



Federal Communications Commission
Washington, D.C. 20554

May 21, 2010

Via U.S. Mail and Electronic Mail

Michael H. Hammer, Esquire
James H. Casserly, Esquire
Michael D. Hurwitz, Esquire
Brien C. Bell, Esquire
Willkie Farr & Gallagher LLP
1875 K Street, NW
Washington, DC 20006

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Re: Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 10-56

Dear Messrs. Hammer, Casserly, Hurwitz and Bell:

On January 28, 2010, Comcast Corporation (“Comcast”), General Electric Company (“GE”), and NBC Universal, Inc. (“NBCU” and, together with Comcast and GE, the “Applicants”) jointly submitted applications to the Commission seeking consent to assign and transfer control of certain broadcast, broadcast auxiliary, satellite earth station, and private land mobile and private fixed microwave licenses to a new limited liability company that would constitute a joint venture of GE and Comcast (the “Joint Venture”).¹ On March 5, 2010, the Applicants filed an economists’ report entitled “Application of the Commission Staff Model of Vertical Foreclosure to the Proposed Comcast-NBCU Transaction,” which they requested be considered as part of the Application. On May 4, 2010, at the request of the Commission staff, the Applicants submitted two additional economic reports – “An Economic Analysis of Competitive Benefits from the Comcast-NBCU Transaction” and “The Comcast/NBCU Transaction and Online Video Distribution” – and filed several amendments to the Application.² In order for the Commission to review the Application and make the necessary public interest findings under section 310(d) of the Communications Act of 1934, as amended (the “Act”),³ we require additional information, documents and clarifications of certain matters discussed in the Application, including the additional materials submitted by the Applicants described above. If necessary, we will follow up with additional requests for information and documents.

Accordingly, pursuant to section 308(b) of the Act,⁴ we request that Comcast provide written responses and supporting documentation for each request set forth in the enclosed Information and Document Request and, where appropriate, amend the Application to reflect such responses. We would appreciate receiving Comcast’s responses no later than **Friday, June 11, 2010**. Information and documents called for by the requests, as well as narrative responses, should be grouped based on the

¹ *Applications for Consent to the Transfer of Control of Licenses, General Electric Company, Transferor, to Comcast Corporation, Transferee, Applications and Public Interest Statement* (filed Jan. 28, 2010) (“Application”).

² *See Commission Announces Revised Pleading Schedule for its Review of Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc.*, Public Notice, MB Docket No. 10-56, DA 10-636 (rel. May 5, 2010).

³ 47 U.S.C. § 310(d).

⁴ 47 U.S.C. § 308(b).

request to which they are responsive. All such materials shall be so marked and shall be separated from responses to other requests submitted in accordance with the instructions provided in the enclosure.

Comcast's responses should be filed with Marlene H. Dortch, Secretary, FCC, under reference number MB Docket No. 10-56. For any responses that contain confidential or proprietary information, please follow the filing instructions set forth in the Protective Orders.⁵ For all hand deliveries pertaining to the Protective Orders, please call Vanessa Lemmé (202-418-2611) to schedule receipt of hand delivery or, in her absence, Marcia Glauber (202-418-7046). For any responses that are submitted on paper that do not contain confidential or proprietary information, please file in accordance with the instructions set forth in the March 18, 2010 Public Notice.⁶ For any responses filed electronically, please coordinate with Commission staff, or designated information technology personnel, to ensure that any responsive electronic records are submitted to the Commission in a technological format that is compatible with Commission database systems and are processed and organized in a manner that is acceptable to the Commission.

If you have any questions regarding this matter, please contact Ms. Lemmé or Marcia Glauber at the numbers listed above.

Sincerely,

/s/

William T. Lake
Chief, Media Bureau

Enclosure

⁵ See *Applications of Comcast Corporation, General Electric Company, and NBC Universal Inc., For Consent to Assign Licenses or Transfer Control of Licensees*, Protective Order, MB Docket No. 10-56, DA 10-370 (rel. Mar. 4, 2010) at ¶ 14; see also *Applications of Comcast Corporation, General Electric Company, and NBC Universal Inc., For Consent to Assign Licenses or Transfer Control of Licensees*, Second Protective Order, MB Docket No. 10-56, DA 10-371 (rel. Mar. 4, 2010) at ¶ 15.

⁶ See *Commission Seeks Comment on Applications of Comcast Corporation, General Electric Company, and NBC Universal Inc., to Assign and Transfer Control of FCC Licenses*, Public Notice, MB Docket No. 10-56, DA 10-457 (rel. Mar. 18, 2010) at 5-6.

MB Docket No. 10-56
INFORMATION AND DISCOVERY REQUEST FOR COMCAST CORPORATION

1. Provide an organizational chart for the Company as a whole and for each of the Company's facilities or divisions that specifies each position as well as the individual(s) in each of those positions, covering the period from January 1, 2009 to the present.
2. Provide, if possible in both (a) paper and (b) electronic mapping software format, a map showing the location of each Cable System and any other MVPD system owned, operated, managed, or attributed to the Company.
3. Identify each Cable System owned by, operated by, managed by, or attributed to the Company, and for each identify the nature of the Company's interests, and provide the following:
 - a. The Physical System IDs (PSID);
 - b. Nielsen Designated Market Area(s) containing the Cable System;
 - c. Counties served by the Cable System;
 - d. Cluster containing the Cable System; and
 - e. List competing MVPDs, excluding private cable and wireless cable operators, and the distribution technology used by the competitor (e.g., wireless, fiberoptic cable, hybrid fiberoptic cable, or satellite) for each DMA and county served.
4. For each of the Company's Cable Systems identified in response to Request #3, and for (a) each service tier or programming package; (b) each Broadband Access Service; and (c) telephone services as a whole, and separately for (i) residential, (ii) business, and (iii) other customers, identify separately on a monthly basis:
 - a. The number of households to which your services are available;
 - b. The percent penetration for each of your services;
 - c. The number of new subscribers acquired, and the average revenue per subscriber acquired (or data sufficient to determine those figures), and for new MVPD subscribers, identify the percentage that previously received service from: 1) another MVPD; 2) over the air; or 3) in an area outside the area covered by the Company's Cable Systems;
 - d. The number of subscribers that discontinued service, and the average revenue per customer lost (or data sufficient to determine those figures), and for subscribers that discontinued their MVPD service, the percentage that did so in order to obtain service from: 1) another MVPD; 2) over the air; or 3) in an area outside the area covered by the Company's Cable Systems;
 - e. The churn rate;
 - f. The number of continuing subscribers, and the average revenue per continuing subscriber (or data sufficient to determine those figures);
 - g. The percentage of the Company's subscribers that subscribe to: MVPD service only; Broadband Access Service only; telephone service only; Broadband Access Service & telephone service; MVPD service & Broadband Access Service; MVPD & telephone service; and MVPD service & Broadband Access Service & telephone service;
 - h. The price of MVPD service, Broadband Access Service, and telephone service if taken separately, the price of the services if taken as part of a bundle (i.e., Broadband Access Service & telephone service, MVPD service & Broadband Access Service, MVPD service & telephone service, MVPD service &

Broadband Access Service & telephone service), and any other terms and conditions of the bundle (e.g., term commitments);

- i. The number of subscribers to the Company's Broadband Access Service segregated by the actual or advertised speeds of each subscription;
 - j. Whether any special price or other promotion was being offered to existing, new, or former subscribers for service during the specified time period and, if so, state the special price, the terms upon which it was conditioned (e.g., retention of service for a specified time period), and the number of subscribers who accepted the special offer;
 - k. The total of each other recurring itemized fee paid by subscribers of each service in addition to the price (e.g., digital video recorder ("DVR") service, Set-Top Box rental), excluding taxes and fees. Include a description of each recurring itemized fee so included;
 - l. The per-subscriber acquisition cost;
 - m. The cost per subscriber to the Company of acquiring Video Programming, Video Programming distribution rights, and VOD distribution rights, and describe the basis of these payments;
 - n. The value of each additional subscriber to the Company, including a description of how the Company arrived at that value (or documents sufficient to show the valuation);
 - o. The value to the Company of each service, including MVPD service, Broadband Access Service, and telephone service; and
 - p. The total capacity and the total unused capacity of each of the Company's Cable Systems (by MHz and number of Non-Broadcast Programming Networks), and plans to increase or change that capacity in the future.
5. For each Cable System in response to Request #3, and for each (a) VOD and (b) PPV service offered by the Company and separately for (1) residential, (2) business, and (3) others, identify separately on a monthly basis and by DMA, and produce in electronic format:
- a. The number of households to which your services are available;
 - b. The percent penetration for each of your services;
 - c. The amount (i.e., number of programming choices) of VOD programming offered on a (i) free and (ii) pay basis;
 - d. The percentage of subscribers that download VOD programming on a (i) free basis exclusively, (ii) pay basis exclusively, and (iii) both free and pay bases;
 - e. The percentage of subscribers who download PPV and the number of PPV programming choices downloaded;
 - f. The price of each VOD or PPV programming choice, to the extent VOD or PPV are offered on a pay basis;
 - g. Whether any special price or other promotion was being offered to existing or former subscribers of the service at that time and, if so, state the special price, the terms upon which it was conditioned, and the number of users who accepted the special offer;
 - h. The Company's per-user cost of each such VOD or PPV programming choice;
 - i. The Company's total revenues for each VOD or PPV service (or data sufficient to determine those numbers); and
 - j. The number of the Company's subscribers who are able to access each VOD or PPV service.

6. Identify each Non-Broadcast Programming Network owned by, operated by, managed by, or attributed to the Company, and for each such network, identify separately on a monthly basis the following:
 - a. Nature and percentage of the Company's ownership interest;
 - b. Identity of and percentage owned by each other Person who holds an Attributable Interest;
 - c. Date the network was launched, and from whom the Company acquired its ownership interest;
 - d. Nature and extent of the Company's role in management, including whether the Company has any board representation, management rights, voting rights, and/or veto power;
 - e. Identity of each (1) MVPD and (2) Online Video Programming Distributor that carries any of the Company's Non-Broadcast Programming Networks, and state which such network(s) they carry;
 - f. Total number of subscribers or users that receive each Non-Broadcast Programming Network and, separately, the total number of subscribers or users that receive such programming via (1) terrestrial cable, (2) DBS, (3) the Internet, and (4) any other distribution arrangement (briefly describe);
 - g. Every Online Video Programming Distributor, including but not limited to Apple, Amazon.com, Google, NetFlix, Hulu, and the Company, that publishes, sells, or distributes, in whole or in part, content produced or distributed by each Non-Broadcast Programming Network, and the total number of subscribers and unique users of each Online Video Programming Distributor who view this content;
 - h. Total revenues and other consideration received from each (1) MVPD; (2) non-affiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor, that carries any of the Company's Non-Broadcast Programming Networks, separately categorized by (i) subscription fees, (ii) advertising revenues, and (iii) other (briefly describe);
 - i. Margin the Company earns on each Non-Broadcast Programming Network separately for each (1) MVPD; (2) non-affiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor;
 - j. Value to the Company of selling each Non-Broadcast Programming Network to each additional subscriber (categorized by (i) subscription revenue, (ii) advertising revenue, and (iii) other (briefly describe)), separately for each (1) MVPD; (2) non-affiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor;
 - k. Whether the Company delivers the Non-Broadcast Programming Network to MVPDs via satellite or terrestrial transmission facilities, and whether the Company has changed that transmission facility since acquiring such programming interest or plans to change that transmission facility; and
 - l. Identify all Video Programming that the Company maintains is a close substitute for the programming on the Company's national Non-Broadcast Programming Networks. See Application at 114.

7. Identify each Video Programming Producer owned by, operated by, managed by, or attributed to the Company. For each such producer, identify the percentage the Company owns, and the identity and percentage of ownership of each other owner with an Attributable Interest. Describe the Company's management and/or control rights in each such Video Programming Producer, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.

8. Identify each Online Video Programming Distributor owned by, operated by, managed by, or attributed to the Company. For each such distributor, identify the percentage the Company owns, the identity and percentage of ownership of each other owner with an Attributable Interest, and the source of the Video Programming distributed by each such Online Video Programming Distributor. Describe the Company's management and/or control rights in each such Online Video Programming Distributor, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.
9. For each Online Video Programming Distributor identified in the response to Request #8 and which the Company owns, operates, or manages, identify each mechanism by which the Company makes Video Programming available to end users on the Internet, and identify all Video Programming content that the Company makes available to end users through each of these mechanisms.
10. For each Online Video Programming Distributor identified in the response to Request #8 and which the Company owns, operates, or manages, provide: the cost per subscriber to the Company of acquiring distribution rights to Video Programming for distribution on the Internet; revenues (categorized by (i) subscription fees, (ii) advertising revenues, and (iii) other); number of unique users; videos viewed; total and average time spent viewing videos; total streams; ad impressions; click through rates; and any other metric commonly used by the Company to measure or track information regarding the Company's Online Video Programming Distributor's website.
11. Submit all market studies, forecasts, and surveys, prepared internally or by outside parties, that were prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, concerning customer attitudes toward and demand for video service, including, but not limited to, MVPD, VOD, PPV, and online video services.
12. Identify any other investments or other holdings the Company has made to provide video distribution and programming on the Internet, including any facilities and network assets, leased or owned. Identify when such investments were made, the costs of such investments, and any contracts or agreements associated with such investments.
13. Identify any corporate or other entity not previously identified in which the Company owns 5% or more of the issued and outstanding stock of any class or in which the Company otherwise has an Attributable Interest and, for each, provide the following:
 - a. The name of the entity;
 - b. The lines of business of the entity;
 - c. The executive officers of the entity; and
 - d. Whether the Company will contribute such entity to the Transaction.
14. Provide a list of the Company's current channel line-ups which shows the percentage of programming channels currently owned, operated, managed, or attributed to the Company as well as the percentage of channels that the Company will own post-acquisition.
15. Provide a pro-forma annual financial three-statement model (i.e., income statement, balance sheet and cash flow statement) for the Company with projections through 2014, if possible broken down separately by Company-wide data, and by individual business unit.

16. Provide the minimum acceptable internal return on investment (“hurdle rate”) that the Company uses for evaluating capital investments, and/or the typical payback period used for evaluating capital investments. If Comcast does not evaluate new investments in this way, the Company should describe how it discounts future revenues and costs in whatever method it uses to evaluate new investment projects.
17. Submit a copy of each (1) The Nielsen Company report; (2) ComScore report; (3) Centris report; and (4) any other third-party report on MVPD, Video Programming or online video usage regularly used by the Company, and describe all research using (1) The Nielsen Company; (2) ComScore; (3) Centris; and (4) any third-party data, including any and all electronic versions of any such report.
18. To the extent not provided in response to another inquiry, provide all agreements and similar documents relating to the Transaction, including but not limited to all attachments, appendices, side or separate letter agreements to the Master Agreement and similar documents by and among the Applicants, their Subsidiaries, Affiliates, or any subset thereof.
19. To the extent not provided in response to another inquiry, provide a projected/draft organization chart for the post-Transaction NBC Universal, as that entity is defined in the Application. For any person identified on the organization chart, describe whether such persons will also hold other positions within the Company or NBCU and, if so, describe such position. Provide a list of the Company’s investments and ownership identified in response to Requests # 3, 6, 8, 12, 13, 28, and 29 that are not part of the joint venture and describe why such assets will be excluded from the joint venture.
20. Provide all agreements currently in effect and all agreements executed since January 1, 2006 between the Company and any other Person that grant online video distribution rights to the Company. Identify any agreements that grant exclusive online video distribution rights to the Company.
21. Provide all agreements currently in effect and all agreements executed since January 1, 2006 between the Company and any other Person that grant online video distribution rights for the Company’s Video Programming.
22. Describe in detail all discussions, deliberations, analyses, and decisions related to providing or not providing the Company’s Video Programming to unaffiliated Online Video Programming Distributors, including but not limited to Hulu, Boxee, YouTube, Amazon, and iTunes. Identify all Persons, including their respective positions and organization, involved in such decisions, deliberations, analyses, or discussions.
23. Identify and describe all negotiations since January 1, 2006 between the Company and any other Person, relating to carriage, licensing, or distribution of any Video Programming carried by the Company’s (1) MVPD and (2) Online Video Programming Distributor that did not result in an agreement.

24. Identify and describe all negotiations since January 1, 2006 between the Company and any (1) MVPD, and (2) Online Video Programming Distributor, regarding carriage, licensing or distribution of any Video Programming owned or controlled by the Company that did not result in an agreement.
25. Provide all strategic plans, policies, analyses, and presentations prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, relating to the Company's entry into the distribution of Video Programming over the Internet, including but not limited to the TV Everywhere and Fancast Xfinity TV initiatives.
26. To the extent not provided in response to Request #25, submit all documents prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, discussing competition in the provision of Video Programming on the Internet, including, but not limited to, market studies, forecasts, and surveys, and all other documents relating to:
 - a. The sales, market share, or competitive position of the Company or its competitors;
 - b. The relative strength or weakness of companies, including the Company and its competitors that are currently providing or are planning to engage in online video distribution; and
 - c. Current and projected advertising rates, subscription fees, revenues, and costs, relating to the Company's distribution of Video Programming over the Internet.
27. Define and describe in detail the TV Everywhere and Fancast Xfinity TV initiatives, including how these initiatives are related to one another.
28. Describe in detail the business operations and strategies of thePlatform, the services provided by it, and the Company's rationale for purchasing it. Describe the nature and extent of the Company's role in the management of thePlatform, including whether the Company has any board representation, management rights, voting rights, and/or veto power. Describe in detail how the Company's initiatives for TV Everywhere relate to thePlatform. List all of thePlatform's clients, and provide copies of each current contract between thePlatform and its clients.
29. Describe in detail the structure and ownership of iN DEMAND, LLC, including the percent the Company owns in iN DEMAND, and the identity and percentage of ownership of each other owner. Describe the Company's operation, management, and/or control rights in iN DEMAND, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.
30. For distribution of Video Programming over the Internet, describe in detail all Company data or estimates related to the minimum viable scale necessary for entry, including but not limited to the capital required for entry, construction of new facilities, spectrum and/or license requirements, whether carriage on any particular Online Video Programming Distributor is necessary and if so, the identity of each such distributor, and the number of subscribers and advertisers needed to break even. If carriage by any such distributor is not necessary, explain why not.

31. Provide copies of the Company's business plans prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, relating to its: (a) MVPD services; (b) distribution of Video Programming on the Internet, including but not limited to Fancast.com, Fancast Xfinity, and TV Everywhere; and (c) Non-Broadcast Programming Networks, in the United States.
32. Provide all agreements currently in effect and all agreements executed since January 1, 2006 between the Company and any other Person to provide Video Programming owned or otherwise controlled, operated, or managed by the Company to other MVPDs.
33. Provide all strategic plans, policies, analyses, and presentations prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management or any member thereof, discussing the amount of VOD programming offered to subscribers.
34. State the percentage of the Company's Cable Systems that currently are able to access its central VOD storage facilities, and explain the Company's plans to expand that accessibility to other Company Cable Systems.
35. For each Cable System on which the Company offers VOD or PPV service, describe in technical detail whether the Company obtains programming for VOD or PPV service by satellite feed or terrestrial cable.
36. In each instance where an MVPD has discussed raising, threatened to raise, or has raised, a program access complaint as a means to obtain the Company's VOD and/or PPV programming, and separately for each type of Non-Broadcast Programming Network (i.e., standard or high definition), describe:
 - a. The nature of the dispute or issue;
 - b. The parties involved; and
 - c. How and whether the dispute or issue was resolved. To the extent the dispute was settled, explain whether the settlement required the Company to provide program access to the complaining party, and provide documents sufficient to demonstrate that the terms upon which such access was provided by the Company were not discriminatory.
37. Provide all documents created between September 2008 and September 2009 that discuss the anticipated or actual effects of the dispute between Fisher Broadcasting and the DISH Network ("DISH") in those DMAs where the Company operates Cable Systems and where DISH carries the Fisher affiliate on:
 - a. The level or rate of growth of MVPD subscriptions for the Company, DISH, or any other MVPD;
 - b. Churn rates among the Company's MVPD subscribers;
 - c. Pricing by the Company, DISH, or any other MVPD;
 - d. Marketing strategies by the Company, DISH, or any other MVPD, including changes in carrier promotions of MVPD service on a stand-alone or bundled basis; and
 - e. The rate of the Company's expansion of MVPD service area.

38. State the percentage of VOD or PPV programming that is offered by the Company that has not been previously offered through another means of distribution.
39. Provide all strategic plans, policies, analyses, and presentations prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management or any member thereof, discussing trends or the future viability of free over-the-air broadcasting based upon any market studies, forecasts, and surveys, and all other documents within the Company's possession, custody, or control, as well as the data used in the analyses or studies and an explanation of the methodology used in the analyses or studies.
40. Describe the Company's current process for development and production of new Video Programming for airing on Broadcast Programming Networks and Non-Broadcast Programming Networks.
41. Provide all agreements currently in effect and all agreements executed since January 1, 2006 between the Company and unaffiliated MVPDs or Online Video Programming Distributors for advertising their video distribution service on any of the Company's systems for delivering Video Programming.
42. Identify and describe separately all negotiations since January 1, 2006 between the Company and any (1) MVPD and (2) Online Video Programming Distributor, regarding carriage, licensing, or distribution of advertising for their video distribution service on any of the Company's systems for delivering Video Programming, and describe the outcome of each negotiation.
43. Provide all documents discussing the Company's decisions regarding whether or not and under what terms and conditions to air advertising from any MVPDs, Online Video Programming Distributors, or Non-Broadcast Programming Networks.
44. Provide all agreements currently in effect and all agreements executed since January 1, 2006 that the Company has entered into with any provider of Video Programming which discuss cable network carriage, retransmission consent, program carriage, and distribution rights for Video Programming.
45. Explain the process by which the Company makes decisions regarding the carriage of specific Non-Broadcast Programming Networks, in particular the extent to which carriage decisions are made at the corporate level and/or by individual system managers, and include the identity of specific decision-makers.
46. List all requests for program carriage, specify which program carriage requests were approved and which were denied, and for each state:
 - a. The reasons why each Non-Broadcast Programming Network was approved or denied;
 - b. The genre type of each Non-Broadcast Programming Network (i.e., children's, news, Spanish language, etc.);
 - c. The tier placement for programs granted carriage; and
 - d. Whether the inclusion of the Non-Broadcast Programming Network resulted in any price adjustment or modification based on said carriage.

47. Provide all strategic plans, policies, analyses, and presentations prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, discussing the management of traffic via the Company's Broadband Access Service, including methods and procedures for analyzing the tradeoffs to allocating differing bandwidth levels to MVPDs, Broadband Access Services, and telephone services, including without limitation factors considered.
48. For all DMAs in which NBC and Telemundo O&Os overlap with the Company's Cable Systems, provide the names and addresses of the Company's twenty (20) largest buyers (by number of units) of advertising time on the Company's Cable Systems, broken down by Non-Broadcast Programming Network.
49. Submit all market studies, forecasts, and surveys, prepared internally or by outside parties, that were presented to or considered by the Company's board of directors or the Company's executive management, concerning the willingness of consumers to substitute non-Professional Video for Professional Video, and the extent to which such potential substitution is affected by the loss and/or cost of access to Professional Video content.
50. Submit all market studies, forecasts, and surveys, prepared internally or by outside parties, that were presented to or considered by the Company's board of directors or the Company's executive management, concerning the willingness of advertisers to buy inventory on websites, portals, aggregators, or syndicators of non-Professional Videos in lieu of inventory supplied by Online Video Programming Distributors. Include data and analyses comparing the prices of such advertisements, i.e., cost per thousand impressions ("CPMs"), and the amount of advertising inventory available in each. Include data and analyses discussing the extent to which Online Video Programming Distributors' potential loss of access to Professional Video Content affects advertisers' substitution(s).
51. Provide all agreements currently in effect and all agreements executed since December 31, 2003 between the Company and any Marquee Sports League which convey the right to distribute the League's games or other content in the United States, including distribution as part of any Non-Broadcast Programming Network or as Video Programming on the Internet, in which the Company has an ownership, controlling or Attributable interest, whether distributed via MVPD or by an Online Video Programming Distributor.
52. Identify all sports teams, leagues, and other organizations with which the Company or a network in which the Company has an Attributable Interest has a contract granting distribution rights in the U.S., and for each one state:
 - a. The official name of the team, league, or organization, the sport played, and its home venue;
 - b. 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;
 - c. The geographic area in which the Company has rights to distribute the Sports Programming;

- d. The percentage of total game events entitled to be distributed live under the agreement and the percentage for which the live distribution rights are exclusive to Non-Broadcast Programming Networks or Cable Systems in which the Company has an interest;
 - e. Plans to begin distributing game events in the U.S.; and
 - f. Specify whether the Company is currently distributing or not distributing this Sports Programming on an attributable or non-attributable Sports Programming network.
53. Provide all strategic plans, policies, analyses, and presentations prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, regarding the modification or termination of exclusive or non-exclusive Sports Programming distribution arrangements, or regarding entering into new exclusive or non-exclusive Sports Programming distribution arrangements.
54. Identify all arbitration proceedings for which the Company has received a notice to arbitrate with respect to an RSN. For each notice, describe:
- a. The nature of the dispute (for instance, first time or continuing carriage);
 - b. The parties involved; and
 - c. How and whether the arbitration was resolved.
55. Provide a list of all Set-Top Boxes the Company currently makes available to consumers: 1) for purchase and 2) for lease. Include the manufacturer, make, and model of each such device, and a summary of the features of each separate model, including but not limited to the ability of the Set-Top Box to access the Internet.
56. State the percentage of the Company's subscribers that: 1) purchase Set-Top Boxes from the Company; 2) purchase Set-Top Boxes from another source; or 3) lease Set-Top Boxes from the Company, and explain how independent ownership of a Set-Top Box affects the cost of Company installation and/or subscription.
57. Provide all strategic plans, policies, analyses, and presentations prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, to deliver the Company's Video Programming over the Internet to Set-Top Boxes, television sets, and video consoles. Such devices include, but may not be limited to, AppleTV, Roku, Vudu, Xbox, Nintendo Wii, and Sony PlayStation.
58. Provide a detailed description and explanation of the Company's plans for providing and increasing children's programming, and provide all analyses and studies that have been prepared regarding such plans.
59. Provide a detailed description and explanation of the Company's plans for providing and increasing Spanish language programming, and provide all analyses and studies that have been prepared regarding such plans.
60. On pages 44, 49, and 50 of the Application, the Company states that it intends to make children's programming and Spanish language programming available online, "to the extent it has the rights to do so." Explain that statement in detail, including all

implications for the percentage of children's and Spanish language programming for which the Company believes it will be able to make available online.

61. For each of the Company's Cable Systems, state the number of communities in which Public, Educational, and Governmental ("PEG") content is currently exclusively available on a digital platform.
62. For each of the Company's Cable Systems, state the number of communities that have either specifically requested or agreed to the migration of PEG content to a digital platform.
63. Provide copies of all strategic plans, analyses or models for switched digital video ("SDV") deployment on any of the Company's Cable Systems.

Definitions

In this Information and Document Request, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

1. The term "Company" means Comcast Corporation and its Subsidiaries.
2. "NBC O&O" and "Telemundo O&O" means a Broadcast Television Station owned and operated by the NBC Telemundo License Co. or its Subsidiaries.
3. "NBCU" means NBC Universal, Inc. and its Subsidiaries.
4. The term "Affiliate" means, as to any Person, any other Person that, directly or indirectly, controls, is controlled by or is under common control with such Person.
5. The terms "and" and "or" have both conjunctive and disjunctive meanings.
6. The word "any" shall be construed to include the word "all," and the word "all" shall be construed to include the word "any." The word "each" shall be construed to include the word "every," and the word "every" shall be construed to include the word "each." All words used in the singular should be construed to include the plural, and all words used in the plural should be construed to include the singular.
7. The term "Applicants" means Comcast Corporation, General Electric Company, and NBCU.
8. The term "Application" means that application submitted by the Applicants on January 28, 2010 titled, "*Applications and Public Interest Statement, In re Applications for Consent to Transfer of Control of Licenses, General Elec. Co., Transferor, to Comcast Corp., Transferee,*" the economists' report submitted by the Applicants on March 5, 2010 titled "*Application of the Commission Staff Model of Vertical Foreclosure to the Proposed Comcast-NBCU Transaction,*" and the economists' reports submitted by the Applicants on May 4, 2010 titled "*An Economic Analysis of Competitive Benefits from the Comcast-NBCU Transaction*" and "*The Comcast/NBCU Transaction and Online Video Distribution.*"
9. The term "Attributable Interest" means: (1) for Cable Systems, any interest that is cognizable or attributable under Section 76.501 of the Commission's Rules; (2) for Non-Broadcast Programming Networks, any interest that is cognizable or attributable under Section 76.1000(b) of the Commission's Rules; (3) for Broadcast Television Stations, any interest that is cognizable or attributable under Section 73.3555 of the Commission's Rules.
10. The term "Broadband Access Service" means the provision to end users of high-speed (more than 768 Kbps) connectivity to the Internet by any means, including, for instance, hybrid fiber-coaxial, optical fiber or coaxial cable, xDSL, satellite systems, fixed or mobile wireless services, ultra-high frequency microwave (sometimes referred to as "LMDS"), or multichannel multipoint distribution services ("MMDS").

11. The term "Broadcast Programming" refers to television broadcasts distributed free over the air or pursuant to must-carry or retransmission consent on MVPDs.
12. The term "Broadcast Programming Network" means without limitation network video programming delivered simultaneously to two or more Broadcast Television Stations.
13. The term "Broadcast Television Station" means a station in the television broadcast band transmitting simultaneous visual and aural signals intended to be received by the public.
14. The term "Cable System" means a facility consisting of a set of closed transmission paths and associated signal generation, reception, and control equipment that is designed to provide cable service which includes Video Programming and which is provided to multiple subscribers within a community, as defined in Section 76.5 of the Commission's rules.
15. The term "Cluster" means 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.
16. The term "DBS" means direct broadcast satellite.
17. The term "Designated Market Area" or "DMA" means unique, county-based geographic areas designated by The Nielsen Company.
18. The term "discussing" when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.
19. The term "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 without limitation 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. In addition, the term "documents" includes without limitation any amendments, side letters, appendices, or attachments. The term "computer files" includes without limitation 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 and archive disks and tapes, and other forms of offline storage, whether on or off the Company's 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 Commission staff determine prior to submission that it would be in a format that allows the Commission to use the computer files), together with instruction 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. Where more than one identical copy of a requested document exists, the Company shall only submit one representative copy.

20. The term “identify,” when used with reference to a Person or Persons, means to state his/her full legal name, current or last known business address, current or last known telephone number, current or last known organization, and position therewith. “Identify,” when used with reference to a document, means to state the date, author, addressee, type of document (e.g., the types of document, as described above), a brief description of the subject matter, its present or last known location, and its custodian, who must also be identified. “Identify,” when used with reference to an entity other than a Person, means to state its name, current or last known business address, and current or last known business telephone number.
21. The term “Marquee Sports League” or “League” means any or all of the following sports teams or leagues: Major League Baseball, the National Basketball Association, the National Football League, the National Hockey League, NASCAR, Indy Car Series, NCAA Division I Football, NCAA Division I Basketball, the Olympics, ATP, USTA, WTA, USGA, PGA, LPGA, and The Tour de France.
22. The term “Master Agreement” refers to the document titled “*Master Agreement Among General Electric Company, NBC Universal, Inc., Comcast Corporation, and Navy, LLC*” dated December 3, 2009.
23. The term “Multichannel Video Programming Distributor” or “MVPD” means an entity, including but not limited to a cable operator, which is engaged in the business of making available for purchase, by subscribers or customers, multiple channels of Video Programming.
24. The term “Non-Broadcast Programming Network” means without limitation network video programming delivered directly to MVPDs, whether delivered in standard or high definition.
25. The term “Online Video Programming Distributor” means an entity which is engaged in the business of making available, either for free or for a charge, Professional Video programming delivered over the Internet to end users, through any means of online delivery including, but not limited to, a website, an online or mobile wireless portal, or an aggregator or syndicator of professional online video programming, such as Apple Company’s iTunes, Comcast’s FanCast XFINITY, NetFlix, and Hulu.
26. The term “Pay Per View” or “PPV” means a service that allows MVPD subscribers, for an additional fee, to order individual programs, generally live event programming.
27. The term “Professional Video” means any video that is created or produced using professional-grade equipment, talent, and/or production crews, or for which media and/or entertainment companies hold or maintain the rights of distribution and/or syndication.
28. The term “Person” includes the Company, and means any individual, partnership, corporation (including a business trust), joint stock company, trust, unincorporated association, joint venture, limited liability company or other entity, or a government or any political subdivision or agency thereof.

29. The term "plans" means tentative and preliminary proposals, recommendations, or considerations, whether or not finalized or authorized, as well as those that have been adopted.
30. The term "Regional Sports Network" or "RSN" mean any non-broadcast video programming service that (1) provides live or same-day distribution within a limited geographic region of sporting events of a Marquee Sports League and (2) in any year, carries a minimum of either 100 hours of programming that meets the criteria of subheading (1), or 10% of the regular season games of at least one sports team that meets the criteria of subheading (1).
31. The term "relating to" means in the whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying, or stating.
32. The term "Set-Top Box" means a stand-alone device that receives and decodes programming so that it may be displayed on a television. Set-top boxes may be used to receive broadcast, cable, and/or satellite programming.
33. The term "Sports Programming" is limited to sporting events associated with sports teams, leagues, and organizations.
34. The term "Subsidiary" as to any Person means any corporation, partnership, joint venture, limited liability company, or other entity of which shares of stock or other ownership interests having ordinary voting power to elect a majority of the board of directors or other managers of such corporation, partnership, joint venture, limited liability company or other entity are at the time owned, or the management of which is otherwise controlled, directly or indirectly, through one or more intermediaries, or both, by such Person.
35. The term "Transaction" means all transactions contemplated in the Application, including any and all transactions described in the Master Agreement, and including all agreements and amendments thereto.
36. "United States" or "U.S." means the United States, its possessions, territories, and outlying areas.
37. The term "Video-on-Demand" or "VOD" means a service which allows MVPD subscribers to view individual programs at the time of their choosing including but not limited to motion pictures, Professional Video, Broadcast Programming Networks, or Non-Broadcast Programming Networks. VOD includes without limitation both free programs and programs for which there is a charge.
38. The term "Video Programming" means all Professional Video content delivered via any means, whether in an analog or digital format
39. The term "Video Programming Producer" means any Person who produces Video Programming.

Instructions

1. If not otherwise specified, all Information and Document Requests cover the period from January 1, 2008 through the present.
2. The Company should contact Commission staff prior to submitting a response to any Information and Document Request that will result in the production of more than 10,000 pages.
3. Corporations and other entities, including affiliated or subsidiary entities, should be identified by the Central Index Key ("CIK") assigned by the Securities and Exchange Commission ("SEC"). A unique identifier should be used for each entity that has not been assigned a CIK by the SEC.
4. Each requested document shall be submitted in its entirety, even if only a portion of that document is responsive to a request made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these requests must also be submitted.
5. For each document or statement submitted in response to the requests, indicate, by number, to which request it is responsive and identify the Person(s) from whose files the document was retrieved. If any document is not dated, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), state, if known, the name(s) of the author(s) or recipient(s). The Company must identify with reasonable specificity all documents provided in response to these requests.
6. Indicate to which request number submitted materials are responsive and group those submitted materials according to that request number. If a document is responsive to more than one request, provide the document for the first request to which it is responsive, and in later instances where it would be responsive, specify each response to which it was also submitted. In addition, responses should be grouped, identifying the appropriate custodian. Where more than one identical copy of a requested document exists, the Company shall only submit one representative copy.
7. With each submission, provide a cover letter (colored slipsheet is preferred) in each box or package submitted that: (1) identifies the number of boxes or packages delivered and the Bates ranges of documents contained in each respectively numbered box or package (if only one package is delivered, so state); (2) identifies documents by the request to which they respond and also identifies the consecutive Bates numbers (do not skip Bates numbers, but, if doing so is necessary, identify any Bates numbers that were skipped) corresponding to that request (you should use initial alpha codes to signify each request, e.g., Comcast No. 1-000001 or Comcast No. 16-000001); (3) indicates whether the materials are a partial or full response to any request to which they respond; and (4) lists the Bates numbers (or ranges of Bates numbers) of documents by custodian (these custodian- Bates-number lists do not need to be consecutive, but to the extent it is possible to cluster a custodian's document with each set of requests, do so). Paginate any public and nonpublic responses (i.e., submitted pursuant to the First or Second Protective Order) to the requests identically for ease of reference. For multiple-box deliveries, consistently and clearly label each box with the following information: the name of the

submitting party; date of the submission; box number; range(s) of Bates numbers enclosed; and custodians from whom the documents were obtained.

8. Unless otherwise requested by the Commission, electronic documents (e.g., e-mail) and data shall be produced in electronic form only. Electronic documents and data shall be produced in a format that allows the Commission to access and use them, together with instructions and all other materials necessary to use or interpret the data, including record layouts and data dictionaries, and a description of the data's source. The Company should clearly and completely label all columns and rows of each spreadsheet or database, and indicate the Company and the number and subpart of the request in the title at the top of each spreadsheet or database, in the file name of each spreadsheet or database, and on the label of each CD submitted. For documents and data submitted electronically, each electronic media device must be labeled so as to identify the contents of that media device. For electronic media containing electronic documents, the label must state which custodian's documents are contained on the device and the document control numbers of those documents. Responses to items providing a significant amount of data, including items 3, 4, 5, 6, 10, 15, 16 and 17 should be submitted only as: (1) a machine-readable Excel spreadsheet (preferred) or (2) as an Access database, unless otherwise negotiated with the Commission.
9. In response to any request calling for the number of subscribers, the total number of basic subscribers on a Cable System shall be calculated according to the following method: the number of single family dwellings plus the number of individual households in multiple dwelling units (apartments, condominiums, mobile home parks, etc.) paying at the basic subscriber rate plus the number of bulk rate customers (i.e., the total annual bulk-rate charge divided by the basic annual subscription rate for individual subscribers).
10. The specific requests made herein are continuing in nature. The Company is required to produce in the future any and all documents and information that are responsive to the requests made herein but not initially produced at the time, date, and place specified herein. In this regard, the Company must supplement its responses (a) if the Company learns that, in some material respect, the documents and information initially disclosed were incomplete or incorrect or (b) if additional responsive documents or information are acquired by or become known to the Company after the initial production. The requirement to update the record will continue until the Commission's decision regarding the Transaction is no longer subject to reconsideration by the Commission or to review by any court.
11. Any documents that are withheld in whole or in part from production based on a claim of privilege shall be assigned document control numbers (with unique consecutive numbers for each page of each document). The Company shall also provide a statement of the claim of privilege and all facts relied upon in support of the decision to withhold each document, in the form of a log that conforms to the requirements set forth below.
12. For each document identified on the Company privilege log:
 - 1) Provide the document control number(s);
 - 2) Identify all authors of the document;
 - 3) Identify all addressees of the document;
 - 4) Identify all recipients of the document or of any copies of the document, to the extent not included among the document's addressees;

- 5) Provide the date of the document;
- 6) Provide a description of the subject matter of the document;
- 7) State the nature or type of the privilege that the Company is asserting for the document (e.g., "attorney-client privilege");
- 8) Provide the number(s) of the Request to which the document is responsive;
- 9) Provide the document control number(s) of any attachments to the document, regardless of whether any privilege is being asserted for such attachment(s); and
- 10) State whether the document has been produced in redacted form, and include the range of Bates labels for those produced documents.

13. The Company's privilege log shall also conform with all of the following requirements:

- 1) Provide a separate legend identifying each author, addressee, and recipient identified on the Company's privilege log.
- 2) Identify on the privilege log, and denote with an asterisk, all attorneys acting in a legal capacity with respect to the withheld document or communication.
- 3) The description of the subject matter of each document shall describe the nature of the document in a manner that, though not revealing information that is itself privileged, provides sufficiently detailed information to enable the Commission to assess the applicability of the privilege claimed.
- 4) For each document withheld under a claim that it constitutes or contains attorney work product, also state whether the Company asserts that the document was prepared in anticipation of litigation or for trial and, if so, specify the anticipated litigation or trial upon which the assertion is based.
- 5) Produce all nonprivileged portions of any responsive document (including nonprivileged or redactable attachments) for which a claim of privilege is asserted, except where the only nonprivileged information in the document has already been produced. Note where any redactions in the document have been made.
- 6) The privilege log shall be produced in both hardcopy and electronic form, the electronic form of which shall be both searchable and sortable.
- 7) Documents sent solely between counsel, including in-house counsel acting solely in a legal capacity, and documents authored by the Company's outside counsel that were not directly or indirectly furnished to any third party, such as internal law firm memoranda, may be omitted from the privilege log. However, any attachments to such documents must be included on the privilege log (if a privilege is applicable to such materials), unless such attachments are addressed and sent solely to counsel.