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January 11, 2016

By Hand Delivery and ECFS

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

Re: MB Docket No. 15-149
Response of Liberty Interactive Corporation to Commission's
Information and Data Request

Dear Ms. Dortch:

This is to supplement the November 16, 2015 Response of Liberty Interactive Corporation ("11/16 Liberty Interactive Response") to the Commission's Information and Data Request, dated November 2, 2015, in the above-referenced docket. More specifically, enclosed is a USB drive containing Document Nos. LIN-0006034-0006133 and the accompanying Spreadsheet for Liberty Interactive's Production (1/11/16). The Request(s) to which these documents are potentially responsive are indicated in the metadata for each of those documents.

Please note that such documents contain proprietary and non-public information and are being submitted as "**Highly Confidential**" under the Protective Order in this proceeding. In accordance with the Commission's instructions, the copy of this letter with the Highly Confidential documents is being hand-filed, and copies are being provided to the Media Bureau.

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We also have enclosed the Supplemental Response of Liberty Interactive Corporation to Information and Data Request, dated November 2, 2015. The **Highly Confidential** information included in such Supplemental Response has been marked by [[]]. A redacted copy of the Supplemental Response for public inspection also is enclosed. Please refer to my letter on behalf of Liberty Broadband Corporation for certain agreed-upon limitations to the scope of the Information and Data Request, as well as the Privilege Log and Identification List, Glossary of Code Words, and List of Search Terms.

Please contact me if you have any questions regarding this Response.

Very truly yours,

/s/ Robert L. Hoegle

Robert L. Hoegle

RLH:kjk

Enclosures

cc: Vanessa Lemmé (w/encl.)
Jessica L. Campbell (w/o encl.) (via E-Mail Jessica.Campbell@fcc.gov)

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**SUPPLEMENTAL RESPONSE OF LIBERTY INTERACTIVE CORPORATION TO
INFORMATION AND DATA REQUEST, DATED NOVEMBER 2, 2015**

REQUEST

1. *Provide all documents and communications (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues) relating to the proposed Transaction and provide:*
 - (a) *a timetable for each Transaction, a description of all actions that must be taken prior to consummation of each Transaction, and any harm that will result if the Transactions are not consummated;*
 - (b) *a description of (including the rationale for, and identification of all documents directly or indirectly used to prepare the Company's response to this sub-part) all plans for changes in the Company's operations, structure, policies, strategies, corporate goals, financing, business, officers, executives or any other area of corporate activity as a result of the Transaction; and*
 - (c) *a description of any other terms or conditions of the Transaction that are not reflected in the Transaction agreements between the parties.*

Supplemental Response to Request No. 1:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request.

REQUEST

2. *For each entity in which you own 5% or more of the issued and outstanding stock of any class (or other ownership interest), or in which you otherwise have an Attributable Interest, provide the following:*
 - (a) *The name of the entity;*
 - (b) *The lines of business of the entity;*
 - (c) *The executive officers of the entity;*
 - (d) *The individuals and entities that have an Attributable Interest in the entity;*
 - (e) *The directors of the entity before and after the Transaction including:*
 - i. *A brief biography of each director; and*

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- ii. *The length of the director's term on the board;*
- (f) *The monetary value of the holdings as a fraction of the value of the issued and outstanding stock of the entity; (for partnerships and limited liability companies, provide the monetary value of the holdings as a fraction of the total capitalization of the entity);*
- (g) *For each class of stock or other ownership interest owned, provide the following:*
 - i. *The entity owning the stock, limited liability company membership interest or partnership interest, as applicable;*
 - ii. *The voting rights of the shares as a fraction of total voting rights, membership interests or partnership interests, as applicable; and*
- (h) *A description of any conversion rights or other rights that may affect voting rights of the stock, membership interests or partnership interests, as applicable; and if the entity is a partnership or limited liability company, provide the foregoing information for every partner that holds an Attributable Interest.*

Supplemental Response to Request No. 2:

Liberty Interactive provides the following additional information responsive to this Request:

- (a) Brit Media, Inc. ("Brit")
- (b) Brit is an online lifestyle platform offering content, e-classes and e-commerce to millennial women.
- (c) The executive officers of Brit are:
 - (i) Brit Morin - Chief Executive Officer
 - (ii) Nicole Emanuel, Chief Financial Officer
 - (iii) Anjelika Temple, Executive Creative Director
- (d) In addition to the executive officers and directors of Brit, the following entities may be deemed to have an attributable interest in Brit: Liberty Interactive, through a subsidiary, holds a 6.67% interest in Brit **[BEGIN HIGHLY CONFIDENTIAL INFORMATION]**
[END HIGHLY CONFIDENTIAL INFORMATION]

- (e) Liberty Interactive provides the following information regarding Brit's Board of Directors responsive to this Request:

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- (i) The Board of Directors of Brit prior to Liberty Interactive's initial investment was as follows: Brit Morin; Fred Harman; and Tina Sharkey.
 - (ii) The Board of Directors of Brit after Liberty Interactive's investments is as follows: Brit Morin; Fred Harman; Tina Sharkey; Lisa Lambert; and Susan Lyne. See Schedule 2(e) for the brief biographies of the foregoing Directors.
- (f)-(g) Liberty Interactive holds a 6.67% ownership interest in Brit.

[BEGIN HIGHLY CONFIDENTIAL INFORMATION]

[END HIGHLY CONFIDENTIAL INFORMATION]

REQUEST

- 5. *For the companies listed in the Company's response to Information Request 4, provide all documents relating to the Company's current or future plans related to the acquisition or divestiture of ownership interests, whether partial or in full, in these entities and/or relating to any of the Company's Attributable Interest holder's current or future plans related to the acquisition or divestiture of ownership interests, whether full or partial in these companies.*

Supplemental Response to Request No. 5:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request.

REQUEST

- 6. *Provide all documents relating to any:*
 - (a) *financial or management relationships between you and Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including all Affiliates and Subsidiaries, or any technical, management, administrative, or other services provided by you to Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest relating to the media-related activities of such programmers; and*
 - (b) *involvement of John Malone or other Company officers, directors, or employees in the management or operation of Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including, but not limited to: (1) decisions or discussions regarding which programming is presented by the programmer; (2) whether to distribute, not distribute, or stop distributing any Video Programming to any MVPD or OVD; (3) budget development or operation of Video Programming services;*

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(4) hiring, firing, or supervising of employees; or (5) assessing the performance of any Video Programming distributed, or licensed to other distributors.

Supplemental Response to Request No. 6:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request.

REQUEST

7. *Provide all documents discussing plans to provide the Video Programming affiliated with the Company or any of its directors, including Discovery, Starz, Charter, New Charter, or any other programmer or MVPD in which the Company has an Attributable Interest, to unaffiliated OVDs, including, but not limited to: (1) the minimum viable scale necessary for OVD entry; (2) the time required to roll out the OVD service and the steps taken or additional steps that the Company would need to take to launch the service; (3) all effects that the Transaction, if consummated, would have on these plans; and (4) presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the Company need only provide one copy of final year-end documents for each year and cumulative year-to-date documents for the current year.*

Supplemental Response to Request No. 7:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request.

REQUEST

8. *Identify each instance in which the Company analyzed or considered introducing or acquiring an OVD service (including in-footprint service or out-of-footprint service, and any OVD service proposed or offered by Discovery Communications, Starz or any other programmer in which the Company has an Attributable Interest) and for each such instance:*
 - (a) describe the timing of the analysis or consideration;*
 - (b) describe the service, including content, projected prices, and customers to which it would be offered, including whether the intended customers would be existing customers, other customers within your footprint, and customers outside your footprint;*
 - (c) discuss any decision made and the reasons for the decision or factors considered;*

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- (d) identify all employees or agents of the Company involved in the analysis or consideration;*
- (e) provide all documents related to the analysis and consideration; and*
- (f) identify documents sufficient to support your answers for each (a), (b), (c), and (d) above.*

Supplemental Response to Request No. 8:

After completing its review of files for documents potentially responsive to this Request, Liberty Interactive provides the following information responsive to this Request:

Brit Media, Inc. (Brit + Co)

- (a) Approximate timing of the analysis or consideration: February - April, 2015.
- (b) Description of Service: Online lifestyle platform offering content, e-classes and e-commerce directed at millennial women.

[BEGIN HIGHLY CONFIDENTIAL INFORMATION]

[END HIGHLY CONFIDENTIAL INFORMATION]

REQUEST

- 9. *Submit all documents discussing: the CBS All Access service; Comcast's Stream service; DISH's Sling TV service; HBO Now; Sony Entertainment Network's Vue service; or any over-the-top video streaming service that may be offered by you.*

Supplemental Response to Request No. 9:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request.

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REQUEST

10. Describe in detail, and produce and identify all documents relating to: (i) John Malone and your incentive and ability, or lack thereof, to take actions that conflict with or support New Charter's interests; and (ii) each one's incentive and ability to withhold programming or particular rights to distribute programming from other MVPDs or OVDs in order to favor or protect New Charter or to increase New Charter's sales.

Supplemental Response to Request No. 10:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request.

REQUEST

11. Identify each instance, including the relevant dates, where an MVPD has discussed with you or any of your officers, directors, or executives raising, threatened to raise, or has raised, a program access complaint as a means to obtain the right to distribute video programming in which you or any of your officers, directors, or executives, or any entity sharing officers, directors, executives or attributable interest holders with New Charter, has an attributable interest or has distribution rights, including via VOD and PPV, and separately for each type of video programming (i.e., standard or high definition), describe:

- (a) the nature of the dispute or issue;
- (b) the persons involved in the dispute; and
- (c) how and whether the dispute or issue was resolved. To the extent the dispute was settled, explain whether the settlement required program access to the complaining party, and produce all documents relating to each instance identified, and any settlement thereof.

Supplemental Response to Request No. 11:

After completing its search of files of the agreed-upon custodians for documents potentially responsive to this Request, Liberty Interactive states that it has not identified any information responsive to this Request.

REQUEST

12. The Applicants state that "there are a number of specific precautions in place to...ensure that Liberty Broadband and Advance/Newhouse cannot improperly influence New Charter." Public Interest Statement at 54. Describe in detail, and produce all documents relating to, reflecting,

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considering, or describing any "specific precautions" that will exist following the consummation of the transaction ensuring that:

- a. John Malone, Advance/Newhouse, and you cannot improperly influence New Charter; and*
- b. John Malone, Advance/Newhouse, and you will not withhold, or cause the withholding of, programming from MVPDs or OVDs in order to favor or protect New Charter or increase New Charter's sales.*

Supplemental Response to Request No. 12:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request.

REQUEST

- 13. Submit all documents relating to any plans of, interest in, or efforts undertaken by the Company or any other person for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the sale of any relevant service other than the Transaction. Describe, and identify documents sufficient to show each instance when the Company attempted to partner with an MVPD to achieve joint objectives, including but not limited to, attempts to launch or deploy a coordinated or joint OVD service, business services, reciprocal access to Wi-Fi networks, out of home data access service, or mobile wireless service (e.g., sales agent, reseller, mobile virtual network operator). In the description, state the results of each instance and the reasons for its success or failure.*

Supplemental Response to Request No. 13:

After completing its search of files of the agreed-upon custodians for documents potentially responsive to this Request, Liberty Interactive states that it has not identified any "instances" to describe in response to this Request but has produced any non-privileged documents potentially responsive to this Request. Liberty Interactive notes that the Commission staff has clarified that the first sentence of this Request is seeking documents on the subjects set forth in the second sentence.

REQUEST

- 16. Provide one copy of (and identify the Bates number of) each agenda, summary, or minutes of any meeting of the board of directors of the Company, and one copy of each presentation or other document provided to the board (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues).*

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Supplemental Response to Request No. 16:

Liberty Interactive has completed its search of the files of the agreed-upon custodians and has produced any non-privileged documents identified as potentially responsive to this Request, as limited by agreement with the Commission staff.

Brief Biographies of Directors of Brit + Co

Directors	Biography
Fred Harmin	Mr. Harmin is Managing Partner of Oak Investment Partners (“Oak”). Prior to Oak, Mr. Harmin worked for seven years with Morgan Stanley's Venture Capital Group where he was a General Partner.
Tina Sharkey	Ms. Sharkey is the Chief Executive Officer of SherpaFoundry and a Special Partner at SherpaVentures. SherpaFoundry provides strategic advice to select corporations and entrepreneurs. Previously, Ms. Sharkey was a co-founder of iVillage, a senior executive at AOL and the Chairman and Global President of Johnson and Johnson’s BabyCenter.
Brit Morin	Prior to founding Brit + Co in late 2011, Ms. Morin worked for Google, where she spent four years helping to develop products such as Google TV, Google Maps, Google Search and iGoogle. Before Google, Ms. Morin worked at Apple.
Lisa Lambert	Ms. Lambert is Vice President of Intel Capital and Managing Director of the software and services sector at Intel Corporation. Prior to joining Intel in 1997, Ms. Lambert worked as a software developer and in strategic planning, product marketing and sales at Owens-Corning.
Susan Lyne	Ms. Lyne is President and founder of BBG Ventures, an early-stage investment fund for women-led tech start-ups. Ms. Lyne was the former Chief Executive Officer and Chairman of Gilt Groupe and the former Chief Executive Officer and President of Martha Stewart Living Omnimedia.