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December 22, 2005

VIA HAND DELIVERY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

RECEIVED

DEC 22 2005

Federal Communications Commission
Office of Secretary

Re: Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, MB Docket No. 05-192

Dear Ms. Dortch:

Comcast Corporation (“Comcast”) hereby submits its response to the Commission’s December 5, 2005 Information and Document Request (“Request”).¹ Because the information and documents enclosed include highly sensitive financial and commercial data, Comcast submits them pursuant to the First and Second Protective Orders in the docket.²

¹ See Letter from Donna C. Gregg, Chief, Media Bureau, to Joseph W. Waz, Jr. and James R. Coltharp, Comcast Corporation, dated Dec. 5, 2005, in MB Docket No. 05-192.

² See *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order Adopting Protective Order, 20 FCC Rcd 10751 (2005); Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation,*

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Pursuant to the First and Second Protective Orders, Comcast is submitting one copy of the attached narrative response to the Request, the documents responsive to the Request, and the CDs containing those spreadsheets described in Item X in the Definitions and Instructions of the Request in unredacted form. Comcast also is delivering two copies of the unredacted narrative, documents, and CDs to Julie Salovaara of the Media Bureau. According to the terms of the First and Second Protective Orders, this information should not be placed in the public record in this proceeding. By separate cover and as required by the Request and the Public Notice in this proceeding, Comcast simultaneously is filing four copies of the redacted version of the entire filing for the public record.

The unredacted version of the filing is available for inspection, pursuant to the terms of the First and Second Protective Orders, at the office of Wiley Rein & Fielding LLP.

Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted,



Martha E. Heller
Counsel for Comcast Corporation

cc:	Donna Gregg	Jim Bird
	Sarah Whitesell	Neil Dellar
	Tracy Waldon	Ann Bushmille
	Royce Sherlock	Jeff Tobias
	Marcia Glauberman	JoAnn Lucanik
	Wayne McKee	Kimberly Jackson
	Julie Salovaara	Best Copy and Printing, Inc.

(Continued . . .)

Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order, (rel. Dec. 21, 2005).

**COMCAST CORPORATION RESPONSE
TO INFORMATION AND DOCUMENT REQUEST
MB Docket No. 05-192**

Set forth below are the responses of Comcast Corporation (“Comcast”) to those aspects of the Commission’s Information and Document Request (the “Request”), dated December 5, 2005, addressed to Comcast or Comcast, Time Warner Inc., and Adelphia Communications Corporation (the “Applicants”) jointly. Responses are generally provided using the data and level of detail that Comcast maintains in the ordinary course of business. To the extent that information sought by the Commission is not available at Comcast, Comcast has so indicated in its response to the individual Question. Some responses incorporate by reference documents that are being produced to the Commission concurrently under separate cover (the “Production”). To the extent that any portions of documents included in the Production are non-responsive to the Request, Comcast has redacted those materials. In addition, as explained herein, Comcast is continuing to gather the data necessary to provide a complete response to certain Questions and will supplement the record with its response to those Questions as they are completed.

I. Corporate and Other Documents

- A. Explain, by means of a flow chart/organizational chart or series of such charts, how the transactions set forth in the Exchange Agreement, will proceed. Include in such charts a description of the assets, including the identity of the owner of such assets, which will be placed in each company prior to the stock swaps described in such Exchange Agreement.**

Response: Pursuant to the Exchange Agreement, dated as of April 20, 2005, among Time Warner Cable Inc. (“TWC”), Comcast Corporation (“Comcast”) and certain other related entities, the parties will exchange 100% of the outstanding equity securities of each of the following:

TWC Equity for	Comcast Entity
1) Cable Holdco Exchange I LLC	CAC Exchange I, LLC
2) Cable Holdco Exchange II LLC	CAP Exchange I, LLC
3) Cable Holdco Exchange III LLC	C-Native Exchange I, LLC
4) Cable Holdco Exchange IV LLC Cable Holdco Exchange IV-2 LLC Cable Holdco Exchange IV-3 LLC	C-Native Exchange II, LP C-Native Exchange IIA, LP
5) Cable Holdco Exchange V LLC	C-Native Exchange III, LP C-Native Exchange III GP, LLC Comcast of Dallas GP, LLC Comcast of Dallas, LP
6) Cable Holdco Exchange VI LLC	CAC Exchange II, LLC

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1) Cable Holdco Exchange I LLC/CAC Exchange I, LLC

Time Warner NY Cable LLC (“TWN”) will assign certain cable systems acquired from Adelphia to Cable Holdco Exchange I LLC. Comcast, through intermediate entities, will assign certain cable systems acquired from Adelphia to CAC Exchange I, LLC. The parties then will exchange 100% of the equity securities of these entities, so the cable system assets of Cable Holdco Exchange I LLC will be operated by Comcast and the cable system assets of CAC Exchange I, LLC will be operated by TWC. *See* Production at COM-IA-000001-000016.

2) Cable Holdco Exchange II LLC/CAP Exchange I, LLC

TWN will assign certain cable systems acquired from Adelphia to Cable Holdco Exchange II LLC. Comcast, through intermediate entities, will assign certain cable systems acquired from Adelphia to CAP Exchange I, LLC. The parties then will exchange 100% of the equity securities of these entities, so the cable system assets of Cable Holdco Exchange II LLC will be operated by Comcast and the cable system assets of CAP Exchange I, LLC will be operated by TWC. *See* Production at COM-IA-000017-000024.

3) Cable Holdco Exchange III LLC/C-Native Exchange I, LLC

TWN will assign certain cable systems acquired from Adelphia to Cable Holdco Exchange III LLC. Comcast, through intermediate entities, will assign certain of its existing cable systems to C-Native Exchange I, LLC. The parties then will exchange 100% of the equity securities of these entities, so the cable system assets of Cable Holdco Exchange III LLC will be operated by Comcast and the cable system assets of C-Native Exchange I, LLC will be operated by TWC. *See* Production at COM-IA-000025-000037.

4) Cable Holdco Exchange IV LLC, Cable Holdco Exchange IV-2 LLC and Cable Holdco Exchange IV-3 LLC/C-Native Exchange II, LP and C-Native Exchange IIA, LP

TWN will assign certain cable systems acquired from Adelphia to Cable Holdco Exchange IV LLC, Cable Holdco Exchange IV-2 LLC and Cable Holdco Exchange IV-3 LLC. Comcast, through intermediate entities, will assign certain of its existing cable systems to C-Native Exchange II, LP and C-Native Exchange IIA, LP. The parties then will exchange 100% of the equity securities of these entities, so the cable system assets of Cable Holdco Exchange IV LLC, Cable Holdco Exchange IV-2 LLC and Cable Holdco Exchange IV-3 LLC will be operated by Comcast and the cable system assets of C-Native Exchange II, LP

and C-Native Exchange IIA, LP will be operated by TWC. *See Production at COM-IA-000038-000047.*

5) Cable Holdco Exchange V LLC/C-Native Exchange III, LP, Comcast of Dallas GP, LLC, Comcast of Dallas, LP and C-Native Exchange III GP, LLC

TWNY will assign certain cable systems acquired from Adelphia to Cable Holdco Exchange V LLC. Comcast, through intermediate entities, will assign certain of its existing cable systems to C-Native Exchange III, LP. Comcast will also cause the equity interests in the entities owning Comcast's Dallas cable system, Comcast of Dallas GP, LLC and Comcast of Dallas, LP, to be transferred to C-Native Exchange III GP, LLC. The parties then will exchange 100% of the equity securities of these entities, so the cable system assets of Cable Holdco Exchange V LLC will be operated by Comcast and the cable system assets of C-Native Exchange III, LP, C-Native Exchange III GP, LLC, Comcast of Dallas GP, LLC and Comcast of Dallas, LP will be operated by TWC. *See Production at COM-IA-000048-000053.*

6) Cable Holdco Exchange V LLC/CAC Exchange II, LLC

TWC will cause a cable system serving a portion of Philadelphia owned by it to be assigned to Cable Holdco Exchange VI LLC. Comcast, through intermediate entities, will assign certain cable systems acquired from Adelphia to CAC Exchange II, LLC. The parties then will exchange 100% of the equity securities of these entities, so the cable system assets of Cable Holdco Exchange VI LLC will be operated by Comcast and the cable system assets of CAC Exchange II, LLC will be operated by TWC. *See Production at COM-IA-000054-000057.*

B. Provide all portions of Documents provided at Exhibits A-O of the Public Interest Statement that were omitted from the Application and that have not been provided to date.

Response: Comcast understands that all portions of documents provided as Exhibits A-O of the Public Interest Statement currently are on file in the docket.

C. How are the lock up and tolling agreements set forth in section 2.3 of the Redemption Agreement (Exhibit D) and section 2.3 of the Redemption Agreement (Exhibit E) respectively, compatible with the Comcast Trustee's duty to dispose of the trust assets as soon as practicable?

Response: Under Section 5(b) of each of the Declarations of Trust governing the two disposition trusts (the "Declarations"), during the period commencing upon the closing of the AT&T Broadband transaction and ending on November 18,

2007 (the “5-Year Period”), the Operating Trustee’s duty is to dispose of the trust property by means of a public sale “in a manner intended to maximize the value received by Grantor, consistent with the goal of concluding a complete divestiture of the Disposition Property by the end of the 5-Year Period.” It is only upon the expiration of the 5-Year Period that the duty of the Operating Trustee shifts to the divestiture of the trust property as quickly as possible, and in any event within six months of such expiration.

During the 5-Year Period, under Section 5(c) of each of the Declarations, the Grantor of each trust is entitled to propose one or more “Alternate Dispositions” (as defined in the Declarations) with respect to the trust property, which the Operating Trustee is required to use reasonable efforts to effect. Section 5(c) further provides that, if necessary to effect an Alternate Disposition, the Operating Trustee will discontinue (and will not initiate) any efforts to effect a public sale, if such a sale would be inconsistent with the terms of such Alternate Disposition, until the Alternate Disposition is closed or terminated.

The agreements in Section 2.3 of each Redemption Agreement are consistent with the obligation of the Operating Trustee not to effect a public sale of trust property that is inconsistent with an Alternate Disposition. Each of the two Redemption Agreements provides for an Alternate Disposition, the effect of which will be the complete redemption of the shares in Time Warner Cable Inc. (the “TWC Shares”), and of the partnership interests in Time Warner Entertainment Company, L.P. (the “TWE Interests” and, together with the “TWC Shares,” the “Time Warner Interests”), respectively. As the Operating Trustee is required to deliver 100% of the relevant securities upon the closing of each transaction, an exercise of the trust’s registration rights with respect to the TWC Shares, or appraisal rights with respect to the TWE Interests, while the applicable Redemption Agreement is in effect, would be inconsistent with the terms of such Alternate Dispositions.

Note that each Redemption Agreement includes provisions intended to permit disposition of the Time Warner Interests prior to the expiration of the 5-Year Period in the event that either of the redemption transactions is not completed. In the Redemption Agreement relating to the TWC Shares, these include: (i) termination rights for the Comcast parties, subject to certain conditions, if the transaction is not completed by a date certain, (ii) enhanced obligations on the part of Time Warner Cable, in certain cases, to file and cause to be effective a registration statement with respect to the TWC Shares and (iii) to the extent such a registration is filed, full priority in registered offerings for the trust’s TWC Shares until the end of the 5-Year Period. Similarly, in the Redemption Agreement relating to the TWE Interests, the Comcast parties have the right to terminate the agreement, subject to certain conditions, in certain circumstances.¹

¹ Note that, unlike the TWE agreement, which provides for an appraisal and private sale, the TWC agreement provides for a registered public offering, which is a more time consuming process.

II. Services, Systems, and Subscribers

A. Identify each Cable System owned, operated, managed, or attributed to the Company as of June 30, 2005, and for each provide the following.

Response: Comcast responds to each of the Requests in Question II.A, except as noted, for each of its 93 owned and operated systems. As demonstrated in the attached materials, *see* Production at COM-IIA.xls, these systems are generally classified and operated by Comcast on a regional basis. Generally, financial and other performance metrics responsive to the Information and Document Request are maintained by Comcast at this level. These systems, as maintained by Comcast, may incorporate more than one headend and thus do not directly correlate to the definition of “system” set forth in the definitions to the Information and Document Request.

Comcast has only limited information on systems that it does not manage and therefore cannot provide the detailed information requested for those systems attributed to Comcast. To assist the Bureau in its analysis of this data, however, Comcast has, for its attributed systems and for systems managed by Susquehanna Cable, collected information from the Commission’s publicly available Cable Communities Registry, <http://www.fcc.gov/mb/vax/registeredcuid.xls>, regarding the communities registered by the operators of these systems. Because Comcast cannot verify the completeness and accuracy of the information in the Commission’s Cable Communities Registry, Comcast cannot guarantee that the information it provides regarding attributed systems is comprehensive. Comcast supplies this publicly available information to the extent it may prove to be useful to the Bureau as it considers the Transactions.

1. The Physical System IDs (PSID) and Community Unit IDs (CUID)

Response: Comcast’s response is provided in the Production at COM-IIA.xls.

2. Nielsen Designated Market Area(s) containing the System

Response: Comcast’s response is provided in the Production at COM-IIA.xls.

3. Counties served by the System

Response: Comcast’s response is provided in the Production at COM-IIA.xls.

4. Cluster containing the System

Response: As noted above, Comcast generally classifies, and is reporting herein, its systems on a regional basis. Accordingly, the response to this Question is generally incorporated in the prior responses. *See* Production at COM-IIA.xls.

5. The date that the Company acquired an attributable interest in the System, and if acquired in the previous three years, the previous owner of the Company's interest

Response: Comcast provides acquisition dates for those systems it has acquired within the previous three years, as well as the previous owner of the Company's interest in such systems. *See* Production at COM-IIA.xls.

6. The Economic Interest held by each of the Applicants

Response: Comcast's response is provided in the Production at COM-IIA.xls.

7. Changes in the Economic Interests of each of the Applicants if the license transfer is approved

Response: Comcast's response is provided in the Production at COM-IIA.xls.

8. Whether the Company currently manages the System and the division of the Company responsible for managing the System

Response: Comcast's response is provided in the Production at COM-IIA.xls.

9. Whether the Company will manage the System if the license transfer is approved

Response: Comcast's response is provided in the Production at COM-IIA.xls.

10. List competing MVPDs, excluding private cable and wireless cable operators, and the technology used by the competitor (wired or satellite)

Response: Comcast is continuing to gather the data necessary to provide a complete response to this Question and will supplement the record with its response as it is completed.

B. For the Cable Systems identified in II.A. that are operated or managed by the Company, for each of the previous four quarters, provide the following at the most granular reporting level retained in the ordinary course of business.

1. The number of households for which each of the following services were available:

Response: Comcast responds to each of the Questions below, except as noted, for each of its 93 owned and operated systems.

a) Basic Cable

Response: Comcast's response is provided in the Production at COM-IIB.xls.

b) Expanded Basic Cable

Response: Comcast's response is provided in the Production at COM-IIB.xls.

c) Digital Cable

Response: _____
_____. Comcast does not, however, maintain this information in the ordinary course.

d) Residential High-speed Internet Access

Response: Comcast's response is provided in the Production at COM-IIB.xls. The information provided is the total number of households passed by Comcast's high-speed data service, which includes non-residential customers. Comcast is not able to provide data with respect to residential customers only.

e) **Telephony**

Response: Comcast's response is provided in the Production at COM-IIB.xls. In addition to providing the number of households for which telephony, as that term is defined in the Request, is available, Comcast provides data on the number of households for which circuit-switched telephony is available and the number of households for which Comcast Digital Voice, Comcast's packet-based telephony service, is available.

2. **Total Subscribers for each of the following services:**

Response: With the exception of information regarding basic cable subscribers, Comcast maintains its records and, except as noted below, responds for each of its 93 owned and operated systems.

a) **Basic Cable**

Response: Comcast's response with regard to total subscribers is provided in the Production at COM-IIB.xls. Comcast responds to this Question by providing subscriber counts on a Channel Lineup ("CLU") basis. For each of Comcast's 93 owned and operated systems, Comcast maintains information regarding basic cable subscribers counts for CLUs within the system.

CLUs are roughly distinguished from one another by the programming lineup that is made available to households belonging to the CLU. Therefore, the definition of a Comcast CLU does not correspond to the FCC's definition of a community or physical system, or to the engineering concept of a cable television headend facility. In some instances, for example, one headend facility may serve households belonging to multiple CLUs.

Comcast separately provides information with regard to bulk-billed basic cable subscribers, as calculated using the equivalent basic unit ("EBU") method. Comcast maintain this information by system and therefore provides the information on that basis.

Under the EBU method, subscribers are determined by dividing the total revenue from a particular multiple dwelling unit ("MDU") by the service rate for the level of service provided to the MDU. For example, if a particular MDU was provided with expanded basic service and charged a monthly fee of one thousand dollars (\$1,000.00), and the standard residential rate for expanded basic service was forty dollars (\$40.00), then that particular MDU would

be deemed by Comcast to comprise twenty-five (25) basic subscribers.

Under the occupiable dwelling unit (or “kitchen”) methodology, which has not historically been used by Comcast to report subscriber totals (either to the Commission or in public reporting), subscribers in a particular MDU are determined based on the total number of separate dwelling units in that MDU. For example, using the example above, if the MDU had thirty (30) separate apartment units, it would be considered to comprise thirty (30) basic subscribers under the occupiable dwelling unit methodology. The relationship between subscriber calculations utilizing the EBU methodology as opposed to the occupiable dwelling unit methodology depends on the underlying rates charged to the MDU. In general, though, utilizing the occupiable dwelling unit methodology will result in an increase in the number of subscribers deemed to be served by a cable operator.

b) Expanded Basic Cable

Response: Comcast’s response is provided in the Production at COM-IIB.xls. Comcast separately provides information with regard to bulk-billed basic cable subscribers, as calculated using the equivalent basic unit (“EBU”) method.

c) Digital Cable

Response: Comcast’s response is provided in the Production at COM-IIB.xls. Comcast separately provides information with regard to bulk-billed basic cable subscribers, as calculated using the equivalent basic unit (“EBU”) method.

d) Residential High-speed Internet Access

Response: Comcast’s response is provided in the Production at COM-IIB.xls. Comcast does not use the EBU methodology to determine its residential high-speed Internet access subscribers residing in MDUs.

e) Telephony

Response: Comcast’s response is provided in the Production at COM-IIB.xls. Comcast does not use the EBU methodology to determine its telephony subscribers residing in MDUs.

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3. **Average monthly churn among Subscribers, expressed as a percentage, for each of the following services:**

a) **Basic Cable**

Response: Comcast's response is provided in the Production at COM-IIB.xls. Comcast does not maintain records that would allow it to separately report churn among bulk-billed basic cable subscribers and therefore is unable to respond to the Commission's request for that data.

b) **Expanded Basic Cable**

Response: Comcast does not keep information regarding churn among expanded basic cable subscribers in the ordinary course of business and therefore is unable to respond to this Question.

c) **Digital Cable**

Response: Comcast's response is provided in the Production at COM-IIB.xls. Comcast does not maintain records that would allow it to separately report churn among bulk-billed digital cable subscribers and therefore is unable to respond to the Commission's request for that data.

d) **Residential High-speed Internet Access**

Response: Comcast's response is provided in the Production at COM-IIB.xls. Comcast does not use the EBU methodology to determine its residential high-speed Internet access subscribers residing in MDUs.

e) **Telephony**

Response: Comcast's response is provided in the Production at COM-IIB.xls. Comcast does not use the EBU methodology to determine its telephony subscribers residing in MDUs.

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f) Cable television service and Residential High-speed Internet Access

Response: Comcast does not keep information regarding churn among subscribers for its bundled offerings and therefore is unable to provide the information requested.

g) Cable television service, Residential High-speed Internet Access, and Telephony

Response: Comcast does not keep information regarding churn among subscribers for its bundled offerings and therefore is unable to provide the information requested.

C. For the Cable Systems identified in II.A. that are operated or managed by the Company, provide, at the most granular reporting level retained in the ordinary course of business, the average revenue per Subscriber, gross margin per Subscriber, and operating margin per Subscriber for each of the previous four quarters for the following services. In addition, provide an explanation of the methods used to allocate multi-product discounts to the individual product lines.

Response:

Per-subscriber revenues: Comcast provides average revenue per unit for the following services, except as noted below. See Production at COM-IIC.xls. Specifically, Comcast provides operating margin per subscriber by system. Comcast calculates operating margin by dividing operating cash flow for a system by total basic subscribers for that system. Comcast does not keep information on operating costs on a service-by-service basis and therefore is unable to respond to this Question in further detail. Comcast's definition of operating cash flow includes fixed costs as well as variable costs. Therefore, Comcast does not keep separate data that would enable it to meaningfully respond to the Commission's request for gross margin per subscriber.

Allocation of multi-product discounts: Comcast's VoIP service, Comcast's Digital Voice, is invoiced on a multi-product bill together with Comcast's high-speed Internet and video services. Comcast Digital Voice customers benefit from a standard discount when other products are purchased at the same time as Comcast Digital Voice. More specifically, a customer who subscribes to Comcast Digital Voice on a stand-alone basis pays a monthly recurring charge of \$54.95; a customer who subscribes to Comcast Digital Voice at the same time as Comcast high-speed Internet or Comcast video service pays a monthly recurring charge of

\$44.95; and a customer who subscribes to Comcast Digital Voice at the same time as *both* Comcast Internet *and* video service pays a monthly recurring charge of \$39.95.

a) **Basic Cable**

Response: Comcast's response is provided in the Production at COM-IIC.xls. Comcast does not maintain records that would allow it to separately report average revenues for bulk-billed basic cable subscribers and therefore is unable to respond to the Commission's request for that data.

b) **Expanded Basic Cable**

Response: Comcast's response is provided in the Production at COM-IIC.xls. Comcast does not maintain records that would allow it to separately report average revenues for bulk-billed expanded cable subscribers and therefore is unable to respond to the Commission's request for that data.

c) **Digital Cable**

Response: Comcast's response is provided in the Production at COM-IIC.xls. Comcast does not maintain records that would allow it to separately report average revenues for bulk-billed digital cable subscribers and therefore is unable to respond to the Commission's request for that data.

d) **Residential High-speed Internet Access**

Response: Comcast's response is provided in the Production at COM-IIC.xls. Information on average revenue per subscriber for Comcast's high-speed data service includes revenues for non-residential subscribers. Comcast is unable to provide information for residential subscribers only.

Comcast does not use the EBU methodology to determine its residential high-speed Internet access subscribers residing in MDUs.

e) **Telephony**

Response: Comcast's response is provided in the Production at COM-IIC.xls. Comcast does not use the EBU methodology to determine its telephony subscribers residing in MDUs.

f) **Cable television service and Residential High-speed Internet Access**

Response: Comcast does not keep information regarding average revenue and operating margin for its bundled offerings and therefore is unable to provide the information requested.

g) **Cable television service, Residential High-speed Internet Access, and Telephony**

Response: Comcast does not keep information regarding average revenue and operating margin for its bundled offerings and therefore is unable to provide the information requested.

D. Provide information on all promotions for packages that include either Residential High-speed Internet Access or video programming offered during the previous year that require a minimum subscription period or that involve a termination fee. The time period for which the promotions were in effect should be specified, as should the number of customers that took advantage of the discounts. Provide all Documents created in the previous twelve months on plans and strategies for promotions that require a minimum subscription period or that involve a termination fee.

Response: Unlike its satellite competitors, Comcast has not historically asked its customers to commit to time locked contracts in order to receive favorable pricing. Although it was not possible to complete a survey of every system in the time available to respond to the Commission's inquiry, the Company is not aware of any instance within the past twelve months, other than as described below, where a promotional offer incorporated a minimum subscription period or a termination fee.

Between September 30 and November 30, 2005, the Company conducted a market research test of a promotional offer featuring a time commitment and termination fee in one market. The offer was available for the sixty-day period in Comcast's Southeast Michigan market, which includes communities such as Sterling Heights, Roseville, and Clinton Township. Specifically, _____ received in the mail the attached brochure featuring an offer in which they could purchase Comcast Digital Cable together with two premium services for 24 months for the price of \$49.99 per month. See Production at COM-IID-000626 - 000629.

_____. An agreement memorializing the terms was executed by each customer. That Agreement, see Production at COM-IID-000631 - 000632, prominently states in Section 1 that the customer may terminate without charge in the first 30 days. Thereafter, termination by the customer prior to expiration of the 24 month period resulted in a charge of two hundred dollars.

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The test has ceased and orders are no longer being accepted. _____
_____.

All documents responsive to this Question are provided in the Production at COM-IID-000001 – 000632.

- E. Provide all Documents relating to pricing and promotions for MVPD service that target the customers of competing MVPDs and strategies of bundling MVPD service with other services that target the customers of competing MVPDs.**

Response: Comcast's response is provided in the Production at COM-IIE-000001 – 016264.

- F. Provide all work papers and supporting detail for the attributable Subscriber totals of the Applicants discussed on pages 73-75 in the Public Interest Statement.**

Response: Comcast's response is provided in the Production at COM-IIF-000001-000002.

- G. With respect to the DMA-level Subscriber data provided on June 21, 2005, restate any figures that do not include all Subscribers attributable to any Applicant and identify any other entity to which such Subscribers are attributable. Provide all work papers and supporting details for these calculations.**

Response: Comcast's response is provided in the Production at COM-IIG-000001 – 000010. Comcast provides information regarding its subscribers attributable to it to the extent that the information is available to Comcast. Comcast has only limited information on systems that it does not manage and therefore cannot provide the information requested for all of its attributable subscribers.

- H. Provide all Documents relating to the effects of geographic rationalization or Clustering with respect to the operation of Cable Systems and the provision of programming or other services on such Systems, including Documents relating to the business case for the transactions at issue as they pertain to geographic rationalization or Clustering.**

Response: Comcast's response is provided in the Production at COM-IIH-000001 – 001718.

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III. Video Programming

A. Identify each Sports Programming Network distributed in the U.S. that the Company owns, controls, or in which it has an attributable interest;

Response: Comcast has an attributable interest in the following Sports Programming Networks, as defined herein: Comcast SportsNet Philadelphia; Comcast SportsNet Mid-Atlantic; Comcast SportsNet Chicago; Comcast SportsNet West; Comcast / Charter Sports Southeast; Comcast Local (Detroit); Fox Sports New England; and SportsNet New York.

And for each network with a Sports Programming Network Market that contains a cable system that will experience a change in an Applicant's Economic Interest, state the following:

Response: The Regional Sports Networks that contain a cable system for which Comcast will experience a change in its economic interest are: Comcast SportsNet Philadelphia ("CSN Philadelphia"); Comcast SportsNet Mid-Atlantic ("CSN Mid-Atlantic"); Comcast/ Charter Sports Southeast ("CSS"); Fox Sports New England; SportsNet New York; and Comcast SportsNet West ("CSN West").²

In response to the remaining questions in Section III.A., Comcast is reporting data, as available, for the networks listed above. Comcast notes that: (1) it only has limited data regarding Fox Sports New England because Rainbow Sports Network, a subsidiary of Cablevision, manages the network; and (2) many of the Questions are not applicable to SportsNet New York because the network has not yet launched.

² Comcast submits that the changes in its economic interest in cable systems within the "footprints" for CSN Philadelphia and CSN West are, consistent with Commission precedent, *de minimis*. See *Reply Comments of Adelphia Communications Corp., Comcast Corp. and Time Warner*, MB Docket No. 05-192, at 58 & n.205 (Aug. 5, 2005) ("Comcast Reply") (showing change of 3 percentage points in subscriber share for CSN Philadelphia's footprint as a result of the Transactions); *Applications for Consent to the Transfer of Control of Licenses From Comcast Corp. and AT&T*, Memorandum Opinion and Order, 17 FCC Rcd 23246, 23268 (2002) (holding that a change of 3% of subscriber share in the region served by the RSN is *de minimis*). With respect to Comcast SportsNet West, Comcast will acquire an economic interest in only one system serving fewer than 13,000 subscribers – which represents a change of less than one percent in Comcast's subscriber base within the "footprint" for the RSN, and significantly less than one percent of MVPD subscribers within the region. Nonetheless, Comcast is providing this data for the Commission's consideration.

1. The Economic and debt interest held by each of the Applicants and by any Sports Teams, Leagues, and Organizations

Response:

RSN	Economic Interest
Comcast SportsNet Philadelphia	Comcast – 78% economic interest (a portion of which interest is held through Comcast's ownership of Comcast-Spectacor, which entity also owns the Philadelphia Flyers and Philadelphia 76ers) Philadelphia Phillies – 1% economic interest
Comcast SportsNet Mid-Atlantic	Comcast – 100% economic interest
Comcast/Charter Sports Southeast	Comcast – 70.2% economic interest ³
Fox Sports New England	Comcast – 50% economic interest
SportsNet New York	Comcast – 8.166% economic interest SEE Holdco, LLC (an affiliate of the New York Mets) – 65% economic interest Time Warner – 26.833% economic Interest
Comcast SportsNet West	Comcast – 100% economic interest

There are no debt interests held by the Applicants or by any Sports Teams, Leagues, or Organizations.

³

2. Changes in the economic and debt interests of each of the Applicants and any Sports Teams, Leagues, and Organizations if the license transfer is approved

Response:

RSN	Change in Economic Interest
Comcast SportsNet Philadelphia	No change
Comcast SportsNet Mid-Atlantic	No change
Comcast/Charter Sports Southeast	Comcast – ___% increase in economic interest ⁴
Fox Sports New England	No change
SportsNet New York	No change
Comcast SportsNet West	No change

3. The launch date

Response:

RSN	Launch Date
Comcast SportsNet Philadelphia	Launched October 1, 1997
Comcast SportsNet Mid-Atlantic	Home Team Sports was launched in April 1984 by predecessor owners. Comcast acquired all of the ownership interests in Home Team Sports in February 2001 and rebranded the network Comcast SportsNet in April of 2001.
Comcast/Charter Sports Southeast	Launched September 3, 1999
Fox Sports New England	Initially launched in 1981 as Prism/ New England. ⁵
SportsNet New York	Projected launch spring 2006
Comcast SportsNet West	Launched November 2, 2004

4. The geographic areas in which the network is distributed

Response: Comcast's response is provided in the Production at COM-III A4.xls.

4

⁴ See <<http://www.multichannel.com/article/CA259184.html?pubdate=11%2F12%2F2002>>.

5. The identity of the Sports Teams, Leagues, or Organizations whose distribution rights are held by the network, and for each such network:

Response: Comcast's response to Question III.A.5 is provided for Comcast SportsNet Philadelphia, Comcast SportsNet Mid-Atlantic, Comcast/Charter Sports Southeast, and Comcast SportsNet West. Fox Sports New England carries Boston Celtics games and reaches households in Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.⁶ Comcast does not otherwise have information responsive to this Question for Fox Sports New England. Information for SportsNet New York, which has not yet launched, is provided in response to Question III.E.

a) The official name of the Team, League, or Organization and the sport played

Response: Comcast's response is provided in the Production at COM-III.A.5.xls.

b) The term of the contract that grants the right to distribute the Sports Programming and whether the Company has a right of first refusal

Response: Comcast's response is provided in the Production at COM-III.A.5.xls.

c) The geographic area in which the network has rights to distribute the Sports Programming

Response: Comcast's response is provided in the Production at COM-III.A.5.xls.

d) The number of Live events entitled to be distributed Live annually by the network under the agreement

Response: Comcast's response is provided in the Production at COM-III.A.5.xls.

⁶ See Fox Sports New England web site at <<http://fsnnewengland.com/About.jsp>>.

- e) **The number of Live events licensed annually to the network in which the network has an exclusive license vis-à-vis another regional sports network.**

Response: Comcast's response is provided in the Production at COM-III A5.xls.

- f) **The total number of Live events that the Team, League, or Organization could make available annually to video programmers and the actual number of Live events it makes available to all video programmers**

Response: Comcast's response is provided in the Production at COM-III A5.xls.

B. For each Sports Programming Network responsive to III.A., provide the following, for the previous four quarters and each year since January 1, 2002.

1. The number of Subscribers

Response: Comcast's response is provided in the Production at COM-III B1-4.xls.

2. Affiliate revenues

Response: Comcast's response is provided in the Production at COM-III B1-4.xls.

3. Advertising revenues

Response: Comcast's response is provided in the Production at COM-III B1-4.xls.

4. Other revenues (describe briefly)

Response: Comcast's response is provided in the Production at COM-III B1-4.xls.

5. The viewer rating, share, and weekly cumulative audience by:

Response: Comcast responds to this Question with respect to Comcast SportsNet Philadelphia, Comcast SportsNet Mid-Atlantic, and Comcast SportsNet West. Because Comcast only has ratings information on a DMA basis, Comcast is submitting the requested information for the

following DMAs: Philadelphia (Comcast SportsNet Philadelphia), Washington and Baltimore (Comcast SportsNet Mid-Atlantic), and Sacramento (Comcast SportsNet West). Comcast does not receive ratings information for other areas. In addition, Comcast does not receive weekly cumulative audience data in the “persons aged 18-49” and “men aged 18-49” categories in the ordinary course of business.

Comcast does not receive ratings information of the type requested by the Commission for Comcast/Charter Sports Southeast, and does not receive any ratings information for Fox Sports New England. In addition, there is no ratings data for SportsNet New York because the network has not yet launched.

a) All persons

Response: Comcast’s response is provided in the Production at COM-IIIB5.xls.

b) Persons aged 18-49

Response: Comcast’s response is provided in the Production at COM-IIIB5.xls.

c) Men aged 18-49

Response: Comcast’s response is provided in the Production at COM-IIIB5.xls.

C. For each Sports Programming Network responsive to III.A., identify the MVPDs that distribute the network and, for each MVPD, state the following:

Response: Comcast responds to Questions 1 – 4 for CSN Philadelphia, CSN Mid-Atlantic, CSS, and CSN West. Comcast does not have access to the requested information for Fox Sports New England in the ordinary course of business. In addition, most of this information is not available for SportsNet New York because that network has not yet launched.

1. The date when the network was first carried

Response: Comcast’s response is provided in the Production at COM-IIIC1-4.xls. In addition, it is anticipated that SportsNet New York will launch in spring of 2006.

2. Whether the network is carried on an analog or a digital tier

Response: Comcast's response is provided in the Production at COM-IIC1-4.xls. In addition, it is anticipated that SportsNet New York will be carried on an analog tier after its launch.

3. All periods of time in which the MVPD's right to carry the network lapsed and carriage of the network ceased

Response: Comcast's response is provided in the Production at COM-IIC1-4.xls.

4. The date of expiration of the contract under which the network is currently distributed

Response: Comcast's response is provided in the Production at COM-IIC1-4.xls.

5. The number of Subscribers to the MVPD that received the network for the previous four quarters

Response: Comcast responds for CSN Philadelphia, CSN Mid-Atlantic, CSS, and CSN West in the Production at COM-IIC5.xls. Comcast does not have access to the requested information for Fox Sports New England in the ordinary course of business. This information is not available for SportsNet New York because that network has not yet launched.

6. For each of the previous four quarters, the total revenues received by the Company from the MVPD in exchange for distribution of the network and total revenue categorized by:

a) Subscription fees

Response: Comcast responds to this Question for CSN Philadelphia, CSN Mid-Atlantic, CSS, and CSN West in the Production at COM-IIC6a.xls. Comcast does not have access to the requested information for Fox Sports New England in the ordinary course of business. This information is not available for SportsNet New York because that network has not yet launched.

b) Other sources of revenue (with a brief description)

Response: Comcast responds to this Question in the Production at COM-IIC6b.xls.

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7. **The number of advertising minutes made available for use by the MVPD for each of the previous four quarters**

Response: Comcast responds to this Question in the Production at COM-IIC7.xls.

8. **For each of the previous four quarters, total payments made to the MVPD categorized by:**

- a) **Launch fees**

Response: Comcast responds to this Question in the Production at COM-IIC8.xls.

- b) **Marketing support**

Response: Comcast responds to this Question in the Production at COM-IIC8.xls.

- c) **Other payments (with a description)**

Response: Comcast responds to this Question in the Production at COM-IIC8.xls.

- D. **With respect to Applicants' refutation of claims regarding the degree of additional regional concentration that will result from the transactions within the footprints of specific regional sports networks (Applicants' Reply at 58 & Exh. G at pp. 15-17), provide all work papers and other Documents that support the stated findings, including the data used to determine the networks' service footprints and the pre- and post-transaction concentration of Subscribers within each footprint.**

Response: Comcast provided the documents provided in the Production at COM-IIID-000001 - 000005 to Professor Ordovery and Dr. Higgins for their calculations of the degree of additional regional concentration that would result from the transactions within the footprints of specific regional sports networks. The data contained in the documents formed the basis for the claims in the Applicants' Reply.

- E. **Identify all Sports Teams, Leagues, and Organizations with which the Company or an attributable network has a contract granting distribution rights in the U.S. but is currently not distributing on an attributable Sports Programming Network, and for each state:**

Response: Comcast responds to this Question in the Production at COM-IIIE.xls. The only information responsive to this request pertains to SportsNet New York.

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1. **The official name of the Team, League, or Organization, the sport played, and its home venue**

Response: Comcast responds to this Question in the Production at COM-III E.xls.

2. **The term of the contract that grants the right to distribute the Sports Programming in the U.S. and whether the Company has a right of first refusal**

Response: Comcast responds to this Question in the Production at COM-III E.xls.

3. **The geographic area in which the Company has rights to distribute the Sports Programming**

Response: Comcast responds to this Question in the Production at COM-III E.xls.

4. **The percentage of total Live events entitled to be distributed Live under the agreement and the percentage for which the Live distribution rights are exclusive to video programming channels or cable systems in which the Company has an interest**

Response: Comcast responds to this Question in the Production at COM-III E.xls.

5. **Plans to begin distributing Live events in the U.S.**

Response: Comcast responds to this Question in the Production at COM-III E.xls.

F. For each Company,

1. **Identify all Video Programming Networks for which the affiliation agreement makes the Company the exclusive cable or MVPD distributor of this programming in any area served by the Company and,**

Response: Comcast's response is provided in the Production at COM-III F.xls.

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