



September 29, 2014

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 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:

Starz Entertainment, LLC ("Starz") submits these comments in response to the Media Bureau's ("Bureau") Public Notice regarding the proper procedures for protecting the confidentiality of programming agreements produced in the above-referenced proceedings. *Media Bureau Seeks Comment on Issues Raised by Certain Programmers and Broadcasters Regarding the Production of Certain Documents in Comcast-Time Warner Cable-Charter and AT&T-DIRECTV Transaction Proceedings*, MB Docket Nos. 14-57 & 14-90, DA 14-1383 (rel. Sept. 23, 2014) ("Public Notice"). As set forth below, Starz urges the Commission to adopt heightened confidentiality protections for the commercially-sensitive and proprietary programming affiliation agreements subject to the pending document production requests in these proceedings.

Starz is a leading provider of premium subscription video programming to U.S. multichannel video programming distributors ("MVPDs"). Starz Networks' flagship premium networks are *Starz* and *Encore*. As of December 31, 2013, the *Starz* and *Encore* networks were available for subscription in approximately 100 million U.S. multichannel households. *Starz* and *Encore* together had 57.1 million subscribers as of December 31, 2013. The third Starz movie network, *MoviePlex*, offers a variety of art house, independent films and classic movie library content. *Starz*, *Encore* and *MoviePlex* air over 1,000 movies monthly across 17 linear networks

complemented by on-demand and Internet services. *See* Starz Form 10-K, filed Feb. 20, 2014, at 3.

Starz has affiliation agreements with all of the MVPDs involved in these proceedings: Comcast Corporation (“Comcast”), Time Warner Cable, Inc., Charter Communications Inc., DIRECTV and AT&T, Inc. In the Public Notice, the Bureau asks if such affiliation agreements “warrant additional protection beyond that provided pursuant to [the] existing protective orders in these proceedings?” Public Notice at 1. Starz responds that the confidentiality protections in the current protective orders are inadequate to safeguard its commercially-sensitive agreements with these MVPDs. Starz respectfully requests that the Bureau accord these affiliation agreements heightened protection by removing them from the public record in these proceedings and maintaining the agreements at the U.S. Department of Justice (“DOJ”) for review by Commission staff.

Starz supports the views expressed by the “Content Companies” in their September 23, 2014 letter.¹ Starz’s affiliation agreements with MVPDs essentially constitute its programming distribution business. Each affiliation agreement contains highly-sensitive and individually-negotiated terms and conditions of carriage for distribution of one or more Starz programming services by a particular MVPD. The disclosure of any of the confidential and proprietary provisions of these affiliation agreements would cause Starz significant commercial harm in the competitive programming distribution marketplace.

Starz therefore urges the Commission to require the MVPD applicants to deliver the affiliation agreements subject to the pending document requests to the custody of the DOJ. While under DOJ custody, the affiliation agreements would be available for review by Commission staff. Starz agrees with the Content Companies that excluding the affiliation agreements from the documents produced in response to the pending document requests represents the most effective method of safeguarding the agreements from disclosure. These procedures were used in the Comcast-NBC Universal, Inc. merger proceeding.

Starz respectfully submits that the “different or additional” measures suggested by the Bureau in the Public Notice are unlikely to afford additional protection to affiliation agreements. Public Notice at 2. Making affiliation agreements available to individuals who have executed the required affirmation only at the offices of applicants’ counsel or remotely through counsel’s document review platform would not address the risk of third party access to, and potential disclosure of, affiliation agreement terms and conditions. Further, establishing a procedural mechanism for objecting to an individual’s access to an affiliation agreement will require the applicants and/or programmer, and the Commission, to expend time and resources to resolve document access disputes. Finally, Starz questions the deterrent effect of reiterating the already-known sanctions for violations of the protective orders.

¹ *See* Letter of Mace Rosenstein to Marlene H. Dortch, (Sept. 23, 2014), MB Docket Nos. 14-57 & 14-90, on behalf of CBS Corporation, Discovery Communications, The Walt Disney Company, Twenty First Century Fox, Inc., Scripps Interactive, Inc., Time Warner Inc., Viacom Inc. and Univision Communications Inc. (“Content Companies”).

If you have any questions regarding Starz's comments in response to the Public Notice, please contact the undersigned.

Respectfully submitted

STARZ ENTERTAINMENT, LLC

/S/

Richard H. Waysdorf
Senior Vice President, Business & Legal
Affairs – Distribution

RW

cc: Ms. Vanessa Lemme
Mr. Ty Bream
Mr. William Dever
Mr. Jim Bird
Best Copy and Printing, Inc.