

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

In the Matter of)
)
Applications of)
)
Comcast Corporation and Time Warner Cable Inc.) MB Docket No. 14-57
Charter Communications Inc. and SpinCo,)
)
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 These Acknowledgements were posted to the Commission website on October 15, 2014. Discovery objects to the disclosure of HCI or VPCI produced by any party to the Submitting Individuals

¹ *In the Matter of Application of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorization*, Modified Joint Protective Order, MB Docket No. 14-57, DA 14-1464 (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) is attached hereto as **Exhibit B**.

(and any of the Remaining Submitting Individuals' respective employees, as those terms are defined in Paragraph 13 of the Modified Joint Protective Order).

I. None of the Submitting Individuals Should Be Permitted To Access HCI or VPCI.

Discovery's objection rests on their longstanding objection to permitting *any* individual to access their highly confidential carriage agreements with the 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 HCI or 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 Discovery's VPCI. The substance of this objection is set forth more fully in the Application for Review filed by Discovery in the captioned proceeding on October 14, 2014.

II. Discovery Specifically Objects to Disclosure of HCI and VPCI to Certain Submitting Individuals.

Even if some individuals are permitted to access HCI or VPCI, there are additional reasons why certain Submitting Individuals should not be permitted to access HCI or VPCI.

A. Helen M. Mickiewicz

Helen M. Mickiewicz has submitted an Acknowledgment of Confidentiality on behalf of the California Public Utility Commission. Ms. Mickiewicz, who serves as an attorney with the California Public Utility Commission, does not qualify as an Outside Counsel or as an Outside Consultant and therefore should be prohibited under the terms of the Modified Joint Protective Order from viewing HCI or VPCI. Accordingly, Ms. Mickiewicz should not be granted access to HCI or VPCI.

B. Matthew F. Wood, S. Derek Turner, and Lauren M. Wilson

Matthew F. Wood , S. Derek Turner, and Lauren M. Wilson have submitted Acknowledgments of Confidentiality on behalf of Free Press. Each of these individuals serves as an attorney with Free Press, does not qualify as an Outside Counsel or as an Outside Consultant, and therefore should be prohibited under the terms of the Modified Joint Protective Order from viewing HCI or VPCI. Accordingly, Mr. Wood, Mr. Turner, and Ms. Wilson should not be granted access to HCI or VPCI.

* * * * *

For the reasons stated herein, Discovery objects to providing HCI and VPCI to the Submitting Individuals. 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. Joshua Bobeck, Outside Counsel for RCN Telecom
2. Robert M. Cooper, Outside Counsel for Cogent Communications Group
3. James P. Denvir, Outside Counsel for Cogent Communications Group
4. Richard A. Feinstein, Outside Counsel for Cogent Communications Group
5. Hershel A. Wancjer, Outside Counsel for Cogent Communications Group
6. Nicholas Widnell, Outside Counsel for Cogent Communications Group
7. Joshua Riley, Outside Counsel for Cogent Communications Group
8. Martha L. Goodman, Outside Counsel for Cogent Communications Group
9. Joseph Farrell, Outside Counsel for Cogent Communications Group
10. Keith Waehrer, Outside Counsel for Cogent Communications Group
11. Donald Stockdale, Outside Counsel for Cogent Communications Group
12. Kathleen Nelis, Outside Counsel for Cogent Communications Group
13. Brad McKeen, Outside Counsel for Cogent Communications Group
14. Matthew F. Wood, In House for Free Press
15. S. Derek Turner, In House for Free Press
16. Lauren M. Wilson, In House for Free Press
17. Jon Riddle, Outside Consultant for Writers Guild of America, West
18. Helen M. Mickiewicz, In house Counsel for California Public Utility Comm'n
19. Tom Davidson, Outside Counsel for Monumental Sports and Entertainment
20. Lyndsey Grunewald, Outside Counsel for Monumental Sports and Entertainment
21. Andrew Jay Schwartzman, Outside Counsel for Zoom Telephonics, Inc.

EXHIBIT B

M. Renee Britt
Direct Phone: 202.373.6530
Direct Fax: 202.373.6416
renee.britt@bingham.com

October 15, 2014

Via Electronic Filing

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

Re: MB Docket No. 14-57 - *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc. For Consent To Assign or Transfer Control of Licenses and Authorizations*
Modified Joint Protective Order Acknowledgments of Confidentiality

Dear Ms. Dortch:

On behalf of RCN Telecom Services, Inc. and in accordance with the procedures outlined in the *Modified Joint Protective Order*¹, in the above-captioned proceeding, submitted herewith is an Acknowledgment of Confidentiality (Attachment B) executed by Joshua M. Bobeck, Of Counsel, in order to access Confidential and Highly Confidential information filed in the above referenced proceeding.

Respectfully Submitted,

/s/ M. Renee Britt

M. Renee Britt
Paralegal Specialist

Enclosure

cc: See Certificate of Service

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

202.373.6000
202.373.6001
bingham.com

¹ *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc. For Consent To Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57; DA 14-1464 (rel. Oct. 7, 2014) ("Modified Joint Protective Order").

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

I am seeking access to only Confidential Information or Confidential and Highly Confidential Information.

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.

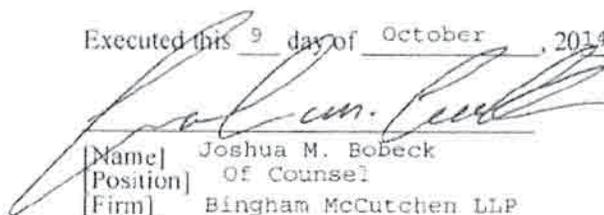
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Executed this 9 day of October, 2014.


[Name] Joshua M. Bobeck
[Position] Of Counsel
[Firm] Bingham McCutchen LLP
[Telephone] 202-373-6010

October 15, 2014

Via Electronic Filing

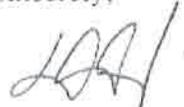
Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Acknowledgments of Confidentiality, *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc. For Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57

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 14-1464) filed in the above-captioned proceeding. The executors of the enclosed Acknowledgements are Outside Counsel and Outside Consultants 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

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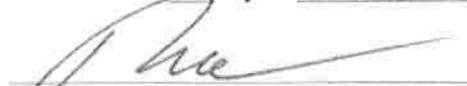
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Executed this 13th day of October, 2014



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

ATTACHMENT B

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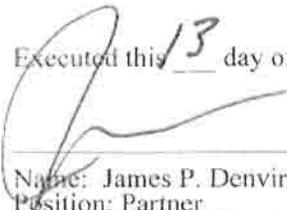
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Executed this 13 day of October, 2014


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

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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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Executed this 13th day of October, 2014



Name: Herschel A. Wancjer
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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Executed this 13 day of October, 2014



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

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Executed this 13th day of October, 2014



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

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Executed this 14 day of October, 2014.



Name: Joseph Farrell
Position: Partner
Firm: Bates White
Telephone: (202) 408-6110

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

I am seeking access to [] only Confidential Information or [x] Confidential and Highly Confidential Information.

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.

I acknowledge that a violation of the Modified Joint Protective Order is a violation of an order of the Federal Communications Commission (Commission). I further acknowledge that the Commission retains its full authority to fashion appropriate sanctions for violations of this Modified Joint Protective Order, including but not limited to suspension or disbarment of Counsel or Consultants from practice before the Commission, forfeitures, cease and desist orders, and denial of further access to Confidential or Highly Confidential Information in this or any other Commission proceeding.

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

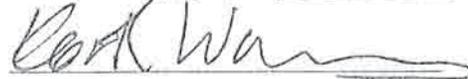
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I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Confidential Information and Highly Confidential Information.

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

Executed this 14 day of OCTOBER, 2014



Name: Keith Waehrer
Position: Partner
Firm: Bates White
Telephone: (202) 408-6110

ATTACHMENT B
Acknowledgment of Confidentiality
MB Docket No. 14-57

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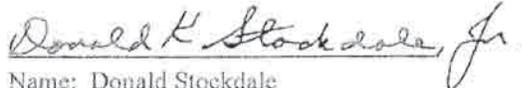
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Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Modified Joint Protective Order.

Executed this 14th day of October, 2011



Name: Donald Stockdale
Position: Partner
Firm: Bates White
Telephone: (202) 408-6110

ATTACHMENT B
Acknowledgment of Confidentiality
MB Docket No. 14-57

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Executed this 14th day of October, 2014

Kathleen Nelis

Name: Kathleen Nelis
Position: Senior Consultant
Firm: Bates White
Telephone: (202) 408-6110

ATTACHMENT B
Acknowledgment of Confidentiality
MB Docket No. 14-57

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Executed this 14 day of Oct, 2014.



Name: Brad McKeen
Position: Consultant
Firm: Bates White
Telephone: (202) 408-6110

MASSACHUSETTS
40 main st, suite 301
florence, ma 01062
tel 413.585.1533
fax 413.585.8904

WASHINGTON
1025 connecticut ave. nw, suite 1110
washington, dc 20036
tel 202.265.1490
fax 202.265.1489



October 15, 2014

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

Re: MB Docket No. 14-57, Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations

Dear Ms. Dortch,

Pursuant to the procedures outlined in the Modified Joint Protective Order and for purposes of reviewing Confidential and Highly Confidential Information filed in the above-referenced proceeding, Free Press submits the attached Acknowledgments of Confidentiality on behalf of the following individuals:

Matthew F. Wood, Policy Director
S. Derek Turner, Research Director
Lauren M. Wilson, Policy Counsel

If you have any questions, please do not hesitate to contact me.

Respectfully Submitted,

/s/ Lauren M. Wilson

Lauren M. Wilson
Policy Counsel
Free Press
lwilson@freepress.net

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

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

Executed this 15th day of October, 2014.



Matthew F. Wood
Policy Director
Free Press
(202) 265-2490

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

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Executed this 8th day of October, 2014.



[S. Derek Turner]
[Research Director]
[Free Press]
[202-265-1490]

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

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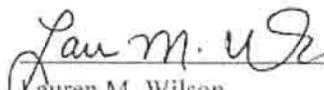
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Executed this 15th day of October, 2014.



Lauren M. Wilson
Policy Counsel
Free Press
(202) 265-2490



**WRITERS
GUILD OF
AMERICA, WEST**

October 14, 2014

VIA ECFS

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

RE: Acknowledgments of Confidentiality, *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc. For Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57

Dear Ms. Dortch:

On behalf of the Writers Guild of America, West, I submit Acknowledgement of Confidentiality required by the October 7, 2014 Modified Joint Protective Order (DA 14-1464) for access to Confidential and Highly Confidential documents filed in the above captioned proceeding. The executor of the enclosed Acknowledgement is an outside consultant for the WGAW who is refiling his Acknowledgement pursuant to the Modified Joint Protective Order.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ellen Stutzman', with a long horizontal flourish extending to the right.

Ellen Stutzman
estutzman@wga.org

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

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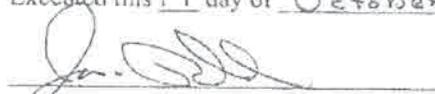
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Executed this 19th day of October, 2014



[Name] Jon Riddle
[Position] Economist and Principal
[Firm] ECONOMIC ASSOCIATES
[Telephone] (310) 559-0479 and (310) 739-4976

PUBLIC UTILITIES COMMISSION

500 VAN NESS AVENUE
SAN FRANCISCO, CA 94102-3298



October 9, 2014

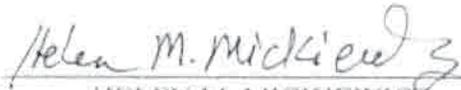
William Lake
Chief, Media Bureau
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Acknowledgment of Confidentiality in Applications of Comcast Corp. and Time Warner Cable Inc. For Consent to Assign or Transfer Control of Licenses and Authorizations, MB Docket No. 14-57

Dear Mr. Lake,

On behalf of the California Public Utilities Commission ("CPUC"), enclosed for filing is an executed copy of the Acknowledgment of Confidentiality required by the Media Bureau's October 7, 2014, *Modified Joint Protective Order* (DA 14-463) for access to Confidential and Highly Confidential documents filed in the above-referenced docket. The executor of the enclosed Acknowledgment is counsel for the CPUC, a non-commercial Participant, is not involved in Competitive Decision Making, and accordingly is included in "Outside Counsel of Record", as that term is defined in the *Modified Joint Protective Order*. The executor is seeking access to Confidential and Highly Confidential Information.

Sincerely


HELEN M. MICKIEWICZ
CPUC Assistant General Counsel

Enclosure

HMM:rar

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

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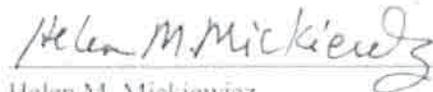
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Executed this 9th day of October, 2014.



Helen M. Mickiewicz
Assistant General Counsel
California Public Utilities Commission
(415) 703-1319

Akin Gump

STRAUSS HAUER & FELD LLP

TOM W. DAVIDSON

+1 202.887.4011/fax: +1 202.955.7719
tdavidson@akingump.com

October 14, 2014

BY ECFS & ELECTRONIC MAIL

William Lake
Chief, Media Bureau
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: *Applications of Comcast Corporation and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations, MB Docket 14-57*

Dear Mr. Lake:

On behalf of Monumental Sports and Entertainment ("MSE"), enclosed are executed copies of the Acknowledgment of Confidentiality required by the October 7, 2014 Modified Joint Protective Order (DA 14-1464) for access to Confidential and Highly Confidential information submitted in the above referenced proceeding. The executors are outside counsel to MSE who are seeking access to Confidential and Highly Confidential information submitted in this proceeding.

Sincerely,



Tom W. Davidson
Counsel for Monumental Sports and Entertainment

Enclosures

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

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Executed this 14th day of OCTOBER, 2014



Tom Davidson
Partner
Akin Gump Strauss Hauer & Feld LLP
(202) 887-4011

ATTACHMENT B

Acknowledgment of Confidentiality

MB Docket No. 14-57

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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.

I acknowledge that a violation of the Modified Joint Protective Order is a violation of an order of the Federal Communications Commission (Commission). I further acknowledge that the Commission retains its full authority to fashion appropriate sanctions for violations of this Modified Joint Protective Order, including but not limited to suspension or disbarment of Counsel or Consultants from practice before the Commission, forfeitures, cease and desist orders, and denial of further access to Confidential or Highly Confidential Information in this or any other Commission proceeding.

I acknowledge that nothing in the Modified Joint Protective Order limits any other rights and remedies available to a Submitting Party or a Third Party Interest Holder at law or in equity against me if I use Confidential or Highly Confidential Information in a manner not authorized by this Modified Joint Protective Order.

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

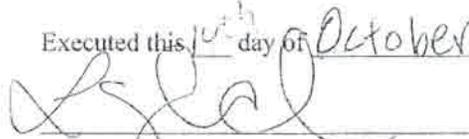
Without limiting the foregoing, to the extent that I have any employment, affiliation, or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or advocacy organization), I acknowledge specifically that my access to any information obtained as a result of the Modified Joint Protective Order is due solely to my capacity as Counsel or Outside Consultant to a party or as a person described in paragraph 13 of the Modified Joint Protective Order and agree that I will not use such information in any other capacity.

I acknowledge that it is my obligation to ensure that Stamped Confidential Documents and Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of the Modified Joint Protective Order and to ensure that there is no disclosure of Confidential Information or Highly Confidential Information in my possession or in the possession of those who work for me, except as provided in the Modified Joint Protective Order.

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 14th day of October, 2014



Lyndsey Grunewald
Associate
Akin Gump Strauss Hauer & Feld LLP
(202)887-4413

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:

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By: /s/ Mace Rosenstein
Mace Rosenstein