

December 15, 2010

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 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:

Comcast Corporation (“Comcast”) and NBC Universal, Inc. (“NBCU”) hereby submit for the record in this proceeding a Memorandum of Understanding among Comcast, NBCU, and the Asian American Justice Center, East West Players, Japanese American Citizens League, Organization of Chinese Americans, and Media Action Network for Asian Americans.¹

If you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

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¹ The attached Memorandum of Understanding is a binding agreement among the parties and does not affect the commitments to the Commission that Applicants have put forward in this docket.

Ms. Marlene Dortch
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cc (with attachment): Jessica Almond
Jonathan Baker
Jim Bird
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William Freedman

Marcia Glaberman
William Lake
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MEMORANDUM OF UNDERSTANDING
between
COMCAST CORPORATION, NBC UNIVERSAL
and
THE ASIAN AMERICAN LEADERSHIP ORGANIZATIONS

THIS MEMORANDUM OF UNDERSTANDING (“MOU”), entered into on this 14th day of December, 2010, and made effective upon the closing of the joint venture between Comcast Corporation (“Comcast”) and NBC Universal (“NBCU”), is made by and among Comcast, NBCU, and certain Asian American groups, including the Asian American Justice Center, East West Players, Japanese American Citizens League, Organization of Chinese Americans, and Media Action Network for Asian Americans, collectively called for the purposes of this Agreement the “Asian American Leadership Organizations.”

WHEREAS, while diversity is a core principle of the way in which Comcast and NBCU conduct their respective businesses, the Asian American Leadership Organizations urge that Comcast and NBCU improve upon their current diversity efforts in the areas of corporate governance, employment/workforce recruitment and retention, procurement, programming, and philanthropy and community investments;

WHEREAS, Comcast is dedicated to continuing and enhancing its commitment to diversity in connection with the proposed joint venture with General Electric (“GE”) with respect to NBCU and to incorporating and building upon Comcast’s and NBCU’s existing diversity programs;

WHEREAS, Comcast and NBCU wish to grow and strengthen their working relationships with national organizations representing Asian American communities with the goal of maintaining and improving their diversity efforts;

WHEREAS, Comcast and NBCU strive to be industry leaders in the diversity arena and desire to have their business practices reflect their customer base in the communities where they operate; and

WHEREAS, Comcast remains committed to providing competitive and affordable video services to its customers, including its customers in the Asian American community;

NOW THEREFORE, Comcast, NBCU, and the Asian American Leadership Organizations have created this MOU to establish an action plan for their cooperative efforts after the closing of the transaction between Comcast and NBCU, on the diversity initiatives enumerated herein, with the stated objectives of maintaining and growing productive community partnerships with a wide variety of diverse organizations.

1. **Purpose**

Comcast, NBCU, and the Asian American Leadership Organizations share a belief that increased participation and involvement of all communities in which Comcast and NBCU do business across their enterprise, including the Asian American community, will benefit those communities, Comcast, and NBCU.

Comcast, NBCU, and the Asian American Leadership Organizations acknowledge that a reciprocal relationship is appropriate to achieve the goals, objectives, and overall spirit of this MOU.

This MOU is set forth primarily (1) to enhance the policies and programs by which members of the Asian American community may realize greater participation in the focus areas listed in this MOU; and (2) to identify and pursue actions by which the Asian American Leadership Organizations can support the growth of Comcast and NBCU's business within the Asian American consumer market.

Nothing in this MOU is intended either to disadvantage or to provide favoritism to any community. While this MOU highlights efforts that Comcast and NBCU are currently undertaking to support the Asian American community, there are and will continue to be many other ongoing efforts by the companies now, and by the combined company in the future, that support myriad diverse communities and interest groups.

Consistent with the understanding in connection with the agreement entered into among Comcast, NBCU, and various Hispanic Leadership Organizations, dated June 25, 2010, the parties agree that the intent of this MOU is to create a free-standing agreement on diversity commitments and that the commitments made herein are binding upon the parties, but shall not be conditions on approval of the transaction by the Federal Communications Commission ("FCC").

2. **Scope**

(a) Comcast Structure. This MOU is intended to cover all of Comcast's major operating subsidiaries, including Comcast Cable and Comcast Entertainment Group (which, upon closing of the transaction with GE, will include NBCU and NBCU's major operating subsidiaries including Universal Studios and Universal Theme Parks). References herein to "Comcast" are intended to encompass Comcast Corporation and the aforementioned operating subsidiaries. The parties recognize that the corporate structure of Comcast is specifically designed to respect the independence of each operating subsidiary and the decentralized nature of Comcast's management of its business. While Comcast is committed to these general diversity initiatives, it is understood that each operating subsidiary retains independent discretion to determine the best method to implement the initiatives within the parameters stated.

(b) Comcast Entertainment Group. It is understood that the new corporate entity, known as the Comcast Entertainment Group, will not be a publicly-traded company and, therefore, will not have an independent board of directors. Upon closing, Comcast will own 51

percent of Comcast Entertainment Group and manage these combined NBCU/Comcast programming assets. NBCU will essentially become a Comcast operating subsidiary which will be separately managed and will enjoy a significant degree of independence.

(c) **NBC Memorandum of Understanding.** 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.

3. **Five Focus Areas**

Comcast, NBCU, and the Asian American Leadership Organizations have agreed to make commitments in the following areas that will be referred to as “Focus Areas” for the purposes of this MOU:

1. Corporate Governance
2. Employment/Workforce Recruitment & Retention
3. Procurement
4. Programming
5. Philanthropy & Community Investments

Within ninety (90) days of the closing of the joint venture, Comcast will develop a master strategic plan, with advice from the external diversity advisory councils described below, that will address the five Focus Areas outlined above 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 master strategic plan (taking into account applicable legal requirements that Comcast Corporation and NBCU continue to be separate entities until closing of the joint venture).

4. **Focus Area One -- Corporate Governance**

(a) **Comcast Board of Directors.** Comcast has a relatively small Board of Directors (“Board”) with limited opportunity to add directors. Nominees to Comcast’s Board are determined by the Board’s Governance and Directors Nominating Committee, which consists entirely of independent directors. In assessing candidates, the Committee takes into account diversity, as well as a variety of other qualifications, including professional knowledge; business, financial, and management expertise; industry knowledge; and entrepreneurial background and experience.

Comcast recognizes that adding an Asian American director is a priority for the Asian American Leadership Organizations. The Governance and Directors Nominating Committee will continue to make diversity a critical consideration in future board nominations. Diversity is a priority for Comcast, and the Asian American community is an important part of that priority. Moreover, as set forth throughout this MOU, Comcast has taken steps to ensure that the views, perspectives, and concerns of all diverse communities are considered in its

business planning and decision-making processes, including the views of the Asian American community. Comcast will make it a priority to identify Asian American candidates for future board openings. To that end, Comcast will make best efforts to fill a future board opening with an Asian American candidate. Comcast will look to the Asian American Advisory Council (discussed below) as a resource to assist in the identification of potential candidates for consideration by the Governance and Directors Nominating Committee of the Board.

(b) Liaison with Asian American Community. Comcast will have a designated senior-level individual on its External Affairs and Public Policy Staff which will be part of the organizational staff reporting to Comcast's Executive Vice President/Chief Diversity Officer. The individual, who will be well-acquainted with the Asian Pacific Islander community, will have responsibility for external affairs, governmental affairs, and community affairs with respect to this community, as well as oversight of the company's diversity initiatives under the Asian American MOU. In addition, this individual will support Comcast's Legislative Affairs group in working the Congressional Asian Pacific American Caucus.

(c) External Diversity Advisory Councils

(i) Structure and Purpose. Comcast has committed to 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 Asian American Advisory Council ("Asian American Advisory Council"), which shall provide advice to the senior executive teams at Comcast and NBCU regarding the companies' development and implementation of the master 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 and the National Hispanic Advisory Council. Comcast also may invite representatives of other diverse groups to serve on the Joint Council, including Native Americans, veterans, disabled, and lesbian/gay/bisexual/transgender.

(ii) Members of Asian American Advisory Council. Within thirty (30) days of the closing of the joint venture, Comcast will appoint nine (9) members to the Asian American Advisory Council, including at least one senior executive or board member from four of the five Asian American Leadership Organizations, with the specific four organizations to be identified by the Asian American Leadership Organizations. In addition, the Asian American Leadership Organizations may propose to Comcast individuals for appointment to the Asian American Advisory Council, and Comcast will retain complete discretion in making all appointments.

(iii) Meetings. 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. 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/Chief Diversity Officer, 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 Asian American Advisory Council. Each Diversity Advisory Council, including the Asian American 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 master strategic plan and to discuss progress under the plan.

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 the companies and each Council can work collaboratively to improve performance on diversity initiatives.

Comcast is willing to reimburse all reasonable travel and hotel expenses for the members of the Asian American Advisory Council associated with attending meetings of the Council and of the Joint Council.

(iv) **Liaisons.** The chief diversity officers of Comcast and NBCU will designate appropriate staff members to serve as liaisons to the Asian American Advisory Council to, among other things, facilitate communication between the Asian American 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.

5. Focus Area Two -- Employment/Workforce Recruitment and Retention

Comcast and NBCU will increase Asian American 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.

(a) **Current Initiatives.** Comcast and NBCU each has established corporate-wide diversity programs, affirmative action plans, and a variety of other measures related to recruitment, development, and retention to enhance diversity, including Asian American representation, in their workforces.

Each organization has an internal Diversity Council consisting of senior leaders from their respective organizations. The diversity programs at each organization are active and reflect the organizations' commitments to a diverse workforce through training, recruitment, leadership development, and retention programs. Both organizations also have established partnerships with key multicultural professional associations designed to attract talent for their respective workforces.

Comcast Cable and NBCU are the two primary supporters of The Emma Bowen Foundation for Minority Interests in Media (“Emma Bowen”), a unique five-year internship program that provides minority students with the opportunity to work for partner companies, like Comcast and NBCU, during summers and school breaks from the summer following their junior year in high school until they graduate from college. This program has opened doors for many minority candidates, and 15 percent of Comcast’s Emma Bowen Foundation interns in 2010 are from the Asian American community. Upon program completion, Emma Bowen students are integrated into Comcast’s and NBCU’s recruitment pipelines. Today, Comcast employs six former Emma Bowen Foundation interns, NBCU employs 10, and many others work in the media industry.

(b) Enhancing Workforce Diversity. Looking forward, Comcast and NBCU are committed to be industry leaders in the arena of workforce diversity and, therefore, will recruit and retain more members of the Asian American community 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. Consistent with its affirmative action goals, Comcast actively will take steps to recruit Asian Americans in its workforce. The following initiatives will be implemented:

(i) Comcast’s Human Resources Department will launch focus group discussions as a resource for employees from all demographic groups, backgrounds, and experiences. These focus group discussions will play an integral role in enhancing the diversity climate at Comcast.

(ii) Comcast will implement a boot camp program for mid-level vice president candidates, including no less than 80 percent diverse candidates.

(iii) With cooperation from the Asian American Advisory Council, Comcast will identify search firms with track records of successfully recruiting diverse pools of talent, including Asian American talent, to explore partnering with the company in identifying diverse leaders.

Further, 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.

A percentage of Comcast Corporate senior management’s bonus will be tied to the achievement of diversity initiatives.

NBCU will roll out an annual online diversity training module to cover all regular NBCU employees.

Comcast and NBCU will support and partner with organizations training Asian Americans 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.

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.

The Asian American Advisory Council may be asked to assist Comcast and NBCU in reviewing and selecting executive leadership development programs and assistance in the development of internship programs aimed at exposing college and university-level students.

Comcast will provide annual workforce-related data in a format that is substantially in conformity with the data currently reported to the Hispanic Association on Corporate Responsibility ("HACR"), which is intended to serve as the common reporting format for diversity data to the Joint Council. This data will be provided to the Asian American Advisory Council, as well as to the Asian American 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.

6. Focus Area Three -- Procurement

(a) **Current Initiatives.** Comcast Cable and NBCU currently spend significant amounts on minority-owned and minority-led suppliers and vendors. Comcast spent more than \$1.3 billion with minority-owned vendors between 2006 and 2009, including vendors in the Asian American community. Since its formal supplier diversity program began in 2003, the percentage of company-wide spend attributed to diverse suppliers has grown from 7.4 percent to 11.9 percent in 2009. In dollar terms, Comcast increased its overall annual spending with diverse suppliers during this period from \$322 million to \$627 million, representing a 95 percent increase. In 2009 alone, Comcast increased its spending with Asian American-owned businesses by almost 60 percent compared to 2008, spending \$84 million with 100 Asian American vendors.

Since 2006, NBCU increased its diverse spending by 78%. From 2006 to 2009, NBCU spent over \$650 million with diverse suppliers. In 2009, NBCU spent almost \$60 million with businesses owned and operated by Asian Americans. NBCU selected IGATE Global Solutions, an Asian American-owned and/or operated consulting company, to consolidate its third party services and now spends approximately \$20 million per year with IGATE.

In addition, both Comcast and NBCU partner with Asian American-based organizations to enhance utilization of minority-owned enterprises. Comcast Cable and NBCU also have “second tier” procurement programs designed to encourage their top suppliers to purchase goods and services from minority-owned vendors, including Asian American-owned vendors.

Comcast Cable and NBCU will continue to partner with the Asian American business community and participate in procurement-related events, as they have in recent years. Comcast and NBCU will seek advice from the Asian American Advisory Council to identify opportunities for spending with Asian American-owned suppliers who can meet the companies’ needs in agreed-upon categories.

(b) Enhancing Procurement Diversity. 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 Asian American-owned enterprises. On a nationwide basis, Comcast and NBCU will strive to increase the percentage of business conducted with Asian American-owned vendors to be on par with the percentage of Asian American-owned businesses in the communities they serve.

As part of the Inclusion Initiative for law firms, Comcast will use its best efforts to include diverse law firms with Asian American lawyers that participate in the Initiative and will work with the Asian American Advisory Council to identify qualified firms as Initiative participants.

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 Asian American-owned firms. In addition, 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.

Additionally, Comcast and NBCU will continue to partner with Asian American organizations to enhance the utilization of minority-owned enterprises, specifically Asian American-led chambers of commerce and/or other Asian American-led business organizations at the national, regional, and local levels.

Going forward, NBCU will continue its robust procurement plan that will include a collaborative effort with the Asian American Leadership Organizations to identify Asian American vendors.

Comcast and NBCU will work together with the Asian American Advisory Council to identify opportunities for spending with Asian American suppliers in agreed-upon categories, which may include advertising, construction, information technology, legal services, financial services, office furniture and supplies, promotional marketing products, etc. In addition, Comcast and NBCU will identify opportunities that increase the number and qualification of suppliers in certain spending categories. Comcast and NBCU will continue to

train its procurement category buyers to be aware of opportunities for inclusion, including opportunities for existing Asian American suppliers to expand their portfolio of business with Comcast and NBCU.

Comcast will provide annual procurement-related data in a format that is substantially in conformity with the data currently reported to the Hispanic Association on Corporate Responsibility (“HACR”), which is intended to serve as the common reporting format for diversity data to the Joint Council. This data will be provided to the Asian American Advisory Council, as well as to the Asian American 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.

7. Focus Area Four -- Programming

(a) Current Initiatives. Comcast Cable is committed to maintain and improve its track record in bringing diverse programming to its subscribers. Comcast Cable continues to offer a robust variety of programming featuring the Asian American community or aimed at Asian American viewership. Comcast Cable carries more 30 cable networks geared toward this community, including content from Asian American providers, such as KOAM TV, TV Asia, Washington Korean TV, World Today TV, STAR India PLUS, Zee TV, STAR One, VIJAY, GMA Pinoy TV, Phoenix North America, CTI-Zhong Tian, and Saigon Broadcasting Television Network (“SBTN”). As part of its subscription Video On Demand (“VOD”) services, Comcast Cable offers Filipino On Demand, which has up to 40 choices of movies and celebrity concerts from the Philippines, and Bollywood Hits On Demand, which features 100 choices of content from India.

Comcast also carries Asian American broadcast channels where they are available in markets with significant Asian American populations. For example, in the San Francisco Bay Area, it carries KTSF and KCNS on Comcast’s basic level of service. Also, based on the needs of that market, Comcast carries three (and soon to be four) multicast channels (KBS, NHK, and KEMS) with Asian American programming. Each of these channels reaches well over a million Comcast subscribers in the Bay Area. Similarly, in Seattle, Comcast carries a multicast channel (KPST) that has programming geared to the Asian American audience.

In addition, Comcast Cable launched MYX, an Asian-owned English-language network carried broadly in California, which delivers programming targeted at the younger Asian American audience. Comcast Cable also is a significant investor in SBTN and tvK24, two channels focused on Vietnamese Americans and Korean Americans, respectively. Additionally, Comcast Cable has partnered with the Center for Asian American Media (“CAAM”) for the creation of new programming, with the goal of expanding its On Demand offerings for Asian American audiences.

(b) Enhancing Programming Diversity. Comcast Cable will continue to bring new minority and independently owned networks to the market.

As set forth in Summary of Diversity Commitments, filed by Comcast and NBCU with the FCC on July 8, 2010, Comcast Cable plans to bring new minority and independently

owned networks to the market. To enhance distribution of Asian American programming (including programming that is targeted to, owned by, and/or operated by Asian Americans), within twelve (12) months of closing of the joint venture, Comcast Cable will expand an existing linear channel (for example, Mnet) in substantially all of the existing systems serving at least four of the Nielsen Designated Market Areas with a substantial number of Asian American households (i.e., Nielsen Designated Market Areas with 100,000 or more Asian American households), and within eighteen (18) months of closing of the joint venture, Comcast Cable will so expand in two additional Nielsen Designated Market Areas with a substantial number of Asian American households. This expansion will be on the “D1” digital tier.

As an alternative to the foregoing, at Comcast Cable’s option, it may launch a linear channel not currently carried by Comcast Cable within eighteen (18) months of the closing of the joint venture consistent with the requirements set forth for expansion of an existing linear channel in the above paragraph. This expanded programming will target Asian American audiences and be dedicated to Asian American interests, including original programming, and/or be owned and/or operated by Asian Americans. Further, it will be programmed 24 hours per day, seven days per week, and will feature English-language programming. The selection of such currently distributed or newly launched linear programming service and such systems will be in Comcast’s discretion.

As described above, Comcast Cable’s carriage of Asian American-targeted networks and programming, the overwhelming majority of which are owned and operated by members of the Asian American community, is significant. In order to continue making strides in this area, Comcast will launch Cinema Asian America this fall in several major Asian American markets, with more markets to follow. Cinema Asian America will be part of Comcast’s standard digital package, and it is anticipated that ultimately it will be available to over 18 million subscribers. It will be a permanent service through which Comcast can work with Asian American English-language content developers, and it will be programmed by an Asian American curator who has expertise in Asian American arts and culture. Cinema Asian America will be available 24 hours a day, 365 days a year.

At the outset, Cinema Asian America will contain 20 hours of content, and 50 to 100 percent of its content will be refreshed monthly. In addition, with the launch of Cinema Asian America, Comcast will provide 85 hours of content for the Asian American community on its VOD platform. Comcast will expand this content over the next three years to create an even more robust offering by working with organizations, such as Asian Media Rights, to obtain additional content.

For the first two years following this offering, Comcast will work to create a marketing and communications plan to draw awareness to Cinema Asian America. For example, to ensure that this offering is successful, Comcast is in the process of developing a multiplatform marketing campaign, which includes an On Demand “barker” (a 20-minute E! Network-produced looped promotional reel which highlights select On Demand content offerings), a placement in “Top Picks,” e-mails to over nine million Comcast customers, and promotions on Comcast’s ground-breaking online site, XFINITY TV. Further, to maximize the likelihood of

Cinema Asian America's success, Comcast will work with marketing firms familiar with the Asian American community.

In connection with Comcast's existing commitment to develop a platform to host public, educational and governmental ("PEG") content On Demand and On Demand Online within three years of closing, Comcast will consult with the Asian American Advisory Council to identify local Asian American leaders, organizations, and institutions to participate in maximizing involvement and viewership of PEG content by the local Asian American community.

In addition, Comcast and NBCU will seek opportunities to support the development of new programming, such as through CAAM and Visual Communications, among others. In support of projects to develop new talent pipelines for Asian American-themed content for VOD, on-line, television, and other media, and to help increase the availability of high quality content to enhance programming diversity, Comcast will commit to funding for Visual Communications and CAAM, totaling in the aggregate at least \$1 million over three years between the two organizations, with renewals being contingent upon achievement of demonstrated outcomes and benchmarks by each organization, as shall be agreed to by Comcast and each individual organization.

To assist in improving the representation of minorities in executive positions in Hollywood's creative community, Comcast is committed to work with NBCU/Universal Studios to expand opportunities for diverse business executives, creative executives, and diverse talent in film production in a variety of ways.

NBCU is proud to feature Asian American community members both in front of and behind the camera and is committed to continuing this approach to diverse programming. In particular, Asian American actors and actresses appear in strong, positive roles in popular NBCU cable shows such as Bravo's *Top Chef*, *Top Chef Masters*, *Work of Art*, and *Double Exposure*, USA Network's *Covert Affairs* and *Royal Pains*, and Syfy Network's *Ghost Hunters International*, *Beast Legends*, *Ghost Hunters Academy*, *Sanctuary*, and *Stargate: Universe*. Members of the Asian American community also can be seen in NBC's 2010-2011 primetime season in several returning series, including *The Office*, *Chuck*, *Parks and Recreation*, *Community*, and *Law and Order: SVU*, as well as in new series debuting this season, including *Perfect Couples*, *Love Bites*, *The Event*, and *Outsourced*, which features five East Indian actors. In addition, MSNBC has recently announced that two highly regarded Asian American journalists, Martin Bashir and Richard Lui, will join its news team. Mr. Bashir will anchor a 4:00 pm news show beginning in the fall, and Mr. Lui will become a key anchor on MSNBC Dayside beginning on August 30, 2010.

To promote diversity among its writers, NBCU has committed to continue funding a diversity writer position (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 has committed to expand this program to fund a diverse writer position on each scripted series on NBCU's cable networks. NBCU will continue to sponsor programs that give minorities, including members of the Asian American community, the opportunity to work with

NBCU professionals, including its Director's Fellowship program, casting initiatives, and other professional development programs.

Beyond NBCU's strong record on the small screen, NBCU's film subsidiaries, Universal Studios and Focus Features, also share a history of working with diverse talent on the big screen. For example, Focus Features has worked with one of today's leading directors – Ang Lee – and is proud that Focus produced and distributed Mr. Lee's award-winning film, "Brokeback Mountain." After this transaction, NBCU will continue to seek opportunities to work with Asian American directors, such as Mr. Lee and others. This is an important part of NBCU's past, and Comcast is committed to supporting its continuation.

NBCU will build on previous and current efforts to increase and improve the presence of Asian Americans throughout all its programming, including entertainment, news, sports, and public affairs programming. NBCU will expand opportunities for Asian Americans both in front of and behind the camera. Examples of measurable outcomes will include increasing the number of Asian American show runners, producers, writers, and directors; and increasing the number of Asian Americans who appear on news and public affairs programs.

Comcast and NBCU are committed to increasing the news and information choices for Asian American viewers. NBCU will strive to ensure the presentation of diverse viewpoints by seeking the expanded participation of minorities on its news and public affairs programming. To advance this goal, NBCU will consider suggestions from the Asian American Advisory Council of individuals who could be considered for such participation.

Comcast will provide annual programming-related data in a format that is substantially in conformity with the data provided to all Diversity Advisory Councils. This data will be provided to the Asian American Advisory Council, as well as to the Asian American 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.

8. Focus Area Five -- Philanthropy and Community Investment

(a) **Current Initiatives.** Comcast and NBCU recognize the importance of investing in minority-led organizations, including Asian American organizations, and the programs and services provided by minority organizations to their respective communities. Further, Comcast and NBCU understand that corporate and foundation contributions are important to the communities where they do business and are consistent with responsible business practices.

Comcast has three community investment priorities – Building Tomorrow's Leaders, Expanding Digital Literacy, and Promoting Community Service – with diversity as an underpinning in each of these areas. In general, with a large percentage of the Asian American population residing in urban areas, Comcast's support of organizations with a broad national footprint ensures that a significant portion of its cash and in-kind contributions are making a difference in the lives of those in Asian American communities.

NBCU also is committed to a wide range of community investment initiatives in diverse communities. For more than ten years, NBCU has made education a priority in its philanthropic and corporate-giving programs. The NBCU Foundation supports many organizations, including organizations dedicated to advancing the interests of racially diverse communities.

(b) Enhancing Diversity in Community Investment. While more specific benchmarks may be established in consultation with the Asian American Advisory Council, Comcast and NBCU will commit to increase their philanthropic efforts to support minority-led and minority-serving institutions.

In addition, Comcast makes the following commitments to enhance its investment in the Asian American community specifically and the minority community generally:

(i) In the past two years, Comcast has increased the percentage of awards made to Asian Americans in The Comcast Leaders and Achievers Scholarship Program. Comcast and the Asian American Advisory Council will work cooperatively to increase outreach to Asian American students and schools in predominantly Asian American communities for The Comcast Leaders and Achievers Scholarship Program.

(ii) Comcast and NBCU will increase support for internship and scholarship programs of Asian American-led and Asian American-serving organizations with proven track records in working with the Asian American 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 in Asian American communities and to increase the number of organizations that are serving Asian American beneficiaries.

(iv) Comcast will ensure the locations of its programs through the Comcast Digital Connectors program are in diverse communities, including specifically Asian American communities.

(v) Comcast will further promote and communicate about the positive work and impact of its Asian American partners, by increasing the provision of public service announcements, social media communications, advertising, and media placement (both locally and nationally).

Comcast will continue and expand its outreach to Asian American students through expansion of its Digital Connectors Program, in partnership with One Economy.

Comcast will provide annual community investment-related data in a format that is substantially in conformity with the data currently reported to the Hispanic Association on Corporate Responsibility (“HACR”), which is intended to serve as the common reporting format for diversity data to the Joint Council. This data will be provided to the Asian American Advisory Council, as well as to the Asian American 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.

9. Monitoring and Evaluation of Progress

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 Asian American 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.

Comcast affirms its commitments stated herein to provide annual workforce, procurement, and philanthropic and community investment-related data in a format that is substantially in conformity with the data currently reported to the Hispanic Association on Corporate Responsibility ("HACR"), which is intended to serve as the common reporting format for diversity data to the Joint Council. This data will be provided to the Asian American Advisory Council, as well as to the Asian American 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.

10. Effective Date

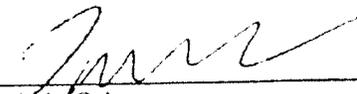
This MOU will take effect upon the closing of the joint venture between Comcast and NBCU. The parties agree that, in anticipation of closing, they will continue their discussions over matters contained in this MOU and will begin to work cooperatively to lay the groundwork for initiatives herein, including the formation of the Councils.

COMCAST CORPORATION



Stephen Burke
Chief Operating Officer

Date: Dec 15, 2010



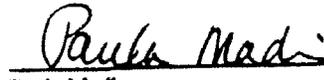
David L. Cohen
Executive Vice President and
Chief Diversity Officer

Date: 12/15/10

NBC UNIVERSAL

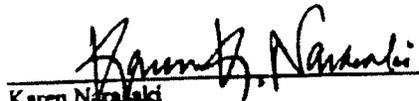

Jeffrey Zucker
President and Chief Executive Officer

Date: 12/11/10


Paula Madison
Executive Vice President and
Chief Diversity Officer

Date: 12/15/10

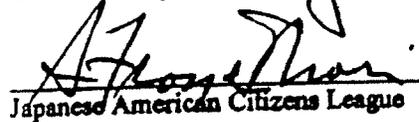
ASIAN AMERICAN LEADERSHIP ORGANIZATIONS:


Karen Narasaki
President, Asian American Justice Center

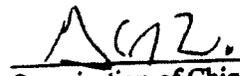
Date: 12/14/10


East West Players

Date: 12/14/10


Japanese American Citizens League

Date: 12/14/10


Organization of Chinese Americans

Date: 12/14/10


Media Action Network for Asian Americans

Date: 12/14/10