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September 29, 2014

VIA ELECTRONIC FILING

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

Re: MB Docket No. 14-57--Applications of Comcast Corporation and Time Warner Cable, Inc. Charter Communications Inc. and SpinCo; MB-Docket No. 14-90--Applications of AT&T, Inc. and DIRECTV

Dear Ms. Dortch:

Aspire Channel, LLC ("Aspire") submits this response to the Media Bureau's ("Bureau") Public Notice regarding special procedures for the confidential review of affiliation agreements with multichannel video programming distributors ("MVPDs") produced in these 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").

Aspire produces and distributes "ASPIRE," a 24-hour advertiser-supported video programming entertainment service featuring programming celebrating African-American heritage, community and groundbreaking cultural achievements as well as the next generation of African-American leaders.

A video programmer's affiliation agreements with MVPDs are separately negotiated contracts with sophisticated programming purchasers and represent a video programmer's most-confidential documents. Aspire believes that the confidentiality protections afforded by the current protective orders are inadequate to protect its commercially-sensitive agreements with MVPDs. Aspire respectfully requests that the Bureau accord its affiliation agreements enhanced 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.

Aspire endorses the views on confidentiality expressed by the "Content Companies" in their September 23, 2014 letter. See Letter of Mace Rosenstein to Marlene H. Dortch, MB Docket Nos. 14-57 & 14-90 (Sept. 23, 2014). Aspire's affiliation agreements contain highly-confidential terms and conditions of carriage for MVPD distribution of ASPIRE. Their disclosure would cause Aspire significant commercial harm.

Aspire accordingly requests that the Commission require the MVPD applicants to deliver the affiliation agreements being requested in these proceedings to DOJ, where they would be available for review by Commission staff. Aspire agrees with the Content Companies that excluding these agreements from the documents produced in these proceedings is the most effective way to safeguard them from disclosure. The use of these procedures in the Comcast-NBC Universal merger proceeding demonstrates their effectiveness and workability. Thus, there is a track record for this approach to the review of confidential affiliation agreements.

Please contact me if you have any questions regarding Aspire's response to the Public Notice as set forth above.

Respectfully submitted,

/S/

Paul E. Butler
General Manager
for Aspire Channel, LLC

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