

Adelphia-TW-Comcast Transaction  
CWA Meeting with FCC Staff  
November 2, 2005

- I. Legal Standard for Review
- II. Anti-competitive harm
  - a. Market definition
    - i. Product: Cable and MVPD
    - ii. Geographic: national and regional
  - b. Increase national market power.
    - i. HHI Change
      - 1. Cable. Increase 212, 1790 to 2002
      - 2. MVPD. Increase 134, 1496 to 1629.
    - ii. Commission's data: Independent programmers need 40 to 60 million subscribers to succeed. Need TW and Comcast to reach that number.
  - c. Increased regional market power
    - i. Clustering. See CWA Appendix B (attached)
    - ii. Transaction will increase incentive and ability to engage in discrimination against competitors' access to must-have regional sports programming.
- III. No Verifiable Public Interest Benefit
  - a. Argument of Adelphia's bankruptcy doesn't fly: 25% of the subscribers affected by the transaction are in swaps
  - b. TWE sale -- already agreed to
- IV. Employee Issues.
- V. Conditions
  - a. First, Commission set cable ownership caps.
  - b. Then, impose conditions on this merger
    - i. Ensure competitors' non discriminatory access to affiliated programming -- close terrestrial loophole
    - ii. Endorse interoperability of network devices and network neutrality on Comcast and TW broadband platforms
    - iii. Employees shall not lose jobs as a result of the transfer. Purchaser shall respect collective bargaining status.

Collective bargaining agreement transfers with franchise transfer.