

2. For each Video Programming Network listed on the Attachment hereto, provide;

a) The Company's Economic and debt interests in the network

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

b) The date the contract began

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

c) The date the contract terminates

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

d) The current monthly per Subscriber fee paid by the Company to the Video Programming Network

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

e) The number of homes passed by Company-attributed Cable Systems transmitting the network on an analog basis

Response: Comcast does not maintain this information in the ordinary course of business.

f) The number of homes passed by Company-attributed Cable Systems transmitting the network solely on a digital basis

Response: Comcast does not maintain this information in the ordinary course of business.

g) The number of Company Subscribers purchasing access to the network for each of the previous four quarters

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

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- h) The revenue from locally inserted advertising earned by the Company for each of the previous four quarters**

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

G. Provide the current affiliation contracts, including all amendments, for each of the following Video Programming Networks:

1. Outdoor Life Network
2. TVOne
3. Style Network
4. Turner Classic Movies
5. CNN
6. The Outdoor Channel
7. BET
8. The Black Family Channel
9. Fine Living
10. AMC
11. Fox News Channel

Response: Copies of the current version of each of these affiliation contracts is provided in the Production at COM-IIIG-000001 - 000909.

H. With reference to Applicants' Reply at pp. 106-107 and note 351, explain the process by which the Company makes decisions regarding the carriage of specific programming networks, in particular the extent to which carriage decisions are made at the corporate level and/or by individual System managers. Respond to allegations of The America Channel ("TAC") that some networks seeking carriage are given so-called "hunting licenses" authorizing them to negotiate for carriage with System managers, whereas networks affiliated with Comcast are given carriage "commitments" that do not require negotiations for carriage on individual Systems. (See TAC Petition to Deny at 40.)

Response: Comcast's decisions pertaining to TAC or other networks have nothing to do with whether carriage commitments are negotiated at the corporate level or locally through hunting licenses, or with any differences in treatment between affiliated and unaffiliated networks.⁷ TAC refuses to acknowledge the fundamental fact that Comcast, just like every cable operator and every other MVPD, makes program carriage decisions based on its best assessment of consumer demand, a fact that is understood by other independent programmers.⁸

⁷ See Reply Comments of Comcast Corp. to the Annual Assessment of the Status of Competition in the Market For Delivery of Video Programming, MB Docket No. 05-255, at 31-36 (Oct. 11, 2005).

⁸ See C. Michael Cooley, *How I Started a Network—Without Comcast*, Multichannel News, Oct. 3, 2005, available at <http://www.multichannel.com/article/CA6262211.html>.

Comcast and other MVPDs consider numerous factors in making carriage decisions, including the content and theme of the network, the necessity or desirability of its presentation as a linear network, the financing of the network, the experience and proven capability of the management team to effectuate the vision of the network, the distribution secured by the network elsewhere, and the fees and terms of carriage. It is apparently the view of almost every MVPD in the marketplace that TAC has not demonstrated that it meets these criteria.⁹ In contrast, the programming networks that have earned carriage, both “affiliated” and “independent,” have made a convincing case that there is audience demand for the programming and that their management has shown that it is capable of meeting that demand. It bears emphasis that every MVPD carries far more unaffiliated programming than affiliated programming. Comcast, for example, has ownership interests in less than 10% of the networks it carries.¹⁰

Carriage negotiations today are inherently different than five years ago when bandwidth was more plentiful, such that new networks seeking carriage today must now overcome the hurdle of showing a worthiness that might warrant displacing a network that is already carried and has already developed some viewing base. Because Comcast recognizes this reality and because VOD now presents a new avenue for reaching an audience that poses less of a strain on our available bandwidth, Comcast encourages new networks to avail themselves of this new distribution avenue to create demand for their product. As a result, several networks have already developed a significant viewing base through VOD.

TAC’s multiple pleadings (in this and several other dockets) reflect a willful refusal to acknowledge these facts.¹¹ In TAC’s imaginary world, all content is equal (consumers supposedly value The America Channel as much as they value TBS, Discovery, or Disney); MVPDs are supposed to ignore differences in network financing, management, and programming expertise when choosing among networks; MVPDs are willing to pay more for a network simply because the network is affiliated with another media company; and MVPDs are willing to charge their customers more in order to pay higher license fees to a network affiliated with another, completely separate media company. In these and other

⁹ See Reply Comments of Comcast Corp. to the Commission's Cable Horizontal and Vertical Ownership Limits, MM Docket No. 92-264, at 7 (Sept. 23, 2005). For example, TAC has yet to produce a single hour of programming for MVPDs to review, has virtually no in-house programming expertise, and has no reliable source of funding. Thus, it is not at all surprising that TAC has been unable to secure carriage agreements -- not only with Comcast but also with virtually every other established MVPD in the country.

¹⁰ Comments of Comcast Corp. to the Commission's Cable Horizontal and Vertical Ownership Limits, MB Docket No. 92-264, at 41-42 & Exhibit (Aug. 8, 2005); *see also* Comcast Reply, MM Docket No. 05-192, at 78-83 (responding to various claims raised in the record by TAC).

¹¹ *See, e.g.*, Comments of the America Channel to the Commission's Cable Horizontal and Vertical Ownership Limits, MB Docket No. 05-255, at 16-18 (Sept. 27, 2005).

respects, TAC is oblivious to business realities. TAC's inability to succeed in the marketplace is attributable entirely to its own failed business plan, and no amount of vitriol toward cable operators will change that essential fact.

Comcast's decisions about the carriage of new program networks typically involve collaborative efforts between local or regional and corporate personnel. Final approval regarding new network carriage is granted, however, at the corporate level. Corporate personnel at Comcast are involved in most decisions related to the carriage of new networks, including whether a particular network will be carried or not, the timing and extent of the launch of a network on Comcast systems, the service tier on which a network is carried, and, in some cases, the channel on which a network is carried by an individual system. At the same time, local and regional personnel also are involved in each of these decisions.

As noted above, over time, the negotiation of program carriage agreements has changed as the industry itself has changed. In the past, it was more typical for a cable operator to enter into a national carriage arrangement with a programmer that specified carriage on all or some of an operator's cable systems. In recent years, as available capacity for new linear digital channels has become more limited, it has become increasingly common for an operator to provide a new programmer with a so-called "hunting license." In industry jargon, a hunting license has come to mean that a master carriage agreement is already in place at the corporate level, and the network then approaches individual systems to negotiate carriage. Such licenses often are entered into with newly launched networks or with networks that carry narrow niche programming. Hunting licenses give local Comcast systems the flexibility to decide whether, given various networks from which to choose, a specific network is best suited to meet local viewers' needs.

Thus, even when Comcast negotiates carriage with a new network at the corporate level, the networks typically then have to make the further effort of convincing local systems to put their programming on the air. Carriage deals for new cable networks today are rarely "national," that is, covering the Company's entire footprint. Individual systems may request the right to carry a network or to change the tier on which a network is carried, and Comcast corporate personnel generally are responsive to such requests.

Historically, a substantial number of the networks that Comcast has contracted to carry have secured varying degrees of carriage commitments that do not require negotiations for carriage with individual systems. This is true both for Comcast-affiliated networks and for a substantial number of unaffiliated networks. With respect to Comcast-affiliated networks, Comcast does provide varying carriage commitments at the corporate level. These carriage deals, however, virtually always involve carriage on substantially less than all Comcast systems.

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I. Provide all documents relating to deliberations and decisions to distribute video programming via video-on-demand rather than as a video programming network.

Response: All documents responsive to this Question are provided in the Production at COM-III-000001 – 001672.

J. Provide all Documents relating to deliberations and decisions to launch new Sports Programming Networks

Response: All documents responsive to this Question are provided in the Production at *See* COM-III-000001 – 000796.

K. With respect to the discussion of terrestrial delivery of programming in Applicants' Reply at pp. 53-54:

1. Identify the location and nature of the Comcast regional terrestrial networks referenced at p. 54 and explain why Comcast has chosen not to use them for the delivery of regional sports networks, as asserted in the Reply

Response: As an initial matter, we note that Comcast has chosen to use a terrestrial distribution network for only one regional sports network, Comcast SportsNet Philadelphia. The reasons for that decision have been documented in immense detail. The Commission has twice reviewed the bases for that decision and found them sound.¹² In Philadelphia, at the time that Comcast SportsNet was created, there was a pre-existing regional sports network with a terrestrial distribution system already in place. The pre-existing network planned to cease operations, and the terrestrial distribution network it used was capable of reaching all MVPD licensees whom Comcast wished to reach with its new SportsNet. Given the efficiencies and cost-effectiveness of this arrangement, Comcast chose to use the terrestrial network. As explained below, in all other situations to date, satellite distribution has been determined to be more efficient.

Comcast currently operates regional terrestrial fiber distribution networks in the following __ locations:

- _____

¹² *See, e.g.*, Comcast Reply, MB Docket No. 05-192, at 51-53.

- _____
- _____
- _____
- _____
- _____
- _____
- _____
- _____
- _____
- _____

Comcast began installing these terrestrial distribution networks over fifteen years ago, often to replace and upgrade microwave distribution systems serving the Company's own cable systems. These networks deliver data and video signals over fiber, _____

_____. The networks are designed to carry a variety of services, including high-speed data and off-air video programming. Currently, these networks carry a variety of digital and advanced services, including, video-on-demand programming, high definition programming (including, in certain cases, the high definition feeds of Comcast's regional sports networks), all digital simulcast programming, local broadcast programming, advertising (transported to local systems' ad servers), Comcast Digital Voice services and high-speed data.

As the Commission is aware, over the last several years Comcast has commenced, or has made plans to commence, operation of regional sports networks in the Chicago, Sacramento/San Francisco, and New York areas. In each instance, it was determined that the best method for distributing the regional sports network is via satellite. Comcast's regional sports networks are typically delivered to a wide geographic region, which is generally determined by the areas in which the network has obtained the rights to

distribute the underlying sports programming.¹³ Comcast's terrestrial distribution networks generally do not extend throughout the entire "footprint" of the regional sports networks. That is the case even where the Company has developed system "clusters," as it will do in this transaction. Moreover, there are generally other cable operators and multichannel video programming distributors within the regional sports networks' "footprints" that the regional sports network wants to reach. In short, deployment and extension of terrestrial networks is highly capital intensive and Comcast generally has found that satellite delivery is the most economical method of serving these large geographic areas.

For example, the footprint for SportsNet Chicago includes more than 100 headends to which Comcast seeks to deliver that regional sports network. It would be economically infeasible to deploy a fiber network to all of these headends. Accordingly, although Comcast has deployed a terrestrial fiber network to a portion of the Chicago area that is used to deliver a wide variety of services as described above, it has determined that satellite delivery of that regional sports network to its entire service area was more efficient. Likewise, the footprint for Comcast SportsNet MidAtlantic spans large areas of multiple states, including Maryland, Virginia, Delaware, the District of Columbia, and parts of Pennsylvania and West Virginia, once again making satellite distribution more efficient.

Comcast Local Detroit essentially began as a local origination channel for Comcast's Detroit-area cable systems, with a focus on high school and certain college sports.¹⁴ Because of this, Comcast Local Detroit has not, to date, been managed by Comcast Sports Management Services, LLC ("Comcast Sports Management"), the entity within Comcast that provides management oversight of, and certain centralized operational services to, Comcast's regional sports networks. Rather, Comcast Local Detroit has been operated as part of the Detroit-area cable operations, and it has been delivered to Comcast's Detroit-area cable systems via terrestrial means. Historically, it has not been generally marketed to or carried by any other MVPD, nor has any other MVPD asked to carry it. Recently, Comcast has decided to expand the content of this program service as well as the areas to which it will deliver the service to include areas of Minnesota and Indiana. Concurrent with these changes, Comcast has decided to transfer responsibility for management oversight of the channel from the local cable system to Comcast Sports Management (which will also provide certain management services to Comcast Local Detroit consistent with the services it provides to Comcast's regional sports networks). As part of this

¹³ For professional sports, these areas are primarily determined by the leagues in which the respective teams participate.

¹⁴ Comcast Reply, MB Docket 05-192, at 58. n.205.

expansion and realignment of Comcast Local Detroit, Comcast has determined that, beginning in January 2006, the service will be delivered via satellite and marketed to other MVPDs.

In sum, Comcast's regional sports networks are generally delivered via satellite because satellite has proven to be the most economical means of transmitting the services throughout the networks' large and often multi-state footprints. As the facts show, certain critics of the Transactions are wrong when they argue that there is a "trend" toward satellite delivery of regional sports networks. In fact, the trend is in the direction of satellite delivery.

2. **Explain whether the regional terrestrial networks and the national fiber network referenced on p. 54 would be suitable for the delivery of programming networks to cable headends such that programming delivered on those networks would not be considered to be "satellite-delivered" for purposes of the Commission's program access rules.**

Response: As discussed above, Comcast's regional terrestrial networks can be used for a variety of purposes, including the distribution of video programming. To the extent that programming is delivered solely via terrestrial means, it would not be "satellite-delivered" for purposes of the program access rules. Even in circumstances where Comcast may use its regional terrestrial networks to deliver particular national or regional programming networks to its own systems, this programming will generally have been delivered to a Comcast location in the first instance by satellite. Comcast's regional terrestrial networks are not ubiquitous, and therefore cannot be used to deliver Comcast-affiliated programming to all areas served by Comcast, let alone to those areas served by other MVPDs. Therefore, the existence of regional terrestrial networks in Comcast service areas does not support the assertion of some critics of the Transactions that there is a "trend" toward terrestrial distribution of networks that would somehow undercut the current program access rules.

IV. Advanced Cable and Other Broadband Services

- A. **Provide all Documents relating to deliberations and decisions to stop, limit, hinder, slow, or otherwise impede the transmission of information over the Company's Residential High-speed Internet infrastructure based on the software application, source, destination, or other characteristic of the traffic. Documents regarding unsolicited commercial e-mail and malicious software need not be produced.**

Response: All documents responsive to this Question are provided in the Production at COM-IVA-000001 -- 000225.

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B. Provide a response to the allegations contained in the Petition to Deny of Free Press, et al., at pages 30-32 regarding the blocking of e-mail from afterdowningstreet.org.

Response: Comcast's High-Speed Internet Service has over 8 million subscribers. Comcast and its providers who deliver the service actively maintain the service network to deliver the best possible experience to Comcast subscribers. For example, Comcast and its providers seek to protect subscribers from receiving harmful and unwanted communications, particularly "spam." The spam filters that Comcast and its providers use, namely, the industry-leading BrightMail filtering solution provided by Symantec Corporation, block approximately 200 million spam e-mails each day from reaching Comcast subscribers.¹⁵

In its Petition to Deny, Free Press appears to allege that certain e-mails containing the domain name Afterdowningstreet.org were blocked by Comcast in July 2005 and that Comcast failed to provide notice of this to its subscribers. Free Press also appears to allege that Comcast failed to address the situation promptly or share information about it. Comcast respectfully disagrees with Free Press' characterization of this situation and directs the Commission to the following summary of events.

In early July 2005, Comcast received notification from Afterdowningstreet.org that e-mails from its domain were being blocked by Comcast's spam filters. Comcast promptly investigated the situation, including discussing it with its service providers and Symantec Corporation with respect to BrightMail spam filtering. Symantec does not provide the details of how it identifies and blocks spam for obvious reasons; to do otherwise would give unscrupulous spam senders a roadmap for avoiding filters. However, Symantec indicated that it had received thousands of reports from end users that they considered e-mails from Afterdowningstreet.org to be spam. Those reports coupled with Symantec's other technologies resulted in its BrightMail filtering solution blocking e-mails from the Afterdowningstreet.org domain as unwanted spam for Comcast subscribers. This automatic blocking of spam had nothing to do with the content or message of Afterdowningstreet.org e-mails. Likewise, the daily volume of spam makes giving "notice" regarding any particular blocked spam message impractical. It also is not advisable to give notice as this information would invariably be used by spammers to try to avoid filters.

After Comcast and its service providers determined that the Afterdowningstreet.org e-mails were not spam, the BrightMail filters were updated. By the second week of July 2005 e-mails from Afterdowningstreet.org were not blocked as spam and were received by Comcast subscribers. Comcast

¹⁵ Subscribers may at their own choosing also use other "local" spam filtering programs on their personal computers to manage spam e-mails in addition to the general BrightMail filtering solution.

then posted the following message on its Comcast High Speed Internet Help Forums on July 21, 2005 to explain the situation:

To all,

To help protect our customers from unwanted spam, Comcast works with Symantec and utilizes their best-in-class Brightmail anti-spam system.

According to Symantec, the Web address www.afterdowningstreet.org was submitted directly to the Brightmail system by several thousand users as being a common element in multiple unsolicited (or unwanted) emails. This caused the Symantec Brightmail system to identify these messages as spam and automatically block them from mail systems using Brightmail, including Comcast's mail system.

In response to customer inquiries, Comcast investigated this situation and determined that some wanted email was being blocked by the Brightmail protective filter. After bringing the situation to Symantec's attention, Symantec promptly adjusted the Brightmail filter and the email block involving the web address www.afterdowningstreet.org was lifted. Comcast High-Speed Internet subscribers should now be able to send and receive email containing this URL without any difficulty.

To Comcast's knowledge, no further e-mails from Afterdowningstreet.org have been blocked by BrightMail filters as spam for Comcast subscribers. Free Press' insinuations in its Petition to Deny that Comcast may have blocked Afterdowningstreet.org e-mails based on their political message are simply inaccurate. The Afterdowningstreet.org e-mails were blocked by the BrightMail filters as spam because they exhibited many signature characteristics of unwanted bulk e-mail. When Afterdowningstreet.org brought the blocking to Comcast's attention, we quickly investigated and rectified the problem with our service providers. Comcast respectfully submits to the Commission that we handled this situation promptly, thoughtfully, and in the best interests of our subscribers.

- C. **Describe any and all efforts the Company has undertaken, or plans to undertake, to comply with the Commission's November 28th VoIP 911 deadline. Explain in detail, as a technical matter, how exactly the Company intends to comply for each type of interconnected VoIP offered.**

Response: As described in its November 28, 2005 letter in WC Docket No. 05-196 ("Compliance Letter"), Comcast has complied fully with the Commission's VOIP 911 deadline.¹⁶ Comcast provides two types of interconnected VOIP

¹⁶ Letter from Joseph W. Waz, Jr., Comcast, to Marlene H. Dortch, FCC, WC Docket No. 05-196 (Nov. 28, 2005).

service: (1) Comcast has been using IP technology in the access network connected to the Class 5 switch serving a portion of its cable telephony customers in the Detroit market (“hybrid IP-circswitches and Internet Protocol to transmit voice over its private, managed network (“IP-enabled voice service”). With respect to 911 matters, this response applies equally to both services.

Provision of E911 Service: Comcast transmits all 911 calls, as well as Automatic Number Identification (“ANI”) and the caller’s Registered Location for each call, to the Public Safety Answering Point (“PSAP”), designated statewide default answering point, or appropriate local emergency authority that serves the caller’s Registered Location and that has been designated pursuant to section 64.3001 of the Commission’s rules. In areas where Selective Routers are used, 911 calls are routed through the use of ANI via the dedicated Wireline E911 Network using the Selective Router, the trunk line(s) between the Selective Router and the PSAP, and such other elements of the Wireline E911 network as are necessary. The Registered Location is available to the appropriate PSAP, designated statewide default answering point, or appropriate local emergency authority from or through the appropriate automatic location information (“ALI”) database.

Service Level Obligation: If a PSAP, designated statewide default answering point, or appropriate local emergency authority is not capable of receiving and processing either ANI or location information and in the very rare instances where the ANI system or ALI database fails, Comcast transmits all 911 calls to the PSAP, designated statewide default answering point, or appropriate local authority that serves the caller’s Registered Location and that has been designated pursuant to section 64.3001 of the Commission’s rules. In such cases, Comcast routes 911 calls using the emergency services number that it programs into the switches serving each customer based on the county and rate center of the customer’s Registered Location.

Registered Location Requirement: The interconnected VOIP service provided by Comcast is a fixed location service. As described in its Compliance Letter, Comcast obtains from its customers the physical location at which its interconnected VOIP service will be used as a routine part of the sales, provisioning, and installation process. In addition, while Comcast’s service is not designed as a nomadic service, Comcast provides its customers with a method for updating their Registered Location using the CPE necessary to access the interconnected VOIP service. Specifically, Comcast customers may place a telephone call to Comcast’s nationwide, twenty-four hour, toll-free customer support telephone number to determine whether or not Comcast’s interconnected VOIP service is available at the proposed new location. If it is, Comcast will approve the relocation of the enhanced multimedia terminal adapter (“eMTA”) and update the ALI database with the customer’s new address. If it is not, Comcast will advise the customer that interconnected VOIP service is not provided at the proposed new location.

- D. How does the Company typically access the 911 tandem or Wireline E911 Network as defined in the VoIP 911 order? Does the Company interconnect directly or indirectly?**

Response: The method by which Comcast accesses the 911 tandem or Wireline E911 Network is the same method as is employed by providers of circuit-switched telephone service. Through partnerships with competitive local exchange carrier (“CLEC”) affiliates in each state, Comcast interconnects directly with the Wireline E911 network maintained by the incumbent local exchange carrier (“ILEC”) in each region. Comcast interconnects to the 911 tandem by purchasing dedicated and diversely routed 911 trunk ports and interconnection transport between the switches serving its customers and the relevant ILEC’s 911 tandem. When a customer of Comcast’s interconnected VOIP service dials 911, the call is routed to the ILEC 911 tandem and is then selectively routed to the appropriate PSAP.

- E. Is the Company’s CPE (e.g., cable modem, MTA, softphone, etc.) capable of being used at locations other than its primary location? Is the Company’s CPE capable of being used on other Cable Systems? If the answer to either of these questions is yes, please describe in detail how the Company intends to comply with the Commission’s November 28th deadline given the nomadic capability of the Company’s CPE.**

Response: The extent to which a customer may use Comcast’s CPE at locations other than its primary location varies according to whether the customer has contacted Comcast to register the new location. Relocation of either the cable modem or enhanced Multimedia Terminal Adapter (“eMTA”) either within the same premises or to a different address without Comcast’s prior authorization is a violation of its subscriber agreements.

Cable modems are designed in accordance with Data Over Cable Service Interface Specification (“DOCSIS”), which defines interface requirements for cable modems involved in high-speed data distribution over cable system networks. Cable modems are designed to be interoperable among different cable systems. In order for a cable modem to work at a location other than the initial registered location, the customer must contact the relevant cable operator at the new location to establish an account and to register the device on the network at its new location. If a customer relocates the cable modem without notifying his cable operator, it will only work if the new location is served by the same Cable Modem Termination System (“CMTS”) of the cable operator with whom service had previously been established.

With respect to Comcast’s interconnected VOIP service, Comcast does not currently market a nomadic interconnected VOIP service and it does not provide “softphone” functionality. The interconnected VOIP service currently offered by

Comcast is a fixed location service that is not intended nor permitted to be used at any physical location other than the Registered Location for each customer. As with the cable modem, if a customer relocates the eMTA without notifying Comcast, it will only work if that new location is served by Comcast via the same CMTS.

Notwithstanding the legal and technical constraints on the mobility of Comcast's interconnected VOIP service, Comcast is nevertheless in full compliance with the Commission's November 28th deadline regarding nomadic services because (1) in all areas where its interconnected VOIP service is available and Selective Routers are used, Comcast has made arrangements to interconnect directly with the Wireline E911 Network and to provide ANI and ALI during the call; (2) Comcast obtains Registered Location information from all of its customers when customers sign up for the service; and (3) Comcast provides its customers with a free and timely method for updating their physical locations by calling our toll-free customer service number. The Commission's rules do not require providers of interconnected VOIP service to either automatically determine the location of its end users or automatically detect unauthorized movements of its equipment. Rather, the Commission's rules specifically contemplate that the end users will avail themselves of available methods for updating their locations when necessary and Comcast provides a readily accessible means for them to do so.

V. Other

- A. Restate the pre-transaction and post-transaction Subscriber counts provided in Applicants' Public Interest Statement for Comcast (pp. 73-75) according to the instructions set forth below in the definition of "Subscriber."**

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. Provide affidavits, one signed by a competent officer of each Applicant, stating, based on the officer's personal knowledge and on penalty of perjury, that the proposed transaction will not result in any violation of the channel occupancy limit, 47 U.S.C. § 613(f)(1)(B), 47 C.F.R. § 76.504.**

Response: A signed affidavit by Arthur Block, Senior Vice President, General Counsel and Secretary for Comcast, is provided at Attachment 1.

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DEFINITIONS AND INSTRUCTIONS

For the purposes of this request, the following definitions and instructions apply.

- A. **“The Company” means Comcast, Time Warner, or Adelphia.**
- B. **“Comcast” means Comcast Corporation, its subsidiaries and any affiliate in which it or a subsidiary owns an attributable interest.**
- C. **“Time Warner” means Time Warner Inc., its subsidiaries and any affiliate in which it or a subsidiary owns an attributable interest**
- D. **“Adelphia” means Adelphia Communications Corporation, its subsidiaries and any affiliate in which it or a subsidiary owns an attributable interest.**
- E. **“Cable System” means the area served by a single headend owned, managed, or attributed to a wireline MVPD such as, but not limited to, a cable system, open video system, or broadband service provider.**
- F. **“Cluster” means a group of commonly owned or managed Cable Systems in close proximity that are operated on an integrated basis through the use of common personnel, marketing, or shared use of technical facilities.**
- G. **“Documents” means all computer files and written, recorded, and graphic materials of every kind in the possession, custody or control of the Company. The term “Documents” includes electronic correspondence and drafts of Documents, copies of Documents that are not identical duplicates of the originals, and copies of Documents the originals of which are not in the possession, custody or control of the Company. The term “computer files” includes information stored in, or accessible through, computer or other information retrieval systems. Thus, the Company should produce Documents that exist in machine-readable form, including Documents stored in personal computers, portable computers, workstations, minicomputers, mainframes, servers, backup disks and tapes, archive disks and tapes, and other forms of offline storage, whether on or off Company premises. Electronic mail messages should also be provided, even if only available on backup or archive tapes or disks. Computer files shall be printed and produced in hard copy or produced in machine-readable form (provided that FCC staff determine prior to submission that it would be in a format that allows the Commission to use the computer files), together with instructions and all other materials necessary to use or interpret the data. Unless otherwise specified, the term “Documents” excludes bills of lading, invoices, purchase orders, customs declarations, and other similar Documents of a purely transactional nature and also excludes architectural plans and**

engineering blueprints.

- H. **“Digital Cable Service” means all video programming packages that contain Video Programming Networks delivered in digital form.**
- I. **“Economic Interest” means the equity, partnership, or limited liability company membership interest held by an entity.**
- J. **“Expanded Basic Cable Service” means all video programming packages that consist entirely of Video Programming Networks delivered in analog form (or capable of being delivered in analog form in the case of digital simulcast), excluding the mandatory basic tier containing over-the-air broadcast stations.**
- K. **“Live” means simultaneous or same-day distribution of the event.**
- L. **“MVPD” means, and information shall be provided separately for:**
 - 1. **the local distribution of video programming through terrestrial-based cable transmission facilities by a cable operator or broadband service provider;**
 - 2. **direct broadcast satellite and direct-to-home services that transmit video programming directly from one or more satellites to subscribers; and**
 - 3. **the local distribution or provision of video programming through any other means including, but not limited to MMDS, SMATV, OVS, and facilities of common carrier telephone companies or their affiliates.**
- M. **“Relating to” means in the whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying, or stating.**
- N. **“Residential High-speed Internet Access” means Internet access provided over Company-owned or leased infrastructure to residential customers at speeds exceeding 200 kilobits per second (kbps) in at least one direction.**
- O. **“Sports Programming” is limited to sporting events associated with Sports Teams, Leagues, and Organizations.**
- P. **“Sports Programming Network” is limited to Video Programming Networks that distributed a minimum of 200 hours of Sports Programming in the previous 12 months. For the purposes of this information and document**

request, TBS, TNT, Outdoor Life Network, and Empire Sports Network are not considered Sports Programming Networks.

- Q.** “Sports Programming Network Market” is the geographic area in which a Sports Programming Network could be made available for sale to MVPDs. For the purposes of determining the market of a Sports Programming Network not owned by the Applicants, reference should be made to the geographic areas defined in Tables 2A and 2B in Exhibit I of the Comments of DirecTV, Inc.
- R.** “Sports Teams, Leagues, and Organizations” are limited to the National Basketball Association., National Football League, Major League Baseball, National Hockey League, Major League Soccer, NCAA Division I Football, and NCAA Division I Men’s Basketball.
- S.** “Subscriber” means any person or entity that subscribes to the referenced service, tier, programming package, or programming network. Subscriber data for services sold on a bulk-billed basis in multiple dwelling units should be stated separately. Responses should explain the method used to calculate subscriber totals for services sold on a bulk-billed basis. Provide information on the approximate relationship between bulk-billed subscriber totals calculated by the “occupiable dwelling unit” method and the “effective billing unit” method.
- T.** “Telephony” means voice telecommunications service delivered using circuit-switched or packet-based technology.
- U.** “Video Programming Network” is limited to non-broadcast linear video programming networks, For the purposes of this information and Document request it does not include programming offered on a pay-per-view, or video-on-demand basis, or public, educational, and governmental programming carried on channels designated for that purpose by franchise agreements.
- V.** Unless otherwise specified, each of the Document or data requests calls for Documents and data for the previous 24 month period.
- W.** If a Document is responsive to more than one request, provide it for the first request to which it is responsive, and in later instances where it would be responsive, identify the response in which it was originally submitted.
- X.** Responses to items II.A, II.B, II.C, III.A.4, III.A.5, III.B, III.C, and III.F should only be submitted in machine-readable spreadsheet format. Clearly and completely label all columns and rows of the spreadsheet. Indicate the Company and the number and subpart of the request in the title at the top of

each spreadsheet, in each spreadsheet's filename, and on the label of each CD submitted.

- Y. Adelpia need not respond to requests II.D, II.E, III.I, III.J, III.K, IV.A, IV.C, IV.D, and V.B.**

Attachment

1. AMC
2. America's Collectibles Network
3. AZN
4. BET
5. Black Family Channel
6. Boomerang
7. Bravo
8. CNN
9. CNN International
10. College Sports TV
11. Discovery Health
12. DIY
13. E!
14. ESPN Classic
15. ESPNews
16. Fine Living
17. FitTV
18. Fox College Sports Pacific
19. Fox News Channel
20. Fox Reality
21. Fuse
22. G4 Tech TV
23. Game Show Network
24. Golf Channel
25. Lifetime Movie Network
26. LOGO
27. NBA TV
28. Nick Toons
29. Nickelodeon Games & Sports
30. Nickelodeon Too
31. Noggin
32. Outdoor Channel
33. Outdoor Life Network
34. Ovation
35. Oxygen
36. Style Network
37. Trio
38. Turner Classic Movies
39. TV One
40. Word Network

REDACTED - FOR PUBLIC INSPECTION

ATTACHMENT 1

REDACTED - FOR PUBLIC INSPECTION

AFFIDAVIT OF ARTHUR R. BLOCK

The undersigned declares under penalty of perjury that the following is true and correct:

1. I am Senior Vice President, General Counsel and Secretary for Comcast Corporation ("Comcast") and have been employed by Comcast since 1989, becoming General Counsel in 2000.
2. I have been asked by Comcast to attest that its proposed acquisition of systems from Adelphia Communications Corporation and Time Warner Inc. pursuant to MB Docket No. 05-192 will not result in any violation of the channel occupancy limit. As set forth in 47 C.F.R. § 76.504, the channel occupancy limits apply only to channel capacity up to 75 channels and prohibit a cable operator from devoting "more than 40 percent of its activated channels to the carriage of national video programming services owned by the cable operator or in which the cable operator has an attributable interest." 47 C.F.R. § 76.504(a)-(b).
3. The channel occupancy limit provides a limited exception for minority-controlled video programming services in which a cable operator has an attributable or ownership interest. Specifically, a cable operator "may devote two additional channels or up to 45 percent of its channel capacity, whichever is greater, to the carriage of [such] video programming services." 47 C.F.R. § 76.504(c). In addition, under 47 C.F.R. § 76.504(d), video programming services that were owned by or attributable to a cable operator in excess of the channel occupancy limits as of December 4, 1992 are grandfathered under the rules.
4. To the best of my personal knowledge, the proposed transactions will not result in any violations of the channel occupancy limit as stated above.¹



Arthur R. Block
Senior Vice President, General Counsel and Secretary
Comcast Corporation

Executed: December 22, 2005

¹ Comcast currently is in the process of reviewing the channel lineups of the systems it is seeking to acquire pursuant to the proposed transactions and of compiling the lineups it will implement after closing. Given the relatively small number of programming networks in which Comcast currently holds an attributable interest, it is highly unlikely that any of the systems it will acquire at closing will carry Comcast-affiliated national networks in excess of the limit specified in 76.504. To the extent a further review by Comcast reveals any inconsistency with this rule, however, Comcast will take steps to inform the Commission.

DOCKET NO. 05-192

DOCUMENT OFF-LINE

This page has been substituted for one of the following:

- o This document is confidential (**NOT FOR PUBLIC INSPECTION**)

- o An oversize page or document (such as a map) which was too large to be scanned into the ECFS system.

- o Microfilm, microform, certain photographs or videotape.

- o Other materials which, for one reason or another, could not be scanned into the ECFS system.

The actual document, page(s) or materials may be reviewed (**EXCLUDING CONFIDENTIAL DOCUMENTS**) by contacting an Information Technician at the FCC Reference Information Centers) at 445 12th Street, SW, Washington, DC, Room CY-A257. Please note the applicable docket or rulemaking number, document type and any other relevant information about the document in order to ensure speedy retrieval by the Information Technician

1 CD Room