

December 17, 2010

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
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 National Association for the Advancement of Colored People, the National Urban League, and National Action Network.¹

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

Respectfully submitted,

/s/ Michael H. Hammer
Michael H. Hammer
Willkie Farr & Gallagher LLP
1875 K Street, NW
Washington, D.C. 20006
(202) 303-1000
Counsel for Comcast Corporation

/s/ David H. Solomon
David H. Solomon
Wilkinson Barker Knauer, LLP
2300 N Street, NW
Washington, D.C. 20037
(202) 783-4141
Counsel for NBC Universal, Inc.

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
Neil Dellar
John Flynn
William Freedman

Marcia Glaberman
William Lake
Vanessa Lemmé
Joel Rabinovitz
Jennifer Tatel

MEMORANDUM OF UNDERSTANDING
between
COMCAST CORPORATION, NBC UNIVERSAL
and
THE AFRICAN AMERICAN LEADERSHIP ORGANIZATIONS

THIS MEMORANDUM OF UNDERSTANDING (“MOU”), entered into on this 13th 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 African American leadership organizations, including the National Association for the Advancement of Colored People (“NAACP”), the National Urban League (“NUL”), and National Action Network (“NAN”), collectively called for the purposes of this Agreement the “National African American Leadership Organizations.”

WHEREAS, diversity is a core principle of the way in which Comcast and NBCU conduct their respective businesses, the National African 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 expanding 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 African 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 African American community;

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

Comcast, NBCU, and the National African American Leadership Organizations acknowledge that working together 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 African Americans may realize greater participation in the five focus areas listed in this MOU; and (2) to identify and pursue actions by which the National African American Leadership Organizations can support the growth of Comcast and NBCU's business within the African 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 African 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 conditioned 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 in accordance with the parameters set forth within the MOU.

(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 National African 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 external diversity 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: External Diversity Advisory Councils**

(a) **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 African American Advisory Council (“African 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 Hispanic Advisory Council and the National Asian American 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.

(b) Members of African American Advisory Council. Within thirty (30) days of the closing of the joint venture, Comcast will appoint nine (9) members to the African American Advisory Council, including at least one senior executive or board member from each of the three National African American Leadership Organizations (NUL, NAACP, and NAN). In addition, the National African American Leadership Organizations may propose to Comcast individuals for appointment to the African American Advisory Council; however, Comcast will retain complete discretion in making all appointments.

(c) 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, as well as an individual meeting with the African American 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/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 African American Advisory Council. Each Diversity Advisory Council, including the African 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.

(d) Travel Expenses. Comcast will reimburse all reasonable travel and hotel expenses for the members of the African American Advisory Council associated with attending meetings of the African American Advisory Council and of the Joint Council.

(e) Liaisons. The chief diversity officers of Comcast and NBCU will designate appropriate staff members to serve as liaisons to the African American Advisory Council to, among other things, facilitate communication between the African 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 strive to increase African American representation and retention among its employees and executives 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 and training programs that focus on building leadership talent among African Americans employed within the organizations and enhancing opportunities for further advancement within the organizations.

(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 African 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 61 percent of Comcast's Emma Bowen Foundation interns in 2010 are African American. 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, and 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 African Americans so that their workforces more accurately reflect the communities they serve.

(i) 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 will actively take steps to recruit African Americans in its workforce. The following pipeline initiatives will be implemented:

(1) 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.

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

(3) With cooperation from the African American Advisory Council, Comcast and NBCU will identify and utilize search firms with track records of

successfully recruiting diverse pools of talent, including African American talent, and work with these firms to identify diverse leaders.

(4) 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 the slate for all positions at the vice president level or above, including its corporate executive and division leadership.

(ii) A percentage of Comcast Corporate senior management's bonus will be tied to the achievement of diversity initiatives.

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

(iv) NBCU will support and partner with organizations training African Americans in all facets of the entertainment industry, and Comcast is willing to consider providing financial support to such organizations. 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. The African American Advisory Council may suggest organizations for Comcast to consider for such training.

(v) 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.

(vi) The African American Advisory Council may make recommendations to Comcast and NBCU regarding the selection of executive leadership development programs, including recommendations for search firms with expertise in identifying African American executive candidates and for development of internship programs aimed at exposing college and university-level students.

(vii) Comcast will provide annual workforce-related data in a format to be discussed with the African American Advisory Council. This data will be provided to the African American Advisory Council, as well as to the National African 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.

6. **Focus Area Three -- Procurement**

(a) **Current Initiatives.** Comcast Cable and NBCU currently spend significant amounts with 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 African 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, Comcast spent \$84 million with over 130 African American-owned businesses.

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 \$34 million with businesses owned and operated by African Americans.

In addition, both Comcast and NBCU partner with African 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 African American-owned vendors.

Comcast Cable and NBCU will continue to partner with the African American business community and participate in procurement-related events, as they have in recent years. Comcast and NBCU will seek advice from the African American Advisory Council to identify opportunities for spending with African 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 African American-owned enterprises. On a nationwide basis, and in furtherance of its above stated commitments, Comcast and NBCU will continue, consistent with past efforts, to strive to increase the percentage of business conducted with African American-owned vendors to be on par with the percentage of African American-owned businesses in the communities they serve.

(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.

(ii) Comcast also commits to engage an African American owned advertising agency (or agencies) to develop national and/or local advertising and marketing

materials. Further, 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.

(iii) 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 African 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.

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

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

(vi) Comcast and NBCU will work together with the African American Advisory Council to identify opportunities for spending with African American suppliers in agreed-upon categories, which may include advertising, construction, information technology, legal services, financial services, office furniture and supplies, promotional and 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 African American suppliers to expand their portfolio of business with Comcast and NBCU.

(vii) Comcast will provide annual procurement-related data in a format to be discussed with the African American Advisory Council. This data will be provided to the African American Advisory Council, as well as to the National African 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 maintaining and improving its track record in bringing diverse programming to its subscribers. Comcast continues to offer a robust variety of programming featuring African Americans or aimed at African American viewership.

Comcast currently carries twelve (12) cable networks which are owned by African American interests and/or air programming primarily focused on the African American community. Among these networks are well known channels, such as Black Entertainment Television (“BET”), Centric, the Gospel Music Channel, and TV One. Comcast was instrumental in the creation of TV One – one of the most meaningful advancements of minority ownership in cable television history. In 2003, Comcast recognized there was a need for another entertainment channel targeting the African American community, so it partnered with an experienced African American radio programmer, Radio One (the largest radio broadcaster primarily targeting African American and urban listeners), to create TV One, an alternative to BET. Today, the network is available to over 50 million homes.

Comcast features On Demand programming that delivers a variety of television entertainment and music choices from various African American-oriented content providers, including BET and H2O Hip Hop On Demand, to recently acquired Soul Train content.

Comcast also recently launched Black Cinema On Demand. This Video On Demand (“VOD”) channel is a celebration of African American films, filmmakers, and actors from the past, present, and future, focusing on the wide range of experiences, accomplishments, and points-of-view of African Americans as expressed through the artistic medium of film. Black Cinema on Demand provides a forum for diverse independent programmers and frequently showcases the works of both famous and relatively unknown African American actors, directors, and producers. Black Cinema on Demand provides 20 hours per month of content and has enjoyed initial success.

(b) Enhancing Programming Diversity. Comcast is expanding its joint commitment with GE and NBCU regarding the addition of independently-owned and -operated channels to its digital line-up, which appears in the FCC Public Interest Statement of January 28, 2010, as follows.

(i) Comcast has committed to add at least ten (10) new independently-owned and-operated programming services over the next eight (8) years following closing of the transaction. Comcast has enhanced this pledge by committing that at least eight (8) of these networks will be networks in which minorities have substantial participation, either through ownership or operational control. Four (4) of the new networks will be linear video programming services in which African Americans have a majority or substantial ownership interest, with at least two (2) of those services to be added in the first two (2) years following closing of the transaction. The two (2) remaining linear video programming services in which African Americans have a majority or substantial ownership interest will be added within the eight (8) year period following closing of the transaction. In each system that adds one or more of the four (4) programming services, such service(s) will be added to the “D1” digital tier. Such services will be added on commercially comparable and competitive terms to the carriage of the services by other distributors. Comcast will work closely with the African American Advisory Council to help identify programming services in which African Americans have a majority or substantial ownership interest or African American entrepreneurs with the financial means to make the significant investment required in starting a network; provided, however, that the selection of such newly distributed programming services will be in Comcast’s discretion.

(ii) Comcast currently carries (a) African American-controlled and -operated networks and also (b) non-African American-owned networks that target the African American community. In addition to its commitment in the preceding paragraph, Comcast will work with programmers to extend at least two programming services comprising either or both of these types of programming in systems serving at least one key market for each such service from the following list of markets within six months of closing of the transaction: Atlanta, Chicago, Washington, D.C., Philadelphia, and Detroit. The selection of such currently distributed programming services and such markets will be in Comcast's discretion.

(iii) In addition, Comcast will establish a venture capital fund intended to expand opportunities for minority entrepreneurs in the development of new digital media applications. Comcast will commit at least \$20 million in funding to this new fund within six months of closing of the transaction.

(iv) 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.

(v) NBCU is proud that across all of its content of news, sports, feature films, digital, cable and broadcast, diverse talent is prominent. In particular, African American actors and actresses are in strong, positive roles, including in NBCU's popular cable shows, such as Bravo's *Bad Girls* and *Real Housewives of Atlanta*, Syfy's *Eureka*, *Stargate Universe*, *Beast Legends*, and *Warehouse 13*, USA Network's *Psych*, *White Collar*, and *Facing Kate*. African Americans also can be seen in 2010-2011 primetime season on NBC with returning series, including *America's Got Talent*, *30 Rock*, *Saturday Night Live*, *Community*, *Parenthood*, *Law & Order: SVU*, *Friday Night Lights*, *Parks and Recreation*, *Last Comic Standing*, and *The Office*. New series on the 2010-2011 schedule included *Undercovers*, which features a married African American couple, as well as other new series that debuted this season with African American leads, including *The Paul Reiser Show*, *Love Bites*, *Friends with Benefits*, *Chase*, *Outlaw*, *The Cape*, and *The Event*, starring Blair Underwood as the President of the United States.

(vi) To promote diversity among its writers, NBCU has committed to continue funding a diversity staff 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 will expand this program to fund a diverse staff writer position on each scripted series on NBCU's cable networks. Further, NBCU will continue to sponsor programs that give minorities, including African Americans, the opportunity to work with NBCU professionals, including its Director's Fellowship program, casting initiatives, and other professional development programs.

(vii) 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 African American Advisory Council of individuals who could be considered for such participation.

(viii) Comcast will provide annual programming-related data in a format to be discussed with the African American Advisory Council. This data will be provided to the African American Advisory Council, as well as to the National African 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. In addition, Comcast will participate in an effort to benchmark its performance. Comcast will also work to persuade other multi-channel video programming distributors to join these benchmarking efforts so that it is an industry-wide practice.

8. Focus Area Five -- Philanthropy and Community Investment

(a) **Current Initiatives.** Comcast and NBCU recognize the importance of investing in minority-led organizations, including African 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 African 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 African 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 African American Advisory Council, Comcast and NBCU will commit to increase their philanthropic efforts to support African American-led and African American-serving institutions.

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

(1) Comcast and the African American Advisory Council will work cooperatively to increase outreach to African American students by reaching out to high school principals and guidance counselors in predominantly African American communities to nominate students for participation in its Leaders and Achievers program.

(2) Comcast and NBCU will increase support for internship and scholarship programs of African American-led and African American-serving organizations

with proven track records in working with the African 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.

(3) Comcast will expand its Comcast Cares Day focus to add organizations serving African American communities and to increase the number of organizations that are serving African American beneficiaries.

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

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

(ii) Comcast will provide annual community investment-related data in a format to be discussed with the African American Advisory Council. This data will be provided to the African American Advisory Council, as well as to the National African 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


(a) 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 African 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.

(b) Comcast affirms its commitments stated herein to provide annual workforce, procurement, programming and philanthropic and community investment-related data in a format to be discussed with the African American Advisory Council. The benchmark study also will be provided to the African American Advisory Council. This data will be provided to the African American Advisory Council, as well as to the National African American Leadership Organizations upon request, subject to a non-disclosure agreement, 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

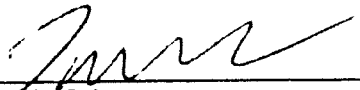
This MOU will take effect upon the closing of the joint venture between Comcast and NBCU. The parties agree that, in anticipation of closing, they will continue their discussions over matters contained in this MOU and will begin to work cooperatively to lay the groundwork for initiatives herein, including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

COMCAST CORPORATION



Stephen Burke
Chief Operating Officer

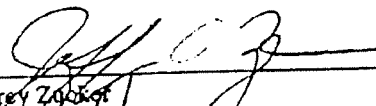
Date: Dec 16, 2010



David L. Cohen
Executive Vice President and
Chief Diversity Officer

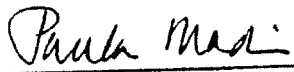
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NBC UNIVERSAL



Jeffrey Zucker
President and Chief Executive Officer

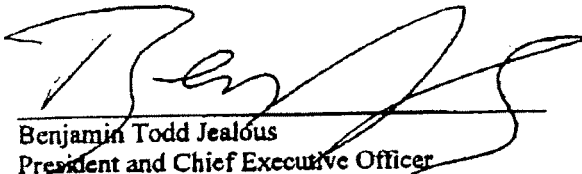
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Paula Madison
Executive Vice President and
Chief Diversity Officer

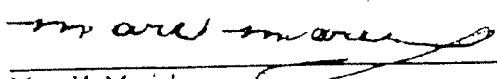
Date: 12/15/10

FOR NATIONAL AFRICAN AMERICAN LEADERSHIP ORGANIZATIONS:



Benjamin Todd Jealous
President and Chief Executive Officer
NAACP

Date: 12/14/10

 Date: 12/13/10

Marc H. Morial
President and Chief Executive Officer
National Urban League

 Date: 12/13/10

Rev. Al Sharpton
Founder
National Action Network