

VIA IBFS

November 17, 2010

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, D.C. 20554

Re: E! Entertainment Television, Inc., Assignor, FRN: 0004983128
E! Entertainment Television, LLC, Assignee, FRN: 0019515295
Lead Application File No. SES-ASG-20100201-00148

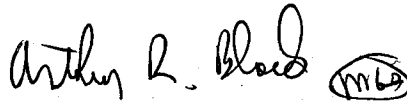
Dear Ms. Dortch:

The attached amends the above-referenced FCC Form 312 assignment application filed on January 28, 2010, the lead satellite earth station application filed in connection with the transaction among Comcast Corporation, General Electric Company, and NBC Universal, Inc.¹ Specifically, the attached amends certain portions of Exhibit E (Description of the Transaction) and certain portions of Exhibit F (Public Interest Statement).

Similar amendments are being filed today with respect to the pending broadcast applications (Lead Application File No. BTCCDT-20100128AAG) and wireless applications (Lead Application File No. 0004101576) associated with the transaction.

Should you have any questions, please do not hesitate to contact Michael G. Jones, Willkie Farr & Gallagher LLP, at (202) 303-1141 or mjones@willkie.com.

Respectfully submitted,



Arthur R. Block
Senior Vice President, General Counsel,
and Secretary
Comcast Corporation
on behalf of Assignor and Assignee

¹ *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, Lead Application File Nos. BTCCDT-20100128AAG (MB), SES-ASG-20100201-00148 (IB), and 0004101576 (WTB).*

ADDENDUM 2 TO DESCRIPTION OF THE TRANSACTION

The following section of the Exhibit is replaced with the version attached hereto:

- Part 1: Comcast Earth Station Licensee Internal Restructurings (narrative portion only)

Part 1: Comcast Earth Station Licensee Internal Restructurings

E! Entertainment Television, Inc.

As shown in the attached ownership diagram (Chart 1), E! Entertainment Television, Inc. (“E! Entertainment Television”) is an indirect, wholly owned subsidiary of Comcast Corporation. It is the licensee of two satellite earth station licenses and two business radio licenses: E080069, E020009, WPVJ725, and WQIZ214. E! Entertainment Television is directly owned by five entities: Comcast Entertainment Networks Holdings, LLC, which owns a 30.95 percent interest; ComCon Entertainment Holdings, Inc., which owns a 31.07 percent interest; Comcast Entertainment Holdings LLC, which owns a 17.24 percent interest; Comcast LMC E! Entertainment, Inc., which owns a 10.37 percent interest; and Comcast MO Investments, Inc., which owns a 10.37 percent interest. Each of these five entities is wholly owned by Comcast Holdings Corporation, either directly or indirectly. Comcast Holdings Corporation is a direct, wholly owned subsidiary of Comcast Corporation.

Ownership of E! Entertainment Television will be restructured as follows:

- Each of the domestic subsidiaries of E! Entertainment Television, Inc. (E! Networks Productions, Inc., E! Networks Sales and Distribution, Inc., Exclamation Music, Inc. and Exclamation Productions, Inc.) will be converted or merged into newly formed limited liability companies (E! Entertainment Television International Holdings, LLC, E! Networks Productions, LLC, E! Networks Sales and Distribution, LLC, Exclamation Music, LLC and Exclamation Productions, LLC).
- Comcast MO Investments, Inc. will be converted or merged into a newly formed limited liability company, Comcast MO Investments, LLC.
- Comcast MO Group, Inc. will be converted to a single member limited liability company, Comcast MO Group, LLC.
- Comcast of Georgia / Virginia, Inc. will be converted to a single member limited liability company, Comcast of Georgia / Virginia, LLC.
- Comcast MO Investments, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast MO of Delaware, LLC.
- Comcast MO of Delaware, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast of Georgia/Virginia, LLC.
- Comcast of Georgia/Virginia, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast MO Group, LLC.
- Comcast MO Group, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast Cable Communications, LLC.

- Comcast Cable Communications, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast Holdings Corporation.
- Each of the stockholders in E! Entertainment Television, Inc. will contribute all of its respective shares of stock in E! Entertainment Television, Inc. to a newly formed “C” corporation (“E! Holdings, Inc.”) in exchange for a proportionate share of the stock in E! Holdings, Inc.
- E! Entertainment Television, Inc. will be converted or merged into a newly formed limited liability company, E! Entertainment Television, LLC.
- Comcast Entertainment Holdings, LLC, and ComCon Entertainment Holdings, Inc. will both merge with and into Comcast Entertainment Networks Holdings, LLC, with Comcast Entertainment Networks Holdings, LLC as the survivor. This will make Comcast Entertainment Networks Holdings, LLC the 79.26 percent shareholder in E! Holdings, Inc.
- Comcast Entertainment Networks Holdings, LLC will then distribute its 79.26 percent stock interest in E! Holdings, Inc. to Comcast Holdings Corporation. This will result in Comcast Holdings Corporation owning 89.63 percent of E! Holdings, Inc.
- Comcast QVC, Inc. will convert to a limited liability company, Comcast QVC, LLC.
- Comcast ICCP, Inc. will convert to a limited liability company, Comcast ICCP, LLC.
- Comcast LMC E! Entertainment, Inc. will convert to a limited liability company, Comcast LMC E! Entertainment, LLC.
- Comcast LMC E! Entertainment, LLC will distribute its 10.37 percent stock interest in E! Holdings, Inc. to Comcast ICCP, LLC.
- Comcast ICCP, LLC will distribute that 10.37 percent stock interest in E! Holdings, Inc. to Comcast QVC, LLC.
- Comcast QVC, LLC will distribute that 10.37 percent stock interest in E! Holdings, Inc. to Comcast Programming Holdings, LLC.
- Comcast Programming Holdings, LLC will distribute that 10.37 percent stock interest in E! Holdings, Inc. to Comcast Holdings Corporation. This will make Comcast Holdings Corporation the 100 percent shareholder in E! Holdings, Inc.

The ownership of E! Entertainment Television following the restructuring is shown in Chart 2 attached hereto.

The following steps will occur immediately prior to Comcast Corporation’s acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. E! Holdings, Inc. will contribute the entire interest in E! Entertainment

Television, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will contribute the entire interest in E! Entertainment Television, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 3 attached hereto shows the ownership structure of E! Entertainment Television following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100 percent owner of E! Entertainment Television. The transfer of control of E! Entertainment Television to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

TGC, Inc.

As shown in the attached ownership diagram (Chart 4), TGC, Inc. ("TGC") is an indirect, wholly owned subsidiary of Comcast Corporation. TGC is the licensee of one satellite earth station license and two business radio licenses: E050133, WPWN254, and WPWV971. TGC is a direct, wholly owned subsidiary of Comcast Programming Holdings, LLC. Comcast Programming Holdings, LLC is a direct, wholly owned subsidiary of Comcast Holdings Corporation, which is a direct, wholly owned subsidiary of Comcast Corporation.

Ownership of TGC will be restructured as follows:

- Comcast Programming Holdings, LLC will form a new corporation, TGC Holdings, Inc.
- Comcast Programming Holdings, LLC will contribute 100 percent of the stock of TGC, Inc. to TGC Holdings, Inc.
- TGC, Inc. will be converted into a limited liability company, TGC, LLC.
- Comcast Programming Holdings, LLC will distribute 100 percent of the stock of TGC Holdings, Inc to Comcast Holdings Corporation.

The ownership of TGC, Inc. following the restructuring is shown in Chart 5 attached hereto.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. TGC Holdings, Inc. will contribute its 100 percent membership interest in TGC, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will contribute 100 percent of the membership interests in TGC, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 6 attached hereto shows the ownership structure of TGC, Inc. following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100

percent owner of TGC, Inc. The transfer of control of TGC, Inc. to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

The Comcast Network LLC

As shown in the attached ownership diagram (Chart 7), The Comcast Network, LLC is a direct, wholly owned subsidiary of Comcast Corporation. The Comcast Network, LLC is the licensee of five satellite earth stations: E090030, E000360, E000423, E020281, and E050129.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. Comcast Corporation will contribute 100 percent of the membership interests in The Comcast Network, LLC to Comcast Contribution Holdings, LLC, a newly formed single member LLC with Comcast Corporation as the sole member. Comcast Contribution Holdings, LLC will then contribute 100 percent of the membership interests in The Comcast Network, LLC to Comcast Navy Contribution, LLC, a newly formed LLC. Comcast Navy Contribution, LLC will contribute 100 percent of the membership interests in The Comcast Network, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 8 attached hereto shows the ownership structure of The Comcast Network, LLC following the closing.

The transfer of control of The Comcast Network, LLC by Comcast Corporation to Newco will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

New England Cable News

As shown in the attached ownership diagram (Chart 9), New England Cable News is an indirect, wholly owned subsidiary of Comcast Corporation. It is the licensee of three satellite earth station licenses: E050107, E940292, and E970108. Comcast MO Investments, Inc., an indirect, wholly owned subsidiary of Comcast Corporation, owns directly 100 percent of the stock of Comcast MO Cable News, Inc. ("Comcast MO Cable News"). Comcast MO Cable News directly and indirectly owns in the aggregate 100 percent of New England Cable News. Comcast MO Cable News directly owns a 50 percent interest in New England Cable News as a general partner. It indirectly owns the remaining 50 percent interest as general partner through its direct, wholly owned subsidiary, Comcast NECN Holdings, LLC.

Ownership of New England Cable News will be restructured as follows:

- Comcast MO Cable News, Inc. will be converted or merged into a newly formed limited liability company, Comcast MO Cable News, LLC.
- Comcast MO Investments, Inc. will be converted or merged into a newly formed limited liability company, Comcast MO Investments, LLC.

- Comcast MO Group, Inc. will be converted to a single member limited liability company, Comcast MO Group, LLC.
- Comcast of Georgia / Virginia, Inc. will be converted to a single member limited liability company, Comcast of Georgia / Virginia, LLC.
- Comcast MO Investments, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast MO of Delaware, LLC.
- Comcast MO of Delaware, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast of Georgia/Virginia, LLC.
- Comcast of Georgia/Virginia, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast MO Group, LLC.
- Comcast MO Group, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast Cable Communications, LLC.
- Comcast Cable Communications, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast Holdings Corporation.

The ownership of New England Cable News following the restructuring is shown in Chart 10 attached hereto.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. Comcast Holdings Corporation will contribute the entire membership interest in Comcast MO Cable News, LLC to CHC, LLC. CHC, LLC will contribute the entire membership interest in Comcast MO Cable News, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will contribute 100 percent of the membership interests in Comcast MO Cable News, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC. Chart 11 attached hereto shows the ownership structure of New England Cable News following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100 percent owner of New England Cable News. The transfer of control of New England Cable News to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

ADDENDUM 2 TO APPENDIX 2 TO THE PUBLIC INTEREST STATEMENT

The following section of Appendix 2 to the Public Interest Statement is replaced with the version attached hereto:

- B. Internal Restructuring and Contribution to Newco of Comcast Contributed Entities

B. INTERNAL RESTRUCTURING AND CONTRIBUTION TO NEWCO OF COMCAST CONTRIBUTED ENTITIES.

The Comcast Network, LLC

As shown in the attached ownership diagram (Chart 1), The Comcast Network, LLC is a direct, wholly owned subsidiary of Comcast Corporation. The Comcast Network, LLC is the licensee of five satellite earth stations: E090030, E000360, E000423, E020281, and E050129.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. Comcast Corporation will contribute 100 percent of the membership interests in The Comcast Network, LLC to Comcast Contribution Holdings, LLC, a newly formed single member LLC with Comcast Corporation as the sole member. Comcast Contribution Holdings, LLC will then contribute 100 percent of the membership interests in The Comcast Network, LLC to Comcast Navy Contribution, LLC, a newly formed LLC. Comcast Navy Contribution, LLC will contribute 100 percent of the membership interests in The Comcast Network, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 2 attached hereto shows the ownership structure of The Comcast Network, LLC following the closing.

The transfer of control of The Comcast Network, LLC by Comcast Corporation to Newco will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

Comcast SportsNet Mid-Atlantic, L.P.

As shown in the attached ownership diagram (Chart 3), Comcast SportsNet Mid-Atlantic, L.P. is an indirect, wholly owned subsidiary of Comcast Holdings Corporation, which is a direct, wholly owned subsidiary of Comcast Corporation. Comcast SportsNet Mid-Atlantic, L.P. is the licensee of one business radio license: WPWF842. Comcast SportsNet Mid-Atlantic GP, LLC is a direct, wholly owned subsidiary of Comcast Holdings Corporation. Comcast SportsNet Mid-Atlantic GP, LLC in turn directly and indirectly owns in the aggregate 100 percent of Comcast SportsNet Mid-Atlantic, L.P. Comcast SportsNet Mid-Atlantic GP, LLC owns a 65.702 percent interest in Comcast SportsNet Mid-Atlantic, L.P. as a general partner, and a 100 percent membership interest in Comcast SportsNet Mid-Atlantic LP, LLC, which in turn owns a 34.298 percent interest in Comcast SportsNet Mid-Atlantic, L.P. as a limited partner.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. Comcast Holdings Corporation will contribute 100 percent of the membership interests in Comcast SportsNet Mid-Atlantic GP, LLC to CHC, LLC, a newly formed single member LLC with Comcast Holdings Corporation as the sole member. CHC, LLC will contribute 100 percent of the membership interests in Comcast SportsNet Mid-Atlantic GP, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will then contribute 100 percent of the membership interests in Comcast SportsNet Mid-Atlantic GP, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco).

Chart 4 attached hereto shows the ownership structure of Comcast SportsNet Mid-Atlantic, L.P. following the closing.

The transfer of control of Comcast SportsNet Mid-Atlantic, L.P. by Comcast Holdings Corporation to Newco will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

Comcast SportsNet Philadelphia, L.P.

As shown in the attached ownership diagram (Chart 5), Comcast SportsNet Philadelphia, L.P. is an indirect, wholly owned subsidiary of Comcast Holdings Corporation, which is a direct, wholly owned subsidiary of Comcast Corporation. Comcast SportsNet Philadelphia, L.P. is the licensee of one business radio license: WQAW846. Comcast SportsNet Philadelphia, L.P. is owned 60.55 percent by COM Sports Ventures, Inc. as a limited partner, 38.45 percent by Comcast PSM Holdings, LLC as a limited partner, and 1 percent by Comcast SportsNet Philadelphia, Inc. as a general partner. COM Sports Ventures and Comcast PSM Holdings, Inc. both are indirect, wholly owned subsidiaries of Comcast Holdings Corporation. Comcast SportsNet Philadelphia, Inc. is owned by two entities: COM Sports Ventures, Inc., which owns a 70 percent interest; and Comcast PSM Holdings, LLC, which owns a 30 percent interest.

Ownership of Comcast SportsNet Philadelphia, L.P. will be restructured as follows:

- Comcast PSM Holdings, LLC will distribute its 30 percent interest in Comcast SportsNet Philadelphia, Inc. to Comcast Cable Communications, LLC.
- Comcast Cable Communications, LLC will distribute that 30 percent interest in Comcast SportsNet Philadelphia, Inc. to Comcast Holdings Corporation.
- Comcast Sports Holding Company, LLC will distribute the entire stock interest in COM Sports Ventures, Inc. to Comcast Holdings Corporation.
- Comcast Holdings Corporation will contribute the 30 percent interest in Comcast SportsNet Philadelphia, Inc. to COM Sports Ventures, Inc., so that COM Sports Ventures, Inc. now owns 100 percent of Comcast SportsNet Philadelphia, Inc.
- Comcast SportsNet Philadelphia, Inc. will merge into COM Sports Ventures, Inc., with COM Sports Ventures, Inc. as the survivor, resulting in COM Sports Ventures, Inc. owning 61.55 percent of Comcast SportsNet Philadelphia, L.P.
- Comcast Cable Communications, LLC will distribute its entire interest in Comcast PSM Holdings, LLC to Comcast Holdings Corporation.
- Comcast Holdings Corporation and COM Sports Ventures, Inc. will form a new limited liability company, Comcast SportsNet Philadelphia Holdings, LLC.
- Comcast Holdings Corporation will contribute the entire membership interest in Comcast PSM Holdings, LLC to Comcast SportsNet Philadelphia Holdings, LLC.

- COM Sports Ventures, Inc. will contribute its 61.55 percent interest in Comcast SportsNet Philadelphia, L.P. to Comcast SportsNet Philadelphia Holdings, LLC.

The ownership of Comcast SportsNet Philadelphia, L.P. following the restructuring is shown in Chart 6 attached hereto.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. Comcast SportsNet Philadelphia Holdings, LLC will contribute the entire membership interest in Comcast PSM Holdings, LLC and its 61.55 percent interest in Comcast SportsNet Philadelphia, L.P. to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will contribute 100 percent of the membership interests in Comcast PSM Holdings, LLC and its 61.55 percent interest in Comcast SportsNet Philadelphia, L.P. directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 7 attached hereto shows the ownership structure of Comcast SportsNet Philadelphia, L.P. following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100 percent owner of Comcast SportsNet Philadelphia, L.P. The transfer of control of Comcast SportsNet Philadelphia, L.P. to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

New England Cable News

As shown in the attached ownership diagram (Chart 8), New England Cable News is an indirect, wholly owned subsidiary of Comcast Corporation. It is the licensee of three satellite earth station licenses: E050107, E940292, and E970108. Comcast MO Investments, Inc., an indirect, wholly owned subsidiary of Comcast Corporation, owns directly 100 percent of the stock of Comcast MO Cable News, Inc. ("Comcast MO Cable News"). Comcast MO Cable News directly and indirectly owns in the aggregate 100 percent of New England Cable News. Comcast MO Cable News directly owns a 50 percent interest in New England Cable News as a general partner. It indirectly owns the remaining 50 percent interest as general partner through its direct, wholly owned subsidiary, Comcast NECN Holdings, LLC.

Ownership of New England Cable News will be restructured as follows:

- Comcast MO Cable News, Inc. will be converted or merged into a newly formed limited liability company, Comcast MO Cable News, LLC.
- Comcast MO Investments, Inc. will be converted or merged into a newly formed limited liability company, Comcast MO Investments, LLC.
- Comcast MO Group, Inc. will be converted to a single member limited liability company, Comcast MO Group, LLC.
- Comcast of Georgia / Virginia, Inc. will be converted to a single member limited liability company, Comcast of Georgia / Virginia, LLC.

- Comcast MO Investments, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast MO of Delaware, LLC.
- Comcast MO of Delaware, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast of Georgia/Virginia, LLC.
- Comcast of Georgia/Virginia, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast MO Group, LLC.
- Comcast MO Group, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast Cable Communications, LLC.
- Comcast Cable Communications, LLC will distribute the entire membership interest in Comcast MO Cable News, LLC to Comcast Holdings Corporation.

The ownership of New England Cable News following the restructuring is shown in Chart 9 attached hereto.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. Comcast Holdings Corporation will contribute the entire membership interest in Comcast MO Cable News, LLC to CHC, LLC. CHC, LLC will contribute the entire membership interest in Comcast MO Cable News, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will contribute 100 percent of the membership interests in Comcast MO Cable News, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC. Chart 10 attached hereto shows the ownership structure of New England Cable News following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100 percent owner of New England Cable News. The transfer of control of New England Cable News to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

E! Entertainment Television, Inc.

As shown in the attached ownership diagram (Chart 11), E! Entertainment Television, Inc. ("E! Entertainment Television") is an indirect, wholly owned subsidiary of Comcast Corporation. It is the licensee of two satellite earth station licenses and two business radio licenses: E080069, E020009, WPVJ725, and WQIZ214. E! Entertainment Television is directly owned by five entities: Comcast Entertainment Networks Holdings, LLC, which owns a 30.95 percent interest; ComCon Entertainment Holdings, Inc., which owns a 31.07 percent interest; Comcast Entertainment Holdings LLC, which owns a 17.24 percent interest; Comcast LMC E! Entertainment, Inc., which owns a 10.37 percent interest; and Comcast MO Investments, Inc., which owns a 10.37 percent interest. Each of these five entities is wholly owned by Comcast Holdings Corporation, either directly or indirectly. Comcast Holdings Corporation is a direct, wholly owned subsidiary of Comcast Corporation.

Ownership of E! Entertainment Television will be restructured as follows:

- Each of the domestic subsidiaries of E! Entertainment Television, Inc. (E! Networks Productions, Inc., E! Networks Sales and Distribution, Inc., Exclamation Music, Inc. and Exclamation Productions, Inc.) will be converted or merged into newly formed limited liability companies (E! Entertainment Television International Holdings, LLC, E! Networks Productions, LLC, E! Networks Sales and Distribution, LLC, Exclamation Music, LLC and Exclamation Productions, LLC).
- Comcast MO Investments, Inc. will be converted or merged into a newly formed limited liability company, Comcast MO Investments, LLC.
- Comcast MO Group, Inc. will be converted to a single member limited liability company, Comcast MO Group, LLC.
- Comcast of Georgia / Virginia, Inc. will be converted to a single member limited liability company, Comcast of Georgia / Virginia, LLC.
- Comcast MO Investments, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast MO of Delaware, LLC.
- Comcast MO of Delaware, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast of Georgia/Virginia, LLC.
- Comcast of Georgia/Virginia, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast MO Group, LLC.
- Comcast MO Group, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast Cable Communications, LLC.
- Comcast Cable Communications, LLC will distribute its 10.37 percent interest in E! Entertainment Television, Inc. to Comcast Holdings Corporation.
- Each of the stockholders in E! Entertainment Television, Inc. will contribute all of its respective shares of stock in E! Entertainment Television, Inc. to a newly formed “C” corporation (“E! Holdings, Inc.”) in exchange for a proportionate share of the stock in E! Holdings, Inc.
- E! Entertainment Television, Inc. will be converted or merged into a newly formed limited liability company, E! Entertainment Television, LLC.
- Comcast Entertainment Holdings, LLC, and ComCon Entertainment Holdings, Inc. will both merge with and into Comcast Entertainment Networks Holdings, LLC, with Comcast Entertainment Networks Holdings, LLC as the survivor. This will make Comcast Entertainment Networks Holdings, LLC the 79.26 percent shareholder in E! Holdings, Inc.
- Comcast Entertainment Networks Holdings, LLC will then distribute its 79.26 percent stock interest in E! Holdings, Inc. to Comcast Holdings Corporation. This will result in Comcast Holdings Corporation owning 89.63 percent of E! Holdings, Inc.
- Comcast QVC, Inc. will convert to a limited liability company, Comcast QVC, LLC.

- Comcast ICCP, Inc. will convert to a limited liability company, Comcast ICCP, LLC.
- Comcast LMC E! Entertainment, Inc. will convert to a limited liability company, Comcast LMC E! Entertainment, LLC.
- Comcast LMC E! Entertainment, LLC will distribute its 10.37 percent stock interest in E! Holdings, Inc. to Comcast ICCP, LLC.
- Comcast ICCP, LLC will distribute that 10.37 percent stock interest in E! Holdings, Inc. to Comcast QVC, LLC.
- Comcast QVC, LLC will distribute that 10.37 percent stock interest in E! Holdings, Inc. to Comcast Programming Holdings, LLC.
- Comcast Programming Holdings, LLC will distribute that 10.37 percent stock interest in E! Holdings, Inc. to Comcast Holdings Corporation. This will make Comcast Holdings Corporation the 100 percent shareholder in E! Holdings, Inc.

The ownership of E! Entertainment Television following the restructuring is shown in Chart 12 attached hereto.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. E! Holdings, Inc. will contribute the entire interest in E! Entertainment Television, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will contribute the entire interest in E! Entertainment Television, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 13 attached hereto shows the ownership structure of E! Entertainment Television following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100 percent owner of E! Entertainment Television. The transfer of control of E! Entertainment Television to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

Versus, L.P.

As shown in the attached ownership diagram (Chart 14), Versus, L.P. is an indirect, wholly owned subsidiary of Comcast Corporation. It is the licensee of one business radio license: WPTR291. Versus, L.P. is directly owned by two entities: Comcast Programming Ventures III, LLC, which owns an 83 percent interest as a general partner; and Comcast Programming Ventures II, Inc., which owns a 17 percent interest as a limited partner. Comcast Programming Holdings, LLC wholly owns Comcast Programming Ventures III, LLC and Comcast Programming Ventures II, Inc. Comcast Corporation wholly owns Comcast Programming Holdings, LLC.

Ownership of Versus, L.P. will be restructured as follows:

- Comcast Programming Ventures II, Inc. and Comcast Programming Holdings, LLC will form a new limited liability company, Versus Holdings, LLC.
- Comcast Programming Ventures II, Inc. will contribute its 17 percent limited partnership interest in Versus, L.P. to Versus Holdings, LLC in exchange for a 17 percent interest in Versus Holdings, LLC.
- Comcast Programming Holdings, LLC will contribute 100 percent of the membership interests in Comcast Programming Ventures III, LLC to Versus Holdings, LLC in exchange for a 83 percent interest in Versus Holdings, LLC.
- Comcast Programming Ventures, LLC will distribute 100 percent of the stock in Comcast Programming Ventures II, Inc. to Comcast Programming Holdings LLC.
- Comcast Programming Holdings LLC will distribute 100 percent of the stock in Comcast Programming Ventures II, Inc. and 83 percent of the membership interests in Versus Holdings, LLC to Comcast Holdings Corporation.

The ownership of Versus, L.P. following the restructuring is shown in Chart 15 attached hereto.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. Versus Holdings, LLC will contribute its 17 percent limited partnership interest in Versus, L.P. and 100 percent of the membership interest in Comcast Programming Ventures III, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC. will contribute its 17 percent limited partnership interest in Versus, L.P. and 100 percent of the membership interest in Comcast Programming Ventures III, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 16 attached hereto shows the ownership structure of Versus, L.P. following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100 percent owner of Versus, L.P. The transfer of control of Versus, L.P. to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.

TGC, Inc.

As shown in the attached ownership diagram (Chart 17), TGC, Inc. ("TGC") is an indirect, wholly owned subsidiary of Comcast Corporation. TGC is the licensee of one satellite earth station license and two business radio licenses: E050133, WPWN254, and WPWV971. TGC is a direct, wholly owned subsidiary of Comcast Programming Holdings, LLC. Comcast Programming Holdings, LLC is a direct, wholly owned subsidiary of Comcast Holdings Corporation, which is a direct, wholly owned subsidiary of Comcast Corporation.

Ownership of TGC will be restructured as follows:

- Comcast Programming Holdings, LLC will form a new corporation, TGC Holdings, Inc.

- Comcast Programming Holdings, LLC will contribute 100 percent of the stock of TGC, Inc. to TGC Holdings, Inc.
- TGC, Inc. will be converted into a limited liability company, TGC, LLC.
- Comcast Programming Holdings, LLC will distribute 100 percent of the stock of TGC Holdings, Inc to Comcast Holdings Corporation.

The ownership of TGC, Inc. following the restructuring is shown in Chart 18 attached hereto.

The following steps will occur immediately prior to Comcast Corporation's acquisition of control of Newco, but will occur contemporaneous with that acquisition of control and as part of a single closing. TGC Holdings, Inc. will contribute its 100 percent membership interest in TGC, LLC to Comcast Navy Contribution, LLC. Comcast Navy Contribution, LLC will contribute 100 percent of the membership interests in TGC, LLC directly to NBC Universal Media, LLC and will receive in exchange equity interests in NBC Universal Media, LLC's sole member, NBC Universal, LLC (Newco). Chart 19 attached hereto shows the ownership structure of TGC, Inc. following the closing.

To the extent the steps above involve changes in control, all such steps are *pro forma* because, both before and after each step, Comcast Corporation will remain the indirect 100 percent owner of TGC, Inc. The transfer of control of TGC, Inc. to Newco also will be a *pro forma* change in control because Comcast Corporation will own a 51 percent interest in and ultimately control Newco.