

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
NFL Enterprises LLC,)	MB Docket No. 08-214
Complainant)	
v.)	File No. CSR-7876-P
Comcast Cable Communications, LLC,)	
Defendant)	
)	

**RESPONSES AND OBJECTIONS OF NFL ENTERPRISES LLC TO
COMCAST’S REQUEST FOR PRODUCTION OF DOCUMENTS**

Pursuant to Section 1.325 of the Rules of the Federal Communications Commission, 47 C.F.R. § 1.325, Complainant NFL Enterprises LLC (“NFL Enterprises”) submits these responses and objections to Defendant Comcast Cable Communications, LLC’s (“Comcast’s”) Request to NFL Enterprises LLC and the National Football League for Production of Documents (the “Requests”).

GENERAL RESPONSES AND OBJECTIONS

1. NFL Enterprises objects to the Requests to the extent that they are irrelevant, overbroad, and to the extent that responding to them would impose on NFL Enterprises undue burden or expense.
2. NFL Enterprises objects to Instruction F as overbroad and unduly burdensome. In responding to the requests, NFL Enterprises will limit its production to documents created during the period from January 1, 2004, through March 31, 2008.
3. NFL Enterprises objects to the Requests to the extent that they seek documents that are in the possession or control of the National Football League, which is not a party in this action.

4. As more fully described below, in response to the Requests NFL Enterprises will undertake a reasonable search of NFL Enterprises' files located at its corporate offices in New York, New York, and/or Culver City, California, in which responsive documents would reasonably be expected to be found. To the extent that any request calls for a more extensive search, NFL Enterprises objects on the grounds that it is overly broad and unduly burdensome.

5. NFL Enterprises objects to the Requests to the extent that they seek documents protected from disclosure by the attorney-client privilege, work product doctrine, or other applicable privilege, protection, or immunity.

6. NFL Enterprises objects to the Requests to the extent that they seek information or documents that are confidential or otherwise commercially or competitively sensitive. NFL Enterprises will defer its response to requests that call for the production of such sensitive information until the Presiding Judge enters an appropriate protective order. Any documents produced in response to these Requests are protected to the full extent provided by such a protective order.

7. Nothing in these responses shall be construed as waiving any rights or objections that otherwise might be available to NFL Enterprises, nor should NFL Enterprises' responses be deemed an admission of relevancy, materiality, or admissibility of the request, the response thereto, or any documents produced.

8. These General Objections apply to all of NFL Enterprises' responses. To the extent that specific objections are cited in a specific response, they are not to be construed as a waiver of the application of any other General Objection to information falling within the scope of the request.

SPECIFIC RESPONSES AND OBJECTIONS

- 1. Documents sufficient to show the NFL Network's monthly licensing revenue, net of rebates, marketing/promotional allowances, launch support, and other discounts, by DMA and Distributor.**

In response to this Request and subject to the General Objections, NFL Enterprises will produce its currently effective affiliation agreements with the ten largest MVPDs with which NFL Enterprises has such agreements (measured by number of NFL Network subscribers as of July 31, 2008), as well as reports or remittances provided to NFL Enterprises by those MVPDs. To the extent that this request requires a more extensive search, response or production, NFL Enterprises objects because it is overbroad and unduly burdensome.

- 2. Documents sufficient to show for each former or existing Distributor the monthly penetration level by DMA.**

See Response to Request Number 1, above, which is incorporated herein by reference.

- 3. All documents relating to the pricing of the NFL Network to Distributors.**

See Response to Request Number 1, above, which is incorporated herein by reference. In addition, NFL Enterprises objects to this request on the ground that it is vague and ambiguous.

- 4. All documents relating to the relationship between the pricing of the NFL Network and the distribution of the NFL Network.**

See Response to Request Number 1, above, which is incorporated herein by reference. In addition, NFL Enterprises objects to this request on the ground that it is vague and ambiguous.

5. All documents relating to the reasons that any Distributor declined to distribute the NFL Network at the level of distribution requested or desired by the NFL Network.

Subject to General Objection 3, above, NFL Enterprises will conduct a reasonable search for documents received from the ten largest MVPDs in the United States (measured by number of subscribers) reflecting their responses to the NFL Network's proposal of carriage terms, and it will produce any responsive, non-privileged, non-protected documents identified in that search. To the extent that this request requires a more extensive search or production, NFL Enterprises on the ground that it is overbroad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence.

6. All documents relating to the effects of Comcast's distribution of the NFL Network solely on a sports tier on the NFL Network's ability to compete fairly.

Subject to General Objection 3, NFL Enterprises will conduct a reasonable search for documents relating to examples, mentioned in NFL Enterprises' filings or witness declarations in this proceeding, of instances where Comcast's distribution of the NFL Network solely on a sports tier adversely affected NFL Network's ability to compete fairly; NFL Enterprises will produce all responsive, non-privileged, non-protected documents identified in that search. To the extent that this request requires a more extensive search or production, NFL Enterprises objects to it because it is overbroad and unduly burdensome.

7. All documents relating to the NFL Network's advertising sales (including prospective sales) from May 2007 through the present.

In response to this request, NFL Enterprises will conduct a reasonable search for documents relating to examples, mentioned in NFL Enterprises' filings or witness

declarations in this proceeding, of instances in which Comcast's distribution of the NFL Network solely on a sports tier adversely affected NFL Network's ability to compete for advertising clients or advertising revenues; NFL Enterprises will produce all responsive, non-privileged, non-protected documents identified in that search. NFL Enterprises also will produce its weekly sales reports covering the period identified in the request. To the extent that this request requires a more extensive response, NFL Enterprises objects because it is overbroad and unduly burdensome.

8. All documents relating to the NFL's acquisition of telecast rights (including attempts to acquire telecast rights) from May 2007 through the present.

In response to this request, NFL Enterprises will conduct a reasonable search for documents that reflect the impact of Comcast's distribution of the NFL Network solely on a sports tier on NFL Enterprises' efforts to acquire telecast rights for the NFL Network during the period identified in the request. NFL Enterprises will produce all responsive, non-privileged, non-protected documents identified in that search. To the extent that this request requires a more extensive response, NFL Enterprises objects to it because it is overbroad and unduly burdensome.

9. All documents relating to the potential or actual grant of Live Game Rights either to Comcast or to the NFL Network.

Subject to General Objection 3, NFL Enterprises will produce all non-privileged, non-protected documents in its possession that evidence statements by Comcast regarding (1) whether or not the National Football League's grant of game rights to NFL Enterprises or its failure to grant such rights to Comcast (or a Comcast-affiliated network) was a factor in Comcast's decision to move the NFL Network to the Sports Entertainment Package tier; or (2) Comcast's decision to make the grant of such rights to

Comcast (or a Comcast-affiliated network) a condition of its carriage of the NFL Network on a more broadly-penetrated programming tier. To the extent that this request requires a more extensive response, NFL Enterprises objects to it because it is grossly overbroad, unduly burdensome, and vague, and is not reasonably calculated to result in the production of admissible evidence.

10. All documents relating to any relationship between Live Game Rights and the NFL's strategies for distributing the NFL Network.

See Response to Request Number 9, above, which is incorporated herein by reference.

Respectfully submitted,



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December 15, 2008

CERTIFICATE OF SERVICE

I, Robert M. Sherman, certify that on this 15th day of December, 2008, I caused a true and correct copy of the foregoing Responses and Objections to Comcast's Request for Production of Documents to be served via electronic mail upon:

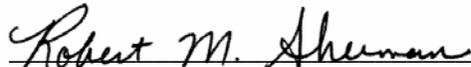
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