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October 29, 2014

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

Re: *Applications of Comcast Corporation and Time Warner Cable Inc., Charter Communications Inc. and SpinCo, for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-57*

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

Dear Ms. Dortch:

In separate meetings on October 24, 2014, Anne Lucey of CBS Corporation, Kimberly Hulse of Scripps Networks Interactive, Inc., Susan Mort of Time Warner Inc., Jared Sher of Twenty First Century Fox, Inc., Keith Murphy of Viacom Inc., Christopher G. Wood, of Univision Communications Inc. (by telephone), and the undersigned, met with Commissioner Mignon Clyburn and Adonis Hoffman, Chief of Staff to Commissioner Clyburn; and with Commissioner Ajit Pai and Matthew Berry, Chief of Staff to Commissioner Pai. Also, in a meeting on October 27, 2014, Anne Lucey of CBS Corporation, Jared Sher of Twenty First Century Fox, Inc., Keith Murphy of Viacom Inc., and the undersigned, met with Commissioner Michael O’Rielly and Erin McGrath, Legal Advisor to Commissioner O’Rielly.

The representatives of the companies identified above (the “Content Companies”) emphasized that they do not seek to delay the Commission’s review of the referenced transactions or to prevent Commission personnel from reviewing highly sensitive commercial information contained in their affiliation and distribution contracts. They reiterated that they are not parties to the proposed transactions and that they themselves are not subject to information and data requests. Rather, they explained, they seek in good faith to protect their proprietary commercial information from being disclosed to third parties in a highly competitive marketplace.

The Content Companies described the continuing risk that their highly sensitive commercial information could be disclosed to their competitors or to other distributors with which they do business even under the Media Bureau’s Order, DA 14-1463, and its Modified

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Joint Protective Orders, DA 14-1464 and DA 14-1465, all issued on October 7, 2014, in the referenced proceedings. The Content Companies reiterated the view expressed in their pending Application for Review of the Bureau's Orders that the only effective way to address this concern would be to segregate certain highly sensitive materials for review by Commission personnel either *in camera* or in the custody of the Department of Justice.

The Content Companies also noted that, because affiliation and distribution agreements (and related negotiation materials) contain highly sensitive information that is part of the Content Companies' business strategies, the aggregation of these materials in two concurrent major transactions could make available to third parties an unprecedentedly broad scope of such information. The Content Companies explained that this could enable competitors and distributors alike to gain a complete picture of the programming marketplace.

The Content Companies stated that they do not seek to impede access to Confidential Information or Highly Confidential Information that does not constitute Video Programming Confidential Information (all as defined in the Bureau Orders) by parties to the Proceedings. As the Content Companies explained, however, under the Bureau Orders individuals seeking access to Highly Confidential Information also are entitled to access Video Programming Confidential Information. Consequently, in order to prevent the risk of even inadvertent disclosure to third parties of their highly sensitive programming agreements and related negotiation materials, the definitions and procedures adopted in the Modified Joint Protective Orders appear to require the Content Companies to object to each individual who requests access to Highly Confidential Information, even if that individual has no intention of accessing Video Programming Confidential Information. The Content Companies reiterated their commitment to withdraw their objections with respect to persons who seek access only to Highly Confidential Information but not Video Programming Confidential Information.

Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,

/s/

Mace Rosenstein

cc: Hon. Mignon Clyburn
Hon. Ajit Pai
Hon. Michael O'Rielly
Adonis Hoffman
Matthew Berry
Erin McGrath