

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of
Applications for Consent to the Assignment
and/or Transfer of Control of Licenses
Adelphia Communications Corporation,
(assignors, debtors-in-possession),
Assignors,
to
Time Warner Cable Inc. (subsidiaries),
Assignees;
Adelphia Communications Corporation,
(assignors, debtors-in-possession),
Assignors and Transferors,
to
Comcast Corporation (subsidiaries),
Assignees and Transferees;
Comcast Corporation, Transferor,
to
Time Warner Inc., Transferee;
Time Warner Inc., Transferor,
to
Comcast Corporation, Transferee.

MB Docket No. 05-192

ORDER

Adopted: December 20, 2005

Released: December 21, 2005

By the Chief, Media Bureau:

1. On June 15, 2005, the Media Bureau (the "Bureau") entered a Protective Order (the "Initial Protective Order") regarding confidential or proprietary documents that have been or may be submitted by Time Warner, Inc. ("Time Warner"), Comcast Corporation ("Comcast"), and Adelphia Communications Corporation ("Adelphia") (each an "Applicant" and together the "Applicants") and others that have or may become parties to this proceeding (individually, each a "Submitting Party," and collectively "Submitting Parties").

1 Applications of Adelphia Communications Corporation, Time Warner Inc., and Comcast Corporation, Order Adopting Protective Order, 20 FCC Rcd 10751 (MB 2005).

Order (the “Second Protective Order”), attached hereto as Appendix A, to ensure that certain highly confidential and competitively sensitive documents and information that may be submitted by Submitting Parties are afforded adequate protection.

2. On December 5, 2005, the Bureau issued an Information and Document Request (“Request”) to the Applicants.² On December 14, 2005, the Applicants submitted a letter with the Bureau stating that certain of the requested documents and information constitute some of their most sensitive business data, the release of which would place the Applicants at a significant competitive disadvantage.³ The Applicants request that only outside counsel and their consultants/employees have access to such materials. In the December 14, 2005 letter, the Applicants describe the materials for which they seek a greater level of protection and set forth their reasons why such a level of protection is necessary. Specifically, the Applicants request enhanced confidential treatment for the following categories of information: (1) certain operational and financial data, including detailed subscriber information, detailed information on specific services sold to subscribers, and specific data concerning Applicants’ offerings (Request II.B.1.b-e, 2.a-e., 3.a-g); (2) average revenue, gross margin, and operating margin per subscriber (Request II.C.); (3) copies of and information about video programming affiliate agreements for networks Applicants distribute (Requests III.E, III.F.1, III.F.2.b-h, III.G, III.J); and (4) information concerning sports programming networks in which the Applicants have an ownership interest (Requests III.A.5.b, III.A.5.d-f, III.B.1-4, III.C.4-8).⁴ Generally, the Applicants state that the information requested is proprietary and highly sensitive, and is routinely protected from disclosure to third parties. The Applicants state that disclosure of this information would reveal Applicants’ specific strengths, weaknesses, and strategies; they fear that if competitors obtained the information, they would be able to exploit it to gain an unfair competitive advantage, causing significant harm to the Applicants’ businesses.

3. With regard to the detailed subscriber information called for by Request II.B.1.b-e, 2.a-e, and 3.a-g, the Applicants state that the information provided at this granular reporting level is very sensitive data that is not made available to third parties.⁵ The Applicants explain that competitors could use this information to target narrowly the marketing of various services in specific portions of Applicants’ service areas to exploit Applicants’ perceived weaknesses in those areas or to lower their penetration in areas where their penetration is high. With regard to the average revenue, gross margin, and operating margin per subscriber submitted in response to II.C, the Applicants explain that the information is among the most competitively sensitive information the company maintains, that it is treated as highly confidential, and that competitors can use this information to derive underlying per-unit fixed and

² Letter to Steven N. Teplitz, Time Warner, Inc., and Aaron I. Fleischman, Fleischman and Walsh, LLP, Counsel for Time Warner, from Donna C. Gregg, Chief, Media Bureau (December 5, 2005); Letter to Joseph W. Waz, Jr. and James R. Coltharp, Comcast Corp., Counsel to Comcast Corp., from Donna C. Gregg, Chief, Media Bureau (December 5, 2005); Letter to Brad Sonnenberg, Adelphia Communications Corp. and Philip L. Verveer, Willkie, Farr & Gallagher, LLP, Counsel to Adelphia Communications Corp., from Donna C. Gregg, Chief, Media Bureau (December 5, 2005).

³ Letter to Donna C. Gregg, Chief, Media Bureau, from Michael H. Hammer, Willkie, Farr & Gallagher, LLP, Counsel for Adelphia Communications Corp. (December 14, 2005) (“December 14, 2005 letter”).

⁴ With regard to the subscriber data requested in II.B.2.a, the Applicants request enhanced confidential treatment only for information submitted by Comcast, because Comcast is providing information at a more granular level than the level at which it was provided in its December 12, 2005 filing with the Commission and because the information is not made available to third parties and cannot be compiled from industry publications or information provided to local franchise authorities. Letter from Michael H. Hammer, Willkie, Farr & Gallagher, LLP, Counsel for Adelphia Communications Corp. to Marlene H. Dortch, Secretary, Federal Communications Commission dated December 20, 2005 at 1- 2 (“December 20, 2005 letter”).

⁵ December 14, 2005 letter at 2-3.

variable cost data and gain a competitive advantage. They add that its disclosure could facilitate tacit collusive behavior by competitors.⁶

4. With regard to the information requested on video programming (Requests III.E, III.F.1, III.F.2.b-h, III.G, III.J), the Applicants state that the information is highly proprietary and is maintained in the strictest of confidence by the Applicants.⁷ The Applicants state that competitors could use this information to determine the terms, conditions, and pricing structure by which the Applicants obtain programming. Understanding the costs and pricing structure would enable competitors to act strategically to price and market services in a way that could cause significant harms to the Applicants' businesses. In addition, Applicants assert that competitors would have a significant advantage over Applicants in future contract negotiations with video programmers. According to Applicants, the contracts also involve third parties that are not involved in this proceeding, and the details requested by the Commission could be used by participants to the disadvantage of those parties during negotiations with participants in this proceeding. Moreover, most of these contracts, Applicants state, contain confidentiality provisions that prohibit the disclosure of the contracts or their terms.

5. With respect to information concerning sports video programming networks in which Applicants have an ownership interest (Request III.A.5b, III.A.5d-f, III.B.1-4, III.C.4-8), Applicants explain that information with respect to affiliated sports networks regarding terms of sports programming contracts, distribution of live events, subscribership, revenues, subscription fees, contractual terms with MVPDs, advertising minutes made available for use by MVPDs, and launch fees and marketing support provided to MVPDs is proprietary.⁸ They state that competitors with access to this information would be able to divine the cost and pricing structure and negotiating strategy of the programmer and to act strategically based on this information as Applicants negotiate new carriage contracts or renew existing ones. Further, according to Applicants, the carriage agreements at issue involve third parties and typically include confidentiality provisions intended to protect all parties to the agreement.

6. In addition, with respect to the information relating to video programming called for in Requests III.A.5 and III.F, the Applicants state that enhanced confidential treatment is required because such information "is the absolute fulcrum of competition between Applicants and [their] competitors," and there are "countless ways in which competitors could use this information to the extreme disadvantage of Applicants."⁹ The Applicants explain, for example, that if a competitor gained access to the Applicants' homes passed, penetration, and license fee information for a programming network, it could use that information to negotiate a better price with that programming network by promising higher penetration levels. The Applicants state that this information therefore is maintained in the strictest of confidence.¹⁰

7. We find that enhanced confidential treatment is necessary to protect certain highly sensitive material. Applicants have provided adequate justification for their request, explaining with particularity why the information sought to be protected is so competitively sensitive that additional protection is warranted and maintaining that such information is closely guarded and is not made available publicly. The information sought to be protected is necessary to the development of a more complete record on

⁶ December 14, 2005 letter at 2.

⁷ *Id.* at 5.

⁸ *Id.* at 6.

⁹ December 20, 2005 letter at 1-2.

¹⁰ *Id.* at 2.

which the Commission can base its decision in this proceeding. We must also, however, protect the right of the public to participate in this proceeding in a meaningful way. We believe that the protections adopted in the Second Protective Order will give appropriate access to the public while protecting the Applicants' and other parties' highly confidential and competitively sensitive information, and will thereby serve the public interest. Accordingly, we adopt the Second Protective Order to protect the confidentiality of the highly sensitive, competitive information identified in the Applicants' December 14, 2005 request, as clarified in their December 20, 2005 ex parte filing. We will limit access to the documents and information designated as Highly Confidential to outside counsel of record, their employees, and outside consultants and experts whom they retain to assist them in this proceeding. To the extent that a Submitting Party believes that its submissions should be covered by the Second Protective Order, the Submitting Party must file a letter specifically describing the information for which additional protection is sought and explaining why additional protection is necessary. The Submitting Party may file under the Second Protective Order only those documents that are specifically authorized by the Bureau to be submitted under it.

8. With regard to the Request sent to Applicants, the Second Protective Order covers the documents and information sought by the following sections of the Request: II.B.1.b-e, II.B.2, II.B.3, II.C, III.A.5.b, III.A.5.d-f, III.B.1-4, III.C.4-8, III.E, III.F.1, III.F.2.b-h, III.G, and III.J. As discussed above, with regard to information submitted pursuant to II.B.2.a., the Second Protective Order applies only to information submitted by Comcast. Information submitted in response to the Request will be afforded additional protection to the extent that the material submitted concerns the categories of information enumerated by the Applicants in the December 14, 2005 letter and set forth in paragraph 2 above. The Second Protective Order covers only those portions of the responses that contain such information. Therefore, any other portions of the responses should be made available publicly or, if appropriate, subject to the Initial Protective Order. Under the Second Protective Order, one copy of each document that a Submitting Party claims is highly confidential or competitively sensitive must be delivered in person to both Julie Salovaara and Brenda Lewis, Industry Analysis Division, Media Bureau, Federal Communications Commission, 445 12th Street, S.W., Washington, D.C. 20554 (the "Confidential Filing"). The documents should be accompanied by a cover letter stating "HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN MB DOCKET NO. 05-192." Each page of the confidential or competitively sensitive document should be stamped "HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN MB DOCKET NO. 05-192 before the Federal Communications Commission" (the "Highly Confidential Filing"). In addition, a Submitting Party must file with the Secretary's Office one copy of the Highly Confidential Filing and two copies of the Highly Confidential Filing in redacted form (the "Redacted Highly Confidential Filing"). The two copies of the Redacted Highly Confidential Filing and their accompanying cover letters should be stamped "REDACTED – FOR PUBLIC INSPECTION." The cover letter accompanying the Redacted Highly Confidential Filing should state that the Submitting Party is filing a redacted version of such documents.

9. The Submitting Party shall make the highly confidential documents subject to the Second Protective Order available for review at the offices of the Submitting Party's outside counsel or, if the Submitting Party has not retained outside counsel, at the offices of the Submitting Party's in-house counsel. Parties reviewing these documents will be provided the following alternatives: (1) parties will be provided adequate opportunity to inspect the documents on site and, if permitted by the terms of the Second Protective Order, make copies, at cost, of such documents other than those marked as "Copying Prohibited;" or (2) parties may inspect the documents on site with the ability to request one copy, at cost, of such documents, other than those marked "Copying Prohibited," including data or documents contained, recorded, or electronically stored on floppy disk, CD-ROM, or similar electronic storage device that the Submitting Party may make available. If a complete set of documents will be requested, parties are encouraged to make such requests at the time they submit the Acknowledgment of

Confidentiality. This will allow parties the opportunity to begin reviewing the documents at the end of the five-day period referred to in paragraph 8 of the Second Protective Order. All copies of documents that are removed from the Submitting Party's counsel's office will be stamped or marked as described above in paragraph 6 and must be returned in accordance with the terms of the Second Protective Order.

10. Any party seeking access to highly confidential documents subject to the Second Protective Order shall request access pursuant to the terms of the Second Protective Order and must sign the Acknowledgement of Confidentiality (attached as Appendix B).

11. *Authority.* This Order is issued pursuant to Sections 4(i) and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i) and 310(d), Section 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), and authority delegated under Section 0.283 of the Commission's rules, 47 C.F.R. § 0.283, and is effective upon its adoption.

FEDERAL COMMUNICATIONS COMMISSION

Donna C. Gregg
Chief, Media Bureau

APPENDIX A
Second Protective Order
MB Docket No. 05-192

1. *Introduction.* On June 15, 2005, the Media Bureau (the “Bureau”) adopted a Protective Order (the “Initial Protective Order”) regarding confidential or proprietary documents submitted by Time Warner, Inc. (“Time Warner”), Comcast Corporation (“Comcast”), and Adelphia Communications Corporation (“Adelphia” and, together with Time Warner and Comcast, the “Applicants”) and others that have or may become parties to this proceeding (individually, each a “Submitting Party,” and collectively “Submitting Parties”). For the reasons set forth in the Order to which this Appendix A forms a part, the Bureau has adopted this Second Protective Order to ensure that certain highly confidential and competitively sensitive documents and information that may be submitted by Submitting Parties are afforded adequate protection. This Second Protective Order does not constitute a resolution of the merits concerning whether any confidential information would be released publicly by the Commission upon a proper request under the Freedom of Information Act (“FOIA”) or otherwise.

2. *Definitions.* As used herein, capitalized terms, not otherwise defined herein, shall have the following meanings:

“Stamped Highly Confidential Document” means any document, or any part thereof, as identified in paragraph 2 and 8 of the accompanying Order or in accord with the procedure in paragraph 7 of that Order that bears the legend (or which otherwise shall have had the legend recorded upon it in a way that brings its attention to a reasonable examiner) “HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO SECOND PROTECTIVE ORDER IN MB DOCKET NO. 05-192 before the Federal Communications Commission,” unless the Commission determines, sua sponte or by request pursuant to Sections 0.459 or 0.461 of its rules, that any such document is not entitled to such confidential treatment. The term “document” means any written, recorded, electronically stored, or graphic material, whether produced or created by the Submitting Party or another person. By designating a document a “Stamped Highly Confidential Document,” a Submitting Party signifies that it contains information that the Submitting Party believes should be subject to protection under FOIA, the Commission’s implementing rules, this Second Protective Order, and the accompanying Order.

“Highly Confidential Information” means the data and other information contained in Stamped Highly Confidential Documents or derived therefrom that is not otherwise available from publicly available sources and that is described in the Applicants’ December 14, 2005 letter or is specifically authorized by the Bureau based on a letter specifically describing the information and explaining the need for protection.

“Outside Counsel of Record” means the firm(s) of attorneys, or sole practitioner(s), as the case may be, representing a party in these proceedings.

3. *Use of Highly Confidential Information.* Persons obtaining access to Highly Confidential Information (including Stamped Highly Confidential Documents) under this Second Protective Order shall use the information solely for the preparation and conduct of this proceeding as delimited in this paragraph and paragraphs 5, 10, and 11 herein, and any subsequent judicial proceeding arising directly from this proceeding and, except as provided herein, shall not use such documents or information for any other purpose, including without limitation business, governmental, or commercial purposes, or in other administrative, regulatory, or judicial proceedings. Should the Commission rely upon or otherwise make reference to the contents of any of the Stamped Highly Confidential Documents or Highly Confidential Information in its decision in this proceeding, it will do so by redacting any Highly Confidential Information from the public version of the decision and by making the unredacted version of the decision

available only to a court and to those persons entitled to access to Highly Confidential Information under this Second Protective Order.

4. *Non-Disclosure of Stamped Highly Confidential Documents.* Except with the prior written consent of the relevant Submitting Party, or as hereinafter provided under this Second Protective Order, neither a Stamped Highly Confidential Document nor any Highly Confidential Information may be disclosed by a reviewing party to any person other than the Commission and its staff. A “Stamped Highly Confidential Document” shall mean any document, or part thereof, that bears the legend (or which otherwise shall have had the legend recorded upon it in a way that brings its attention to a reasonable examiner) “HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN MB DOCKET NO. 05-192 before the Federal Communications Commission” to signify that it contains information that the Submitting Party believes should be subject to protection under FOIA and the Commission’s implementing rules, unless the Commission determines, *sua sponte* or by request pursuant to Sections 0.459 or 0.461 of its rules, that any such document is not entitled to confidential treatment. For purposes of this Second Protective Order, the term “document” means all written, recorded, electronically stored, or graphic material, whether produced or created by the Submitting Party or another person.

5. *Permissible Disclosure.* Subject to the requirements of paragraph 8, Stamped Highly Confidential Documents may be reviewed by Outside Counsel of Record. Subject to the requirements of paragraph 8, Outside Counsel of Record may disclose Stamped Highly Confidential Documents and other Highly Confidential Information to: (1) outside consultants or experts retained for the purpose of assisting Outside Counsel of Record in this proceeding, *provided that* the outside consultants or experts are not involved in the analysis underlying the business decisions of any competitor of the Submitting Party nor participate directly in those business decisions; (2) paralegals or other employees of such Outside Counsel of Record not described in clause 3 of this paragraph 5 assisting Outside Counsel of Record in this proceeding; and (3) employees of such Outside Counsel of Record involved solely in one or more aspects of organizing, filing, coding, converting, storing, or retrieving documents or data or designing programs for handling data connected with this proceeding, or performing other clerical or ministerial functions with regard to documents connected with this proceeding. Individuals who have obtained access to Stamped Highly Confidential Documents and Highly Confidential Information in accordance with the provisions of this paragraph 5 and paragraph 8 may discuss and share the contents of the Stamped Highly Confidential Documents and Highly Confidential Information with any other person who has also obtained access in accordance with the provisions of this paragraph 5 and paragraph 8, and with the Commission and its staff.

6. *Protection of Stamped Highly Confidential Documents and Highly Confidential Information.* Persons described in paragraph 5 shall have the obligation to ensure that access to Stamped Highly Confidential Documents and Highly Confidential Information is strictly limited as prescribed in this Second Protective Order. Such persons shall further have the obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in this Second Protective Order; and (2) Stamped Highly Confidential Documents are not duplicated except as necessary for filing at the Commission under seal as provided in paragraph 10 below.

7. *Prohibited Copying.* If, in the judgment of a Submitting Party, a document contains information so sensitive that it should not be copied by anyone, even given its designation as Highly Confidential Information, it shall bear the additional legend “Copying Prohibited,” and no copies of such document, in any form, shall be made. Application for relief from this restriction against copying may be made to the Commission, with notice to Outside Counsel of Record for the Submitting Party.

8. *Procedures for Obtaining Access to Highly Confidential Documents.* In all cases where access to Stamped Highly Confidential Documents and Highly Confidential Information is permitted pursuant to

paragraph 5, before reviewing or having access to any Stamped Highly Confidential Documents or Highly Confidential Information, each person seeking such access shall execute the Acknowledgment of Confidentiality (“Acknowledgment”) (*see* Appendix B) and file it with the Bureau and serve it upon the Submitting Party through their Outside Counsel of Record so that the Acknowledgment is received by the Submitting Party at least five business days prior to such person’s reviewing or having access to such Submitting Party’s Stamped Highly Confidential Documents or Highly Confidential Information. Where the person seeking access is one described in clause 3 of paragraph 5, the Acknowledgment shall be delivered promptly prior to the person’s obtaining access. Each Submitting Party shall have an opportunity to object to the disclosure of Stamped Highly Confidential Documents to any such persons. Any objection must be filed at the Commission and served on Outside Counsel of Record representing, retaining, or employing such person within three business days after receiving a copy of that person’s Acknowledgment (or where the person seeking access is one described in clause 3 of paragraph 5, such objection shall be filed and served as promptly as practicable after receipt of the relevant Acknowledgment). Until any such objection is resolved by the Commission and, if appropriate, any court of competent jurisdiction prior to any disclosure, and unless such objection is resolved in favor of the person seeking access, persons subject to an objection from a Submitting Party shall not have access to Stamped Highly Confidential Documents or Highly Confidential Information. A Submitting Party shall make available for review the Stamped Highly Confidential Documents of such party at the offices of such party’s Outside Counsel of Record or, if the Submitting Party does not have Outside Counsel of Record, at the offices of such party’s In-house Counsel.

9. *Requests for Additional Disclosure.* If any person requests disclosure of Highly Confidential Information outside the terms of this Second Protective Order, that request will be treated in accordance with Sections 0.442 and 0.461 of the Commission’s rules, 47 C.F.R. §§ 0.442, 0.461.

10. *Filings with the Commission.* Persons described in paragraph 5 may, in any documents that they file in this proceeding, reference Highly Confidential Information, but only if they comply with the following procedure:

a. Any portions of the pleadings that contain or disclose Highly Confidential Information must be physically segregated from the remainder of the pleadings;

b. The portions of pleadings containing or disclosing Highly Confidential Information must be covered by a separate letter to the Secretary of the Commission referencing this Second Protective Order;

c. Each page of any party’s filing that contains or discloses Highly Confidential Information subject to this order must be clearly marked: “Highly Confidential Information included pursuant to Second Protective Order, MB Docket No. 05-192;” and

d. The confidential portion(s) of the pleading shall be served on the Secretary of the Commission, the Bureau, and the Submitting Party. Such confidential portions shall be served under seal, and shall not be placed in the Commission’s public file. A party filing a pleading containing Highly Confidential Information shall also file redacted copies of the pleading containing no confidential portions, which copies shall be placed in the Commission’s public files. Parties should not provide courtesy copies of pleadings containing Highly Confidential Information to Commission staff unless the Bureau so requests. Any courtesy copies shall be submitted under seal.

11. *Client Consultation.* Nothing in this Order shall prevent or otherwise restrict Outside Counsel of Record from rendering advice to their clients relating to the conduct of this proceeding and any subsequent judicial proceeding arising therefrom and, in the course thereof, relying generally on examination of Stamped Highly Confidential Documents or Highly Confidential Information; provided, however, that in rendering such advice and otherwise communicating with such client, Outside Counsel

of Record shall not disclose Stamped Highly Confidential Documents or Highly Confidential Information.

12. *No Waiver of Confidentiality.* Disclosure of Highly Confidential Information as provided herein by any person shall not be deemed a waiver by a Submitting Party of any privilege or entitlement to confidential treatment of such Highly Confidential Information. Reviewing parties, by viewing this material agree: (1) not to assert any such waiver; (2) not to use Highly Confidential Information to seek disclosure in any other proceeding; and (3) that accidental disclosure of Highly Confidential Information by a Submitting Party shall not be deemed a waiver of any privilege or entitlement as long as the Submitting Party takes prompt remedial action.

13. *Subpoena by Courts, Departments, or Agencies.* If a court or a federal or state department or agency issues a subpoena or orders production of Stamped Highly Confidential Documents or Highly Confidential Information that a party has obtained under terms of this Second Protective Order, such party shall promptly notify each Submitting Party of the pendency of such subpoena or order. Consistent with the independent authority of any court, department, or agency, such notification must be accomplished such that the Submitting Party has a full opportunity to oppose such production prior to the production or disclosure of any Stamped Highly Confidential Document or Highly Confidential Information.

14. *Violations of Second Protective Order.* Should a person that has properly obtained access to Highly Confidential Information under this Second Protective Order violate any of its terms, that person shall immediately convey that fact to the Commission and to the relevant Submitting Party. Further, should such violation consist of improper disclosure of Highly Confidential Information, the violating person shall take all necessary steps to remedy the improper disclosure. The Commission retains its full authority to fashion appropriate sanctions for violations of this Second Protective Order, including but not limited to suspension or disbarment of Outside Counsel of Record from practice before the Commission, forfeitures, cease and desist orders, and denial of further access to Highly Confidential Information in this or any other Commission proceeding. Nothing in this Second Protective Order shall limit any other rights and remedies available to a Submitting Party at law or in equity against any person using Highly Confidential Information in a manner not authorized by this Second Protective Order.

15. *Termination of Proceeding.* The provisions of this Second Protective Order shall not terminate at the conclusion of this proceeding. Within two weeks after conclusion of this proceeding and any administrative or judicial review, persons described by paragraph 5 shall destroy or return to each Submitting Party the relevant Stamped Highly Confidential Documents and all copies of the same. No material whatsoever derived from Stamped Highly Confidential Documents may be retained by any person having access thereto, except Outside Counsel of Record (as described in paragraph 5) may retain, under the continuing strictures of this Second Protective Order, two copies of pleadings (one of which may be in electronic format) containing Highly Confidential Information prepared on behalf of that party. All Outside Counsel of Record shall make certification of compliance herewith and shall deliver the same to Outside Counsel of Record for each Submitting Party not more than three weeks after the conclusion of this proceeding. The provisions of this paragraph 15 regarding the retention of Stamped Highly Confidential Documents and copies of same shall not be construed to apply to the Commission or its staff.

FEDERAL COMMUNICATIONS COMMISSION

Donna C. Gregg
Chief, Media Bureau

**APPENDIX B
Acknowledgment of Confidentiality**

I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Second Protective Order. I acknowledge that a violation of the Second Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Outside Counsel of Record or consultant to a party or other person described in paragraph 5 of the foregoing Second Protective Order and that I will not use such information in any other capacity; nor will I disclose such information except as specifically provided in the Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Second Protective Order; and (2) Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of the Second Protective Order, and I certify that I have verified that there are in place procedures, at my firm or office, to prevent unauthorized disclosure of Stamped Highly Confidential Documents or Highly Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Second Protective Order.

Executed at _____ this ___ day of _____, ____.

[Name]

[Position]

[Address]

[Telephone]