



Federal Communications Commission
Washington, D.C. 20554

June 11, 2010

DA 10-1068

Via First-Class Mail and E-mail

Michael H. Hammer
Willkie Farr & Gallagher LLP
1875 K Street, NW
Washington, DC 20006

A. Richard Metzger, Jr.
Lawler, Metzger, Keeney & Logan, LLC
2001 K Street, NW, Suite 802
Washington, DC 20006

David H. Solomon
Wilkinson Barker Knauer, LLP
2300 N Street, NW, Suite 700
Washington, DC 20037

Re: Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. For Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 10-56; Response to Supplemental Request for Enhanced Treatment of Highly Confidential Documents

Dear Messrs Hammer, Metzger and Solomon:

By your letters of June 8 and 10, 2010, pursuant to the terms of the *Second Protective Order*,¹ you request enhanced confidential treatment for certain information and documents that your respective clients will be filing in response to the Commission's Information and Discovery Request ("IDR") sent to Comcast Corporation ("Comcast") and to NBC Universal, Inc. ("NBCU") on May 21, 2010. Subject to the limitations set forth below, we grant these requests.

You generally represent that the information for which you seek protection "constitutes some of the Applicants' most sensitive business information," and that disclosure of such information to the Applicants' competitors or people with whom the Applicants do business "would have a serious negative effect on their businesses and place Applicants at a significant competitive disadvantage." Further, for each category of information for which you seek protection, you explain why that information should not be publicly disclosed and should be designated Highly Confidential.

As we stated in the *Second Protective Order*, consistent with past practice, the Commission will in this proceeding grant more limited access to those materials which, if released to competitors, would

¹ *Applications of Comcast Corporation, General Electric Company ("GE") and NBC Universal, Inc. For Consent to Assign Licenses or Transfer Control of Licensees*, MB Docket No. 10-56, Second Protective Order, DA 10-371 (Media Bureau March 4, 2010) ("*Second Protective Order*").

allow those competitors to gain a significant advantage in the marketplace. We will permit persons submitting such documents and information to designate those materials as Highly Confidential and, as specified in the *Second Protective Order*, we will limit access to such materials to Outside Counsel of Record, their employees, and Outside Consultants and experts whom they retain to assist them in this proceeding. We find that such materials are necessary to develop a more complete record on which to base the Commission's decision in this proceeding and therefore require their production. We are mindful of the highly sensitive nature of all information, documents, and data described in this letter, but we must also protect the right of the public to participate in this proceeding in a meaningful way. We conclude that the protections adopted in the *Second Protective Order* give appropriate access to the public while protecting a Submitting Party's competitively sensitive information, and thereby will serve the public interest.

We agree that the information you describe in your letters has generally been allowed to be designated "Highly Confidential" under the Commission's protective orders. Accordingly, to the extent that the information, data or documents (or portions thereof) both fall within the categories of information listed below and contain Highly Confidential Information, as defined in the *Second Protective Order*², then such information and documents (or portions thereof) may be designated and submitted as "Highly Confidential" under the *Second Protective Order*. To the extent that portions of the responses, including data or documents that do not contain Highly Confidential Information, they are to be produced in unredacted format or submitted as "Confidential" under the *First Protective Order*³, as appropriate.

Categories Eligible for Highly Confidential Treatment

A. Comcast's Detailed Financial Data:

(i) Granular information relating to costs for video-on-demand and online distribution technology, including capital expenditures and operating costs; granular information relating to programming budgets for programming networks, disaggregated on a network-by-network, *Designated Market Area* ("DMA") or sub-regional basis.

(ii) Cost and revenue data, disaggregated by DMA, city, sub-city unit, sub-region, or at the individual subscriber level, and separately stated for video, voice and Internet services that is further broken down by month, year or several years, including budget information for 2010.

Comcast's responses to Comcast IDR numbers: 4.c-d, h, j, k and o; 5.f-i; and 6.h-j may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

² "Highly Confidential Information" means information contained in Stamped Highly Confidential Documents or derived there from that is not otherwise available from public sources and that the Submitting Party has kept strictly confidential that the Submitting Party has kept strictly confidential, and that, the Submitting Party claims, constitutes some of its most sensitive business data which, if released to competitors, would allow those competitors to gain a significant advantage in the marketplace. See *Second Protective Order* at para 5.

³ *Applications of Comcast Corporation, General Electric Company ("GE") and NBC Universal, Inc. For Consent to Assign Licenses or Transfer Control of Licensees*, MB Docket No. 10-56, Protective Order, DA 10-370 (Media Bureau March 4, 2010).

B. Comcast's Detailed Customer Data:

(i) Customer data disaggregated by DMA, sub-region or other limited geographical area, by service, and by periods of time, such that competitors could discern trends over time, including: month, quarter or year.

(ii) Customer documents that (a) provide data, presented on a granular geographic basis, covering the number of homes passed as well as the number of Comcast's actual subscribers; (b) provide details of new customers broken down by the number of services they take provided such data is disaggregated by a period of time, such that competitors could discern trend over time, including: month quarter or year; (c) show that the number of customers who were offered and the number who accepted minimum term contracts on an actual and projected basis; or (d) show detailed monthly churn data, disaggregated by the length of time that customers have been subscribers and describing the reason that the customer discontinued service.

Comcast's responses to Comcast IDR numbers: 4.a-g, i, and l-n; 5.a-b and d-e; 6.f; and 17 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

C. Comcast's Video Programming and Carriage Agreement Terms and Conditions:

(i) Information relating to the details of video programming and carriage agreements, programming rights, retransmission agreements, linear carriage agreements, video-on-demand agreements, and online distribution agreements, including information regarding the details of the negotiation for such agreements; analyses of such agreements or negotiations.

Comcast's responses to Comcast IDR numbers: 10, 20-21; 23-24; 32; 41-42; 44; 46 and 51-52 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

D. Comcast's Current and Forward-Looking Business Strategies and Plans:

(i) Information relating to current and forward-looking business strategies and marketing plans, including detailed business models, projections and plans relating to the proposed Comcast-NBCU joint venture.

Comcast's responses to Comcast IDR numbers: 4.p; 5.c; 6.k; 11-13; 15-19; 22; 25-26.a-b; 27-28; 30-31; 33-34; 37; 39; 43; 47; 49-50; 53; 57-59; and 63 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

E. Comcast Advertising Sales, Financial and Operating Results:

(i) Detailed information regarding advertising revenues and expenses, including expenses relating to the development of advanced advertising platforms, disaggregated by expense and by business unit, network, distributor, cable systems and other entities.

Comcast's responses to Comcast IDR numbers: 6.j; 26.c; and 48 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

F. Comcast's Detailed Online Viewership Information:

(i) Information relating to the details of online viewership of video programming, including the name of the program, the type of program, whether it was Internet-exclusive, the number of times each program was viewed, the total length of each program, and the advertising model associated with each program.

Comcast's responses to Comcast IDR numbers: 6.g; and 10 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

G. NBCU's Retransmission Consent Agreement Terms and Conditions:

(i) Documents that disclose details of the terms and conditions of the retransmission consent agreements authorizing a multichannel video programming distributor ("MVPD") to retransmit the signals of NBCU's owned and operated broadcast stations. Such terms and conditions constitute some of NBCU's most sensitive business information disclosure of which would give an MVPD a significant advantage in negotiating new retransmission consent agreements.

NBCU's responses to NBCU IDR numbers: 33 and 39 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

H. NBCU's Strategy for Future Retransmission Consent Negotiations:

(i) Information relating to NBCU's future retransmission consent negotiations to the extent that the information concerns profits and per-subscriber fees.

NBCU's responses to NBCU IDR numbers: 34 and 39 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

I. NBCU's Video Programming and Carriage Agreement Terms and Conditions:

(i) Information relating to the details of video programming and carriage agreements, programming rights, retransmission agreements, linear carriage agreements, video-on-demand agreements, and online distribution agreements, including information regarding the details of the negotiation for such agreements; analyses of such agreements or negotiations.

NBCU's responses to NBCU IDR numbers: 5; 18.c; 19.c; 24-40; 45-48; 52; and 54-57 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

J. NBCU's Advertising Revenue Data.

(i) Information relating to advertising revenue that discloses an individual NBC owned and operated station's net advertising revenue.

(ii) Information relating to advertising revenue that discloses the net advertising revenue for the NBC Network only, disaggregated by source (i.e., solely the advertising revenue, excluding syndicated programming or other licensing fees) and by year.

(iii) Information relating to advertising revenue that discloses the relative values of advertising revenues generated by a viewer of NBC programming from an online source compared to an NBC owned and operated television station.

NBCU's responses to NBCU IDR numbers: 29.c; 42.f; 43-47 and 51 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

K. NBCU's/GE's Current and Forward-Looking Business Strategies and Plans:

(i) Information relating to current and forward-looking business strategies and marketing plans, including detailed business models and projections, divestiture strategies and plans relating to the proposed Comcast-NBCU joint venture.

NBCU's responses to NBCU IDR numbers: 23; 26; 28-32; 39-41; 45; 48; 50-51 and 59 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

L. NBCU's Detailed Financial Data:

(i) Detailed information regarding advertising sales, financial, and operating results, including projected advertising sales revenue for 2010 disaggregated by channel, programming genre, film studio, network, and distribution platform; and provides month, quarter and/or annual detailed income, cash flow, operating metrics, recent or current financial data disaggregated by specific cost category and/or revenue source.

NBCU's responses to NBCU IDR numbers: 6.h-j; 7.h-j; 15-18; 19.a-b; 20; 29.c; and 44 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

M. NBCU's Detailed Online Viewership Information:

(i) Information relating to the details of online viewership of video programming, including the name of the program, the type of program, whether it was Internet-exclusive, the number of times each program was viewed, the total length of each program, and the advertising model associated with each program.

NBCU's responses to NBCU IDR numbers: 6.f-g and 7.f-g may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment

N. NBCU's Ownership Structures:

(i) Detailed information involving NBCU and/or GE that includes highly sensitive information regarding the allocation of management and control rights for entities that is not otherwise publicly available.

NBCU's responses to NBCU IDR numbers: 6-12 and 22 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

O. NMCU Management Practices:

(i) Information regarding the management practices associated with the development, protection, distribution, licensing or airing of Video Programming as that term is defined in the NMCU IDR.

NBCU's responses to NBCU IDR number 42 may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

P. NBCU Wholesale Movie Distribution Agreements Terms and Conditions:

(i) Information relating to the details of movie distribution rights, licenses and/or agreements, including information regarding the details of the negotiation for such agreements and the analyses of such agreements or negotiations.

NBCU's responses to NBCU IDR number 17.c may include information that falls within this category of documents and information that is eligible for Highly Confidential Treatment.

Sincerely,

William T. Lake
Chief, Media Bureau