

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
 )  
Applications for Consent to the )  
Transfer of Control of Licenses )  
 )  
**General Electric Company,** )  
Transferor, )  
 )  
To )  
 )  
**Comcast Corporation,** )  
Transferee )

**Declaration of Robert Pick**

1. My name is Robert Pick. I am Senior Vice President, Corporate Development, at Comcast Corporation (“Comcast”). I am responsible for identifying, and conducting financial analyses of, potential merger and acquisition opportunities for Comcast and for presenting recommendations on these opportunities to the executive management and Board of Directors of Comcast. In connection with these responsibilities, I evaluate, among other things, the strategic and financial objectives of proposed acquisitions. In addition, when Comcast management determines that the company should pursue a potential merger, acquisition, or joint venture, I am responsible for leading the process of conducting the business/financial due diligence regarding the acquisition target or joint venture and for participating in the process of negotiating the terms of the transaction.

2. I have held this position at Comcast for over 20 years, and I have been involved in the analysis of numerous different merger and acquisition transactions, including, but not limited to, Comcast’s acquisitions of cable systems owned by Adelphia Communications Corp., AT&T

Broadband, EW Scripps, Prime Communications LLC, MacLean Hunter, Greater Media of Philadelphia, Jones Intercable of Broward County, and the Home Team Sports regional sports network.

3. Since early 2009, I have been directly involved in analyzing the proposed transaction (the “Transaction”) between Comcast and General Electric (“GE”) to combine certain content assets to create a new NBCU (“NBCU”).

4. A key rationale for the Transaction is to ameliorate the negotiation friction that has made it difficult for Comcast, primarily a distribution and communications company, to convince content owners and programmers to work with us to create and deliver more content to consumers in a greater variety of ways. We have often found it difficult or impossible to come to optimal agreements with content companies that would enable us to distribute more content in more ways, and we expect this problem to continue. There are a number of reasons for such difficulties: Comcast and third-party content owners have different expectations about costs, demand, and profits, different perceptions of risks, and different business models. Both sides of these negotiations are seeking to maximize their own returns and minimize their risks within a complex and rapidly evolving marketplace that has multiple content windows and multiple sources of revenue. Such differences are often an impediment to the launch and expansion of new products, platforms, and services, especially in a very fast-moving and dynamic environment.

5. The reluctance of content rights holders to readily accept new distribution technologies is understandable. There is significant uncertainty about how new and unproven distribution models will develop, and content owners are concerned about the impact on their

existing businesses. As a result, progress toward new consumer-friendly and sustainable business models has not been as rapid as it could have been.

6. In the intensely competitive video programming business in which Comcast and NBCU both operate, Comcast's vision is to bring our current and future customers more of what they want, when they want, where they want, and on the devices they want. Comcast has made strides in advancing this goal, but has not been able to do so as rapidly as our customers would like or to the full extent they would like.

7. A natural question is why these issues cannot be fully addressed through contracts between Comcast and unaffiliated content owners. The simple answer is that we have tried and not always succeeded, certainly not as quickly or robustly as we would have liked. One reason is that it is very difficult to determine how to structure the financial terms of contracts for new and untested distribution technologies. Both sides in the negotiations want certainty and predictability with respect to the revenue-generating capabilities of the assets they are contributing. But given the rapid developments in content and technology in this extremely dynamic environment, it is difficult for either party to develop business models that allow them to achieve the certainty and predictability they need. In addition, it is difficult to write contracts flexible enough to permit the experimentation and learning that both parties need as they develop new technologies and business models.

8. There is also a very natural fear of change in the marketplace. Most content owners seem to prefer to take a "wait and see" attitude – waiting to see if someone else can develop and execute a new and viable business model.

9. Comcast's vertical integration with NBCU could facilitate Comcast's efforts to accelerate the development of new media business models and technologies by breaking through

fears and uncertainties and finding deal terms that make sense in the marketplace. This, in turn, should spur other content and distribution companies to develop their own new and innovative business plans and technologies in order to maintain their competitiveness.

10. Three recent examples show how Comcast has strived to accelerate “new media” entertainment to meet its customers’ desires and to overcome the transactional friction between content owners and distributors that often delays such consumer benefits. *First*, Comcast was an early pioneer in the video-on-demand (“VOD”) business, but its efforts to grow this business bore substantial fruit only after Comcast obtained an ownership interest in a Hollywood studio which allowed Comcast to secure access to a library of movies that could be offered on VOD free to its cable customers. *Second*, Comcast has been attempting to increase the number of studio movies that are available to its customers at the time they become available on DVD (often referred to as “day-and-date” releases), but is again experiencing delays because Comcast has not been able to convince content owners to fully embrace this new business model. *Third*, Comcast is engaged in an effort to make an abundance of programming content available on its online platform (variously referred to as “On Demand Online,” “TV Everywhere,” or “Fancast Xfinity TV”). Here, as well, Comcast’s progress has been slowed. I provide below more details on each of these examples.

11. In the early 2000s, Comcast sought to jumpstart the VOD business by becoming an early provider of movies and other popular content on its VOD platform. But Comcast was not successful in convincing movie studios and other content owners to make available a sufficient amount of their popular content to make this new service compelling for consumers. In particular, the studios were unwilling to make meaningful content available for VOD because they were uncertain of the impact it would have on their existing business models, especially

DVD sales and rentals. At the time, in the early 2000s, the pay-per-view (“PPV”) model was predominant and this – along with DVD sales and rentals and the licensing of movies to linear cable networks – provided the studios substantial and reliable revenue streams. The studios were understandably concerned that VOD service might cannibalize these businesses.

12. While Comcast offered limited VOD service in 2003 and 2004, the key breakthrough came five years ago, when Comcast acquired an ownership interest along with Sony and others in Metro-Goldwyn-Mayer (“MGM”). That transaction included an arrangement that gave Comcast access to hundreds of additional movies that Comcast could offer for free on its On Demand platform.

13. Once the content owners saw that the VOD model could succeed without cannibalizing their existing businesses, they were willing to make more compelling content available for VOD. The change was dramatic: in 2003, Comcast offered only a few hundred VOD choices; by 2005, our customers enjoyed more than 4,000 VOD choices. As the availability of popular content increased so did the favorable consumer reaction, and VOD has gone on to become a huge success. Today Comcast offers more than 17,000 VOD choices over the course of a month (many of which are in high definition), and our digital customers average more than 350 million VOD views per month – or 28 views per digital customer per month for each digital video customer that uses Comcast’s VOD platform. In total, Comcast customers have used Comcast’s VOD service over 14 billion times since its inception. Importantly, the benefits of VOD did not inure to Comcast customers alone. VOD is now offered by numerous distributors, large and small, including various distributors who compete directly with Comcast across its footprint.

14. Similarly, for at least four years Comcast has been attempting to offer consumers the ability to enjoy in-home access to movies closer to the time of DVD release. However, progress has been delayed because of content owners' understandable concerns that "day-and-date" could threaten their existing revenue streams (*e.g.*, from sales and rental of DVDs and Blu-ray discs). In 2001, Comcast was able to offer consumers only nine movies for "day-and-date" release. That number grew to 35 in 2008 and 100 in 2009. While there has been progress, Comcast would like to have more content available so that it can offer consumers a truly compelling product. Comcast anticipates that the proposed Transaction will help Comcast realize its desire to offer more in-home on-demand movies closer to the time of DVD release.

15. Comcast is also attempting to provide more content online through its TV Everywhere or Fancast Xfinity TV initiative. The goal of Fancast Xfinity TV is to give consumers the ability to watch any movie, television show, user-generated content, or other video that a producer wants to make available on any device. Fancast Xfinity TV is based on the open and non-exclusive TV Everywhere principles announced by Comcast and Time Warner, Inc. in June 2009. The TV Everywhere model is designed to create an approach to online video that gives consumers more choice and convenience, while also allowing content owners to ensure the continued certainty and predictability of their existing revenue streams. In the absence of a viable business model, much of the high-quality content that consumers want may not otherwise be made available online. Fancast Xfinity TV – which is now in national but still "beta" release – allows authenticated Comcast Cable subscribers to access a library of information and video content, online, at no additional charge.

16. Comcast is pleased with the amount of popular cable and studio programming that is currently available on Comcast's Fancast Xfinity TV, but once again would like to do more

and do it faster. Comcast is doing what it can to convince programmers to participate in this effort, but as previously stated, reconciling the objectives of both the content owners and distributors continues to be a challenge. While there will certainly be many different business models for providing a wide range of online video, Comcast believes that the authentication model is likely to be the most robust and sustainable way to deliver the quality, quantity, and variety that consumers most want. Post-transaction, Comcast presumably will have a greater ability to overcome the negotiation friction and contract drafting complexities it now faces in this fast-changing business in order to more fully enlist the NBCU programming assets in this effort on terms that make sense in the marketplace.

17. While Comcast believes the authentication model will likely succeed in any event, Comcast's vertical integration with NBCU's popular cable networks will allow us to achieve this result more rapidly. As a result, Comcast's customers will have a richer array of content choices sooner than they would have absent the proposed Transaction. Comcast's innovations and experimentation should pull others along, as Comcast demonstrates that it can build a sustainable online video content business that serves its customers' growing demand and works for all industry stakeholders.

18. The proposed Transaction will also encourage investment and innovation on the part of Comcast. Comcast is required to make substantial investments in developing new technologies and business models – such as VOD, “day-and-date,” and online – and to do so absent any assurances that there will be content available for these new businesses. Comcast may be more willing to undertake such risky upfront investment and to do so sooner if it knows that it will have access to sufficient content to make these businesses successful. The proposed Transaction, by assuring Comcast access to attractive programming, will thus increase

Comcast's incentives to invest and innovate, ultimately providing consumers with more choice and access to programming.

19. The proposed Transaction will also enable the combined entity to more effectively cross-promote its content on a greater variety of networks and across media. Cross-promotion can benefit consumers in a number of ways. For example, cross-promotion serves to inform consumers about the existence, timing, and location of programs that they may otherwise not be aware of. This makes it easier for consumers to learn about programming they may enjoy and may increase consumers' enjoyment from viewing desired programming. In addition, to the extent that enhanced cross-promotion opportunities enable new networks to survive and grow, this gives consumers additional programming choices.

20. Cross-promotions help networks to increase their audiences and ratings and build stronger and deeper brand identities. For example, NBCU has extensively promoted its cable networks on its broadcast network. At present there are no promotions of Comcast's channels on NBCU networks and vice versa, and absent the proposed Transaction it is highly unlikely that there would be any, as, in my experience, such cross-promotions involving unaffiliated content companies are extremely rare in this industry.

21. The proposed Transaction will allow the combined entity to cross-promote its content in a variety of ways. For example, the combined entity could cross-promote regional sports programming on NBC and national sports programming on Comcast RSNs. The combined entity could also cross-promote Comcast's cable networks, *e.g.*, E! or Style, on the NBC broadcast network. Cross-promotion can also span multiple networks and media. For example, by joining NBCU's interests in Oxygen and iVillage with Comcast's interests in E!,

Style, and Daily Candy, the combined entity will have the ability to cross-promote this programming and content.

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I, Robert Pick, declare under penalty of perjury that the foregoing declaration is true and correct. Executed on January 27, 2010.

A handwritten signature in black ink, appearing to read "Robert Pick", is written over a horizontal line.

Robert Pick