

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,
STATE OF CALIFORNIA,
STATE OF FLORIDA,
STATE OF MISSOURI,
STATE OF TEXAS, and
STATE OF WASHINGTON,

Plaintiffs,

v.

COMCAST CORPORATION,
GENERAL ELECTRIC CO., and
NBC UNIVERSAL, INC.,

Defendants.

Case No. 11-cv-00106 (RJL)

**REPORT AND CERTIFICATION OF COMPLIANCE WITH TUNNEY ACT
REQUIREMENTS ON BEHALF OF DEFENDANTS COMCAST CORPORATION,
GENERAL ELECTRIC CO., AND NBC UNIVERSAL, INC.**

Pursuant to Section 2(g) of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(g), defendants Comcast Corporation (“Comcast”), General Electric Co. (“GE”), and NBC Universal, Inc. (“NBCU”) (collectively, “Defendants”), by their attorneys, submit the following description and certification of communications by or on behalf of any of the Defendants with any officer or employee of the United States concerning or relevant to the proposed Final Judgment filed in this action on January 18, 2011. In accordance with Section 2(g), this description excludes communications made by counsel of record alone with the Attorney General or the employees of the Department of Justice (the “DOJ”) alone.

I. DESCRIPTION OF COMMUNICATIONS

From October 12, 2010, through January 7, 2011, Defendants had numerous meetings, telephone conferences and email conversations with representatives of the Department of Justice

related to the negotiation of the terms of the proposed Final Judgment. The following individuals participated in one or more of these communications:

For Defendant Comcast Corporation

David L. Cohen, Executive Vice President
Kathy Zachem, Senior Vice President, Regulatory and State Legislative Affairs
Arthur Burke, Davis Polk & Wardwell LLP
Joe Sims, Jones Day
James Casserly, Willkie Farr & Gallagher LLP
Michael Hammer, Willkie Farr & Gallagher LLP
David Murray, Willkie Farr & Gallagher LLP

For Defendants General Electric Company and NBC Universal, Inc.

Ron Stern, Vice President and Senior Competition Counsel,
General Electric Company
Rick Cotton, Executive Vice President and General Counsel,
NBC Universal, Inc.
William Baer, Arnold & Porter LLP
Deborah Feinstein, Arnold & Porter LLP

Department of Justice

Molly Boast, Deputy Assistant Attorney General
Hillary Burchuk, Trial Attorney, Telecommunications and Media Enforcement Section
Paul Gallagher, Trial Attorney, Telecommunications and Media Enforcement Section
Nancy Goodman, Chief, Telecommunications and Media Enforcement Section
Matthew Hammond, Trial Attorney, Telecommunications and
Media Enforcement Section
Owen Kendler, Trial Attorney, Litigation III Section
Gene Kimmelman, Chief Counsel for Competition Policy
and Intergovernmental Relations
David Kully, Assistant Chief, Litigation III Section
W. Robert Majure, Chief, Competition Policy Section
Joseph Matelis, Counsel to the Assistant Attorney General
Erica Mintzer, Senior Counsel for Competition and Technology, Legal Policy Section
Diane Owen, Economist, Competition Policy Section
John Read, Chief, Litigation III Section
Christopher Reed, Trial Attorney, Litigation III Section
Charles Romeo, Economist, Economic Analysis Group
Warren Rosborough, Trial Attorney, Litigation II Section
Yvette Tarlov, Trial Attorney, Telecommunications and Media Enforcement Section

Federal Communications Commission

Jonathan Baker, Chief Economist, Office of Strategic Policy and Planning
Paul de Sa, Chief, Office of Strategic Policy and Planning
John Flynn, Senior Counsel to the Chairman for Transactions

Rick Kaplan, Chief Counsel and Senior Legal Advisor, Office of the Chairman
William Lake, Chief, Media Bureau
Edward Lazarus, Chief of Staff, Office of the Chairman
Austin Schlick, General Counsel

These communications included the following meetings with officers or employees of the United States:

1. On October 12, 2010, the following individuals attended a meeting to discuss potential conditions on the proposed transaction relating to distribution of online video and program access and the importance of consistency between any remedies adopted by the DOJ and those adopted by the Federal Communications Commission (the "FCC"):

- Defendants: William Baer; Arthur Burke; Rick Cotton; Deborah Feinstein; Michael Hammer; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: Paul Gallagher; Nancy Goodman; Owen Kendler; David Kully; W. Robert Majure; Joseph Matelis; Erica Mintzer; Diane Owen; John Read; Yvette Tarlov.

2. On November 10, 2010, the following individuals attended a meeting to discuss potential conditions on the proposed transaction relating to distribution of online video:

- Defendants: Arthur Burke; Rick Cotton; Deborah Feinstein; Michael Hammer; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: Hillary Burchuk; Paul Gallagher; Nancy Goodman; Owen Kendler; David Kully; W. Robert Majure; Joseph Matelis; Erica Mintzer; Diane Owen; John Read; Yvette Tarlov.

3. On November 17, 2010, the following individuals attended a meeting to discuss (a) whether the DOJ and FCC would issue a single consent decree or two separate ones and (b) remedies relating to online video distribution:

- Defendants: Arthur Burke; Deborah Feinstein; Michael Hammer; David Murray; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: Wayne Dunham; Paul Gallagher; Nancy Goodman; Matthew Hammond; David Kully; W. Robert Majure; Joseph Matelis; Diane Owen; John Read; Christopher Reed; Charles Romeo; Warren Rosborough; Yvette Tarlov.

4. On December 7, 2010, the following individuals attended a meeting to discuss a number of potential conditions on the proposed transaction that were under consideration by the DOJ at the time:

- Defendants: William Baer; Arthur Burke; Rick Cotton; Deborah Feinstein; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: Molly Boast, Nancy Goodman, Owen Kendler, Gene Kimmelman, David Kully, W. Robert Majure, Joseph Matelis, John Read, Yvette Tarlov.

5. On December 8, 2010, the following individuals attended a meeting to discuss a number of potential conditions on the proposed transaction that were under consideration by the DOJ and FCC at the time:

- Defendants: Arthur Burke; David L. Cohen; Rick Cotton; Michael Hammer; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: David Kully; Joseph Matelis; John Read; Yvette Tarlov.
- FCC: Jonathan Baker; John Flynn; Rick Kaplan; Edward Lazarus; Paul de Sa.

6. On December 10, 2010, the following individuals attended a meeting at which Defendants (a) explained that the voluntary conditions they had previously offered demonstrated that the proposed transaction was in the public interest; (b) described the status of the record in

the proceeding; (c) and discussed a number of potential conditions on the proposed transaction that were under consideration by the DOJ and FCC at the time:

- Defendants: Arthur Burke; David L. Cohen; Rick Cotton; Michael Hammer; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: Nancy Goodman; Owen Kendler; David Kully; Joseph Matelis; John Read; Yvette Tarlov.
- FCC: Jonathan Baker; John Flynn; Rick Kaplan; William Lake; Edward Lazarus; Paul de Sa; Austin Schlick.

7. On December 11, 2010, the following individuals attended a meeting at which Defendants discussed (a) the industry's and NBCU's historical practices with respect to exclusivity, windowing, and syndication of video content and (b) a number of potential conditions on the proposed transaction that were under consideration by the DOJ and FCC at the time:

- Defendants: Arthur Burke; Rick Cotton; Ron Stern; Kathy Zachem.
- DOJ: Owen Kendler; David Kully; Joseph Matelis; Yvette Tarlov.
- FCC: John Flynn; Austin Schlick.

8. On December 14, 2010, the following individuals attended a meeting at which Defendants discussed various issues relating to (among other things) distribution of online video, program access, Hulu, open Internet, and arbitration:

- Defendants: William Baer; Arthur Burke; Rick Cotton; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: Nancy Goodman; Matthew Hammond; W. Robert Majure; Joseph Matelis; Erica Mintzer; John Read; Yvette Tarlov.

- FCC: John Flynn; William Lake.

9. On December 17 and 18, 2010, the following individuals attended a meeting to discuss potential conditions on the proposed transaction that the FCC was considering relating to distribution of online video, Hulu, independent programming, the provision of broadband Internet services, and set-top boxes:

- Defendants: Arthur Burke; Rick Cotton; Michael Hammer; David Murray (Mr. Murray only attended the December 18, 2010 meeting); Kathy Zachem.
- DOJ: Joseph Matelis; John Read; Yvette Tarlov (Ms. Tarlov only attended the December 17, 2010 meeting).
- FCC: John Flynn, Austin Schlick.

10. On January 7, 2011, the following individuals attended a meeting at which Defendants discussed the importance of consistency between any remedies adopted by the DOJ and those adopted by the FCC:

- Defendants: Arthur Burke; Rick Cotton; Joe Sims; Ron Stern; Kathy Zachem.
- DOJ: Molly Boast; David Kully; Joseph Matelis; John Read; Yvette Tarlov.
- FCC: John Flynn.

II. CERTIFICATION

Defendants certify that this disclosure complies with the requirements of 15 U.S.C. § 16(g) and is a true and complete description of the relevant communications known to Defendants or of which Defendants reasonably should have known.

Dated: April 18, 2011

Respectfully submitted,

DAVIS POLK & WARDWELL LLP

By: /s/ Arthur J. Burke
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