

**Before the
Federal Communications Commission
Washington, D.C. 20554**

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



**OPPOSITION TO OBJECTIONS TO DISCLOSURE
OF CONFIDENTIAL AND HIGHLY CONFIDENTIAL INFORMATION**

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The American Cable Association (“ACA”) files this combined Opposition to Objections that have been filed with respect to disclosure of any Confidential Information, Highly Confidential Information (“HCI”) and Video Programming Confidential (“VPCI”) Information in the AT&T-DirecTV merger review, by respectively, Tribune Media Company, Raycom Media, Inc., Gray Television, Inc., Gannett Co, Inc., and Graham Media Group (“Tribune Group”);¹ CBS Corporation, Scripps Networks Interactive, Inc., The Walt Disney Company, Time Warner Inc., Twenty First Century Fox, Inc., Univision Communications Inc. and Viacom Inc. (“CBS Group”);² Discovery Communications LLC (“Discovery”);³ and Hilton Worldwide, Inc. (“Hilton Worldwide”)

¹ *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Tribune Media Company, et al., Objection to Disclosure of Confidential and Highly Confidential Information, MB Docket No. 14-90 (filed Oct. 14, 2014) (“Tribune Group Objection”).

² *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, CBS Corp., et al., Objection to Disclosure of Confidential and Highly Confidential Information, MB Docket No. 14-90 (filed Oct. 23, 2014) (“CBS Group Objection”).

³ *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Discovery Communications LLC, Objection to Disclosure of Confidential and Highly Confidential Information, MB Docket No. 14-90 (filed Oct. 23, 2014) (“Discovery Objection”). The CBS Group and Discovery have submitted nearly identical objections in regards to ACA’s representatives, with the exception that Discovery does not specifically object to Gary Biglaiser, Outside Consultant to ACA.

concerning disclosure of HCI covering its WiFi service.⁴ ACA opposes each of these objections. The parties filing objections individually and collectively have failed to show cause why any of the ACA's outside counsel, outside consultants, and employees of their outside counsel and outside consultants that have submitted Acknowledgements of Confidentiality in the AT&T/DirecTV merger review should be denied access to the requested documents and information pursuant to the terms and conditions established by the Media Bureau in the Modified Joint Protective Orders.

I. BACKGROUND AND INTRODUCTION

In response to concerns raised by various content companies of inappropriate disclosure of commercially sensitive information under the Joint Protective Orders adopted for participants in the pending merger reviews involving, respectively, Comcast Corporation ("Comcast"), Time Warner Cable Inc. ("TWC"), and Charter Communications, Inc. ("Charter") and AT&T, Inc. ("AT&T") and DirecTV, the Media Bureau issued a Public Notice seeking public comment on the concerns of programmers and broadcasters as well as proposals for additional protections.⁵ ACA, among other merger participants, objected to providing additional protections for programming and retransmission consent contracts in filed comments. ACA explained how the programming contracts that the merger applicants have entered into with the objecting parties are relevant to issues ACA raised with respect to the harmful effects of vertical integration and increased horizontal concentration in the multichannel video programming distributor ("MVPD") market resulting from the Comcast-TWC-Charter transaction and the harmful effects of vertical

⁴ *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Hilton Worldwide, Inc., Objection to Disclosure of Confidential and Highly Confidential Information, MB Docket No. 14-90 (filed Oct. 17, 2014) ("Hilton Worldwide Objection").

⁵ *Applications of Comcast Corp. and Time Warner Cable Inc., Charter Communications, Inc. and SpinCo 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*, Order, MB Docket Nos. 14-57, 14-90, DA 14-1463, ¶ 8 (rel. Oct. 7, 2014) ("Bureau Order"); *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*, Public Notice, MB Docket Nos. 14-57, 14-90, DA 14-1383 (rel. Sept. 23, 2014) ("Protective Order Public Notice").

integration resulting from the merger of AT&T and DirecTV.⁶

The Media Bureau subsequently issued a considered decision balancing the needs of programmers and broadcasters, parties to the transactions, Commission staff and participants in the merger with respect to the disclosure of the contested information and documents.⁷ The Bureau Order, attaching a Modified Joint Protective Order in each proceeding, afforded programmers and broadcast stations meaningful new and unique protections against disclosure of extremely sensitive information contained in programming contracts, retransmission consent agreements and certain related information. The Bureau created a new sub-category of HCI – “Video Programming Confidential Information” – and subjects those seeking access to HCI to heightened restrictions concerning copying and use, without creating an unprecedented categorical bar on production of such documents to the Commission in the course of its transaction reviews.⁸ In addition, the Bureau tightened its restrictions on who is eligible to access HCI and VPCI by specifying that HCI will be available only to outside representatives who are not involved in “Competitive Decision-Making” (defined as “involving advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of the client in competition with or in a business relationship with the Submitting

⁶ *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*, Comments of the American Cable Association, MB Docket Nos. 14-57, 14-90, at 9-12 (filed Sept. 29, 2014) (“ACA Protective Order Public Notice Comments”).

⁷ Bureau Order, ¶ 13.

⁸ *Id.*, ¶ 11; *Applications of Comcast Corp. and Time Warner Cable Inc., Charter Communications, Inc. and SpinCo for Consent to Assign or Transfer Control of Licenses and Authorization*, Modified Joint Protective Order, MB Docket No. 14-57, DA 14-1464, ¶ 2 (rel. Oct. 7, 2014) (“Comcast-TWC-Charter Modified Joint Protective Order”); *Applications 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, ¶ 2 (rel. Oct. 7, 2014) (“AT&T-DirecTV Modified Joint Protective Order”) (referred to collectively as the “Modified Joint Protective Orders”). “Video Programming Confidential Information” is defined in the Modified Joint Protective Orders as “information that is Highly Confidential Information, and is 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 OVD service; a detailed description of one or more provisions of such an agreement, including but not limited to, price and terms; and information relating to the negotiation of such an agreement.” *Id.*

Party”).⁹ As the Bureau Order makes clear, “any individual who participates in the negotiation of [programming and retransmission consent] contracts likely has been involved in ‘Competitive Decision-Making,’ and allowing such an individual to review the documents would raise the very problem the restriction is designed to address.”¹⁰ Conversely, individuals who do not participate in the negotiation of programming and retransmission consent agreements present no such threats to the content companies whose agreements with any of the merger parties are subject to production and disclosure before the Commission. Finally, the Bureau Order and Modified Joint Protective Orders grant programmers and broadcast stations as “Third Party Interest Holders” the right to object to disclosure of HCI, including VPCI, to merger participants on an individual basis.¹¹ Other than these modifications, the key provisions in the Modified Joint Protective Orders are comparable to the Joint Protective Orders the Commission earlier issued in both merger reviews that were comparable to Protective Orders the Commission has issued in other similar proceedings.

Pursuant to the Bureau Order and terms of the Modified Joint Protective Order in the above-captioned merger review,¹² ACA’s outside counsel and employees,¹³ including ACA’s Senior Vice President of Government Affairs, Ross J. Lieberman, and ACA’s outside consultant, Gary Biglaiser, executed and submitted an Acknowledgement of Confidentiality on October 9, 2014 in which each signatory attested, among other things, to the fact that he or she is “not

⁹ Bureau Order, ¶ 8; Modified Joint Protective Orders, ¶ 2.

¹⁰ Bureau Order, ¶ 8.

¹¹ *Id.*, ¶ 4; Modified Joint Protective Orders, ¶ 8.

¹² Modified Joint Protective Orders, ¶ 7.

¹³ ACA has several “Outside Counsel of Record” and “Outside Consultants” as those terms are defined in the Modified Joint Protective Orders assisting it in the AT&T-DirecTV merger review. The ACA Review Team for the AT&T-DirecTV review consists of Ross Lieberman, Senior Vice President of Government Affairs, In-house Counsel to ACA; Gary Biglaiser, Outside Consultant to ACA; Barbara Esbin, Noah Cherry, and Maayan Lattin, Cinnamon Mueller, Outside Counsel to ACA (“ACA AT&T-DirecTV” Review Team”). As discussed below, although Mr. Lieberman is in-house counsel to ACA in the vernacular sense, he qualifies as “Outside Counsel of Record” as that term is defined in the Modified Joint Protective Orders.

involved in Competitive Decision-Making,” and “access to any information obtained as a result of the Modified Joint Protective Order is due solely” to their “capacity as Counsel or Outside Consultant” to an eligible party.¹⁴ Moreover each acknowledged all of the other specified restrictions on use of any information and documents obtained as a result of the Modified Joint Protective Order, and certified that the signatory has verified that there are procedures in place at his/her firm or office to prevent unauthorized disclosure.¹⁵ As the Bureau Order recognizes, “[e]ach such individual is strictly prohibited from sharing such information, or knowledge derived therefrom, with any other individual, either inside or outside of the Reviewing Party’s firm or organization, except where that other individual has also executed an Acknowledgment or under certain limited disclosure exceptions;” and that such restrictions “do not terminate at the end of the respective proceedings but remain in perpetuity.”¹⁶

Within the three-day time period for challenges specified in the Orders granted to third parties whose contracts and other confidential information have been requested by the Commission in each proceeding, Tribune Group, CBS Group, and Discovery, third party programming vendors to the merging parties, and Hilton Worldwide, a customer of AT&T’s WiFi service filed objections covering either ACA’s entire AT&T-DirecTV transaction review team (CBS Group and Hilton Worldwide) and/or specifically Ross Lieberman, Barbara Esbin, Noah Cherry, and Maayan Lattin, outside counsel to ACA (Discovery and Tribune Group), protesting their access to Confidential Information, HCI and VPCI.¹⁷ For the reasons stated below, none of

¹⁴ Acknowledgments on behalf of the ACA, MB Docket No. 14-90 (filed Oct. 9, 2014, posted to ECFS Oct. 13, 2014 and to the transaction team spreadsheet Oct. 20, 2014) (“ACA AT&T-DirecTV Acknowledgments”).

¹⁵ *Id.*

¹⁶ Bureau Order, ¶¶ 5, 6.

¹⁷ *Id.*, ¶ 10; Modified Joint Protective Orders, ¶ 8. Tribune Group objected to disclosure of Confidential or HCI to Ross Lieberman, ACA, and Barbara Esbin, Noah Cherry, and Maayan Lattin, Cinnamon Mueller. Tribune Group Objection at 1, 3-5. CBS Group filed an objection in the AT&T-DirecTV docket protesting disclosure of HCI and VPCI to all five members of the ACA AT&T-DirecTV Review Team. CBS Group Objection at 1-2, 6-8; Exhibit A, Submitting Individuals. Discovery filed an objection in the AT&T-DirecTV docket protesting disclosure of HCI and VPCI to Ross Lieberman, ACA, and Barbara Esbin, Noah Cherry, and Maayan Lattin, Cinnamon Mueller. Discovery Objection at 1-2, 5-7; Exhibit A, Submitting Individuals.

these objections has merit and they should be dismissed forthwith so that ACA's review teams may continue their work analyzing the competitive harms of the proposed transaction without further delay.

II. OBJECTIONS TO THE ACA REVIEW TEAM ACCESSING CONFIDENTIAL, HIGHLY CONFIDENTIAL AND VIDEO PROGRAMMING CONFIDENTIAL INFORMATION ARE GROUNDLESS

A. The CBS Group Objection to All of ACA's AT&T-DirecTV Review Team Gaining Access to Highly Confidential Information and Video Programming Confidential Information Is Baseless.

The CBS Group, as "Third Party Interest Holders" with "confidentiality interests" as those terms are defined in the AT&T-DirecTV Modified Joint Protective Order, globally objects to disclosure of HCI and VPCI in that proceeding to all of ACA's review team, consisting of its Outside Counsel of Record, including ACA's Senior Vice President of Government Affairs, and any of their respective employees, and its Outside Consultant.¹⁸ The sole basis for this global exclusion cited by CBS Group in its Objection is the claim that "none of the Submitting Individuals has made a particularized, good faith showing as to why each needs access to the Content Companies' VPCI."¹⁹

The CBS Group Objection is baseless. The Bureau has not made it a requirement for gaining access to HCI or the sub-category of VPCI pursuant to the Modified Joint Protective Order that signers of the Confidentiality Acknowledgement "make a particularized, good-faith showing as to why each needs access" to the VPCI at issue, as CBS Group intimates. Nor is such a showing necessary. In its filing in response to the Protective Order Public Notice, ACA identified three reasons that were immediately apparent to it in support of its contention that the

Hilton Worldwide filed a global objection to all parties that signed Acknowledgments of Confidentiality in the AT&T-DirecTV docket. Hilton Worldwide Objection at 1.

¹⁸ CBS Group Objection at 2-4. A list of ACA's five AT&T-DirecTV review team members who submitted confidentiality acknowledgments pursuant to the Modified Joint Protective Order and are subject to the global challenge is attached as Exhibit A to the CBS Group Objection.

¹⁹ *Id.* at 2-3. The reader is also referred generally to grounds stated in the Application for Review of the Bureau Order and Modified Joint Protective Order filed by the CBS on October 14, 2014. *Id.*

documents should be placed in the public record of the merger review rather than keeping them out of the public record and requiring Commission staff view copies of the programming agreements that were provided by the merger parties to the DOJ.²⁰ By issuing the Bureau Order and modifying the Joint Protective Orders already in place, the Bureau agreed with ACA's position that participants in the proceeding need access to programming agreements, retransmission consent agreements and related information.²¹ The Bureau specifically found that the "additional procedures included in the Modified Joint Protective Orders, together with the existing provisions also contained in the Joint Protective Orders, provide an appropriate balance between the legitimate interests of the applicants, contracting parties, and the Commission in safeguarding competitively sensitive information and the need to make such information available to encourage meaningful participation by other parties in these proceedings."²² The only qualifications are those stated in the Bureau Order and Modified Joint Protective Order, and they do not include a "particularized, good-faith" demonstration of need by

²⁰ ACA Protective Order Public Notice Comments at 9-12. ACA identified three reasons why it must have access to the programming agreements at issue in order to effectively participate in the merger reviews. First, obtaining access will allow ACA to quantify both how much the merged firms will be able to lower their programming costs and exactly how much their incentive to charge rivals higher rates for their programming will grow post-merger. Second, to effectively determine whether the applicants' use of "most favored nations" clauses has impacted small and medium-sized MVPDs, and if so, make a determination of whether the merged entities' increased bargaining power over programmers as a result of the deal will make matters worse. Third, to allow ACA to test applicants' claims that the mergers will benefit the public by permitting the post-merger firm to enjoy significant programming costs savings.

²¹ Bureau Order, ¶ 13 ("[T]he Commission's review of these two major transactions requires analysis of issues directly implicated by the information contained in these materials, including competition in the video distribution market. The materials at issue are critical to a full and effective review. Further, the Commission is obligated and committed to conducting its review with as much transparency as the circumstances allow, to permit meaningful and effective public engagement on the issues. We seek to balance the legitimate need to protect highly confidential business information with the public interest in a fair and open review."). The Bureau reaffirmed the importance of access to this information in the Oct. 22nd Bureau Suspension Order by suspending the pleading cycles in each merger on the grounds that the current inability of commenters "to review Highly Confidential Information that has been submitted in these dockets significantly hampers their ability to meaningfully comment and participate in these proceedings, in both Docket No. 14-57 and Docket No. 14-90." *Applications of Comcast Corp. and Time Warner Cable Inc., Charter Communications, Inc. and SpinCo 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*, Order, MB Docket Nos. 14-57, 14-90, DA 14-1523, ¶ 4 (rel. Oct. 22, 2014) ("Bureau Suspension Order").

²² Bureau Order, ¶ 13.

each individual executing an Acknowledgement of Confidentiality.

More importantly, the Bureau Order does require that an objection “contain support for the objection, e.g., information the objecting party considers relevant to determining whether the individual in question is involved in “Competitive Decision-Making.”²³ CBS Group has not even made the slightest attempt to support its global objection by alleging that Gary Biglaiser, Outside Consultant to ACA, is involved in Competitive Decision-Making, likely because they understand there are not even arguable grounds for advancing such a claim. For this reason, the CBS Group objection as to Mr. Biglaiser should be summarily dismissed as groundless. CBS Group claims regarding Mr. Lieberman Ms. Esbin, Mr. Cherry, and Ms. Lattin, addressed in detail below, are not fact-based and should be rejected on the merits.

The remainder of CBS Group’s global objection consists of a collateral attack on the Bureau’s decision to issue the Modified Joint Protective Order rather than confining its own review of sensitive documents and information at the DOJ thereby keeping them out of the public record, and the terms under which the Bureau has determined that access to VPCI shall be granted.²⁴ To the extent CBS Group has raised arguments on these matters, they belong solely in the Application for Review proceeding initiated by CBS Group and are not grounds for denial of access to ACA’s review team of any of the requested documents or information under the terms and conditions established in the Modified Joint Protective Order.²⁵

²³ *Id.*, ¶ 10.

²⁴ *Id.*, ¶¶ 11-14.

²⁵ *Applications of Comcast Corp. and Time Warner Cable Inc., Charter Communications, Inc. and SpinCo 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*, Application for Review, CBS Corp., et al., MB Docket Nos. 14-57, 14-90 (filed Oct. 14, 2014); *Applications of Comcast Corp. and Time Warner Cable Inc., Charter Communications, Inc. and SpinCo 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*, Emergency Request for Stay of Media Bureau Order and Associated Modified Orders, CBS Corp., et al., MB Docket Nos. 14-57, 14-90 (filed Oct. 14, 2014).

B. Hilton Worldwide’s Global Objection to the ACA AT&T-DirecTV Review Team Accessing Highly Confidential Information Should Be Dismissed.

Hilton Worldwide has also filed a global objection to the ACA AT&T-DirecTV Review Team accessing certain “Hilton Highly Confidential Information” submitted by AT&T in response to the Commission’s discovery request. In support, Hilton Worldwide argues simply that competition among hotels is intense and that the information it seeks to shield would provide its competitors, should it come into their hands, with “strategically valuable information that would allow them to undercut or thwart Hilton’s efforts [to compete], while Hilton would have no reciprocal advantage.”²⁶ Hilton Worldwide acknowledges the protections the Bureau has put in place for such information, but believes they are not enough and that instead only aggregated data should be disclosed to parties to the merger review.²⁷ No attempt is made to link its concern to the activities of any individual member of the ACA AT&T-DirecTV review team by alleging, for example, that any of them is involved in Competitive Decision-Making concerning the merging parties or Hilton Worldwide or its competitors, the sole grounds for disqualification under the Modified Joint Protective Order. The global Hilton Worldwide Objection, like the global CBS Group Objection, is nothing more than a collateral attack on the terms and conditions for access established by the Media Bureau in the AT&T-DirecTV Modified Joint Protective Order. Failing to offer any reason why any member of ACA’s AT&T-DirecTV Review team should be denied access to any Hilton Worldwide HCI, it should be summarily dismissed.

C. The Specific Objections Raised to Ross Lieberman and Cinnamon Mueller Attorneys Gaining Access to Confidential, Highly Confidential and Video Programming Confidential Information Are Baseless.

CBS Group, Tribune Group, and Discovery have objected to ACA’s Ross Lieberman and Cinnamon Mueller’s Barbara Esbin, Noah Cherry, and Maayan Lattin gaining access to HCI and

²⁶ Hilton Worldwide Objection at 4.

²⁷ *Id.* at 5.

VPCI (CBS Group), and Confidential or HCI (Tribune Group).

CBS Group and Discovery challenge Mr. Lieberman's qualification as "Outside Counsel" under the terms of the Modified Joint Protective Order and object to Barbara Esbin, Noah Cherry, and Maayan Lattin on the grounds that they are members of a law firm that "has been or is currently involved in Competitive Decision-Making and is therefore expressly prohibited under the terms of the Modified Joint Protective Order from viewing HCI or VPCI."²⁸ Tribune Group objects to Mr. Lieberman, Ms. Esbin, Mr. Cherry, and Ms. Lattin for similar reasons.²⁹ Each of these claims lack merit, as demonstrated below, and should not be used to bar access to any of these individuals who have executed Acknowledgements of Confidentiality in the merger reviews.

1. Ross Lieberman qualifies as "Outside Counsel of Record" under the Modified Joint Protective Order and is eligible to review Highly Confidential and Video Programming Confidential Information.

The Tribune Group asserts that ACA Senior Vice President of Government Affairs, Ross Lieberman, "is neither ACA's Outside Counsel of Record nor an Outside Consultant as those terms are defined in the Modified Joint Protective Order," and that "[he] therefore is not eligible to access Highly Confidential Information."³⁰ No evidence or analysis in support of this assertion is provided. The CBS Group and Discovery lodge the same objection concerning Mr. Lieberman.³¹ These objections are utterly without merit. Mr. Lieberman clearly qualifies as Outside Counsel under the definition in the Modified Joint Protective Order, and for that reason, the Commission should deny all objections against Mr. Lieberman.³²

The Modified Joint Protective Orders define "Outside Counsel of Record" or "Outside

²⁸ CBS Group Objection at 7-8. Discovery Objection at 6-7.

²⁹ Tribune Group Objection at 4-5.

³⁰ *Id.*

³¹ CBS Group Objection at 6. Discovery Objection at 5-6.

³² Unlike the Cinnamon Mueller attorneys, no party objected to Mr. Lieberman accessing Confidential Information.

Counsel” as: “[T]he attorney(s), firm(s) of attorneys, or sole practitioner(s), as the case may be, retained by a Participant in this proceeding, provided such attorneys are not involved in Competitive Decision-Making,” further clarifying that “[t]he term “Outside Counsel of Record” includes *any attorney representing a non-commercial Participant in this proceeding, provided that such consultant or expert is not involved in Competitive Decision-Making.*”³³ The Modified Joint Protective Orders define “competitive decision-making” as a person’s activities, association, or relationship with any of his clients involving advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of the client in competition with or in a business relationship with the Submitting Party or with a Third Party Interest Holder.”³⁴ As the Media Bureau Chief, FCC General Counsel and Wireline Competition Bureau Chief made clear in their contemporaneous FCC Blog posting: “Anyone involved in negotiation of programming contracts or retransmission consent agreements is ‘involved in Competitive Decision-Making’ and is ineligible.”³⁵

Contrary to the assertions of the Tribune Group, CBS Group, and Discovery, Mr. Lieberman qualifies to view HCI and VPCI on the grounds that he meets the definition of “Outside Counsel of Record” as that term is defined in the Modified Joint Protective Orders.³⁶ Mr. Lieberman is a licensed attorney representing the American Cable Association, a non-profit membership association and non-commercial Participant in this proceeding, and is actively engaged in his capacity as Outside Counsel of Record in the conduct of this proceeding on behalf of ACA.³⁷ ACA is a private non-profit membership corporation (*i.e.*, trade association)

³³ Modified Joint Protective Orders, ¶ 2 (emphasis added).

³⁴ *Id.*

³⁵ Bill Lake, Chief, Media Bureau, Jon Sallet, General Counsel, & Julie Veach, Chief, Wireline Competition Bureau, *Transaction Reviews and the Public Interest*, Official FCC Blog (Oct. 7, 2014 2:57 PM), available at <http://www.fcc.gov/blog/transaction-reviews-and-public-interest>.

³⁶ Objecting parties CBS Group, Discovery and Tribune Group also assert that Mr. Lieberman does not qualify as an “Outside Consultant.” Mr. Lieberman does not seek qualification as such.

³⁷ See Declaration of Ross J. Lieberman, attached hereto as Exhibit 1.

whose primary objective and emphasis is to advocate for the interests of its more than 800 small and medium-sized independent cable operators throughout the country before Congress and federal agencies. As such, ACA is a *non-commercial party* in this proceeding.³⁸

Mr. Lieberman is employed by ACA as Senior Vice President of Government Affairs and is actively engaged in the conduct of this proceeding on behalf of his employer. In his role as Senior Vice President for Government Affairs for ACA, Mr. Lieberman's interactions with ACA's members is limited to legislative and regulatory issues. That is, Mr. Lieberman is not involved in "Competitive Decision-Making" on behalf of ACA, an entity that does not negotiate programming or retransmission consent agreements. Conceding this point, Tribune Group acknowledges that ACA itself does not engage in Competitive Decision-Making.³⁹ Mr. Lieberman also is not involved in Competitive Decision-Making on behalf of ACA member companies when these firms are engaged in any commercial interactions with any programmers or broadcasters, including the CBS Group or Tribune Group objectors.

Mr. Lieberman has executed a sworn Declaration that unequivocally states that he is not involved in giving advice about or participating in the relevant business decisions or the analysis underlying the relevant business decisions of any ACA member company in competition with or in a business relationship with AT&T, DirecTV, Discovery, Hilton Worldwide, or with a member company of the CBS Group or Tribune Group, or with any of these entities' competitors.

³⁸ ACA notes that the term "Outside Counsel" as defined in Protective Orders utilized by the Commission over the years is incongruent with the common usage of the term in the legal and corporate world. This incongruity has created confusion over the years among Applicants to license transfers and their attorneys over whether an "in-house" attorney for a non-profit trade association representing commercial parties can meet the definition of an "Outside Counsel." In just the last four years, on three separate occasions including the current proceeding, ACA has had to expend its limited time and resources responding to formal and informal objections, specifically regarding Mr. Lieberman's rights to access highly confidential information, due to confusion created by the terminology employed by the Commission. If the Commission intends to continue using the term "Outside Counsel" in future Protective Orders, ACA strongly recommends that the Commission issue an Order on this objection that makes inarguably clear that, if all other relevant eligible criteria are satisfied, an "in-house" attorney for a non-profit trade association representing commercial parties will qualify as "Outside Counsel" under its Protective Orders.

³⁹ Tribune Group Objection at 3.

Contrary to the assertions of CBS Group, Discovery and Tribune Group, therefore, Mr. Lieberman meets the definition of Outside Counsel of Record for purposes of the Modified Joint Protective Order.

It bears mentioning that Mr. Lieberman received no formal objections to his accessing Confidential or Highly Confidential Information by any of the merging parties when Mr. Lieberman initially sought access to such information under the previous Joint Protective Orders. It is also noteworthy that although objections similar to those raised by parties objecting to him now were initially raised to Mr. Lieberman's status as Outside Counsel by Comcast in the earlier Comcast-NBCU merger review, Mr. Lieberman was ultimately granted access to Confidential and Highly Confidential Information for purposes of representing ACA in that proceeding.⁴⁰ No different result should obtain today.

Based on the foregoing, ACA respectfully requests that the Commission deny all objections related to Mr. Lieberman and permit him to access, as Outside Counsel of Record to ACA, all HCI and VPCI that is subject to the AT&T-DirecTV Modified Joint Protective Order.

2. Barbara Esbin qualifies as "Outside Counsel of Record" under the Modified Joint Protective Order and is eligible to review Confidential, Highly Confidential, and Video Programming Confidential Information.

The CBS Group and Discovery allege that Ms. Esbin is a member of "the law firm Cinnamon Muller, which has been or is currently involved in Competitive Decision-Making and

⁴⁰ *Applications of Comcast Corp. and NBC-Universal for Consent to Assign or Transfer Control of Licenses and Authorization*, Motion for Extension of Time To File Replies To Responses/Opposition, American Cable Association, MB Docket No. 10-56 (filed Jul. 23, 2010) (explaining "[t]he task [of filing] will be complicated by the fact that ACA representatives who have executed Acknowledgements of Confidentiality pursuant to the First Protective Order and Second Protective Order did not receive the un-redacted version of Applicants' filing containing highly confidential material until late in the evening on July 22, 2010."); *Applications of Comcast Corp. and NBC-Universal for Consent to Assign or Transfer Control of Licenses and Authorization*, Response to Applicants' Reply to American Cable Association's Opposition to Joint Objection to Disclosure of Confidential and Highly Confidential Information, American Cable Association, MB Docket No. 10-56 (filed April 8, 2010); *Applications of Comcast Corp. and NBC-Universal for Consent to Assign or Transfer Control of Licenses and Authorization*, Opposition to Joint Objection to Disclosure of Confidential and Highly Confidential Information, American Cable Association, MB Docket No. 10-56 (filed April 2, 2010).

[is] therefore expressly prohibited under the terms of the Modified Joint Protective Order from viewing HCI or VPCI.”⁴¹ In support of this allegation, CBS Group asserts:

Like certain of her colleagues at Cinnamon Mueller, Ms. Esbin provides advice about and participates in the business decisions of the firm’s distributor clients involved in affiliation transactions with the Content Companies. She also regularly advises clients with respect to policy issues implicating distribution and carriage agreements. In order to do so, she must consult with her clients concerning competitive decision-making matters.⁴²

Discovery makes the identical assertion with respect to affiliate transactions with Discovery.⁴³

Based on their own construct of Ms. Esbin’s legal practice, the CBS Group and Discovery conclude that disclosure of their sensitive commercial information “including the license fees and carriage terms to which the Content Companies have agreed – would cause manifest and irreparable competitive harm.”⁴⁴

The Tribune Group filed a similar objection to Ms. Esbin accessing HCI. Tribune Group notes that Ms. Esbin is the Managing Partner of Cinnamon Mueller’s Washington, D.C. office, and, as noted above, acknowledges that while ACA itself does not engage in Competitive Decision-Making, “the Broadcast Objectors are concerned that Ms. Esbin *may engage* in retransmission consent negotiations on behalf of other Cinnamon Mueller clients (generally, small- and mid-sized cable operators), in competition with or in business relationships with Third Party Interest Holders in these proceedings, including the Broadcast Objectors.”⁴⁵

The only evidence the CBS Group and Discovery cite in support of its allegations that Ms. Esbin has been or is involved in Competitive Decision-Making is a single ex parte letter filed on behalf of ACA in the Commissions’ Retransmission Consent Reform Rulemaking in November 2012.⁴⁶ CBS Group and Discovery include some quoted statements they assert

⁴¹ CBS Group Objection at 7. Discovery Objection at 6.

⁴² CBS Group Objection at 7.

⁴³ Discovery Objection at 6.

⁴⁴ CBS Group Objection at 7. Discovery Objection at 6.

⁴⁵ Tribune Group Objection at 3.

⁴⁶ CBS Group Objection at 7 n.10 (citing *2010 Quadrennial Regulatory Review – Review of the*

were made by Ms. Esbin in the letter in a parenthetical to their citations. However, the ex parte letter itself does not contain the alleged statements by Ms. Esbin that are quoted by CBS Group and Discovery in their Objections. Instead, the letter records advocacy on the part of a group of meeting participants seeking rule changes in both the Commission's broadcast ownership and retransmission consent good faith rules that would address local broadcast station collusion in the negotiation of retransmission consent with MVPDs, an action taken by the Commission earlier this year in the retransmission consent reform rulemaking proceeding.⁴⁷

The Tribune Group attempts to support its allegation that Ms. Esbin "may engage" in retransmission consent negotiations in two ways. First, they note that Cinnamon Mueller, where she is a partner, is a firm that represents clients in retransmission consent negotiations adverse to broadcast television stations.⁴⁸ Second, they claim that "Ms. Esbin herself has previously advised on retransmission consent matters," citing as evidence slides prepared by Ms. Esbin and Chris Cinnamon, founder of the law firm Cinnamon Mueller, for a November 2011 ACA Member Webinar on Retransmission Consent.⁴⁹

The fatal flaw in all these Objections is that they are based purely on hypothesis, at best assigning guilt by association and at worst containing nothing more than pure speculation, rather than on fact with respect to Ms. Esbin's participation in the negotiation of affiliation and retransmission consent agreements with Cinnamon Mueller clients. Moreover, both conflate policy advocacy before the Commission on programming-related matters and information sharing regarding this advocacy with the actual negotiation of contracts.

Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996 and Amendment of the Commission's Rules Related to Retransmission Consent, Notice of Ex Parte, American Cable Association, Time Warner Cable, DISH Network, and DirecTV, MB Docket Nos. 10-71, 09-182 (Nov. 21, 2012)). See also Discovery Objection at 6 n.8.

⁴⁷ See *Amendment of the Commission's Rules Related to Retransmission Consent*, Report and Order and Further Notice of Proposed Rulemaking, 29 FCC Rcd 3351 (2014).

⁴⁸ Tribune Group Objection at 3-4.

⁴⁹ *Id.* at 3-4. The material cited appears on the ACA website, available at http://www.americancable.org/files/images/Consent_Webinar-Part_One-Rules_111011_FINAL.pdf.

As the Tribune Group has observed, Cinnamon Mueller does serve as Outside Counsel of Record to ACA, and some Cinnamon Mueller attorneys are involved in Competitive-Decision Making with ACA member companies.⁵⁰ However, contrary to the suggestions of the CBS Group, Discovery and the Tribune Group, this fact does not equate to evidence that Ms. Esbin personally engages in the negotiation of programming and retransmission consent agreements. Notably, parties objecting to disclosure to Ms. Esbin fail to present a shred of evidence that Ms. Esbin has ever participated in a meeting or teleconference or has written or received any email communications regarding any programming negotiations involving any of these entities. Nor does the evidence cited by these objectors ostensibly to support their assertion that Ms. Esbin has been personally involved with negotiating or advising on affiliation or retransmission consent negotiations prove anything of the sort. Rather, what the two cited documents show is only that Ms. Esbin has engaged in policy advocacy before the Commission concerning reform of its broadcast ownership and retransmission consent rules, and that she has informed ACA member companies regarding the requirements of retransmission consent rules and regulations, or the status of pending rule reforms in Washington, the subject of her November 2011 ACA Member Webinar presentation cited by Tribune Group. This evidence utterly fails to demonstrate that Ms. Esbin has been involved in Competitive Decision-Making and cannot form a basis for disqualifying her as Outside Counsel of Record to ACA from accessing HCl under the terms of the Modified Joint Protective Order in either merger review.

Advising on law and policy and negotiating agreements on behalf of individual clients are obviously quite distinct activities and only the latter provides grounds for disqualification under the Modified Joint Protective Orders, as Tribune Group itself appears to understand.⁵¹ In her

⁵⁰ Some Cinnamon Mueller attorneys provide individual representation of ACA member companies on a wide range of matters, including the negotiation of affiliation agreements with CBS Group member companies and retransmission consent agreements with Tribune Group local broadcast television stations across the nation.

⁵¹ Unlike the CBS Group's and Discovery's objections which ignore this critical distinction, Tribune Group's objection to Ms. Esbin accessing HCl is carefully phrased to only express a concern as to her eligibility (along with that of Mr. Cherry and Ms. Lattin, discussed below) and asks no more than the

sworn Declaration, Ms. Esbin affirms that she is not involved in giving advice about or participating in the relevant business decisions or the analysis underlying the relevant business decisions of any ACA member company in competition with or in a business relationship with any of the merger parties or with a member company of the CBS Group, Tribune Group, or Discovery.⁵² More specifically, she is not personally involved in the negotiation of affiliation or retransmission consent agreements and/or analysis of the relevant business decisions of any client concerning these matters for any ACA member that is a competitor to or in a business relationship with AT&T, DirecTV, Discovery, Hilton Worldwide, or with a member company of the CBS Group or Tribune Group, or with any of these entities' competitors.⁵³

As noted above, in her Acknowledgement, Ms. Esbin has certified that she verified that Cinnamon Mueller has procedures in place to prevent unauthorized disclosure.⁵⁴ In addition, this includes restricting the HCI and VPCI to the firm's Washington, D.C. office, where the firm's attorneys who do deal with Competitive Decision-Making do not work. In her Declaration, she states that Stamped Confidential and Highly Confidential Documents, Confidential Information, and Highly Confidential Information produced for review by Cinnamon Mueller attorneys in the merger review will be kept only in Cinnamon Mueller's D.C. office and will not be placed on any shared access drives used by other members of the firm to further assure against inadvertent disclosure to other Cinnamon Mueller attorneys who are involved in Competitive Decision-Making on behalf of the firm's individual clients.⁵⁵ This includes notes that might be taken when reviewing VPCI. This is relevant because the Cinnamon Mueller law firm is headquartered in

Commission conduct an investigation into eligibility and pending resolution of that investigation, prevent access to sensitive information. Tribune Group Objection at 4-5.

⁵² Declaration of Barbara S. Esbin, ¶ 8, attached hereto as Exhibit 2 ("Esbin Declaration").

⁵³ *Id.*

⁵⁴ ACA AT&T-DirecTV Acknowledgments.

⁵⁵ Esbin Declaration, ¶ 9.

Chicago, Illinois and has another satellite office located in St. Louis, Missouri.⁵⁶ None of the attorneys that engage in negotiation of affiliation and retransmission consent agreements with Cinnamon Mueller clients operate out of the Washington, DC office. Accordingly, this physical separation serves as an additional natural layer of protection, albeit a legally unnecessary safeguard, that is not required pursuant to the Modified Protective Orders, against inadvertent disclosure of protected information to Cinnamon Mueller attorneys who are engaged in the Competitive Decision-Making. Moreover, Cinnamon Mueller attorneys, like attorneys at other law firms are bound by rules of professional conduct, will have additional appropriate screening mechanisms in place to ensure that competitively sensitive information subject to the Modified Joint Protective Orders is not either advertently or inadvertently disclosed to Cinnamon Mueller attorneys not qualified to access it. These measures, together with her Acknowledgement of Confidentiality affirming that she is not involved in Competitive Decision-Making should put the matter to rest.

Based on the foregoing, ACA respectfully requests that the Commission deny all objections related to Ms. Esbin, and permit her as Outside Counsel of Record to ACA to access all HCI that is the subject to the Modified Joint Protective Orders in the instant merger review.

3. Noah Cherry and Maayan Lattin qualify as “Outside Counsel of Record” under the terms of the Modified Joint Protective Order and are eligible to review Confidential, Highly Confidential, and Video Programming Confidential Information.

For reasons somewhat similar those alleged concerning Ms. Esbin, the Tribune Group also objects to disclosure of HCI to new Cinnamon Mueller attorneys Noah Cherry and Maayan Lattin on the grounds that they “may not be eligible” to access Confidential or Highly Confidential Information in the AT&T-DirecTV merger review.⁵⁷ That is, according to Tribune Group, Mr. Cherry and Ms. Lattin “may engage” in retransmission consent negotiations. The

⁵⁶ *Id.*, ¶ 4.

⁵⁷ Tribune Group AT&T-DirecTV Objection at 3.

Tribune Group's objection to with Mr. Cherry and Ms. Lattin is as follows:

Mr. Cherry and Ms. Lattin recently joined the Cinnamon Mueller firm. Both have been active in retransmission consent advocacy at the Commission adverse to broadcast television stations. Thus, the Broadcast Objectors are concerned that they *may be advising Cinnamon Mueller clients with respect to retransmission consent negotiations with the Broadcast Objectors or intend to do so in the next few months* (many retransmission consent agreements will be under negotiation before the end of the year.⁵⁸

Needless to say, policy advocacy adverse to broadcast station interests is not a disqualifying factor under the AT&T-DirecTV Modified Joint Protective Order, nor is it in any way relevant to the issues at stake here. While the Modified Protective Order prohibits access to highly confidential information by individuals who advise clients with respect to retransmission consent negotiations, the Tribune Group presents no evidence in their objection to demonstrate that these Cinnamon Mueller attorneys are engaging in such actions. This is not surprising because no evidence of the sort exists. The fact of the matter is that when Mr. Cherry and Ms. Lattin signed Acknowledgements of Confidentiality affirming that they are "not engaged" in Competitive Decision-Making as that term is defined in the Modified Joint Protective Order, they were being truthful. Mr. Cherry and Ms. Lattin joined Cinnamon Mueller in July 2014 as second year associates. They work from the firm's D.C. office along with Ms. Esbin, and since arrival, have been engaged solely with policy advocacy for ACA and matters unrelated to programming agreements and retransmission consent for the firm's individual clients.⁵⁹ Mr. Cherry and Ms. Lattin both signed sworn Declarations attesting to these facts, and volunteered to take steps to ensure any information obtained as a result of the Modified Joint Protective Order are not accessible by Cinnamon Mueller attorneys that do not work from the firm's Washington, DC office.⁶⁰ Tribune Group also raises concerns about these Cinnamon Mueller attorneys' participation in retransmission consent negotiations in the coming months. While subject to the

⁵⁸ Tribune Group AT&T-DirecTV Objection at 4 (emphasis added).

⁵⁹ Esbin Declaration, ¶ 4.

⁶⁰ Declaration of Noah Cherry, ¶¶ 7, 8, attached hereto as Exhibit 3; Declaration of Maayan Lattin, ¶¶ 7, 8, attached hereto as Exhibit 4.

conditions of the Modified Joint Protective Order as a result of signing the Acknowledgement of Confidentiality, these attorneys are expressly barred from engaging in competitive decision-making, and will certainly not be participating in broadcast carriage negotiations this year as the Tribune Group suggests. In short, for all the reasons Ms. Esbin is qualified to access Confidential Information, HCI and VPCI submitted by the merger parties into the record under the terms of the Modified Joint Protective Orders, Mr. Cherry and Ms. Lattin are also qualified.

* * *

As the Bureau Order makes clear, anyone who signs and violates an Acknowledgement of Confidentiality is subject to severe penalties by the Commission and any additional remedies at law or equity. All ACA signatories understand the restrictions imposed on them by undertaking representation of ACA in the merger reviews, including the terms and conditions of the Acknowledgements of Confidentiality that they have signed, and take them very seriously. This includes, perforce, the limitation that for the duration of the two proceedings that each signatory is not and will not engage in Competitive Decision-Making, including negotiation of affiliation and retransmission consent agreements with any of the Third Party Interest Holders whose commercial agreements are placed in the records of the merger reviews before the Commission. Moreover, they understand, as emphasized in the Bureau Order, “that the restrictions on the use and disclosure of Highly Confidential Information do not terminate at the end of the respective proceedings but remain in perpetuity.”⁶¹ In addition to all of the restrictions and limitations imposed by the Commission, all ACA attorneys signing Acknowledgments of Confidentiality per the Modified Joint Protective Orders are bound by the Rules of Professional Conduct of their respective bar associations to scrupulously protect client confidences.⁶² These

⁶¹ Bureau Order, ¶ 6.

⁶² See Rule 1.6 of the DC Rules of Professional Conduct; Rule 1.6 of the Maryland Lawyer’s Rules of Professional Conduct; Rule 1.6 of the New York Rules of Professional Conduct; Rule 1.6 of the New Jersey Disciplinary Rules of Professional Conduct.

protections, as the Media Bureau has found, are sufficient to protect the Third Party Interest Holders in the merger reviews in ensuring that highly sensitive information is not used for any purpose other than participation in the merger reviews, is not disclosed to non-signatories of Acknowledgements of Confidentiality, and is destroyed or returned at the close of each proceeding.

III. CONCLUSION

For the foregoing reasons, ACA respectfully requests that the Media Bureau promptly dismiss each of the objections to disclosure of Confidential, Highly Confidential, and Video Programming Confidential Information to Ross Lieberman, ACA; Gary Biglaiser, University of North Carolina; Barbara Esbin, Noah Cherry, and Maayan Lattin, Cinnamon Mueller and promptly grant the aforementioned access to the confidential information that is the subject of the Modified Joint Protective Order in this proceeding.

Respectfully submitted,

AMERICAN CABLE ASSOCIATION

By: 

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Barbara S. Esbin
Noah Cherry
Maayan Lattin
Cinnamon Mueller
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(202) 872-6811

Attorneys for the American Cable Association

October 27, 2014

Exhibit 1

Declaration of Ross J. Lieberman

**Before the
Federal Communications Commission
Washington, D.C. 20554**

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

DECLARATION OF ROSS J. LIEBERMAN

1. My name is Ross J. Lieberman. I serve as Senior Vice President of Government Affairs for the American Cable Association (“ACA”). I have held this position since June of 2007.
2. My business address is 2415 39th Place NW, Washington, DC 20007.
3. I am licensed to practice law in the District of Columbia.
4. As Senior Vice President of Government Affairs for ACA, I am the association’s senior advocate on Capitol Hill and at the federal agencies, including the Federal Communications Commission. My responsibilities include assisting with the development and implementation of all legislative and regulatory efforts on matters that impact ACA’s general membership.
5. I report directly to ACA President and CEO Matthew M. Polka, and not to the association’s board of directors, nor any of the association’s general members who are MVPDs or associate members who are vendors.
6. With regard to regulatory matters, my specific duties include overseeing the day-to-day management of regulatory matters for the trade association, including the development of policy positions and the strategies for its implementation, the preparation of FCC filings, and representing the association before federal agencies and Congress.
7. I have been actively engaged in the AT&T-DirecTV merger review on behalf of ACA, a non-commercial party, and will continue to be the primary point person leading ACA’s efforts on these mergers at the FCC, United States Department of Justice, and various state attorneys general offices.
8. I am not involved in giving advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of any ACA member or associate member company in competition with or in a business relationship with AT&T, Inc. or DirecTV; CBS Corporation, Scripps Networks Interactive, Inc., The Walt Disney Company, Time Warner Inc., TV One, LLC, Twenty First Century Fox, Inc., Univision Communications Inc. or Viacom Inc.; Discovery Communications LLC; Tribune

Media Company, Raycom Media, Inc., Gray Television, Inc., Gannett Co, Inc., or Graham Media Group; or Hilton Worldwide, Inc. or its competitors as it relates to the wholesale purchase of Wi-Fi service from AT&T. Specifically, I do not give advice or analysis concerning, nor do I participate in the negotiation of programming contracts and retransmission consent agreements on behalf of any ACA member company. My interaction with ACA's membership is irregular, except for quarterly board meetings, and limited to discussions related to legislative and regulatory issues.

I, Ross J. Lieberman, hereby swear, under penalty of perjury, that the foregoing is true and correct, to the best of my knowledge and belief.

A handwritten signature in black ink, appearing to read "Ross J. Lieberman". The signature is fluid and cursive, with a horizontal line extending from the end of the name.

Ross J. Lieberman
Senior Vice President of Government Affairs
American Cable Association

Executed this 27th day of October, 2014.

Exhibit 2

Declaration of Barbara S. Esbin

**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 or Transfer Control)	
of Licenses and Authorizations)	

DECLARATION OF BARBARA S. ESBIN

1. My name is Barbara S. Esbin. I have been an attorney with the Cinnamon Mueller law firm since May 2010, and a partner in the firm since January 2012. I am the Managing Partner of Cinnamon Mueller's Washington, D.C. office. My principal role is that of outside counsel to the American Cable Association ("ACA").
2. My business address is 1875 Eye Street, NW, Suite 700, Washington, D.C. 20006.
3. I am licensed to practice law in the District of Columbia and in North Carolina (inactive).
4. Cinnamon Mueller is a boutique law firm, headquartered in Chicago, Illinois, specializing in communications law and practice. The firm has satellite offices in Washington, DC and St. Louis, Missouri. Cinnamon Mueller recently hired two second year associates, Noah Cherry and Maayan Lattin, who also work in the firm's D.C. office and assist me there with representation of ACA in regulatory matters before the Federal Communications Commission.
5. As outside counsel to ACA, I assist with legal and policy and advocacy primarily before the Federal Communications Commission. My responsibilities include assisting with the development and implementation of all regulatory efforts on matters that impact ACA's general membership, at the direction of ACA President and CEO Matthew M. Polka and ACA's Senior Vice President for Government Affairs, Ross J. Lieberman.
6. With regard to regulatory matters, my specific duties include overseeing the day-to-day management of regulatory matters for the trade association, including the development of policy positions and the strategies for its implementation, the preparation of FCC filings, and representing the association before federal agencies and Congress.
7. I have been actively engaged in the AT&T-DirectTV merger review on behalf of ACA, a non-commercial party, and will continue to be the primary point person leading ACA's efforts on these mergers at the FCC, United States Department of Justice, and various state attorneys general offices.

8. I am not involved in giving advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of any ACA member company in competition with or in a business relationship with AT&T, Inc. or DirecTV; CBS Corporation, Scripps Networks Interactive, Inc., The Walt Disney Company, Time Warner Inc., TV One, LLC, Twenty First Century Fox, Inc., Univision Communications Inc. or Viacom Inc.; Discovery Communications LLC; Tribune Media Company, Raycom Media, Inc., Gray Television, Inc., Gannett Co, Inc., or Graham Media Group; or Hilton Worldwide, Inc. or its competitors as it relates to the wholesale purchase of Wi-Fi service from AT&T. Specifically, I do not give advice or analysis concerning, nor do I participate in the negotiation of programming contracts and retransmission consent agreements on behalf of any ACA member company or any other individual client of Cinnamon Mueller.
9. Stamped Confidential and Highly Confidential Documents, Confidential Information, and Highly Confidential Information produced for review by Cinnamon Mueller attorneys in the merger review will be kept only in Cinnamon Mueller's D.C. offices and will not be placed on any shared access drives used by other members of the firm. This includes any notes that I may take in the course of reviewing such documents and information.

I, Barbara S. Esbin, hereby swear, under penalty of perjury, that the foregoing is true and correct, to the best of my knowledge and belief.



Barbara S. Esbin
Partner, Cinnamon Mueller
Counsel to the American Cable Association

Executed this 27th day of October, 2014.

Exhibit 3

Declaration of Noah Cherry

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)
Application of)

AT&T, Inc. and DIRECTV)

For Consent to Assign or Transfer Control)
of Licenses and Authorizations)

MB Docket No. 14-90

DECLARATION OF NOAH CHERRY

1. My name is Noah Cherry. I have been an attorney with the Cinnamon Mueller law firm since July 2014.
2. My business address is 1875 Eye Street, NW, Suite 700, Washington, DC 20006.
3. I am licensed to practice law in Maryland.
4. Cinnamon Mueller is a boutique law firm, headquartered in Chicago, Illinois, specializing in communications law and practice. The firm has satellite offices in Washington, DC and St. Louis, Missouri.
5. My principal role at Cinnamon Mueller law firm is to assist Barbara S. Esbin in the representation of the American Cable Association ("ACA") in regulatory matters before the Federal Communications Commission. As part of the team of outside counsel to ACA, I assist with the development and preparation of pleadings filed before the Federal Communications Commission, which involve various regulatory efforts and matters that impact ACA's general membership. My work for ACA is done at the direction of Barbara S. Esbin, and our client ACA President and CEO Matthew M. Polka and ACA's Senior Vice President for Government Affairs, Ross J. Lieberman.
6. I have been engaged in the AT&T-DirectTV merger review on behalf of ACA, a non-commercial party. I will continue to assist, Barbara S. Esbin, who is the primary point person leading ACA's efforts on these mergers at the FCC, United States Department of Justice, and various state attorneys general offices.
7. I am not involved, nor have I been in through prior employment, in giving advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of any ACA member company in competition with or in a business relationship with AT&T, Inc. or DirecTV; CBS Corporation, Scripps Networks Interactive, Inc., The Walt Disney Company, Time Warner Inc., TV One, LLC, Twenty First Century Fox, Inc., Univision Communications Inc. or Viacom Inc.; Discovery Communications LLC; Tribune Media Company, Raycom Media, Inc., Gray Television, Inc., Gannett Co, Inc., or Graham Media Group; or Hilton Worldwide, Inc. or its competitors as it relates to the wholesale purchase of Wi-Fi service from AT&T. Specifically, I do not give advice or analysis concerning, nor do I participate in the negotiation of programming contracts and retransmission consent agreements on behalf of any ACA member company or any

other individual client of Cinnamon Mueller.

8. Stamped Confidential and Highly Confidential Documents, Confidential Information, and Highly Confidential Information produced for review by Cinnamon Mueller attorneys in the merger reviews will be kept only in Cinnamon Mueller's D.C. offices and will not be placed on any shared access drives used by other members of the firm. This includes any notes that I may take in the course of reviewing such documents and information.

I, Noah Cherry, hereby swear, under penalty of perjury, that the foregoing is true and correct, to the best of my knowledge and belief.



Noah Cherry
Noah Cherry
Attorney, Cinnamon Mueller
Counsel to the American Cable Association

Executed this 27 day of October, 2014.

Exhibit 4

Declaration of Maayan Lattin

**Before the
Federal Communications Commission
Washington, D.C. 20554**

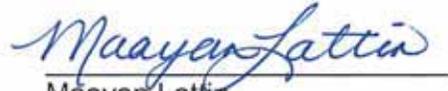
In the Matter of)	
Applications of)	
)	
)	
AT&T, Inc. and DIRECTV)	MB Docket No. 14-90
)	
For Consent to Assign or Transfer Control)	
of Licenses and Authorizations)	

DECLARATION OF MAAYAN LATTIN

1. My name is Maayan Lattin. I have been an attorney with the Cinnamon Mueller law firm since July 2014.
2. My business address is 1875 Eye Street, NW, Suite 700, Washington, DC 20006.
3. I am licensed to practice law in New York and New Jersey.
4. Cinnamon Mueller is a boutique law firm, headquartered in Chicago, Illinois, specializing in communications law and practice. The firm has satellite offices in Washington, DC and St. Louis, Missouri.
5. My principal role at Cinnamon Mueller law firm is to assist Barbara S. Esbin in the representation of the American Cable Association ("ACA") in regulatory matters before the Federal Communications Commission. As part of the team of outside counsel to ACA, I assist with the development and preparation of pleadings filed before the Federal Communications Commission, which involve various regulatory efforts and matters that impact ACA's general membership. My work for ACA is done at the direction of Barbara S. Esbin, and our client ACA President and CEO Matthew M. Polka and ACA's Senior Vice President for Government Affairs, Ross J. Lieberman.
6. I have been engaged in the AT&T-DirecTV merger review on behalf of ACA, a non-commercial party. I will continue to assist, Barbara S. Esbin, who is the primary point person leading ACA's efforts on these mergers at the FCC, United States Department of Justice, and various state attorneys general offices.
7. I am not involved in giving advice about or participation in the relevant business decisions or the analysis underlying the relevant business decisions of any ACA member company in competition with or in a business relationship with AT&T, Inc. or DirecTV; CBS Corporation, Scripps Networks Interactive, Inc., The Walt Disney Company, Time Warner Inc., TV One, LLC, Twenty First Century Fox, Inc., Univision Communications Inc. or Viacom Inc.; Discovery Communications LLC; Tribune Media Company, Raycom Media, Inc., Gray Television, Inc., Gannett Co, Inc., or Graham Media Group; or Hilton Worldwide, Inc. or its competitors as it relates to the wholesale purchase of Wi-Fi service from AT&T. Specifically, I do not give advice or analysis concerning, nor do I participate in the negotiation of programming contracts and retransmission consent agreements on behalf of any ACA member company or any other individual client of Cinnamon Mueller.

8. Stamped Confidential and Highly Confidential Documents, Confidential Information, and Highly Confidential Information produced for review by Cinnamon Mueller attorneys in the merger reviews will be kept only in Cinnamon Mueller's D.C. offices and will not be placed on any shared access drives used by other members of the firm. This includes any notes that I may take in the course of reviewing such documents and information.

I, Maayan Lattin, hereby swear, under penalty of perjury, that the foregoing is true and correct, to the best of my knowledge and belief.



Maayan Lattin
Attorney, Cinnamon Mueller
Counsel to the American Cable Association

Executed this 27 day of October, 2014.

CERTIFICATE OF SERVICE

I, Alma Hoxha, do hereby certify that on this 27th day of October, 2014, I caused true and correct copies of the foregoing Opposition to Objections to Disclosure of Confidential and Highly Confidential Information of the American Cable Association to be served by electronic mail to the following:

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Communications LLC*

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A handwritten signature in black ink, appearing to read "Alma Hoxha". The signature is written in a cursive style with a horizontal line underneath it.

Alma Hoxha
Paralegal, Cinnamon Mueller

October 27, 2014