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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 Broadband Corporation to Commission's
Information and Data Request

Dear Ms. Dortch:

This is to supplement the November 16, 2015 Response of Liberty Broadband Corporation ("11/16 Liberty Broadband 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. LBR-0020946-0035509 and the accompanying Spreadsheet for Liberty Broadband's Production (1/11/16). The Request(s) to which these documents are potentially responsive are indicated in the metadata for each document.

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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Based upon communications with the Commission staff, we understand that the following documents are not responsive to the Request for Information and Data at this time: (i) documents regarding terms and conditions of affiliation/distribution agreements and negotiation thereof; (ii) documents regarding terms and conditions of program license agreements and negotiation thereof; (iii) highly sensitive financial information of third parties, for which the transmittal emails will be produced; and (iv) documents regarding potential acquisitions other than OTT and/or OVD distributors. However, the Commission staff stated that the Commission reserves its right to request such documents in the future.

We also have enclosed the Supplemental Response of Liberty Broadband Corporation to Information and Data Request, dated November 2, 2015, Privilege Log and Identification List, Glossary of Code Words, and List of Search Terms in connection with Liberty Broadband's Response.

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)

**SUPPLEMENTAL RESPONSE OF LIBERTY BROADBAND 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 Broadband 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

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 Broadband 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:*

- d. *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*
- e. *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; (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 Broadband 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 Broadband 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;*
 - 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:

Liberty Broadband has completed its search of the files of the agreed-upon custodians for documents potentially responsive to this Request and refers to the supplemental response of Liberty Media Corporation for information responsive to this Request.

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 Broadband 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

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 Broadband 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 Broadband 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, 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 Broadband 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 Broadband 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 Broadband 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

15. *Provide all documents the Company has provided to the Department of Justice during the course of its investigation into the proposed Transaction. There is a continuing obligation to supplement responses to this information request as documents are provided to DOJ.*

Supplemental Response to Request No. 15:

Liberty Broadband has produced any non-privileged documents identified as responsive to this Request, as limited by agreement with the Commission staff.

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).*

Supplemental Response to Request No. 16:

Liberty Broadband 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.

LIST OF SEARCH TERMS

Newhouse
A/N
"Bright House"
BrightHouse
BH
Charter
Safari
"Project Amazon"
Cheetah
Tiger
Bengal
SVOD
"Over the Top"
"Over-the-Top"
OTT
"Time Warner Cable"
TimeWarner
TW
"Multichannel Video Programming Distributor"
MVPD
"Online Video Programming"
OVD
Netflix
NFLX
Cobra
"Liberty Cablevision of Puerto Rico"
LCPR
"Lions Gate"
LionsGate
LGF
Discovery
TLC
"Animal Planet"
Starz
Encore
Movieplex
QVC w/25 "divest*" or "acqui*"
HSN
CBS w/2 "All Access"
Comcast w/5 "Stream*"
Sling
HBO w/5 Now

Sony. w/5 Vue
MFN w/25 (prog* OR carr* OR pric* OR compet* OR agree*OR limit*OR stream* or
window*)
Vue
"Program Access"
Complaint w/5 Program
"Attributable Interest"
"Bengal Proxy" or "BH Proxy" or "A/N Proxy"
"Proxy Shares"
Proxy w/10 ROFR
CHTR
Greatland
"Apple TV"
Hulu
Roku
Crackle
"Amazon Prime Instant Video"
Seeso
"YouTube Red"
You w/5 Tube w/5 Red
Showtime w/5 "Stream*"
Comcast w/25 "swap*" w/25 system