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March 30, 2015

VIA ECFS

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

Re: *Applications of Comcast Corp., Time Warner Cable Inc., Charter Communications, Inc., Time Warner Entertainment-Advance/Newhouse Partnership, and SpinCo for Consent To Assign or Transfer Control of Licenses and Authorizations, MB Docket No. 14-57*
REDACTED - FOR PUBLIC INSPECTION

Dear Ms. Dortch:

Pursuant to the *Second Amended Modified Joint Protective Order* in the above-referenced proceeding¹ and the instructions set forth in the Commission's Information and Discovery Request dated October 7, 2014 and the Second Information Request dated March 3, 2015,² AT&T Inc. ("AT&T") is submitting an *unredacted* Highly Confidential second amended response to the Second Information Request. Specifically, enclosed are the following:

- one copy of a DVD-ROM containing the *unredacted* second amended narrative response to the Second Information Request; and
- one copy of a DVD-ROM containing the *unredacted* second amended exhibits in response to the Second Information Request.

¹ *Applications of Comcast Corp., Time Warner Cable Inc., Charter Communications, Inc., Time Warner Entertainment-Advance/Newhouse Partnership, and SpinCo for Consent To Assign or Transfer Control of Licenses and Authorizations, Second Amended Modified Joint Protective Order, DA 14-1639 (MB rel. Nov. 12, 2014).*

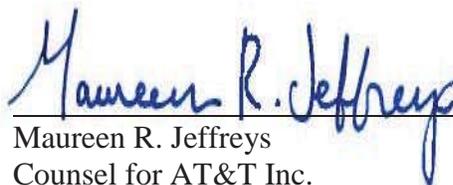
² *Id.*, Letter from William T. Lake, Chief, Media Bureau, to Robert W. Quinn, Jr. and attached Second Information and Data Request to AT&T (Mar. 3, 2015) (collectively, "Second Information Request").

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AT&T hereby requests Highly Confidential treatment of this submission. Separately, AT&T is submitting a redacted public version of this filing in ECFS and unredacted copies of this filing to the Commission staff.

Please contact me at (202) 942-6608 or Maureen.Jeffreys@aporter.com if you have any questions regarding the information submitted today. Thank you for your assistance.

Respectfully submitted,


Maureen R. Jeffreys
Counsel for AT&T Inc.

Enclosures

**RESPONSE OF AT&T INC. TO
SECOND INFORMATION REQUEST DATED MARCH 3, 2015**

March 20, 2015 (Amended March 30, 2015)

AT&T's responses to the Request are as follows.

7. REQUEST:

For each channel of Video Programming the Company distributes, including regionally distributed programming such as RSNs, in addition to nationally-distributed programming, separately for each month from January 1, 2012 to June 30, 2014, state and provide in CSV:

- a. the name of the channel;**
- b. the number of the Company's subscribers whose MVPD programming packages include the channel; and**
- c. the total and per subscriber fee paid by the Company for the channel.**

RESPONSE:

Pursuant to discussions with the Commission staff, AT&T is submitting responses to this request in the same manner and subject to the same modifications as in AT&T's responses to corresponding requests in the AT&T/DIRECTV Information Request Response.¹

Exhibit 7.a-c is a CSV file that provides information responsive to this Request. These data are provided by month, from January 2012 through June 2014, for each channel.² Columns A and B provide the channel call letters and descriptive name (as maintained in AT&T's systems). Many channels have an HD feed in addition to the SD feed. In addition, some channels have a "West" feed in addition to an "East" or nationwide feed. Columns C and D identify whether the channel is

¹ See *Applications of AT&T Inc. and DIRECTV for Consent To Assign or Transfer Control of Licenses and Authorizations*, Response of AT&T Inc. to Information and Discovery Requests dated September 9, 2014, MB Docket No. 14-90, at Response No. 40 (filed Oct. 7, 2014) ("AT&T/DIRECTV Information Request Response").

² The Exhibit provided in response to these Requests reflects AT&T's best efforts to conform the information AT&T maintains in the ordinary course of business to the ways in which the data were requested.

an HD feed or includes a West feed.³ Columns E and F provide the year and month. Column G provides the average number of subscribers whose MVPD programming packages include each channel in each month. Column H provides the total fee paid by AT&T for each channel.⁴ Column I provides the per subscriber cost for each channel.⁵

AT&T **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END AT&T HIGHLY CONFIDENTIAL INFORMATION] many of the channels listed in Exhibit 7.a-c. For example, AT&T may purchase a bundle of channels from the same supplier and, in such instances, AT&T's **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END AT&T HIGHLY CONFIDENTIAL

INFORMATION]

³ The designation of "YES" in Column C designates an HD Channel. The designation of "1" in Column D designates the existence of a West Coast feed.

⁴ To provide these data at the level of data requested, **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END AT&T

HIGHLY CONFIDENTIAL INFORMATION]

⁵ The per subscriber cost is equal to the total fee paid divided by the average number of subscribers for each month. The average number of subscribers is equal to the average of the number of subscribers at the end of each month and at the end of the previous month. Where a channel has both an East and West Coast feed, the average subscriber count is the combined number of unique subscribers to the East and West Coast feeds. The same approach was used for the HD feeds.

8. REQUEST:

For each DMA in which the Company provides MVPD Service, for each local broadcast television station that the Company carries, separately for each month from January 1, 2012 to June 30, 2014, state and provide in CSV or Excel format:

- a. the name and network affiliation of the local television station;**
- b. the number of the Company's subscribers whose MVPD Video Programming packages include the channel; and**
- c. the total and per subscriber retransmission consent fee paid by the Company to the local broadcast television station.**

RESPONSE:

Pursuant to discussions with the Commission staff, AT&T is submitting responses to this request in the same manner and subject to the same modifications as in AT&T's responses to corresponding requests in the AT&T/DIRECTV Information Request.⁶

Exhibit 8.a-c is an Excel file that provides information responsive to this Request. These data are provided by month, by DMA, from January 2012 through June 2014, for each local channel.⁷

Column A provides the DMA. Columns B and C provide the name and network affiliation of the local television station. Many local channels have an HD feed in addition to the SD feed. Column D identifies whether the channel is an HD feed. Columns E and F provide the year and month. Column G provides the average number of subscribers whose MVPD programming packages include each channel in each month. Column H provides the total fee paid by AT&T for each channel.⁸ Column I provides the per subscriber cost for each channel.⁹

⁶ See AT&T/DIRECTV Information Request Response at Response No. 41.

⁷ The Exhibit provided in response to these Requests reflects AT&T's best efforts to conform the information AT&T maintains in the ordinary course of business to the ways in which the data were requested.

⁸ To provide these data at the level of detail requested, [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]

AT&T [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]

[END AT&T HIGHLY CONFIDENTIAL INFORMATION]

channels listed in Exhibit 8.a-c. For example, AT&T [BEGIN AT&T HIGHLY

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⁹ The per-subscriber cost is equal to the total fee paid divided by the average number of subscribers for each month. The average number of subscribers is equal to the average of the number of subscribers at the end of each month and at the end of the previous month. Where a channel has both an SD and HD feed, the average subscriber count is the combined number of unique subscribers to these feeds.

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9. REQUEST:

Provide the Company’s data as requested in Attachment A, which seeks data relating to the Company’s Transit and Interconnection services. Additionally, add a field that provides, for each month for the period beginning January, 2009, and ending December, 2014, a measure of the 95th percentile of utilization that either was or would be used for the purposes of billing and explain how this 95th percentile measurement is calculated.

RESPONSE:

Information responsive to this request is contained in the Excel files entitled “Exhibit 9.a” and “Exhibit 9.b.”

Based on discussions with the Commission Staff, Exhibit 9.a provides responsive information for **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]** **[END AT&T HIGHLY CONFIDENTIAL INFORMATION]** Managed Internet Service (“MIS”)¹⁰ customers listed in Exhibit 81.g to AT&T’s response to the AT&T/DIRECTV Information Request that purchase On-Net only services from AT&T. Columns A, B, and C provide the relevant month and the name of each of the MIS customers. Column D provides the capacity, measured in gigabits per second (“Gbps”), of the 10 Gbps Ethernet connections purchased by each customer from January 2009 to December 2014.¹¹ Columns E and G provide, for each month from March 2014 to December 2014, the total amount of

¹⁰ AT&T does not provide a service that it calls “transit.” Rather, AT&T provides “Managed Internet Service” (“MIS”). **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END

AT&T HIGHLY CONFIDENTIAL INFORMATION]

¹¹ These data are provided for each month during which the customer bills included charges for a 10 Gbps Ethernet connection from January 2009 to December 2014. **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END AT&T HIGHLY CONFIDENTIAL INFORMATION] The capacity reported in the Exhibit is reported for the month in which it was first reflected in a bill, which may be different from the date it was originally provisioned. For example, a connection installed in November may be reflected in the bill for the first time in December, and that capacity is therefore listed in the chart for December. Because the traffic and utilization data are provided for the month in which traffic was exchanged, the chart may show utilization or traffic in a month for which no capacity is listed; although the capacity was installed, it is not reflected until it appears on bills in subsequent months.

MIS traffic into and out of AT&T's network, measured in gigabytes.¹² Column F contains the same data as Column E (*i.e.*, On-Net only traffic into AT&T's network). Columns H and I provide the 95th percentile utilization in megabits per second ("Mbps") inbound and outbound to AT&T's network for each month from September 2013 to December 2014.¹³ Columns J, K, and L provide total, non-recurring, and recurring revenues (on a billed, not payment received, basis) for each

¹² [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]

[END AT&T HIGHLY CONFIDENTIAL INFORMATION]

¹³ [BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]

[END AT&T HIGHLY CONFIDENTIAL INFORMATION]

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month.¹⁴ Columns M, N, and O identify the current contracts and the start and end date for each such contract.¹⁵

Column P provides information responsive to the additional request for a measure of the 95th percentile of utilization in Mbps that was used for the purposes of billing. **[BEGIN AT&T
HIGHLY CONFIDENTIAL INFORMATION]**

¹⁴ These data were manually extracted from customer bills and are thus provided for the periods during which AT&T maintains such billing records in the ordinary course of business. In some cases, the revenue figures for a given month may be negative. Such negative values result from billing adjustments, *e.g.*, credits related to discounts or overcharges in prior months. **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END AT&T HIGHLY CONFIDENTIAL INFORMATION]

¹⁵ In some instances, the contract start date is designated as 9999. **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END AT&T HIGHLY CONFIDENTIAL INFORMATION] A copy of AT&T's current contracts with each of these MIS customers is provided in AT&T's response to Request No. 10.

¹⁶ **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

**[END AT&T HIGHLY CONFIDENTIAL
INFORMATION]**

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[END AT&T

HIGHLY CONFIDENTIAL INFORMATION]

At the Commission Staff's request, Exhibit 9.b provides additional information related to AT&T's Content Interconnect Platform ("CIP") service. **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

¹⁷ The 95th percentile usage for these bills was computed in the same manner described in footnote 18.

¹⁸ The 95th percentile usage for these bills was computed in the same manner described in footnote 18.

¹⁹ A MegaPOP is a large Internet Point of Presence that serves as a convergence point for High Speed Internet Access for a metro area. A VHO serves as a convergence point for AT&T's U-verse TV and High Speed Internet Access services for one or more Demographic Market Areas in and around a metro area. All of these facilities are private AT&T facilities.

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- 10. For the period beginning January 1, 2012, through the date of this Request, produce one copy of all agreements between the Company and any other Persons that contain provisions relating to On-Net Only Interconnection Service.**

RESPONSE:

The folder entitled “Exhibit 10” contains documents responsive to this request. This folder contains a copy of AT&T’s current contracts with each of the MIS customers listed in Exhibits 9.a and 9.b.

²⁰ **[BEGIN AT&T HIGHLY CONFIDENTIAL INFORMATION]**

[END AT&T HIGHLY CONFIDENTIAL INFORMATION]