparable to AT&amp;T's and Verizon's 2009 records. (7/29 Mabuhay 3)</li> <li>• Provide minorities with the rights of first refusal for all properties for sale. (7/29 Mabuhay 4)</li> <li>• Require Applicants to comply with Cal. PUC General Order 156 ("Rules Governing the Development of Programs to Increase Participation of Female and Minority Business Enterprises in Procurement of Contracts from Utilities") in order to ensure supplier diversity. (8/19 Greenlining 16-18)</li> <li>• Require that Comcast provide LAPA \$2.5 million to support African American Programming. (8/10 LAPA 36)</li> <li>• Require Comcast to create a "One Billion Dollar Diversity Fund" to be administered by the FCC to promote local Asian American and other minority interests. (3/15 Mabuhay 4)</li> <li>• Modify existing revenue sharing agreements with small minority media from a traditional 50/50 split to perhaps a 70/30 split. (3/15 Mabuhay 4)</li> </ul>	<ul style="list-style-type: none"> <li>• Concerns regarding minority ownership and media ownership generally are not issues that are relevant to the Commission's review of a particular transaction. Rather, they implicate industry-wide matters that are being considered in the Broadcast Ownership and Ownership Diversification proceedings. (Opp. 13) (MB Docket Nos. 09-182, 07-294)</li> <li>• There are no Commission rules requiring a particular level of procurement diversity or spending. (Opp. 259-260)</li> <li>• The record unequivocally affirms Applicants' long-standing commitment to procurement diversity. (Opp. 228-233, 259-261; Comcast 5/25 <i>Ex Parte</i> 1; Response to Congress 2-6, 16-17)</li> <li>• The Applicants have entered into an extensive array of agreements designed to enhance supplier diversity, including agreements to enhance diversity in its procurement of goods and services and to expand ownership opportunities for minority entrepreneurs. (Opp. 262; Response to Congress 2-4, 16-17; Rush Letter §§ 6-7; Hispanic MOU § 6; Summary of Diversity Commitments §§ 4-5) <ul style="list-style-type: none"> <li>○ For example, NBCU is making significant efforts to sell station KWHY to a minority-owned entity. (Opp. 225-226; Response to Congress 3; Rush Letter § 7; Summary of Diversity Commitments § 5)</li> </ul> </li> </ul>

Topic	Commenters' Proposed Conditions	Applicants' Response to Issues Raised
<p style="text-align: center;"><b>Diversity</b> (continued)</p>		<ul style="list-style-type: none"> <li>Comcast and NBCU have agreed to increase their philanthropic initiatives to support minority-led and minority-serving institutions by 10% per year for each of the next three years. (Opp. 262; Summary of Diversity Commitments § 7)</li> </ul>
	<p style="text-align: center;">Set-Asides for Minority-Owned Networks and Programming</p> <ul style="list-style-type: none"> <li>Require Comcast to allocate 10% of its channel capacity (a minimum of 25 channels) to 100% owned African American-owned networks. (6/22 Entertainment Studios 17; 6/22 NCAAOM 27-29)</li> <li>Require that at least four hours of NBC's prime time programming a week be filled with African American-owned programming. (6/22 Entertainment Studios 17; 6/22 NCAAOM 29)</li> <li>Require Comcast to allocate 20% of Comcast cable capacity to independent programming services substantially (<i>i.e.</i>, over 51%) owned and operated by minorities, and prohibit Comcast from counting channels in which it has an ownership interest or VOD offerings toward the benchmark. (8/19 Greenlining 31)</li> <li>Commit to allocate 15% of Comcast cable capacity to minority focused programming, and prohibit Comcast from counting channels in which it has effective programming control or VOD offerings toward the benchmark. (8/19 Greenlining 31)</li> </ul>	<ul style="list-style-type: none"> <li>The record unequivocally affirms Applicants' long-standing commitment to programming diversity. (Opp. 35-37, 228-237, 240-247; Comcast 5/25 <i>Ex Parte</i> 1; Response to Congress 4-6)</li> <li>The transaction would not threaten, but rather would advance, the FCC's diversity goals. (PIS 5, 8, 36, 47-49, 77, 80, 127-131; Spitzer Declaration ¶¶ 14-19, 23; Opp. 16, 25-33, 35-49, 228-270; Reply iii, 5, 13-15) <ul style="list-style-type: none"> <li>One of the demonstrated benefits of the proposed transaction is that it will enhance the combined entity's incentive and ability to invest in diverse programming. (Rosston Benefits Report ¶¶ 10-14, 65; Rosston/Topper Reply Report ¶¶ 14-19)</li> </ul> </li> <li>Through expanded access to outlets, increased investment in outlets, and lower costs, the combined company will be able to increase the amount, quality, variety, and availability of content more than either company could on its own, thus promoting diversity. (PIS 5, 36, 47, 50-52, 54-55; Opp. 25-33, 40; Reply 12-13)</li> <li>The Applicants have entered into an extensive array of agreements designed to enhance programming diversity, including agreements that will expand the amount and availability of minority-focused programming by: (1) launching a new Spanish-language multicast channel; (2) featuring Telemundo programming on Comcast's VOD and online platforms; (3) continuing to expand the availability of mun2 programming on the Comcast Cable, VOD, and online platforms; (4) agreeing not to reduce the number of current local Telemundo newscasts; (5) extending the digital distribution of three Latino-owned or -focused channels by an aggregate of at least ten million subscribers; (6) extending the carriage of African American-owned or -focused networks; (7) expanding VOD services that feature African American content; and (8) launching Asian Cinema On Demand. (Commitments 6-8; PIS 38, 47-50; Opp. 38-40, 45-49; Response to Congress 2-6; Comcast Response to Info. Req. 98-100; Rush Letter §§ 3-5; Hispanic MOU § 7; Summary of Diversity Commitments § 6)</li> <li>Comcast has agreed to add a number of independently-owned and -operated channels and programming services over the next several years that are owned or controlled by minority investors. Specifically, a minimum of four of the new linear programming services to be added will be services in which African American investors own a majority of the equity; at least two of the new programming services to be added within three years of closing will be American Latino-operated, English-language channels; and two additional programming services in which American Latinos have a majority and/or substantial ownership interest will be added within six years of closing. (Opp. 46-47; Response to Congress 22; Rush Letter § 2; Hispanic MOU § 7; Summary of Diversity Commitments § 5)</li> <li>Comcast has agreed that, as it 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 those platforms. (Opp. 48-49; Response to Congress 3-4; Rush Letter § 4)</li> </ul>

Topic	Commenters' Proposed Conditions	Applicants' Response to Issues Raised
<b>Diversity (continued)</b>		<ul style="list-style-type: none"> <li>• Demands for a primetime “set-aside” for programming from diverse sources are inappropriate because mandating source diversity quotas is unwarranted and would infringe the companies’ First Amendment rights. Moreover, there is no requirement that any MVPD carry a specific number of networks that are 100% minority-owned on widely available tiers. (Opp. 237-241)</li> </ul>
	<ul style="list-style-type: none"> <li>• Require Comcast to sell cable systems serving at least one million (4%) of its subscribers to companies owned and controlled by African Americans. (7/21 NABOB 5-6, 7)</li> <li>• Require Applicants to commit to spending a “meaningful portion of their advertising budget” (\$150 million or 10%) with African American media. (7/21 NABOB 6-7)</li> </ul>	<ul style="list-style-type: none"> <li>• NABOB’s requests are unwarranted because: (1) the request that Comcast be required to sell 4% of its cable systems to companies owned and controlled by African Americans ignores the fact that the proposed transaction does not involve the acquisition of additional cable systems; and (2) the proposal that “a meaningful portion” of Comcast’s advertising budget be spent with African American media ignores Applicants’ agreement to increase spending on advertising with minority-owned media by at least \$7 million. (Opp. 262; Reply 11 n.25, 13 n.35; Summary of Diversity Commitments § 4)</li> </ul>
	<ul style="list-style-type: none"> <li>• Ensure that the LGBT community is included as part of all diversity discussions and commitments. (7/21 GLAAD 3)</li> <li>• Ensure that the transaction will result in “more accurate, inclusive and meaningful programming service to NBCU’s LGBT audience, as well as to Americans in general.” (7/21 GLAAD 3-6)</li> </ul>	<ul style="list-style-type: none"> <li>• “[B]roadcast licensees have broad discretion concerning their selection of programming responsive to their communities,” and there is no requirement that licensees “respond to the issues of every individual community group.” Moreover, GLAAD notes that NBCU has shown “improvement” in these areas and that Comcast’s involvement is encouraging. (Reply 19-20)</li> </ul>
	<ul style="list-style-type: none"> <li>• Require the merged entity to disclose data regarding programming diversity, employment diversity (at both executive and non-executive levels), board diversity, procurement diversity, and philanthropic commitments. (7/29 Mabuhay 3; 8/19 Greenlining 31)</li> </ul>	<ul style="list-style-type: none"> <li>• Comcast and NBCU comply with all EEO rules. Moreover, Applicants have voluntarily disclosed extensive information regarding employment, procurement, and philanthropy practices, and have agreed to continue making this type of information available for review. (Opp. 242-262; Response to Congress 1-25, 41-43; Hispanic MOU § 9; Summary of Diversity Commitments § 2)</li> </ul>
<b>Local News and Public Affairs Programming</b>	<ul style="list-style-type: none"> <li>• Require the merged entity to commit to: (1) increase local programming by at least one hour per day per station on NBC and Telemundo O&amp;Os; (2) fulfill this commitment with locally-originating programming that focuses on <i>bona fide</i> news, electoral, and public affairs programming; and (3) prepare quarterly reports on the type and amount of programming it is offering as a condition of the transaction. (8/19 Free Press <i>et al.</i> 67-68) <ul style="list-style-type: none"> <li>○ Require that commitments to expand local news programming be fulfilled through the development of new programming with larger, adequately-funded local news operations. (8/19 AFTRA 2)</li> </ul> </li> <li>• Require regular disclosure of the amount of local news and public affairs programming aired on each O&amp;O. (6/21 Franken 11; 8/19 AFTRA 2)</li> <li>• Require the merged entity to commit to increase local reporters at the O&amp;Os by: <ul style="list-style-type: none"> <li>○ Hiring at least three new minority reporters per station at NBC O&amp;Os, who will be featured on prime-time newscasts;</li> <li>○ Returning to the pre-2006 consolidation staff levels at Telemundo O&amp;Os;</li> <li>○ Fulfilling the 1,000 hour local news commitment with local rather than regional programming and maintaining the increased level of programming indefinitely; and</li> <li>○ Committing that Telemundo O&amp;Os will produce an additional 1,000 hours of local news in the year following the conclusion of the transaction and agreeing to maintain that level indefinitely. (8/19 Greenlining 29)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• The transaction does not threaten and, in fact, promotes the Commission’s localism goals. The Venture will be able to provide more and better local programming, including local news and information programming. (PIS 5, 36, 68-69, 127-131; Spitzer Declaration ¶¶ 16, 21-22, 24; Opp. 16, 18-25; Reply iii, 5, 14; Response to Congress 6)</li> <li>• NBCU has a strong record of providing local news and public affairs programming to the local areas that its O&amp;Os and Telemundo stations serve, and NBCU continues to take proactive steps to increase the scope of Telemundo’s news operations. (PIS 40-41; Opp. 19-20, 46-47, 263-266; Reply 5; Hispanic MOU § 7)</li> <li>• Comcast has committed publicly to “preserve and enrich the output of local news, local public affairs, and other public interest programming on NBC O&amp;O stations” and to seek to expand the availability of such programming through the use of On Demand and On Demand Online platforms, available cable channel timeslots, and available O&amp;O scheduling windows. (Commitment 2; PIS 40-42; Opp. 20-21, 50-52; Comcast Response to Info. Req. 100-101)</li> <li>• At a time when local broadcasters generally are cutting back on public interest programming, the Applicants have committed that the NBC O&amp;Os will collectively produce an additional 1,000 hours per year of local news and information programming. (PIS 40-42; Opp. 50-52)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Community Investment and Partnership		<ul style="list-style-type: none"> <li>Maintain and expand community investment and philanthropy as follows: (1) increase philanthropy expenditures by 20% per year for the next five years; (2) allocate 80% of total philanthropy to institutions and organizations serving underserved communities; (3) commit to equitably distribute philanthropic spending among all markets where Comcast has a presence; and (4) establish a goal of having all philanthropy expenditures reach population parity on a state by state basis. (8/19 Greenlining 31)</li> <li>Require 2% of pretax dollars be used for philanthropic efforts in underserved communities and 25% of the transaction's cost savings be used for "capacity building" and sustainability efforts for minority-owned media. (7/29 Mabuhay 3-4)</li> </ul>	<ul style="list-style-type: none"> <li>The Applicants currently engage in extensive community investment and partnership activities, and the combined entity will better support and serve the interests of local communities. (PIS 67-68; Opp. 3, 230-233, 262, 267-270; Reply ii, 3, 14-15; Comcast 5/25 <i>Ex Parte</i> 1; Response to Congress 9-14)</li> <li>Applicants have agreed to enhance investments in the Latino community and to increase community investment expenditures on minority-led and minority-serving institutions, community-based philanthropic organizations, and community engagement organizations. (Opp. 262; Rush Letter § 6; Hispanic MOU § 8; Summary of Diversity Commitments §§ 4, 7)</li> </ul>
Local Franchise Authority Issues	PEG Channel Placement and Tier	<ul style="list-style-type: none"> <li>Require Comcast to make PEG channels viewable by all subscribers on all platforms, without additional expense or equipment, regardless of subscription tier. (6/21 ACD 12-13; 6/21 NATOA 4-5)</li> <li>Require local government consent and/or a PEG channel's consent before changing PEG channel placement or format. (6/21 ACD 10-11; 6/21 Denver 5; 6/21 NATOA 6, 7)</li> <li>Require Comcast to transmit PEG channels in an analog format on the basic tier until the entire basic tier is transmitted in digital format. (6/21 Denver 4-5; 6/21 NATOA 5)</li> <li>Require that all PEG channels be made available on the basic service tier unless the local government agrees otherwise. (6/21 ACD 8-9; 6/21 NATOA 4-5; 7/21 NJ Rate Counsel 45)</li> <li>Require Comcast to carry the PEG channels, without degradation, on the basic service tier when it moves the PEG channels to digital delivery. (7/21 ACT 5-6)</li> <li>Require Comcast to continue to transmit the PEG channels on the basic service tier in the same manner as commercial broadcast stations once the entire basic tier is transmitted using digital technology. (6/21 Denver 4-5)</li> <li>Permit Comcast to move PEG channels to digital delivery only when there is community consent or when the entire system is converted to a digital format. (7/21 ACT 6)</li> <li>Require PEG channels to be grouped with local broadcast channels. (6/21 ACD 10-11)</li> <li>Protect PEG channel positions to prevent PEG channels from being moved to higher channel numbers. (7/21 NJ Rate Counsel 46)</li> <li>Require Comcast to reimburse a PEG channel operator's reasonable costs for a digital conversion and any required channel relocations. (6/21 Denver 5-6)</li> <li>Require Comcast to move PEG channels currently being provided in a digital format back to an analog format and back to the basic service tier. (6/21 NATOA 5)</li> </ul>	<ul style="list-style-type: none"> <li>Concerns about the status of certain Comcast franchise obligations, including PEG programming matters, are not transaction-specific and are without merit. (Opp. 14, 53-56, 307-311)</li> <li>In any event, Comcast has agreed not to migrate PEG channels to digital delivery on any Comcast cable system until the system has converted to all-digital distribution or a community otherwise agrees to digital PEG channels, whichever comes first. (Commitment 11; PIS 68)</li> <li>The Communications Act does not provide for PEG channel placement obligations, and the transaction is not the appropriate forum to impose requirements that Congress chose not to apply to PEG. (Opp. 309)</li> <li>Imposition of a requirement that all PEG channels be carried on the basic service tier would change applicable federal law and conflict with such state legislation and negotiated local agreements. (Opp. 308-309; Reply 18)</li> <li>NATOA's request that Comcast be required to move all digital PEG channels back to analog carriage would force PEG programmers to abandon the advantages of digital signal carriage and would undercut the digital transitions that have been lawfully and willingly implemented thus far. (Opp. 308)</li> </ul>
	Non-Discriminatory Carriage of PEG Channels	<ul style="list-style-type: none"> <li>Prohibit Comcast from discriminating against PEG in On Demand delivery technology, and ensure that PEG content is delivered in a manner at least as functional and accessible to consumers as other On Demand content. (7/21 ACT 8)</li> <li>Require that PEG channels be treated the same as all other local broadcast channels on Comcast's cable systems. (6/21 ACD 8-9, 11; 7/21 ACT 9)</li> <li>Prohibit discrimination against PEG channels, including with respect to features, functionality, and signal quality. (6/21 ACD 11; 6/21 NATOA 8; 7/21 NJ Rate Counsel 46)</li> </ul>	<ul style="list-style-type: none"> <li>Concerns about the status of certain Comcast franchise obligations, including PEG programming matters, are not transaction-specific and are without merit. (Opp. 14, 53-56, 307-311)</li> <li>PEG commenters fail to offer any evidence that the proposed transaction will have a harmful effect on PEG programming, which is already covered by Section 611 of the Communications Act, state franchising laws, and the terms of local cable franchise agreements. (Opp. 307-311; Reply 18)</li> </ul>

Topic	Commenters' Proposed Conditions	Applicants' Response to Issues Raised
<p style="text-align: center;"><b>Local Franchise Authority Issues</b> (continued)</p>	<ul style="list-style-type: none"> <li>Ensure that PEG programming is easily accessible from every menu. (6/21 ACD 12-13; 7/21 NJ Rate Counsel 46)</li> </ul>	<ul style="list-style-type: none"> <li>Proposed conditions that would require Comcast to provide PEG channels in the same "format" and with the same "features and functionality" as provided in the carriage of local television broadcast stations ignore the significant legal and technical distinctions between broadcast stations and PEG channels and could impose substantial cost, capacity, and technology burdens on a cable operator. Moreover, the Communications Act provides for no such PEG carriage requirements. (Opp. 309 n.1042)</li> </ul>
	<p style="text-align: center;">Delivery of PEG Channels via VOD</p> <ul style="list-style-type: none"> <li>Require Comcast to refrain from pressuring communities to deliver PEG content through On Demand or On Demand Online. (7/21 ACT 9)</li> <li>Require Comcast to: (1) provide data on its provision of PEG VOD content in communities where it is already available; (2) provide information about VOD programming selection practices; (3) justify any delay in providing PEG via a VOD platform; and (4) provide specific locations where PEG is available on VOD and how long the communities have received it. (6/21 NATOA 9-10)</li> <li>Require Comcast to report semi-annually regarding the trial and implementation of PEG VOD service and to include any reason for migrating PEG channels to digital delivery. (6/21 Denver 8; 6/21 NATOA 9, 11) <ul style="list-style-type: none"> <li>Require that the reports be filed publicly. (6/21 Denver 8; 6/21 NATOA 11)</li> </ul> </li> <li>Consider conditioning approval on a commitment to provide VOD for PEG programming to all Comcast communities significantly sooner than three years. (6/21 Denver 7-8)</li> <li>Require Comcast to refrain from "pressure tactics" to persuade communities to agree to move PEG channels to digital distribution. (6/21 NATOA 7-8)</li> <li>Require Comcast to clarify that any platform used to host PEG content On Demand and On Demand Online will be in addition to, and not a substitute for, standard television channels. (6/21 ACD 13; 6/21 Denver 6; 6/21 NATOA 8; 7/21 ACT 9)</li> </ul>	<ul style="list-style-type: none"> <li>Comcast has agreed to develop a platform to host PEG content On Demand and On Demand Online within three years of closing. (Commitment 12; PIS 69) <ul style="list-style-type: none"> <li>Applicants have clarified the scope of the PEG-related voluntary commitments and have agreed to report semi-annually on "progress regarding the trials and implementation of its PEG VOD service" if the FCC desires. (Opp. 53-55; PIS 69)</li> </ul> </li> <li>Applicants intend to work with local communities to develop PEG VOD solutions that work for all concerned. Calls for regulations or conditions on how these yet-to-be-developed platforms are configured are premature and unnecessary, as are similar attempts to subject Applicants' voluntary offer to significant regulatory burdens. (Opp. 310-311; Reply 19)</li> <li>Applicants have confirmed that development of the PEG VOD platform will be in addition to traditional carriage of PEG channels on cable systems or any other existing PEG commitments. (Opp. 54-55; Reply 18-19)</li> </ul>
	<p style="text-align: center;">Public Access Channels</p> <ul style="list-style-type: none"> <li>Require that PEG-related conditions apply to public access channels generally. (6/21 ACD 12-13; 7/21 ACT 7-8; 7/21 NJ Rate Counsel 46)</li> </ul>	<ul style="list-style-type: none"> <li>Applicants have clarified that the commitment to develop a platform to host PEG content On Demand and On Demand Online extends to public access programming. (Reply 19 n.58)</li> </ul>
	<p style="text-align: center;">Other Digital Distribution Issues</p> <ul style="list-style-type: none"> <li>Refrain from engaging in pressure tactics in an attempt to persuade communities to "agree" to move to digital distribution. (6/21 NATOA 7-8)</li> </ul>	<ul style="list-style-type: none"> <li>NATOA's concerns regarding digital carriage and distribution are not transaction-specific, and the "conclusory statements [set forth] are devoid of any meaningful analysis that justifies raising these issues in this proceeding." (Opp. 307-309 &amp; n.1033)</li> </ul>
	<p style="text-align: center;">Cable Service Subscriber Fees</p> <ul style="list-style-type: none"> <li>Require Comcast to: <ul style="list-style-type: none"> <li>Eliminate the HD technology fee;</li> <li>Eliminate DVR service fees;</li> <li>Charge basic-only subscribers the lowest rate available for set-top devices;</li> <li>File FCC Form 1235 for certain network upgrades and provide refunds to eligible subscribers; and</li> <li>Unbundle HD receiver and DVR costs and rates. (6/21 Seattle ii, 4-5, 19; 7/21 NJ Rate Counsel 43)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Concerns regarding the legality of certain cable service subscriber fees are not transaction-specific. (Opp. 14) <ul style="list-style-type: none"> <li>Any <i>bona fide</i> rate issues should be addressed by LFAs through the established rate regulation framework created by Congress and the Commission. (Opp. 297-298)</li> </ul> </li> <li>Attempts to impose rate regulation on deregulated systems and services are improper: (1) the HD technology fee is consistent with FCC regulations; (2) the filing of Form 1235 is not appropriate unless the company is seeking to increase basic service rates to recover additional upgrade costs; (3) the DVR service fee is proper and has been in place for years without objection; (4) the HD additional outlet service fee is consistent with FCC precedent; and (5) the basic-only HD equipment fee is proper if advanced equipment is in use. (Opp. 297-303)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Local Franchise Authority Issues (continued)	LAPA Franchise Agreement Concerns	<ul style="list-style-type: none"> <li>Require that Comcast honor its existing franchise agreement with the City of Wilmington, DE. (8/10 LAPA 31-33)</li> <li>Require that Comcast provide and support (including necessary staff) a state-of-the-art studio for public access TV in Wilmington, DE. (8/10 LAPA 33, 34)</li> <li>Require Comcast to provide LAPA with audit authority (including penalties) regarding compliance with the Wilmington franchise agreement, and any such audits should be conducted at Comcast's expense. (8/10 LAPA 36)</li> <li>Increase the number of available PEG channels and "free time" in Wilmington, DE. (8/10 LAPA 33, 36)</li> </ul>	<ul style="list-style-type: none"> <li>The concerns raised by the Leased Access Producers Association are neither timely nor transaction-specific, and are without merit. Comcast is in full compliance with its franchise agreement in Wilmington, DE and will make every reasonable effort to continue its history of working cooperatively with LAPA members. (Reply 27-29)</li> </ul>
Cable Rates and Fees		<ul style="list-style-type: none"> <li>Require Comcast to commit not to raise prices for basic and expanded basic cable service and broadband service for five years, and thereafter to not increase prices above the rate of inflation. (8/19 Greenlining 32)</li> <li>Prohibit bundling cable and HSI service with penalties for dropping one service or charging supracompetitive prices for higher levels of access. (6/21 AAI 27)</li> <li>Require Comcast to engage in "opt-out pricing," whereby individual subscribers can choose not to purchase individual networks that are part of the retail package and receive a discount equal to the bundled retail price less the wholesale price of the network. (6/21 CWA 53-55)</li> </ul>	<ul style="list-style-type: none"> <li>Generalized attacks on cable pricing are meritless, inaccurate, and not related to the transaction. (PIS 8; Opp. 295-297; Reply 10-11; Response to Congress 25-26)</li> <li>In reality, cable is a better value proposition than ever, because programming quality and choice have increased at a much faster rate than prices. (Opp. 295-297; Response to Congress 25-26)</li> </ul>
Comcast as ISP	Network Neutrality Principles	<ul style="list-style-type: none"> <li>Impose strict non-discrimination rules that prevent the entity from interfering with the distribution of non-affiliated content through filtering, blocking, or degrading distribution. (5/26 Kohl 6; 6/21 Bloomberg ES 6, 43-44, 68; 6/21 DISH 28, 35; 6/21 Franken 10; 6/21 Public Knowledge 2, 14; 6/21 WGAW 22; 7/21 NJ Rate Counsel 40-41; 8/19 Free Press <i>et al.</i> 64-65; 8/19 Greenlining 32)</li> <li>Bar Comcast from interfering or discriminating in any way, directly or indirectly, with content passed in either direction along the bandwidth contracted for and being used by any ISPs with whom Comcast has an agreement. (6/21 EarthLink 48, App. 1 at 2)</li> <li>Require that Comcast remain neutral in the distribution of Internet content over its network. (6/11 Crawford 2; 6/21 WGAW 22)</li> <li>Prohibit blocking access to content. (6/21 AAI 27)</li> <li>Require compliance with the proposed "Open Internet Rules," regardless of the proceeding's outcome. (6/21 AOL 9-10; 6/21 DISH 28, 35; 7/21 NJ Rate Counsel 40)</li> <li>Bar economic discrimination (<i>e.g.</i>, Comcast/NBCU cannot exclude its own content from counting toward any monthly download caps). (6/21 DISH 35)</li> <li>Prohibit the combined entity from favoring its own VOD services and online offerings (<i>e.g.</i>, Xfinity/Fancast) over those services provided by Comcast-NBCU's competitors, which are sent over Comcast's broadband network. (6/21 DISH 35; 6/21 Franken 10)</li> <li>Prohibit "managed services" that would allow Comcast to guarantee a higher quality of service for certain content. (4/28 DISH Attach. 5)</li> </ul>	<ul style="list-style-type: none"> <li>Concerns regarding network neutrality are not transaction-specific and should be considered through the ongoing rulemaking proceeding. (Opp. 7, 11-12, 196; Reply 10-11) (<i>Preserving the Open Internet</i>, GN Docket No. 09-191)</li> <li>Conditions are particularly unsuited to this transaction because the Venture will not result in the expansion of Comcast's ISP facilities. (Opp. 11-12)</li> <li>Comcast's HSI services treat all content equally, and there is no risk of ISP foreclosure or discrimination following the transaction. (PIS 124-126; Opp. 191-200; Response to Congress 14, 36) <ul style="list-style-type: none"> <li>Comcast has never blocked HSI subscribers' access to lawful content, and the proposed transaction will not provide it with any incentive to alter that practice. Comcast would need to block or degrade its HSI subscribers' access to a broad range of Internet applications and services before its affiliated Internet content would realize any material benefit. For whatever small benefit it received, Comcast would pay a steep price for such a strategy, both economically and in public perception. (PIS 126; Opp. 193-194)</li> <li>Comcast "has affirmed its unwavering commitment to operate its broadband Internet service in accordance with 'open Internet' principles." (Opp. 7, 196; Response to Congress 14, 36)</li> <li>Moreover, Comcast faces intense competition in the high-speed data industry and lacks the market power in HSI service to make such a foreclosure strategy successful. (PIS 124-125; Opp. 191-192)</li> </ul> </li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Comcast as ISP (continued)	Network Monitoring	<ul style="list-style-type: none"> <li>Require the combined entity to make available to the public tools that would: (1) monitor bandwidth usage and delivery speeds; (2) monitor points of network congestion in real time; (3) determine whether certain content, applications, or services are being degraded; and (4) detect packet injection and spoofing. (6/21 DISH 36)</li> <li>Require installation of automated monitoring agents at the combined entity's national headends and at the edge of its network to track latency and jitter, and publicly report the results of such monitoring. (6/21 DISH 36)</li> <li>Conduct random audits of compliance with broadband conditions. (6/21 DISH 35)</li> </ul>	
	Disclosure of Network Management Practices	<ul style="list-style-type: none"> <li>Require Comcast-NBCU to reveal its network management and operation practices. (6/21 AOL 10; 6/21 DISH 29; 7/21 NJ Rate Counsel 43; 8/19 Free Press <i>et al.</i> 65)</li> </ul>	<ul style="list-style-type: none"> <li>A disclosure condition is unnecessary because Comcast's network management practices have been disclosed in extraordinary detail and are available for review on Comcast's website. (Opp. 193 n.659)</li> </ul>
	Retail ISP Service	<ul style="list-style-type: none"> <li>Require Comcast to offer a stand-alone broadband service with speeds of up to 4 Mbps at a monthly rate of \$15. (4/28 DISH Attach. 6)</li> <li>Require Comcast to offer non-subscribers a stand-alone broadband Internet access service equal in speed and quality to the existing HSI service. (6/21 DISH 28-29, 35)</li> <li>Require Comcast/NBCU to sell stand-alone retail high speed Internet access service. (7/21 NJ Rate Counsel 42)</li> </ul>	<ul style="list-style-type: none"> <li>Comcast's residential HSI service currently has approximately 16.4 million customers, which represents approximately 20% of HSI customers in the United States. The market for HSI is highly and increasingly competitive, with intense rivalry to attract and retain customers. (PIS 124-125; Opp. 84)</li> <li>The proposed transaction may actually lead to lower broadband Internet service prices and additional customers. (Opp. 197-200)</li> </ul>
	Wholesale Broadband Access	<ul style="list-style-type: none"> <li>Require the merged entity to offer wholesale, non-discriminatory broadband access to unaffiliated ISPs. (6/21 EarthLink ii, 6, 48-49, 51-52, App. 1; 6/21 Public Knowledge 2, 15; 7/21 NJ Rate Counsel 42-43) <ul style="list-style-type: none"> <li>Require that broadband access be offered to at least four independent ISPs at reasonable non-discriminatory rates and terms using agreements that last at least five years, and require that the rate for the independent ISPs must be at least 40% lower than the retail rate. (6/21 EarthLink i-ii, 6, 49-51, App. 1; 7/21 NJ Rate Counsel 42-43; 8/19 DISH 27, n.92)</li> </ul> </li> <li>Require the provision of broadband services at reasonable, non-discriminatory wholesale rates to other service providers that want to bundle services. (6/21 DISH 28-29, 35)</li> <li>Bar restrictions on any ISP customer's ability to select and initiate service with any unaffiliated ISP which has made its service available over Comcast's cable plant. (6/21 DISH 28-29, 35) <ul style="list-style-type: none"> <li>Bar attempts to force independent ISPs to engage in any marketing. (6/21 EarthLink App. 1 at 3)</li> </ul> </li> <li>Bar Comcast from using certain information to entice independent ISP customers to switch to Comcast's services. (6/21 EarthLink App. 1 at 3)</li> </ul>	<ul style="list-style-type: none"> <li>"Because there is no reason for the combined entity to thwart or hinder the development of online video," there is no reason to consider wholesale broadband access conditions. (Opp. 197-200)</li> <li>Proposals of this type have been raised and rejected in multiple proceedings and likewise should be rejected here because they are inappropriate and "the market decidedly has moved on." (Opp. 197-200)</li> </ul>
Adult Programming	<ul style="list-style-type: none"> <li>Condition grant of the transaction on Comcast's disclosure of the amount of revenue it derives from the distribution of pornographic and/or "adult" entertainment products. (6/21 PTC <i>et al.</i> 3)</li> <li>Bar Comcast from using the public airwaves to distribute pornographic and/or "adult" entertainment. (6/21 PTC <i>et al.</i> 3)</li> </ul>	<ul style="list-style-type: none"> <li>All Commission rules regarding adult content currently are followed and will be followed post-transaction. (Opp. 274-276)</li> <li>All other concerns about adult content are not transaction-specific and have no bearing on character qualifications. (Opp. 14, 274-276)</li> </ul>	

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Children's Issues and Digital Literacy		<ul style="list-style-type: none"> <li>Require the use of Common Sense ratings and parent information in Comcast's program guide and on all advanced platforms. (6/21 CSM 4-5)</li> <li>Require a commitment to a significant investment in marketing and promotion so that parents know where to find, and how to use, content information. (6/21 CSM 4)</li> <li>Require funding and facilitation of local digital literacy and citizenship programs across the country. (6/21 CSM 7)</li> </ul>	<ul style="list-style-type: none"> <li>Comcast has agreed: (1) to use its On Demand and On Demand Online platforms and a portion of NBC O&amp;Os' digital broadcast spectrum to speak to kids; (2) to provide on-screen ratings information for all covered programming and to follow the cable industry's best-practice standards regarding ratings; and (3) to expand its growing partnership with Common Sense Media. (Commitments 3-5; PIS 42-47; Opp. 33-35; Comcast Response to Info. Req. 96-98)</li> <li>Comcast has agreed to work with Common Sense and is in the process of formalizing additional efforts concerning parental tools and a digital literacy campaign. (Opp. 35)</li> </ul>
Advertising	Exclusivity and Tying Advertising Across Multiple Platforms	<ul style="list-style-type: none"> <li>Prohibit exclusive advertising deals. (6/21 AOL 9; 7/21 NJ Rate Counsel 41)</li> <li>Prohibit tying advertising on one medium to advertising on other platforms. (6/21 AOL 9)</li> </ul>	<ul style="list-style-type: none"> <li>Properly analyzed, the transaction does not raise competitive concerns in any plausible market for national or local advertising. (PIS 8; Opp. 73-76, 120-128; Response to Congress 23-24) <ul style="list-style-type: none"> <li>The transaction raises no competitive concerns with respect to national or local advertising. (Rosston/Topper Reply Report ¶¶ 41-86, 90-92)</li> </ul> </li> <li>The transaction is likely to foster advanced advertising services and efficient sharing of advertising resources. (Rosston Benefits Report ¶¶ 44-47, 67, 76-77)</li> <li>Numerous advertising and marketing agencies with clients who value multiplatform advertising opportunities have expressed their support for the proposed transaction and agree with Applicants that increased access to multiplatform advertising opportunities presents a significant benefit. (Opp. 5, 75-76, 122-123; Reply 14-15; Rosston/Topper Reply Report ¶ 46)</li> <li>Concerns that the combined entity could harm competition by tying advertising across multiple media platforms, requiring exclusivity from advertisers, or bundling advertising time are unwarranted because Comcast does not currently engage in such practices and because the new entity will not have market power. (Opp. 123-124; Rosston/Topper Reply Report ¶¶ 44-50; Comcast 8/20 <i>Ex Parte 2</i>)</li> </ul>
	Structural Separation of Advertising	<ul style="list-style-type: none"> <li>Require Comcast and NBC to "maintain a firewall between advertising in markets where NBC owns and operates a broadcast station with respect to the sales of advertising on NBC owned broadcast stations." (5/26 Kohl 6; 8/19 Free Press <i>et al.</i> 66-67; 8/19 Greenlining 32)</li> </ul>	<ul style="list-style-type: none"> <li>The advertising structural separation proposed "would vitiate the [increased advertising-related] efficiencies described by Dr. Rosston and the resulting benefits to consumers and advertisers alike with no countervailing benefit." (Opp. 73-76)</li> </ul>
	Advertising on Business News Channels	<ul style="list-style-type: none"> <li>Prohibit the sale of advertising on non-Comcast business news channels together with advertising on affiliated networks as part of a bundled sale without the consent of the unaffiliated business news channel. (6/21 Bloomberg ES 5, 45-46, 69)</li> <li>Prohibit the offering of discounts or other inducements to advertisers that are tied directly or indirectly to reducing or refraining from advertising purchases on any business news channel. (6/21 Bloomberg 69)</li> </ul>	<ul style="list-style-type: none"> <li>Bloomberg's genre-specific concerns fail to describe any plausible competitive harm that could result from the transaction, particularly given Bloomberg's implausibly narrow proposed market for "TV business news programming." Moreover, Bloomberg's concern that Comcast would be able to bundle CNBC advertising at heavily discounted prices disregards the widely-held view that discounted prices are generally good for consumers. (Opp. 123-124 &amp; n.392; Rosston/Topper Reply Report ¶¶ 55-68)</li> </ul>
Labor		<ul style="list-style-type: none"> <li>Require a commitment: (1) that employees will retain their current jobs and employment rights; and (2) that existing collective bargaining status and agreements will be respected. (6/21 CWA 51)</li> <li>Require a commitment to maintain or grow employment levels post-transaction. (6/21 CWA 51)</li> </ul>	<ul style="list-style-type: none"> <li>Claims that the transaction should be conditioned based on labor allegations should be rejected both because they are not transaction-specific and because they are without merit. (Opp. 285-292; Response to Congress 26-29)</li> <li>Applicants have agreed to honor all of NBCU's collective bargaining agreements and anticipate that NBCU's existing labor-management relationships will continue following the transaction. (Cohen Memo Commitment; PIS 38 n.69; Response to Congress 26-29)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
		<ul style="list-style-type: none"> <li>Bar any action that would undermine the pre-transfer status or scope of bargaining units. (6/21 CWA 51)</li> <li>Bar any action that would "undermine the rights of employees who seek union representation." (6/21 CWA 51; 8/19 AFTRA 1)</li> </ul>	<ul style="list-style-type: none"> <li>The transaction has received support from a number of organized labor organizations, including: (1) the Joint Council 42 of the International Brotherhood of Teamsters; (2) the International Brotherhood of Teamsters, Studio Transportation Drivers Local #399; and (3) the Directors Guild of America. (Opp. 5, 285-286)</li> </ul>
Accessibility		<ul style="list-style-type: none"> <li>Require all video programming, irrespective of distribution method, to comply with the closed captioning requirements and include video description. (7/7 COAT 9)</li> <li>Assure the accessibility of user interfaces of all company-controlled devices (e.g., set-top boxes, remote controls, and other devices). (7/7 COAT 9)</li> <li>Require the Applicants to take steps to raise standards for customer service and support for people with disabilities both during and following the transaction. (7/7 COAT 7)</li> <li>Require voice communications which are fully accessible to, and usable by, people with disabilities. (7/7 COAT 9)</li> <li>Guarantee passage of caption and video description data on all merged company platforms. (7/7 COAT 9)</li> </ul>	<ul style="list-style-type: none"> <li>COAT's proposed conditions are not transaction-specific and are unnecessary in light of the Applicants' records regarding disabilities access and recent congressional efforts addressing disabilities access issues on an industry-wide basis. (Opp. 292-294)</li> <li>Applicants have agreed to create an external diversity advisory council composed of, <i>inter alia</i>, representatives of the disabled community. (Hispanic MOU § 4)</li> </ul>
Journalistic Independence		<ul style="list-style-type: none"> <li>Strengthen the position of the NBC ombudsman by requiring that the ombudsman: (1) be appointed by majority vote of the Joint Council; (2) be appointed for a term of not less than three years; (3) be removable only for cause; (4) have more than mere investigative authority, such as the authority to recommend or remove news stories; and (5) have the final adjudicatory authority on whether any NBC news program may run a story that may portray Comcast in a negative light or run contrary to Comcast's interests. (8/19 Greenlining 30)</li> </ul>	<ul style="list-style-type: none"> <li>Applicants have committed to continue the current policy of journalistic independence and to continue the position and authority of the NBC News ombudsman to address any issues that may arise. (Commitment 16; PIS 131-133)</li> </ul>
Other	Selling Spectrum for Public Use	<ul style="list-style-type: none"> <li>Require the entity to make clear its position on selling spectrum for public use. (3/15 Mabuhay 3)</li> </ul>	<ul style="list-style-type: none"> <li>The proposed transaction will preserve and strengthen free over-the-air broadcasting. (PIS 5-6, 29 n.45, 39-40; Opp. 18-25, Reply 5, 13-15)</li> <li>The Applicants have entered into commitments and agreements designed to preserve and expand the availability of over-the-air broadcasting. (Commitments 1 and 6; PIS 39-40, 47-48; ABC, CBS &amp; FBC Affs. Agmt. §§ 1-6; NBC Aff. Agmt. §§ 1-9)</li> </ul>
	Political Coverage	<ul style="list-style-type: none"> <li>Require all NBC and Telemundo O&amp;Os to: <ul style="list-style-type: none"> <li>Air a minimum of 10 minutes per day of local political coverage in the month leading up to any election with a particular focus on issues affecting communities of color and low-income communities;</li> <li>Establish a philanthropic fund to subsidize airtime for candidates who have qualified for public campaign financing;</li> <li>Commit to provide as much time to substantive local political news coverage as they do to political advertisements; and</li> <li>Commit to ensure that the above types of coverage are aired on local broadcast television during primetime hours. (8/19 Greenlining 30)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>NBCU has an unparalleled tradition of independent local news and public affairs programming, and Comcast has invested significantly in local content and has brought local content, including community news and political debates, to new platforms like VOD. (PIS 67; Opp. 19-20, 263-267)</li> <li>Moreover, Applicants have committed to implement measures that will serve to strengthen news and information programming responsive to the needs of the local community. (Commitment 2; PIS 41-42, 130-131; Opp. 19-20, 50-51, 263-267)</li> </ul>

Topic		Commenters' Proposed Conditions	Applicants' Response to Issues Raised
Other (continued)	24/7 Staffing of O&Os	<ul style="list-style-type: none"> <li>Require there to be at least one person staffing every NBC and Telemundo O&amp;O on a 24-7 basis for purposes of disaster and emergency warnings. (8/19 Greenlining 30)</li> </ul>	<ul style="list-style-type: none"> <li>Contrary to allegations that the proposed transaction may result in less effective disaster and emergency warnings, the transaction will not impact EAS service in any way. (Opp. 262-263 n.879)</li> </ul>
	Feldman Property Damage Claim	<ul style="list-style-type: none"> <li>Require Comcast to correct its "misconduct" toward Feldman. (8/19 Feldman 8-9)</li> </ul>	<ul style="list-style-type: none"> <li>Feldman's grievance with Comcast should be ignored because it is unrelated to the proposed transaction and is the subject of a pending lawsuit. (Opp. 14, 316-317)</li> </ul>

**TABLE OF ABBREVIATIONS**

Acronym/Abbreviation	Party and/or Document <sup>1</sup>
AAI	American Antitrust Institute (filed by Diana L. Moss)
ABC, CBS & FBC Affs.	ABC Television Affiliates Association, CBS Television Network Affiliates Association, and FBC Television Affiliates Association
ABC, CBS & FBC Affs. Agmt.	Agreement among Comcast and the ABC Television Affiliates Association, the CBS Television Network Affiliates Association, and the FBC Television Affiliates Association, dated 6/21/10 (attached to 8/6/10 Comcast-NBCU Letter)
ACA	American Cable Association
ACA Rogerson	William P. Rogerson, <i>Economic Analysis of the Competitive Harms of the Proposed Comcast-NBCU Transaction</i> (attached to 6/21/10 comments of American Cable Association)
ACD	Alliance for Communications Democracy
ACT	American Community Television (filed by John Rocco)
AFTRA	American Federation of Television and Radio Artists
Allbritton	Allbritton Communications Company
AOL	AOL Inc.
Avail	Avail Media, Inc. d/b/a Avail-TVN
Bishop	Congressman Sanford D. Bishop, Jr. (3/25/10 letter filed 4/29/10)
Bloomberg	Bloomberg, L.P.
Bloomberg ES	Bloomberg Executive Summary (found in 6/21/10 Bloomberg Petition)
Boucher	Congressman Rick Boucher (8/2/10 letter filed 8/4/10)
Caucus	The Caucus for Producers, Writers & Directors
CMC	Comcast Media Center
COAT	Coalition of Organizations for Accessible Technology (7/8/10 Comments filed 7/13/10)
Cohen Memo Commitment	Memorandum from David L. Cohen, Comcast Executive Vice President, "Public Interest Commitments Regarding NBC Universal" (12/3/09), <i>available at</i> : < <a href="http://blog.comcast.com/nbcucommitment/">http://blog.comcast.com/nbcucommitment/</a> >
Comcast 5/25 <i>Ex Parte</i>	Letter from Rudy N. Brioché, Comcast Senior Director of External Affairs and Policy Counsel, to Marlene H. Dortch, FCC Secretary (5/25/10)
Comcast 8/13 <i>Ex Parte</i>	Letter from Michael H. Hammer, Counsel to Comcast, to Marlene H. Dortch, FCC Secretary (8/13/10)
Comcast 8/18 <i>Ex Parte</i>	Letter from Michael H. Hammer, Counsel to Comcast, to Marlene H. Dortch, FCC Secretary (8/18/10)
Comcast 8/20 <i>Ex Parte</i>	Letter from James L. Casserly, Counsel to Comcast, to Marlene H. Dortch, FCC Secretary (8/20/10)
Comcast Response to Info. Req.	Responses to the Commission's May 21, 2010 Information and Discovery Request (attached to 6/11/10 Comcast Letter)

<sup>1</sup> Documents cited are filed in MB Docket No. 10-56 unless otherwise indicated.

Comcast-GE-NBCU 5/17 <i>Ex Parte</i>	Letter from Michael H. Hammer, Counsel to Comcast; A. Richard Metzger, Jr., Counsel to GE; and Kenneth E. Satten, Counsel to NBCU, to Marlene H. Dortch, FCC Secretary (5/17/10)
Commitment(s)	Applicants' Voluntary Public Interest Commitments (attached to Application filed 3/5/10 as Appendix 8)
Crawford	Susan P. Crawford
CSM	Common Sense Media
CWA	Communications Workers of America (8/19/10 Opposition filed as 8/27/10 Erratum)
Denver	The Greater Metro Telecommunications Consortium (Denver, Colorado)
DirectTV	DirectTV, Inc.
DISH	DISH Network L.L.C. and EchoStar Corporation
EarthLink	EarthLink, Inc.
Entertainment Studios	Entertainment Studios, Inc.
FACT	The Fair Access to Content & Telecommunications Coalition (Members are NRTC, OPASTCO, and RICA)
Feldman	Elan Feldman
Franken	Senator Al Franken
Free Press <i>et al.</i>	Free Press, Media Access Project, Consumer Federation of America, and Consumers Union
GLAAD	Gay and Lesbian Alliance Against Defamation
Greenlining	The Greenlining Institute
Hispanic MOU	Memorandum of Understanding Between Comcast Corporation, NBCU Universal and The Hispanic Leadership Organizations, dated 6/25/10 (attached to 7/6/10 Comcast-NBCU Letter)
IFTA Agmt.	Agreement among Comcast, NBCU, and the Independent Film & Television Alliance, dated 6/29/10 (attached to 8/6/10 Comcast-NBCU Letter)
Israel/Katz Online Report	Mark Israel & Michael L. Katz, "The Comcast/NBCU Transaction and Online Video Distribution" (May 4, 2010) (attached to 5/4/10 Comcast-GE-NBCU Letter)
Israel/Katz Reply Report	Mark Israel & Michael L. Katz, "Economic Analysis of the Proposed Comcast-NBCU-GE Transaction" (filed 7/21/10; Exhibit 2 to Opp.)
Israel/Katz Vertical Foreclosure Report	Mark Israel & Michael L. Katz, "Application of the Commission Staff Model of Vertical Foreclosure to the Proposed Comcast-NBCU Transaction," dated 2/26/10 (attached to 3/5/10 Comcast-GE-NBCU Letter)
ITTA	Independent Telephone & Telecommunications Alliance
Kohl	Senator Herb Kohl, Chairman, Subcommittee on Antitrust, Competition Policy, and Consumer Rights of the Senate Judiciary Committee (5/26/10 letter filed 6/4/10)
LAPA	Leased Access Producers Association (filed by Rev. Louis McDuffy)
Lepicier	Rita Guajardo Lepicier
Mabuhay	Mabuhay Alliance (3/15/10 Opposition filed 3/16/10; 7/29/10 <i>Ex Parte</i> filed 8/4/10 on behalf of Mabuhay Alliance, the Black Economic Council, and the Latino Business Chamber of Greater Los Angeles)
NABOB	National Association of Black Owned Broadcasters, Inc.
NATOA	National Association of Telecommunications Officers and Advisors
NBC 8/25 <i>Ex Parte</i>	Letter from Kenneth E. Satten, Counsel to NBC, to Marlene H. Dortch, FCC Secretary (8/25/10)

NBC Aff.	NBC Television Affiliates
NBC Aff. Agmt.	Agreement among Comcast, NBCU, and NBC Local Affiliates, dated 6/3/10 (attached to 8/6/10 Comcast-NBCU Letter)
NBCU Response to Info. Req.	Responses to the Commission's May 21, 2010 Information and Discovery Request (attached to 6/11/10 NBCU Letter)
NCAAOM	National Coalition of African American Owned Media
Network Creative Group	Network Creative Group, LLC
NJ Rate Counsel	State of New Jersey, Division of Rate Counsel
NRTC	National Rural Telecommunications Cooperative
NTCA	National Telecommunications Cooperative Association
OPASTCO	Organization for the Promotion and Advancement of Small Telecommunications Companies
Opp.	Opposition to Petitions to Deny and Response to Comments of Comcast, GE and NBCU (7/21/10)
Outdoor Channel	Outdoor Channel
Pick Declaration	Declaration of Robert Pick, Senior Vice President, Corporate Development, Comcast Corporation (1/27/10; Appendix 7 to PIS)
PIS	Applications and Public Interest Statement of Comcast, GE and NBCU (3/5/10)
PTC <i>et al.</i>	Parents Television Council, American Family Association, Focus on the Family, Citizens for Community Values, Reclaim our Culture Kentuckiana, and the Coalition for Marriage and Family
Public Knowledge	Public Knowledge
Reply	Reply to Responses of Comcast, GE and NBCU (8/19/10)
Response to Congress	Response of Comcast and NBCU to Questions Submitted by Several Members of the United States House of Representatives, dated 6/2/10 (attached to 6/2/10 Comcast-GE-NBCU Letter)
Rosston Benefits Report	Gregory L. Rosston, "An Economic Analysis of Competitive Benefits from the Comcast-NBCU Transaction" (attached to 5/4/10 Comcast-GE-NBCU Letter)
RICA	Rural Independent Competitive Alliance
Rosston/Topper Reply Report	Gregory L. Rosston & Michael D. Topper, "The Proposed Comcast-NBCU Transaction: Response to Comments and Petitions Regarding Competitive Benefits and Advertising Competition" (7/21/10; Exhibit 1 to Opp.)
Rush Letter	Letter from David L. Cohen, Comcast Executive Vice President, to Hon. Bobby Rush, Congressman, dated 7/2/10 (attached to 7/12/10 Comcast Letter)
San Bruno	City of San Bruno, California
Sandlin	Congresswoman Stephanie Herseth Sandlin (4/27/10 letter filed 5/10/10)
Seattle	City of Seattle, Washington, <i>et al.</i>
Spitzer Declaration	Expert Declaration of Matthew L. Spitzer Concerning Diversity and Localism Issues Associated with the Proposed Comcast-NBCU Transaction (1/26/10; Appendix 9 to PIS)
Sportsman Channel	Sportsman Channel
Summary of Diversity Commitments	Comcast and NBCU's Summary of Diversity Commitments, attached to Letter from David L. Cohen, Comcast Executive Vice President, to Hon. Bobby Rush, Congressman, dated 7/2/10 (attached to 7/12/10 Comcast Letter)
Tennis	The Tennis Channel, Inc.
Trail Blazers	Trail Blazers, Inc.

Walz	Congressman Timothy J. Walz (4/23/10 letter filed 5/4/10)
Waterman	David Waterman
WealthTV	WealthTV, L.P.
WGAW	Writers Guild of America, West, Inc.
WTA	Western Telecommunications Alliance