

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

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

**OBJECTION TO REQUEST FOR ACCESS TO HIGHLY CONFIDENTIAL
INFORMATION AND VIDEO PROGRAMMING CONFIDENTIAL INFORMATION**

Pursuant to the Modified Joint Protective Order in the captioned proceeding,¹ Discovery Communications, LLC (“Discovery”), hereby objects to the requests for access to Highly Confidential Information (“HCI”) and Video Programming Confidential Information (“VPCI”) submitted by or on behalf of each individual listed on **Exhibit A** hereto (“Submitting Individuals”).

The Submitting Individuals have each filed an Acknowledgement of Confidentiality seeking access to HCI and VPCI submitted to the Commission in this proceeding.² Two of the Submitting Individuals—Sarretta McDonough and Brian Robison (collectively, the “AT&T Submitting Individuals”)—are Outside Counsel for AT&T, one of the

¹ *In the Matter of Application of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorization*, Modified Joint Protective Order, MB Docket No. 14-90, DA 14-1465 (Oct. 7, 2014). All capitalized terms not otherwise defined herein are defined in the Modified Joint Protective Order.

² A copy of the Acknowledgments (and the cover letter that accompanied the Acknowledgments) available on the FCC’s transaction website attached hereto as **Exhibit B**. Although the website identifies the Remaining Submitting Individuals as having filed Acknowledgments, these acknowledgments are not yet posted to <http://www.fcc.gov/transaction/att-directv-aac> or ECFS.

parties to the proposed transaction. Five of the Submitting Individuals—Sara Razi, Adrienne Fowler, Kara Trivolis, Caitlin-Jean Juricic, and William Wiltshire (collectively, the “DIRECTV Submitting Individuals”)—are Outside Counsel for DIRECTV, another one of the parties to the proposed transaction. The remaining eight Submitting Individuals (the “Remaining Submitting Individuals”) are not affiliated with any of the parties to the proposed transaction. These Acknowledgements were dated October 15, 2014 on the Commission website.

In the case of the AT&T Submitting Individuals, the Content Companies object to the disclosure of HCI or VPCI produced by any party other than AT&T to the AT&T Submitting Individuals (and any of the AT&T Submitting Individuals’ respective employees, as those terms are defined in Paragraph 13 of the Modified Joint Protective Order).³ Similarly, in the case of the DIRECTV Submitting Individuals, the Content Companies object to the disclosure of HCI or VPCI produced by any party other than DIRECTV to the DIRECTV Submitting Individuals (and any of the DIRECTV Submitting Individuals’ respective employees, as those terms are defined in Paragraph 13 of the Modified Joint Protective Order). In the case of the Remaining Submitting Individuals, the Content Companies object to the disclosure of HCI or VPCI produced by any party to the Remaining Submitting Individuals (and any of the Remaining Submitting Individuals’ respective employees, as those terms are defined in Paragraph 13 of the Modified Joint Protective Order).

The Content Companies’ objection rests on their longstanding objection to permitting *any* individual to access their highly confidential carriage agreements with the

³ Under the Modified Joint Protective Order, the Content Companies are entitled to object to the Submitting Parties’ requests for access because they are Third Party Interest Holders and have confidentiality interests in certain of the documents to which access is sought.

transaction parties and related negotiation materials. Instead, the Bureau should follow the same approach the Commission has successfully implemented in other proceedings pursuant to which Commission personnel review VPCI in the custody of the Department of Justice. Alternatively, the Bureau should place only the relevant portions of VPCI in the public record and redact and/or anonymize certain of the information contained in those materials. This is especially appropriate here, where none of the Submitting Individuals has made a particularized, good-faith showing as to why each needs access to the Content Companies' VPCI. 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.

This objection is applicable even though the AT&T Submitting Individuals and the DIRECTV Submitting Individuals are Outside Counsel for parties to the proposed transaction. The Content Companies' HCI and the VPCI are subject to strict restrictions on access. The AT&T Submitting Individuals and DIRECTV Submitting Individuals have made no showing that they would be entitled to access the Content Companies' HCI and VPCI in the absence of the Commission's grant of access to such information in this proceeding. Indeed, under the confidentiality provisions of many carriage agreements, most (if not all) of the employees of a third-party purchaser of one of the parties to a carriage agreement are prohibited from knowing the terms of that agreement until after the purchase closes—and even then, access to the agreement's terms may continue to be tightly restricted.

It makes no difference whether AT&T or any of the AT&T Submitting Individuals, or DIRECTV or any of the DIRECTV Submitting Individuals would be entitled to access HCI and VPCI if the proposed transaction closes; there is no guarantee that it will, and the Content Companies do not believe any of the AT&T Submitting Individuals or the DIRECTV

Submitting Individuals currently have the right to access the Content Companies' HCI and VPCI.

For the reasons stated herein, the Content Companies object to providing HCI and VPCI (1) to each of the Remaining Submitting Individuals, and (2) to each of the AT&T Submitting Individuals, to the extent that such individuals seek access to confidential information produced by parties other than AT&T, and (3) to each of the DIRECTV Submitting Individuals to the extent that such individuals seek access to confidential information produced by parties other than DIRECTV. A copy of this Objection is being provided to the Submitting Individuals' counsel, placing his or her employees on notice that they may not access such HCI or VPCI until this Objection (including the Application for Review referenced in this Objection) is finally resolved by the Commission and any court of competent jurisdiction.

Respectfully submitted,

DISCOVERY COMMUNICATIONS, LLC

By: /s/ Mace Rosenstein
Mace Rosenstein
Andrew Soukup
Laura Flahive Wu
COVINGTON & BURLING LLP
1201 Pennsylvania Ave., N.W.
Washington, DC 20004-2401
(202) 662-6000

Its counsel

October 20, 2014

EXHIBIT A
Submitting Individuals

1. Sarretta McDonough, Outside Counsel for AT&T
2. Brian Robison, Outside Counsel for AT&T
3. Robert M. Cooper, Outside Counsel for Cogent Communications Group
4. James P. Denvir, Outside Counsel for Cogent Communications Group
5. Richard A. Feinstein, Outside Counsel for Cogent Communications Group
6. Hershel A. Wancjer, Outside Counsel for Cogent Communications Group
7. Nicholas Widnell, Outside Counsel for Cogent Communications Group
8. Joshua Riley, Outside Counsel for Cogent Communications Group
9. Martha L. Goodman, Outside Counsel for Cogent Communications Group
10. Sara Razi, Outside Counsel for DIRECTV
11. Adrienne Fowler, Outside Counsel for DIRECTV
12. Kara Trivolis, Outside Counsel for DIRECTV
13. Caitlin-Jean Juricic, Outside Counsel for DIRECTV
14. William Wiltshire, Outside Counsel for DIRECTV

EXHIBIT B

Peter J. Schildkraut
Peter.Schildkraut@aporter.com
+1 202.942.5634
+1 202.942.5999 Fax
555 Twelfth Street, NW
Washington, DC 20004-1206

October 14, 2014

VIA ECFS

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

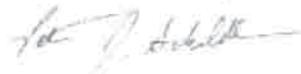
Re: Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations, MB Docket No. 14-90 — Acknowledgments of Confidentiality

Dear Ms. Dortch:

On behalf of AT&T Inc. ("AT&T") and in accordance with the *Modified Joint Protective Order* in the above-referenced proceeding,¹ I am submitting herewith the attached Acknowledgments of Confidentiality to obtain access to Stamped Confidential Documents, Confidential Information, Stamped Highly Confidential Documents, and Highly Confidential Information filed in this proceeding. These Acknowledgments of Confidentiality have been signed by Outside Counsel to AT&T.

Please contact me at (202) 942-5634 or Peter.Schildkraut@aporter.com if you have any questions. Thank you for your assistance.

Respectfully submitted,



Counsel for AT&T Inc.

Attachment

cc: Attached Service List

¹*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. October 7, 2014).

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-90

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I hereby acknowledge that I have received and read a copy of the foregoing Modified Joint Protective Order in the above-captioned proceeding, and I understand it.

I agree that I am bound by the Modified Joint Protective Order and that I shall not disclose or use Stamped Confidential Documents, Stamped Highly Confidential Documents, Confidential Information or Highly Confidential Information except as allowed by the Modified Joint Protective Order.

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I certify that I am not involved in Competitive Decision-Making.

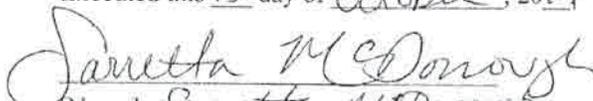
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I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Confidential Information and Highly Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Modified Joint Protective Order.

Executed this 13 day of October, 2014


[Name] Jarretta McDonough
[Position] Of Counsel
[Firm] Gibson, Dunn + Crutcher LLP
[Telephone] 213-229-7227

ATTACHMENT B

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MB Docket No. 14-90

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Executed this 10th day of October, 2014.

Brian Robison

[Name] Brian Robison
[Position] Partner
[Firm] Gibson Dunn & Crutcher LLP
[Telephone] 214-698-3370

October 15, 2014

Via Electronic Filing

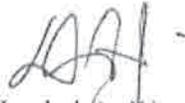
Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Acknowledgments of Confidentiality, *In the Matter of Applications of AT&T, Inc. and DIRECTV For Consent To Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-90

Dear Ms. Dortch:

On behalf of Cogent Communications Group, Inc. ("Cogent"), enclosed please find executed copies of the Acknowledgments of Confidentiality required by the October 7, 2014 Modified Joint Protective Order (DA 14-1465) filed in the above-captioned proceeding. The executors of the enclosed Acknowledgements are Outside Counsel for Cogent who are seeking access to Confidential and Highly Confidential Information submitted in this proceeding.

Sincerely,



Hershel A. Wancjer
Counsel for Cogent Communications Group, Inc.

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-90

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I certify that I am not involved in Competitive Decision-Making.

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Executed this 13th day of October, 2014



Name: Robert M. Cooper
Position: Partner
Firm: Boies, Schiller & Flexner LLP
Telephone: (202) 237-2727

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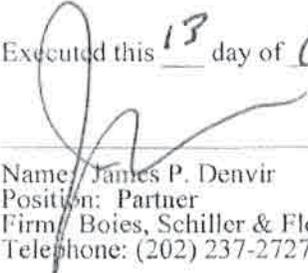
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Executed this 13 day of October, 2014


Name: James P. Denvir
Position: Partner
Firm: Boies, Schiller & Flexner LLP
Telephone: (202) 237-2727

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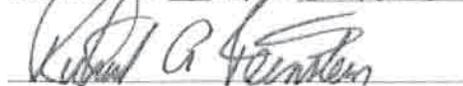
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Executed this 13 day of October, 2014.



Name: Richard A. Feinstein
Position: Partner
Firm: Boies, Schiller & Flexner LLP
Telephone: (202) 237-2727

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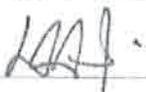
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Executed this 13th day of October, 2014



Name: Hershel A. Wanejer
Position: Counsel
Firm: Boies, Schiller & Flexner LLP
Telephone: (202) 237-2727

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Executed this 14th day of October, 2014.



Name: Nicholas Widnell
Position: Counsel
Firm: Boies, Schiller & Flexner LLP
Telephone: (202) 237-2727

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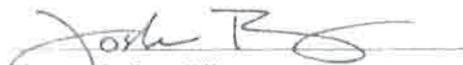
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Name: Joshua Riley
Position: Counsel
Firm: Boies, Schiller & Flexner LLP
Telephone: (202) 237-2727

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I certify that I am not involved in Competitive Decision-Making.

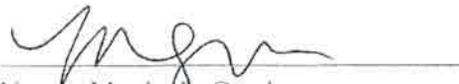
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Executed this 15th day of October, 2014.



Name: Martha O. Goodman
Position: Associate
Firm: Boies, Schiller & Flexner LLP
Telephone: (202) 237-2727

October 15, 2014

VIA ECFS

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

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

Dear Ms. Dortch:

On October 10, 2014, I filed Acknowledgments of Confidentiality pursuant to the procedures outlined in the *Modified Joint Protective Order*¹ on behalf of fifteen individuals, several of which contained a clerical error. I hereby submit corrected Acknowledgments of Confidentiality on behalf of Sara Razi, Adrienne Fowler, Kara Trivolis, Caitlin-Jean Juricic, and myself. Please do not hesitate to contact me at 202-730-1300 if you have any questions regarding this submission.

Respectfully submitted,

/s/ William M. Wiltshire
William M. Wiltshire
Counsel to DIRECTV

Attachments

¹ See *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Modified Joint Protective Order, DA 14-1463, MB Docket No. 14-90 (rel. Oct. 7, 2014).

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-90

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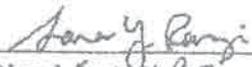
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Executed this 9th day of October, 2014.



[Name] Sara Y. Razi
[Position] Counsel
[Firm] Simpson & Thacher & Bartlett LLP
[Telephone] 202 636-5582

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-90

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Executed this 9th day of October, 2014


[Name] Adrienne Fowler
[Position] Associate
[Firm] Harris, Withshire & Grannis, LLP
[Telephone] 202-730-1243

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-90

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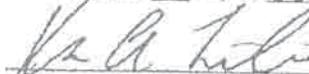
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Executed this 9 day of October, 2014.



[Name] KARA A TRIVOLI
 [Position] LEGAL ASSISTANT
 [Firm] HARRIS, WILTSHIRE & GRANN
 [Telephone] 202-750-1531

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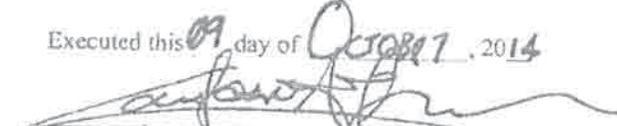
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Executed this 09 day of October, 2014


 [Name] CAITLIN JEAN ANNE JURIK
 [Position] LEGAL ASSISTANT
 [Firm] HATTIS, WILTSHIRE & GIANNIS
 [Telephone] (202) 730 1354

ATTACHMENT B

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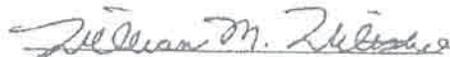
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Executed this 9th day of October, 2014



[Name] WILLIAM M. WITZBIRE
 [Position] PARTNER
 [Firm] HARRIS, WITSHIRE & GRANWIS LLP
 [Telephone] 202-730-1300

CERTIFICATE OF SERVICE

I, Mace Rosenstein, hereby certify that on this 20th day of October, 2014, I caused true and correct copies of the foregoing letter and Acknowledgments of Confidentiality to be served by Federal Express or electronic mail to the following:

Peter J. Schildkraut
Maureen R. Jeffreys
ARNOLD & PORTER LLP
555 Twelfth Street, NW,
Washington, DC 20004-1206
Peter.Schildkraut@aporter.com
Maureen.Jeffreys@aporter.com
Counsel for AT&T

William M. Wiltshire
Harris, Wiltshire & Grannis LLP
1919 M Street NW
Washington, DC 20036
wwiltshire@hwglaw.com
Counsel for DIRECTV

Hershel A. Wancjer
BOIES, SCHILLER & FLEXNER LLP
5301 Wisconsin Ave NW
Washington, DC 20005
hwancjer@bsflp.com
Counsel for Cogent Communications Group

By: /s/ Mace Rosenstein
Mace Rosenstein