

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

In the Matter of
Applications of
Comcast Corp. and
Time Warner Cable Inc.
For Consent To Assign or Transfer Control of
Licenses and Authorizations
and
AT&T, Inc. and
DIRECTV
For Consent To Assign or Transfer Control of
Licenses and Authorizations
MB Docket No. 14-57
MB Docket No. 14-90

ORDER

Adopted: November 4, 2014

Released: November 4, 2014

By the Chief, Media Bureau:

I. INTRODUCTION

1. In this Order, the Media Bureau rejects objections filed against 245 individuals that filed Acknowledgments to the Modified Joint Protective Orders as a prerequisite to reviewing Highly Confidential Information contained in the record of the above captioned proceedings. As described below, in the case of 235 individuals, the objections fail to provide any basis upon which the Acknowledgments could be rejected. In the case of 10 individuals, the objections fail properly to apply the definitions contained in the Modified Joint Protective Orders.

II. BACKGROUND

2. On October 7, 2014, the Media Bureau issued an Order modifying the Joint Protective Orders in these proceedings. We required potential Reviewing Parties to re-sign the Acknowledgments required under the Joint Protective Orders and provided third parties a procedure by which they could object to certain individuals being permitted to review confidential information under the Modified Joint

1 See Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations and Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations, Order, DA 14-1463 (MB, rel. Oct. 7, 2014) ("VPCI Order"). See also Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations, Modified Joint Protective Order, DA 14-1464 (MB, rel. Oct. 7, 2014); Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations, Modified Joint Protective Order, DA 14-1465 (MB, rel. Oct. 7, 2014) (together, the "Modified Joint Protective Orders").

2 Capitalized terms are used as defined in the Modified Joint Protective Orders.

Protective Orders.³

3. Pursuant the Modified Joint Protective Orders, various individuals executed Acknowledgments and filed them with the Commission. Starting on October 15, 2014, seven third-parties (the “Content Companies”)⁴ filed objections in both proceedings against every individual who sought to review Highly Confidential Information, including Video Programming Confidential Information (“VPCI”),⁵ under the Modified Joint Protective Orders.⁶ Nearly identical objections were filed by Discovery Communications LLC.⁷ By this Order, we reject 245 of these objections.⁸

4. The Content Companies’ objections list the individuals to whom they are objecting either in the body of the objection or in an attached appendix. Between the two dockets, the companies object to 266 separate individuals.⁹ As to 235 of these individuals, however, the Content Companies provide no specific basis for objection. Rather, using almost identical language in each pleading, the Content Companies “reiterate their objection to permitting *any* individual to access their highly confidential carriage agreements” with the Applicants. They state that none of the signatories “has made a particularized, good-faith showing as to why each needs access” to the information and conclude: “The substance of this objection is set forth more fully in the Application for Review filed by the Content Companies in the captioned proceeding on October 14, 2014.”

5. Cogent Communications Group Inc. (“Cogent”) filed a response to the Content Companies’

³ *VPCI Order* at ¶¶ 9-10.

⁴ The self-styled Content Companies are: CBS Corp.; Scripps Networks Interactive, Inc.; The Walt Disney Co.; Time Warner Inc.; Twenty First Century Fox, Inc.; Univision Communications Inc.; and Viacom Inc.

⁵ Video Programming Confidential Information is defined in the Modified Joint Protective Orders as an agreement or any part thereof for distribution of any video programming (including broadcast programming) carried by an Applicant’s (i) MVPD service and/or (ii) OVD service; a detailed description of one or more provisions of such an agreement, including, but not limited to, price terms; and information relating to the negotiation of such an agreement.

⁶ *Objection to Request for Access to Highly Confidential Information and Video Programming Confidential Information [hereinafter Objection]*, MB Docket No. 14-57 (filed Oct. 15, 2014) (joined in by Discovery Communications LLC and TV One, LLC); *Objection*, MB Docket No. 14-90 (filed Oct. 15, 2014) (joined in by Discovery Communications LLC and TV One, LLC); *Objection*, MB Docket No. 14-57 (filed Oct. 15, 2014); *Objection*, MB Docket No. 14-57 (Oct. 16, 2014); *Objection*, MB Docket No. 14-90 (Oct. 16, 2014) (joined in by Discovery Communications LLC); *Objection*, MB Docket No. 14-57 (Oct. 20, 2014); *Objection*, MB Docket No. 14-57 (Oct. 20, 2014); *Objection*, MB Docket No. 14-90 (Oct. 20, 2014); *Objection*, MB Docket No. 14-57 (Oct. 21, 2014); *Objection*, MB Docket No. 14-57 (Oct. 22, 2014); *Objection*, MB Docket No. 14-90 (Oct. 21, 2014); *Objection*, MB Docket No. 14-57 (Oct. 23, 2014) (joined in by Discovery Communications LLC); *Objection*, MB Docket No. 14-90 (Oct. 23, 2014); *Objection*, MB Docket No. 14-57 (Oct. 24, 2014) (joined in by Discovery Communications LLC).

⁷ *Objection*, MB Docket No. 14-57 (Oct. 16, 2014); *Objection*, MB Docket No. 14-57 (Oct. 20, 2014); *Objection*, MB Docket No. 14-90 (Oct. 20, 2014); *Objection*, MB Docket No. 14-57 (Oct. 21, 2014); *Objection*, MB Docket No. 14-90 (Oct. 21, 2014); *Objection*, MB Docket No. 14-57 (Oct. 22, 2014); *Objection*, MB Docket No. 14-90 (Oct. 23, 2014).

⁸ We will address the objections to the remaining 20 individuals in future orders. This Order does not address any individuals filing Acknowledgments to whom objections were not due on or before October 31, 2014.

⁹ The Content Companies object to 184 individuals in Docket No. 14-57 and 112 individuals in Docket No. 14-90, 30 of whom they also objected to in Docket 14-57. Over two-thirds of these (104 in Docket No. 14-57 and 80 in Docket No. 14-90) are counsel or consultants for the applicants. None of the counsel or consultants for any of the applicants has filed acknowledgments in the other proceeding; each is participating only in its own.

objections on October 21, 2014.¹⁰ DISH Network Corporation (“DISH”) and Monumental Sports and Entertainment (“Monumental Sports”) each filed a separate response on October 24, 2014.¹¹ Cogent argued that the individuals who signed the Acknowledgments as Cogent representatives do not have “competitive decision-making” authority and that the Content Companies and Discovery have no basis to believe that Cogent’s outside counsel and consultants would not adhere to the requirements of the Modified Joint Protective Orders.¹² DISH argued that the objections were a pretext for a collateral attack on the Commission’s decision to make the Content Companies’ Video Programming Confidential Information available under the Modified Joint Protective Orders and that the objections were made for the purpose of delaying implementation of the orders.¹³ DISH noted that each signatory of an Acknowledgment certified that he or she was not involved in Competitive Decision-Making and argued that the objections were frivolous.¹⁴ Monumental Sports stated that their counsel also had signed the Acknowledgments and were not involved in Competitive Decision-Making and that the Content Companies did not specify the basis for their objection. Rather, Monumental Sports argued, the Content Companies “assert an overly broad, general objection against disclosure of all” confidential information.¹⁵

6. The Content Companies filed Comments regarding Cogent’s Response on October 22, 2014.¹⁶ The comments focus on Cogent’s proposal that its representatives be permitted to have access to Highly Confidential Information in which the Content Companies and Discovery do not have a confidentiality interest. Nowhere do the comments address Cogent’s argument about, nor provide further information regarding, why the specific individuals representing Cogent should not be entitled to review Highly Confidential Information pursuant to the Modified Joint Protective Orders.

III. DISCUSSION

7. Under the Modified Joint Protective Orders, persons are eligible to review Highly Confidential Information (potential Reviewing Parties) only if: they are Outside Counsel or Outside Consultants who are not engaged in Competitive Decision-Making, as those terms are defined in the Modified Joint Protective Order, and they sign the Acknowledgment certifying, among other requirements, that these facts are true. Paragraph 8 of the Modified Joint Protective Orders provides parties who have a confidentiality interest in information being submitted pursuant to the Protective Order the opportunity to object to the disclosure of that information to any potential Reviewing Party.

8. With regard to 235 of the individuals who signed the required Acknowledgments, the Content

¹⁰ *Response to Objections to Request for Access to Highly Confidential Information and Video Programming Confidential Information*, MB Docket Nos. 14-57, 14-90, filed by Cogent Communications Group Inc. (Oct. 21, 2014).

¹¹ *Amended Response to Objections to Request for Access to Highly Confidential Information and Video Programming Confidential Information*, MB Docket Nos. 14-57, 14-90, filed by DISH Network Corporation (Oct. 24, 2014); *Response to Objections to Request for Access to Highly Confidential Information and Video Programming Confidential Information*, MB Docket No. 14-57, filed by Monumental Sports and Entertainment (Oct. 24, 2014).

¹² Cogent’s *Response* at 2.

¹³ DISH’s *Amended Response* at 3.

¹⁴ *Id.* at 2-3.

¹⁵ Monumental Sport’s *Response* at 2.

¹⁶ *Content Companies’ Comments Regarding Cogent Communication Group’s Response to Objections to Request for Access to Highly Confidential Information and Video Programming Confidential Information*, MB Docket Nos. 14-57, 14-90 (Oct. 22, 2014).

Companies provide no reason for concluding that the individuals at issue are not entitled under the terms of the Modified Joint Protective Orders to review Highly Confidential Information, including the Content Companies' Video Programming Confidential Information. Rather than providing information specific to any of these individuals, over two-thirds of whom are counsel or consultants for the various applicants,¹⁷ the Content Companies simply refer to their objections to the Modified Joint Protective Orders themselves and state that the individuals have not provided a "particularized, good-faith showing" as to why he or she needs access to the information. Contrary to their argument, there is no requirement under the Modified Joint Protective Orders that qualified Reviewing Parties provide a "particularized, good-faith showing" as to why they need access to the information. It is sufficient that they are participating in good-faith in the proceeding.¹⁸ We take the Content Companies' pleadings as indicating that they have no objection to any of these *particular* individuals; instead, their argument is that information in which they have a confidentiality interest should not be available under the Modified Joint Protective Orders in these proceedings at all.

9. The objection procedure contained in the Modified Joint Protective Orders does not, however, serve as a method to collaterally attack the propriety of those orders. Rather, its purpose is to allow entities whose confidential information may be disclosed to object to specific individuals on the ground that those persons are not eligible to review the information. This would most typically be on the ground that a potential Reviewing Party is, indeed, engaged in competitive decision-making, at least with regard to the entity making the objection. If a party wishes to object to the issuance of a protective order, on the grounds that the information should not be released at all, the proper procedure is to file an Application for Review, which, indeed, the Content Companies have done. Today, the Bureau issued an Order on Reconsideration re-affirming and explaining more fully its decision to adopt the Modified Joint Protective Orders to allow for a very limited release of Confidential and Highly Confidential Information in these proceedings, subject to stringent protections. Thus we find that, for the 235 individuals against whom no specific objections have been raised, the Content Companies have failed to provide any basis whatsoever on which their objections could be granted. Accordingly, we deny the Content Companies' objections under paragraph 8 of the Modified Joint Protective Orders as to those 235 individuals, listed in the Appendix to this Order.

10. The Content Companies also raise objections in their pleadings to 10 other individuals on the ground that they are not "Outside Counsel" or "Outside Consultants" and thus are not entitled to have access to Highly Confidential Information under the Modified Joint Protective Orders, because they are employed directly by the participating party (that is, they are "inside" or "in-house" counsel and consultants, not "outside"). These include employees of The Greenlining Institute, Free Press, the California Public Utility Commission, and the Maine Office of Public Advocate.¹⁹ The Content Companies raise no other objections to these individuals.

11. The Modified Joint Protective Orders define "Outside Counsel" to include "any attorney representing a *non-commercial* Participant in this proceeding, provided that such attorney is not involved

¹⁷ See note 8 *supra*.

¹⁸ The Modified Joint Protective Orders include a number of important protections for Highly Confidential Information, including Video Programming Confidential Information. Such protections include but are not limited to: restricting any person who has access to confidential information to use that information only for participating in the particular Commission proceeding, and that each individual must sign the Acknowledgment agreeing that he or she is "bound by the Modified Joint Protective Order and that [he or she] shall not disclose or use [the information] except as allowed by the Modified Joint Protective Order." Modified Joint Protective Order ¶ 12, Acknowledgment.

¹⁹ The Content Companies also object on this ground to other individuals whose circumstances differ. We will address those objections in a separate order.

in Competitive Decision-Making.”²⁰ Similarly, “[t]he term ‘Outside Consultant’ includes any consultant or expert employed by a non-commercial Participant in this proceeding, provided that such consultant or expert is not involved in Competitive Decision-Making.”²¹ Thus, the employees of non-commercial participants who are counsel or consultants or experts fall within the definition of “Outside Counsel” or “Outside Consultants” under the Modified Joint Protective Orders.²² Therefore, individuals in this category are entitled to review Highly Confidential Information, including VPCI, if they do not engage in Competitive Decision-Making and if they have properly executed an Acknowledgment. Accordingly, we reject the Content Companies’ objections as to the 10 individuals listed in the Appendix to whom the Content Companies objected solely on the ground that they were not Outside Counsel or Outside Experts.

IV. ORDERING CLAUSES

12. Accordingly, **IT IS ORDERED**, that in accordance with the paragraph 8 of the Modified Joint Protective Orders, as amended, and the authority contained in sections 4(i), 214 and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 214 and 310(d), Section 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), 47 C.F.R. § 1.102(b)(1), and authority delegated under section 0.283 of the Commission’s rules, 47 C.F.R. § 0.283, the individuals listed in the Appendix shall have access to Confidential and Highly Confidential Information, including VPCI, five business days from the date this Order is adopted.

FEDERAL COMMUNICATIONS COMMISSION

William T. Lake
Chief, Media Bureau

²⁰ Modified Joint Protective Orders ¶ 2 (emphasis added).

²¹ *Id.*

²² See *Response to Objections to Request for Access to Highly Confidential Information and Video Programming Confidential Information*, MB Docket Nos. 14-57, 14-90, filed by Free Press (Nov. 3, 2014) at 4 (“Because they have not provided any support for the conclusion that Free Press’ attorneys and experts do not qualify as Outside Counsel or Outside Consultants, it is impossible to pinpoint exactly which term or terms in the *Modified Joint Protective Order* the Content Companies misunderstood. What part of relevant text possible could have proved difficult for the companies to decipher?”).

APPENDIX

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²³ Names and titles and the ordering is as listed in the Objections filed by the Content Companies.

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