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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to Public
Inspection

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation NBC Universal Foundation		A Employer identification number 13-6096061			
Number and street (or P O box number if mail is not delivered to street address) NBCUniversal 30 Rockefeller Plz Roo		B Telephone number (see instructions) (212) 664-5263			
C If exemption application is pending, check here <input checked="" type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>					
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	7,010,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	309,654	309,654		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	16,508			
	b Gross sales price for all assets on line 6a 16,508				
	7 Capital gain net income (from Part IV, line 2)		16,508		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	7,336,162	326,162			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	13,438			13,438
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,566			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	53,589	168		53,421
	24 Total operating and administrative expenses.				
Add lines 13 through 23	75,593	168		66,859	
25 Contributions, gifts, grants paid.	525,000			525,000	
26 Total expenses and disbursements. Add lines 24 and 25	600,593	168		591,859	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,735,569				
b Net investment income (if negative, enter -0-)		325,994			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1 Cash—non-interest-bearing				
2 Savings and temporary cash investments		4,052,251	4,459,285	4,459,285
3 Accounts receivable ►				
Less allowance for doubtful accounts ►				
4 Pledges receivable ►				
Less allowance for doubtful accounts ►				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
7 Other notes and loans receivable (attach schedule) ►				
Less allowance for doubtful accounts ►				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments—U S and state government obligations (attach schedule)		4,169,574	4,169,574	4,835,547
b Investments—corporate stock (attach schedule)		2,036,392	8,382,927	8,470,474
c Investments—corporate bonds (attach schedule)				
11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
15 Other assets (describe ► _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		10,258,217	17,011,786	17,765,306
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ► _____)				
23 Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances				
24 Unrestricted	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
25 Temporarily restricted	and complete lines 24 through 26 and lines 30 and 31.			
26 Permanently restricted				
27 Capital stock, trust principal, or current funds	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
28 Paid-in or capital surplus, or land, bldg , and equipment fund	and complete lines 27 through 31.			
29 Retained earnings, accumulated income, endowment, or other funds		10,258,217	17,011,786	
30 Total net assets or fund balances (see page 17 of the instructions)		10,258,217	17,011,786	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		10,258,217	17,011,786	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,258,217
2 Enter amount from Part I, line 27a	2	6,735,569
3 Other increases not included in line 2 (itemize) ►	3	18,000
4 Add lines 1, 2, and 3	4	17,011,786
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,011,786

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	Publicly-traded Securities			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	16,508			16,508
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				16,508
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	<small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	2	16,508
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
<small>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</small>				

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,013,477	11,009,433	000 092055
2010	960,000	8,762,645	000 109556
2009	1,448,422	9,745,569	000 148624
2008	1,598,078	11,070,421	000 144356
2007	1,884,912	12,396,595	000 152051
2			2 000 646642
3			3 000 129328
4			4 14,595,304
5			5 1,887,581
6			6 3,260
7			7 1,890,841
8			8 591,859

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	6,520
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	6,520
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	6,520
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,600
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	7	5,600
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9	920
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		
		10	11

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

14 The books are in care of ► NBC Universal Foundation Telephone no ► (818) 777-6488
 Located at ► 100 Universal City Plaza Universal City CA ZIP +4 ► 91608

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► and enter the amount of tax-exempt interest received or accrued during the year. ► 15

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ► Organizations relying on a current notice regarding disaster assistance check here. ►	1b	
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ►	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3a	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ►	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ►	4b	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions).

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE"

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1		
2		
All other program-related investments See page 24 of the instructions		
3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 8,049,239
b	Average of monthly cash balances.	1b 6,768,329
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 14,817,568
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 14,817,568
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input checked="" type="checkbox"/>	4 222,264
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 14,595,304
6	Minimum investment return. Enter 5% of line 5.	6 729,765

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1 729,765
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 6,520
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 6,520
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 723,245
4	Recoveries of amounts treated as qualifying distributions.	4 18,000
5	Add lines 3 and 4.	5 741,245
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 741,245

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <input checked="" type="checkbox"/>	1a 591,859
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 591,859
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 591,859

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				741,245
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	1,270,428			
b From 2008.	1,048,521			
c From 2009.	964,420			
d From 2010.	487,171			
e From 2011.	469,334			
f Total of lines 3a through e.	4,239,874			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 591,859				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				591,859
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	149,386			149,386
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,090,488			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,121,042			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,969,446			
10 Analysis of line 9				
a Excess from 2008.	1,048,521			
b Excess from 2009.	964,420			
c Excess from 2010.	487,171			
d Excess from 2011.	469,334			
e Excess from 2012.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	525,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.					
5 Net rental income or (loss) from real estate				14	309,720
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory				18	16,442
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).					326,162
13 Total. Add line 12, columns (b), (d), and (e).				13	326,162
(See worksheet in line 13 instructions to verify calculations.)					

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bridget Baker	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
David Burg	Assist Sec 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Maren Christensen	Executive VP / Dir / Sec 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Elizabeth Colleton	VP / Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Bob Corcoran	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Richard Cotton	Execut VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
James Degnan	Assistant Treas / VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Bruce A Eddy	Assistant Treas/ VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Patricia Fili-Krushel	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Sean Gamble	VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Cindy Gardner	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Andrea Rose Hartman	Assist Sec 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Susan Haspel	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Thomas N Jones	Assistant Treas / VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Ken Kahrs	Senior VP / Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Gabriela Kornzweig	Assist Sec 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Charisse Lillie	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Jennifer Dawn Mayhew	Assistant Treas / VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Ron Meyer	Pres / Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
David H Meyers	Assistant Controller / VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Adam Miller	Pres / Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Anne B Nielson	Assist Sec 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Brian J O'Leary Jr	Assistant Treas / VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Marc Palotay	Assistant Treas / VP 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Craig P Robinson	Dir / Fdn Grants Comm 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Christy Shibata	Executive VP / Dir / Treas 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Valari Staab	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Susan E Weiner	Assist Sec 001 00	0		
30 Rockefeller Plaza New York, NY 10012				
Lauren Zalaznick	Dir 001 00	0		
30 Rockefeller Plaza New York, NY 10012				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
826LA 1714 W SUNSET BLVD LOS ANGELES, CA 90026	N/A	509a1	General Unrestricted	100,000
CENTER FOR NTL INDEPENDENCE IN POLITICS 1 COMMON GROUND PHILIPSBURG, MT 59858	N/A	509a1	Make It Personal Voter Education Initiative	10,000
CENTER FOR NONPROFITS AND VOTING INC 89 S ST STE 203 BOSTON, MA 02111	N/A	509a1	Vota Por Tu Futuro Project	5,000
CHICANO FEDERATION OF SAN DIEGO CNTY 3180 UNIVERSITY AVE STE 317 SAN DIEGO, CA 92104	N/A	509a1	General Unrestricted	25,000
COMMUNITY PARTNERSHIP SCHOOL 1936 N JUDSON ST PHILADELPHIA, PA 19121	N/A	509a1	General Unrestricted	50,000
DISCOVER A STAR 100 UNIVERSAL CITY PLZ UNIVERSAL CTY, CA 91608	N/A	509a1	General Unrestricted	50,000
MOTION PICTURE AND TELEVISION FUND 23388 MULHOLLAND DR STE 220 WOODLAND HILLS, CA 91364	N/A	509a1	General Unrestricted	100,000
PROJECT SYNCERE 8247 S CRANDON AVE CHICAGO, IL 60617	N/A	509a1	General Unrestricted	50,000
PROVIDENCE HEALTH & SERVICES FDN 501 S BUENA VISTA ST BURBANK, CA 91505	N/A	509a1	SJ Neuroscience/Stroke Fund	60,000
RESURRECTION PROJECT 1818 S PAULINA ST CHICAGO, IL 60608	N/A	509a1	General Unrestricted	25,000
UNIVERSAL ORLANDO FOUNDATION INC 1000 UNIVERSAL PLZ ORLANDO, FL 32819	N/A	509a1	General Unrestricted	50,000
Total			► 3a	525,000

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2012**Name of the organization**

NBC Universal Foundation

Employer identification number

13-6096061

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization NBC Universal Foundation			Employer identification number 13-6096061
Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NBC Universal Corporate 30 Rockefeller Plaza New York, NY 10112	\$ 7,010,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization NBC Universal Foundation		Employer identification number 13-6096061	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusive/y religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—		—	

TY 2012 Accounting Fees Schedule

Name: NBC Universal Foundation

EIN: 13-6096061

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Accounting Service and Tax Consultations	13,438			13,438

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: NBC Universal Foundation

EIN: 13-6096061

Software ID: 12000057

Software Version: 12.15.422.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					16,508				16,508	

TY 2012 General Explanation Attachment

Name: NBC Universal Foundation

EIN: 13-6096061

Software ID: 12000057

Software Version: 12.15.422.1

TY 2012 Investments Corporate Stock Schedule

Name: NBC Universal Foundation

EIN: 13-6096061

Software ID: 12000057

Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
25931 shares of BLACKROCK EQ DIVIDEND A	503,426	515,774
46814 shares of BLACKROCK MULTI-ASSET INCOME CL A	500,918	507,928
44085 shares of DOUBLELINE TOTAL RETURN BOND CL N	502,200	499,488
165785 shares of FEDERATED ULTRASHORT BOND FUND A SHARES	1,526,283	1,530,192
29862 shares of FORMULA INVESTING INTL VAL SEL A	255,878	271,143
82504 shares of JP MORGAN CORE BOND FUND CLASS A	1,003,250	995,828
141806 shares of NEUBERGER BERMAN EQTY A	1,582,354	1,652,039
43206 shares of PRUDENTIAL SHORT-TERM CORPORATE BOND FUND INCCL A	500,762	499,461
34170 shares of PRUDENTIAL TOTAL RETURN BOND CL A	505,337	501,610
49821 shares of PUTNAM SHORT DURATION INCOME CL A	500,205	500,199
110145 shares of SENTINEL SHORT MATURITY GOVT CL S	1,002,314	996,812

TY 2012 Other Expenses Schedule

Name: NBC Universal Foundation

EIN: 13-6096061

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	52,591			52,591
Bank Charges	168	168		
State or Local Filing Fees	830			830

TY 2012 Other Increases Schedule

Name: NBC Universal Foundation

EIN: 13-6096061

Software ID: 12000057

Software Version: 12.15.422.1

Description	Amount
Returned Grant	18,000

TY 2012 Taxes Schedule

Name: NBC Universal Foundation**EIN:** 13-6096061**Software ID:** 12000057**Software Version:** 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	5,600			
Excise Tax for 2011	2,966			

A0729409

NBCUniversal Foundation
EIN: 13-6096061
Taxable Year Ending December 31, 2012

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN 13 2012

Part VII-A, Line 3 (990-PF) - Change in Bylaws

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NBC UNIVERSAL FOUNDATION
a California nonprofit public benefit corporation**

Adam Miller and Maren Christensen certify that:

1. They are the President and Secretary, respectively, of NBC Universal Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows

I

The name of this corporation is **NBCUNIVERSAL FOUNDATION**.

II

A This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2

B. The specific and primary purpose of this corporation is to engage in activities within the scope of Section 501(c)(3) of the Internal Revenue Code.

III

A. This corporation is organized and operated exclusively for charitable purposes described in Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one or more nonprofit funds, foundations, trusts, or corporations that are organized and operated exclusively for charitable purposes and that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by this corporation's board of directors in its sole discretion.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 4, 2012



Adam Miller, President

Date: _____, 2012

Maren Christensen, Secretary

IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one or more nonprofit funds, foundations, trusts, or corporations that are organized and operated exclusively for charitable purposes and that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by this corporation's board of directors in its sole discretion.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

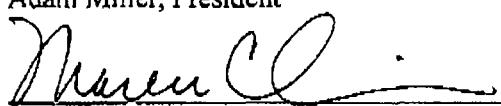
4. This corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____, 2012

Adam Miller, President

Date: June 4, 2012


Maren Christensen, Secretary



I hereby certify that the foregoing
transcript of 3 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office

JUN 27 2012

Date: PS

Debra Bowen

DEBRA BOWEN, Secretary of State

NBCUniversal Foundation

EIN: 13-6096061

Taxable Year Ending December 31, 2012

Part VII-A, Line 3 (990-PF) - Change in Bylaws

**SECOND AMENDED AND RESTATED BYLAWS
of
NBCUNIVERSAL FOUNDATION
a California Nonprofit Public Benefit Corporation**

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SECOND AMENDED AND RESTATED BYLAWS
of
NBCUNIVERSAL FOUNDATION
a California nonprofit public benefit corporation

ARTICLE 1
OFFICES

1.1 Principal Office. The principal office of **NBCUNIVERSAL FOUNDATION** (the “Corporation”) shall be fixed and located at such place as the Board of Directors of the Corporation (the “Board”) shall determine. The Board is granted full power and authority to change said principal office from one location to another.

1.2 Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE 2
MEMBERSHIP

2.1 Members. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

2.2 Associates. Nothing in this ARTICLE 2 shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law (the “Law”). The Corporation may confer by amendment of its Articles of Incorporation (the “Articles”) or of these Bylaws some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056 of the Law.

ARTICLE 3
DIRECTORS

3.1 General Corporate Powers. Subject to the limitations of the Law, the Articles, and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2 Specific Powers. Without prejudice to the general powers set forth in the Law and in Section 3.1 above, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

3.2.1 To select and remove all Officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

3.2.2 To conduct, manage, and control the affairs and activities of the Corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as the Board may deem appropriate.

3.2.3 To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as the Board may deem appropriate.

3.2.4 To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

3.3 Number of Directors. The authorized number of Directors shall be not less than three (3) nor more than eleven (11) until changed by amendment of the Articles or these Bylaws. The exact number of Directors shall be fixed, within the limits specified, by resolution duly adopted by the Board.

3.4 Selection and Term of Office. Directors shall be elected at each annual meeting of the Board. Each elected Director shall take office upon election and shall hold office until the next ensuing annual meeting of the Board and until a successor has been elected and qualified.

3.5 Interested Persons. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For purposes of this Section 3.5, an interested person is:

3.5.1 Any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; or

3.5.2 Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Any violation of the provisions of this Section 3.5 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

3.6 Transactions in Which Directors Have Personal Interest

3.6.1 Any transaction of the Corporation in which any of its Directors have a material financial interest shall be entered into or consummated only if:

3.6.1.1 The transaction is fair and reasonable as to the Corporation at the time the Corporation enters into the transaction;

benefit; and **3.6.1.2** The Corporation enters into the transaction for its own

3.6.1.3 Prior to consummating the transaction or any part thereof the Board authorizes or approves the transaction in good faith by a vote of the majority of the Directors then in office without counting the vote of the interested Director or Directors (although such Director or Directors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken), and with knowledge of the material facts concerning the transaction and such Director's interest in the transaction.

3.6.2 If it is not reasonably practicable to obtain such approval by the Board prior to entering into the transaction, a committee or person authorized by the Board may approve the transaction in a manner consistent with the standards of Section 3.6.1; provided, however, that at its next meeting the Board:

3.6.2.1 Determines that it was not reasonably practicable to obtain approval by the Board prior to entering into the transaction;

3.6.2.2 Determines that the committee or person authorized by the Board approved the transaction in the required manner; and

3.6.2.3 Ratifies the transaction by a vote of the majority of the Directors then in office without counting the vote of the interested Director or Directors (although such Director or Directors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken).

3.6.3 Sections 3.6.1 and 3.6.2 shall not apply to:

3.6.3.1 An action of the Board fixing the compensation of a Director as a Director or Officer of the Corporation;

3.6.3.2 A transaction which is part of a public or charitable program of the Corporation if:

3.6.3.2.1 Is approved or authorized by the Corporation in good faith and without unjustified favoritism; and

3.6.3.2.2 Results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefitted by the public or charitable program; or

3.6.3.2.3 A transaction of which the interested Director or Directors have no actual knowledge and which does not exceed the lesser of one percent (1%) of the gross receipts of the Corporation for the preceding fiscal year or One Hundred Thousand Dollars (\$100,000).

3.6.4 Any contract or other transaction (other than transactions subject to Sections 3.6.1 or 3.6.3 above) between the Corporation and any corporation, firm, association, or other entity of which one or more of this Corporation's Directors are directors or trustees shall be entered into or consummated only if:

3.6.4.1 The material facts relating to the transaction and to such Director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director or Directors; or

3.6.4.2 The contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

3.6.5 Notwithstanding any provision of this Section 3.6, at any time during which Section 4958 of the Internal Revenue Code (the "Code") applies to the Corporation, the Corporation shall consider the possible effect of Section 4958 on any transaction which could constitute an excess benefit transaction as defined in Section 4958(c) of the Code. At any time during which Section 4941 of the Code applies to the Corporation, the Corporation shall not enter into any transaction which would constitute direct or indirect self-dealing as defined in Section 4941(d) of the Code.

3.7 Resignation and Vacancies

3.7.1 Subject to the provisions of Section 5226 of the Law, any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

3.7.2 A vacancy on the Board shall be deemed to exist in case of the death, resignation, or removal of any Director or an increase in the authorized number of Directors. Vacancies on the Board shall be filled by election by the Directors, pursuant to Section 3.4 above, provided that any such vacancy may be filled by a majority of the Directors, although less than a quorum, or by a sole remaining Director at any regular or special meeting of the Board. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.

3.8 Removal. Any Director or Directors may be removed from office without cause if such removal is approved by a majority of the Directors then in office. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final court or judgment of any court to have breached any duty arising under Sections 5230 through 5238 of the Law. No reduction of the

authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

3.9 Place of Meetings. Meetings of the Board shall be held at any place within or outside the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

3.10 Annual Meetings. The Board shall hold an annual meeting for the purposes of organization, selection of Directors and Officers, and the transaction of other business. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

3.11 Regular Meetings. Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed by the Board.

3.12 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two Directors.

3.13 Notice

3.13.1 Annual and special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally or by telephone (including a voice messaging system) or by electronic transmission by the Corporation as defined in Section 20 of the California Corporations Code. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the Directors are regularly held.

3.13.2 Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver. The notice of a special meeting shall state the time of the meeting and the place, if the place is other than the principal office of the Corporation.

3.14 Quorum. A majority of the Directors then serving constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.17. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of

Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

3.15 Participation in Meetings by Conference Telephone and Electronic Means.

Directors may participate in a meeting of the Board, or a committee meeting, through use of a conference telephone, electronic video screen communication or electronic transmission by and to the Corporation pursuant to Sections 20 and 21 of the California Corporations Code. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in that meeting can hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than telephone conference and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

3.15.1 Each member participating in the meeting can communicate with all of the other members concurrently.

3.15.2 Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

3.16 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.17 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

3.18 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in writing, or by telegraph, facsimile, electronic mail, or other electronic means of communication. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the Law.

3.19 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

3.20 Executive Committee

3.20.1 The Board may, by resolution adopted by a majority of the number of Directors then in office, establish an executive committee consisting of at least two Directors (with the specific number to be determined by the Board) which, except when the Board is in session, and except as its powers may be otherwise limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Executive Committee shall also have the power of general supervision, management, and control of the business of the Corporation and over its several Officers.

3.20.2 Appointments to the Executive Committee shall be by a majority vote of the Directors then in office. A majority of all the members of the Executive Committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the Executive Committee at any time, either with or without cause and to fill vacancies; provided that all appointments to the Executive Committee shall be by a majority vote of the Directors then in office. The compensation, if any, of each member of the Executive Committee shall be as prescribed from time to time by the Board. Any action which under the provisions of the Law may be taken at a meeting of the Executive Committee may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the Corporation.

3.21 Audit Committee. For any fiscal year in which the Corporation receives or accrues gross revenues of \$2 million or more, the Board of Directors shall establish an Audit Committee, which may include non-Board members, but may not include the Corporation's President or Treasurer, any member of the Corporation staff, or any person who has a material financial interest in any entity doing business with the Corporation. No individual who receives compensation from the Corporation in excess of the compensation then paid to any Director for services as a Director may be a member of the Audit Committee. If the Corporation has established a Finance Committee, the Chair of the Audit Committee may not be a member of the Finance Committee, and members of the Finance Committee must constitute less than one-half of the Audit Committee. The duties of the Audit Committee shall be: 1) to recommend to the Board of Directors the retention and termination of the independent auditor; 2) to negotiate the compensation of the auditor on behalf of the Board; 3) to confer with the auditor to ensure that the financial affairs of the Corporation are in order; 4) to review the audit documents and determine whether to accept the audit; and 5) to approve performance of any non-audit services to be provided by the auditing firm.

3.22 Standing or Special Committees

3.22.1 The term "standing committee" or "special committee" shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such standing or special committee, and meetings of standing

or special committees may be called by the Board or the chairman of the standing or special committee.

3.22.2 In the event that the Board determines that the management of the Corporation would be benefitted by the establishment of one or more standing or special committees in addition to the Executive Committee, the Board may from time to time establish one or more such committees. The establishment of a standing or special committee shall be effected by a resolution of the Board approved by the vote of the majority of the Directors then in office which specifically sets forth the powers and duties delegated to such committee. Each such committee shall consist of two or more Directors and shall be presided over by a Director selected by the Board.

3.23 Limitations upon Committees of the Board. No committee of the Board shall have any of the authority of the Board with respect to:

3.23.1 the filling of vacancies on the Board or on any committee which has the authority of the Board;

3.23.2 the fixing of compensation of the Directors for serving on the Board or on any committee which has the authority of the Board;

3.23.3 the amendment or repeal of Bylaws or the adoption of new Bylaws;

3.23.4 the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

3.23.5 the appointment of other committees of the Board or the members thereof if such committee will have the authority of the Board;

3.23.6 the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

3.23.7 the approval of any self-dealing transaction described in Section 5233 of the Law, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the Directors then in office (without counting the vote of any interested Director) at the next meeting of the Board.

3.24 Advisory Commissions. The Chairman of the Board, the Board, the Executive Committee, or the President may from time to time appoint such advisory commissions as deemed appropriate, consisting of Directors or persons who are not Directors. Such advisory commissions shall not be deemed committees of the Board (even if they are referred to as "committees") and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chairman of each such advisory commission, and meetings of advisory commissions may be called by the Chairman of the Board, the Board, the Executive Committee, the President, or the chairman of the advisory commission.

3.25 Committee Meetings; Notice; Voting; Minutes. Meetings of a committee may be called by the President, the chairman of the committee, or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee shall keep minutes of its proceedings and shall report periodically to the Board. A committee may take action by majority vote.

3.26 Resignation and Removal of Committee Members. Any member of a committee may resign at any time by giving written notice to the chairman of the committee or to the President. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice.

3.27 Vacancies on Committees. A vacancy in any committee shall be filled for the unexpired portion of the term in the same manner as the committee member whose position is vacant was selected.

3.28 Fees and Compensation. Directors and members of committees or commissions may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board. Notwithstanding the foregoing, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director, provided that in the absence of any such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation. Subject to the provisions of Section 3.5, nothing contained in this Section 3.28 shall be construed to preclude any Director from serving the Corporation in any other capacity as an Officer, agent, employee, or otherwise, and receiving reasonable compensation therefor.

ARTICLE 4 OFFICERS

4.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer]. The Corporation may also have, at the discretion of the Board, a Chairman of the Board, additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be elected or appointed in accordance with the provisions of Section 4.3. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

4.2 Election. The Officers of the Corporation, except such Officers as may be elected or appointed in accordance with the provisions of Section 4.3 or Section 4.5, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

4.3 Subordinate Officers. The Board may elect, and may empower the President to appoint, such other Officers as the business of the Corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

4.4 Removal and Resignation

4.4.1 Any Officer may be removed, either with or without cause, by the Board at any time or, except in the case of an Officer chosen by the Board, by any Officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment of the Officer with the Corporation.

4.4.2 Any Officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

4.6 Chairman of the Board. The Chairman of the Board, if there be such an Officer, shall be elected from among the Directors then serving. The Chairman of the Board shall, if present, preside at all meetings of the Board and shall exercise and perform such other powers and duties as may be from time to time assigned by the Board. At such time as the Chairman of the Board shall cease to serve as a Director, he or she shall also automatically cease to serve as Chairman of the Board.

4.7 President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an Officer, the President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and Officers of the Corporation. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. In the absence of the Chairman of the Board, or if there be none, the President shall perform all of the duties of the Chairman of the Board and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman.

4.8 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

4.9 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and committees of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation in the State of California the original or a copy of the Corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

4.10 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

4.11 Chief Financial Officer. The Board may designate a person, who need not be a member of the Board, to serve as the Chief Financial Officer of the Corporation. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer of the Corporation.

ARTICLE 5 **OTHER PROVISIONS**

5.1 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by the Chairman of the Board, the President, or any Vice President and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

5.2 Representation of Shares of Other Corporations. The President, or any other Officer or Officers authorized by the Board or the President, are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by such Officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said Officer.

5.3 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

5.4 Amendments. These Bylaws may be amended or repealed, subject to the provisions of the Law, by the approval of the Board.

5.5 Maintenance of Certain Records. The accounting books, records, and minutes of proceedings of the Board and the Executive Committee of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.

5.6 Annual Report. The Board shall cause an annual report to be furnished to the Directors not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall contain in appropriate detail the following:

5.6.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

5.6.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;

5.6.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

5.6.4 The expenses or disbursements of the Corporation, for both general and restricted purposes, for the fiscal year; and

5.6.5 Any information required by Section 5.7 of these Bylaws.

5.7 Annual Statement of Certain Transactions and Indemnifications

5.7.1 The Corporation shall furnish annually to its Directors a statement of any covered transaction or indemnification described below, if such covered transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 5.6 of these Bylaws. A covered transaction under this Section 5.7 is a transaction in which the Corporation was a party, and in which either of the following interested persons had a direct or indirect material financial interest (excluding a mere common directorship):

5.7.1.1 Any Director or Officer of the Corporation, or its parent or subsidiary; or

5.7.1.2 Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

5.7.2 The statement required by this Section 5.7 shall describe briefly:

5.7.2.1 Any covered transaction (including compensation of Officers and Directors) during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same interested persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than Fifty Thousand Dollars (\$50,000);

5.7.2.2 The names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

5.7.2.3 The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation pursuant to ARTICLE 6 of these Bylaws.

5.8 Financial Audits. For any fiscal year in which the Corporation receives or accrues gross revenues of \$2 million or more, the Corporation shall prepare a financial statement which shall be audited by an independent certified public accountant in accordance with generally accepted accounting principles.

ARTICLE 6 INDEMNIFICATION

6.1 Definitions. For the purposes of this ARTICLE 6, the following definitions shall apply:

6.1.1 References to "agent" mean any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation;

6.1.2 References to "proceeding" mean any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

6.1.3 References to "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 6.5 or 6.6.2.

6.2 Indemnification in Actions by Third Parties. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its

favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The Corporation shall, to the maximum extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an Officer or Director of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

6.3 Indemnification in Actions by or in the Right of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Corporation shall, to the maximum extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Officer or Director of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.3:

6.3.1 In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

6.3.2 Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

6.3.3 Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

6.4 Limitation on Indemnification. Notwithstanding the foregoing Sections 6.2 and 6.3, at any time during which Section 4941 of the Code applies to the Corporation, no indemnification shall be made nor indemnification reimbursement insurance purchased where it would constitute an act of self-dealing under Section 4941 of the Code.

6.5 Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.2 and 6.3, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

6.6 Required Determinations. Except as provided in Section 6.5, any indemnification under this ARTICLE 6 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.2 and 6.3, by:

6.6.1 A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

6.6.2 The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

6.7 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this ARTICLE 6.

6.8 Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Directors, an agreement, or otherwise, shall be valid unless consistent with this ARTICLE 6. Nothing contained in this ARTICLE 6 shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

6.9 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this ARTICLE 6, except as provided in Sections 6.5 or 6.6.2, in any circumstances where it appears:

6.9.1 That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

6.9.2 That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

6.10 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this ARTICLE 6; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

6.11 Nonapplicability to Fiduciaries of Employee Benefit Plans. This ARTICLE 6 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 6.1. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 5140 of the California Nonprofit Corporation Law.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of NBCUniversal Foundation, a California nonprofit public benefit corporation; and

(2) That the foregoing bylaws, comprising 16 pages, constitute the Bylaws of said corporation as duly adopted by the written consent of the Board of Directors of said corporation as of June 4, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this June 4,
2012.



Maren Christensen
Secretary