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Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, D.C. 20554

Re: *Applications of Comcast Corporation and Time Warner Cable Inc., Charter Communications Inc. and SpinCo, for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-57*

Applications of AT&T, Inc. and DIRECTV for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-90

Dear Ms. Dortch:

On September 18, 2014, the undersigned, together with Anne Lucey of CBS Corporation, Catherine Carroll of Discovery Communications, Kimberly Hulsey of Scripps Networks Interactive, Inc., Susan Mort of Time Warner Inc., Jared Sher of Twenty First Century Fox, Inc., Keith Murphy of Viacom Inc., Susan Fox of The Walt Disney Company, and (by telephone) Christopher G. Wood, of Univision Communications Inc., met with the following Commission personnel regarding procedures governing access to certain competitively sensitive information under the respective Joint Protective Orders adopted by the Media Bureau in the above-referenced proceedings (the "Proceedings"): Jonathan Sallet, General Counsel; Hillary Burchuk, Jamillia Ferris and Jim Bird, of the Office of General Counsel; and William T. Lake, Chief, Media Bureau.

The representatives of the eight companies identified above (the "Content Companies") noted that they are not parties to the transactions under review in the Proceedings and have been drawn unwillingly into the matters described herein through no action of their own because the protective mechanisms adopted in the Joint Protective Orders will jeopardize highly sensitive and confidential commercial arrangements that are critical to their business operations. They expressed their grave concerns regarding the proposed treatment of certain highly confidential materials that may be produced by the parties to the transactions (the "Transaction Parties") in response to Information and Data Requests ("IDRs") issued by the Commission in the Proceedings. The Content Companies drew the Commission's attention specifically to (1) affiliation and distribution agreements between the Transaction Parties and the Content Companies; (2) narrative descriptions of certain provisions of those agreements; and

Marlene H. Dortch
September 23, 2014
Page 2

(3) documents and data pertaining to the negotiation of those agreements (collectively, “Highly Sensitive Materials”), that are the subject of data requests and interrogatories in the IDRs.

The Content Companies explained that affiliation and distribution contracts contain extremely sensitive business data and information, and highly proprietary and scrupulously protected terms and conditions, including (but not limited to) pricing information, that lie at the heart of how they compete and conduct their business. In particular, the Content Companies expressed concern that access to these materials by anyone not employed by the Commission risks reducing competition among both content owners and distributors, with corresponding harms to consumers and the public interest. They further explained that their concerns are heightened because the Proceedings involve major distributors that are party to potentially hundreds or thousands of affiliation and distribution agreements and because of the extensive nature of the IDRs.

The Content Companies stated their view that the only effective way to address these concerns, consistent with past Commission practice, would be to direct the Transaction Parties to exclude Highly Sensitive Materials from their production of materials to the Commission under the IDRs and to deliver them instead to the custody of the Department of Justice. Also consistent with past Commission practice, the materials would be available at the Department of Justice for review by Commission staff. The Content Companies noted that the Commission concluded in previous major transactions -- including, notably, in the 2010 merger of Comcast Corporation and NBC Universal -- that this approach was an effective and appropriate means to evaluate such materials.

The Content Companies explained that segregation of Highly Sensitive Materials as described above is needed because the Joint Protective Orders cannot adequately protect the confidentiality of such materials. The Content Companies explained that it is not uncommon for outside counsel or consultants likely to seek access to Highly Sensitive Materials also to engage (now or in the future) in the negotiation of highly sensitive business terms, including price terms, of affiliation and distribution agreements on behalf of programmer and distributor clients that either compete with or have distribution contracts with the Content Companies. These individuals therefore would be in a position to take into account in the context of current or future negotiations -- whether subliminally or purposefully -- knowledge derived from their review of Highly Sensitive Materials. Further, these individuals would be in a position to share their knowledge with members of their firm or organization who have not executed an acknowledgement under a Joint Protective Order but also engage in negotiations that could be influenced by their access to this information. Moreover, these individuals are not required to demonstrate in the first instance that they have a particularized and reasonable good faith need to review such materials in order to support a specific argument or proposal to be made on the record of a Proceeding. The Content Companies also pointed out that the Joint Protective Orders do not afford the Content Companies any right to object to disclosure to a requesting person of Highly Sensitive Materials produced pursuant to the IDRs; rather, the right to object to disclosure is limited to the Transaction Parties only.

Marlene H. Dortch
September 23, 2014
Page 3

Finally, the Content Companies noted that the Joint Protective Orders do not provide for any type of anonymization of Highly Sensitive Materials or for redaction of even highly sensitive price terms, or include any restrictions on the availability of such materials, including with respect to electronic or manual copying, transcription, or note-taking.

The Content Companies reiterated their view that the segregation of Highly Sensitive Materials as described above is the only appropriate way to balance the Commission's potential need to review these materials and the Content Companies' confidentiality concerns. They repeated their concern that *any* third-party review of Highly Sensitive Materials poses unjustifiable risk of public dissemination of highly proprietary business terms and conditions, and a corresponding risk of serious competitive harms.

Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,

/s/

Mace Rosenstein

cc: Jonathan Sallet
Hillary Burchik
Jamillia Ferris
Jim Bird
William T. Lake