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Comcast–NBCU’s affiliated content, including, but not limited, to online video content, and should clarify in that respect that the current program access rules already apply, no matter if the qualified programming in question happens to be VOD or interactive television. Second, the Commission should prohibit any exclusive content arrangements between Comcast and NBCU. Third, the Commission should close the terrestrial loophole for Comcast–NBCU as a condition in this proceeding, simply by extending the condition to all content, no matter how it is delivered, and regardless of the outcome of the Commission’s recent rulemaking.⁷⁸ Fourth, the baseball arbitration and standstill requirements, discussed above in connection with NBC’s owned-and-operated stations, should also apply to all disputes over the availability of any Comcast-affiliated content, including online content. Fifth, Comcast should be barred from tying purchase of one type of content onto purchase of another type, and that “à-la-carte” requirement, too, should extend to all Comcast-affiliated content.⁷⁹

IV. CONCLUSION

For the foregoing reasons, the Commission should deny the proposed transaction absent meaningful commitments from the Applicants to ensure that consumers and the online video market are not adversely affected.

⁷⁸ Compare Appendix, *infra*, with Letter from Sen. Herb Kohl, to Christine Varney, Assistant Attorney General, and Julius Genachowski, Chairman, FCC, at 4-6 (May 26, 2010).

⁷⁹ In determining what constitutes affiliated content, the conditions should use the attribution threshold of a 5% interest, whether voting or not, that is contemplated by the Commission’s program access rules. See 47 C.F.R. §§ 76.1000(b), 76.501. Moreover, all affiliations, no matter how circuitous and indirect, should be covered.

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APPENDIX:

Broadband Conditions to Protect Competition in the Online Video Market

1. Comcast–NBCU shall comply with the proposed rules set forth in Section 8.1 to Section 8.23 of the Commission’s Notice of Proposed Rulemaking, Docket 09-93 (the “Open Internet Rules”).
2. Within 90 days of the merger closing date, and continuing until such time as Comcast–NBCU sufficiently demonstrate to the Commission that this condition no longer is necessary in the public interest, Comcast–NBCU will offer on a stand-alone basis to retail customers, who are not currently subscribed to Comcast’s HSI service, a broadband Internet access service equal in speed and quality to Comcast’s then-existing HSI service, and as such service may from time to time be changed by Comcast–NBCU.
3. Within 90 days of the merger closing date, and continuing until such time as Comcast–NBCU sufficiently demonstrate to the Commission that this condition no longer is necessary in the public interest, Comcast–NBCU shall provide broadband services at reasonable non-discriminatory wholesale rates to other service providers that want to offer a competitive bundle of services.
4. Comcast–NBCU shall not restrict the ability of any current or prospective ISP customer(s) to select and initiate service from any unaffiliated ISP which has made its service available over Comcast’s cable plant.
5. Notwithstanding anything to the contrary in the Open Internet Rules, Comcast–NBCU shall not discriminate against the services of its competitors that are sent over Comcast’s broadband network. Examples of discriminatory conduct include dropping packets, indirectly routing content, increasing the number of hops, imposing artificial time delays, increasing jitter, blocking, limiting investment in upgrade of routers and network technology at interconnection points, and using a reserved portion of Comcast’s cable plant to deliver VOD services. This also includes economic discrimination (*e.g.*, Comcast–NBCU cannot exclude its own content as counting towards monthly download caps, if any).
6. Notwithstanding anything to the contrary in the Open Internet Rules, Comcast–NBCU shall not prioritize or guarantee a higher quality-of-service for its own VOD services and/or its online offerings (*e.g.*, Xfinity/Fancast) over those services provided by Comcast–NBCU’s competitors, which are sent over Comcast’s broadband network.
7. Comcast–NBCU shall submit to random audits, including by Commission field engineers, to determine compliance with these broadband conditions, and the results of any audits should be made public.

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8. Within 90 days of the merger closing date, and continuing until such time as Comcast–NBCU sufficiently demonstrate to the Commission that this condition no longer is necessary in the public interest, Comcast–NBCU shall make available to the public tools that would (a) monitor bandwidth usage and speed of delivery of its broadband network; (b) monitor points of network congestion in real time; (c) determine whether certain content, applications or services are being degraded over similar content, applications or services; and (d) detect packet injection and spoofing by Comcast–NBCU with software capable of comparing two packet captures and identifying potentially forged, dropped, or mangled packets.
9. Within 90 days of the merger closing date, and continuing until such time as Comcast–NBCU sufficiently demonstrate to the Commission that this condition no longer is necessary in the public interest, Comcast–NBCU must permit the installation of automated monitoring agents to be placed at its national headends and at the edge of its network to track latency and jitter. The moving averages can be updated at reasonably discrete time intervals within a day. Results of monitoring agents should be posted promptly on publicly available websites. Comcast–NBCU shall cover the costs of implementing the monitoring agents.
10. Comcast–NBCU shall not require third-party programmers to grant exclusive online rights to Comcast as a condition of carriage on its cable system.

Enforcement of Broadband Conditions

1. Any party aggrieved by conduct that it believes constitute a violation of the above conditions may commence an adjudicatory proceeding at the Commission to obtain enforcement of the conditions through the filing of a complaint.
2. Any party that intends to file a complaint with the Commission based on actions alleged to violate one or more above conditions must first notify Comcast–NBCU. The notice must be sufficiently detailed so that Comcast–NBCU can determine the specific nature of the potential complaint. The potential complainant must allow a minimum of ten (10) days for Comcast–NBCU to respond before filing a complaint with the Commission.
3. In a case where recovery of damages is sought, the complaint shall contain a clear and unequivocal request for damages and appropriate allegations in support of such claim. Damages will not be awarded upon a complaint unless specifically requested.
4. Comcast–NBCU shall answer the complaint within twenty (20) days of service of the complaint, unless otherwise directed by the Commission.
5. Within fifteen (15) days after service of an answer, unless otherwise directed by the Commission, the complainant may file and serve a reply which shall be responsive to

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matters contained in the answer and shall not contain new matters.

6. The complainant will be able to obtain discovery as of right.
7. Upon completion of such adjudicatory proceeding, the Commission shall order appropriate remedies, including, if necessary, the imposition of damages, the award of reasonable attorneys' fees, and/or the entry of a permanent injunction enjoining Comcast–NBCU from engaging in the conduct that is the subject of the complaint. Such order shall set forth a timetable for compliance, and shall become effective upon release. The above remedies are in addition to, and not in lieu of, the sanctions available under Title V or any other provision of the Communications Act.
8. At the time the complaint is filed or anytime thereafter, the complainant may also file a petition for an order preliminarily enjoining Comcast–NBCU from engaging in the conduct that is the subject of the complaint (the "Petition"). Comcast–NBCU shall have ten (10) days to respond to the Petition, and the complainant has seven (7) days to file a reply, unless otherwise directed by the Commission. Within thirty (30) days after the filing of the reply, the Commission shall grant the Petition if the stay standard applied by the Commission is satisfied. If the Petition is granted, Comcast–NBCU shall be required to pay the complainant's reasonable attorneys' fees in bringing the Petition.

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DECLARATION OF MARK JACKSON

I, Mark Jackson, being over 18 years of age, swear and affirm as follows:

1. I make this declaration based upon personal knowledge, information, and belief, and in support of the confidential submission of DISH Network L.L.C. (“DISH”) and EchoStar Corporation (“EchoStar”) to the Federal Communications Commission (“FCC”) in connection with the FCC’s review of Comcast Corporation’s proposed purchase of a controlling interest in NBC Universal.

2. I am currently President of EchoStar Technologies L.L.C., a subsidiary of EchoStar. I previously served as the President of EchoStar Technologies Corporation from June 2004 through December 2007, and Senior Vice President from April 2000 until June 2004.

3. EchoStar operates two primary business units: digital set-top box business and satellite services business. Our digital set-top box business designs, develops and distributes digital set-top boxes and related products, including our Slingbox place-shifting technology, primarily for satellite television service providers, telecommunication and cable companies and directly to consumers' through retail outlets. EchoStar’s digital set-top box business also provides digital broadcast operations, including satellite uplinking/downlinking, satellite operations management, transmission services, signal processing, conditional access management and other services primarily to DISH. Our satellite services business uses EchoStar’s owned and leased in-orbit satellites and related FCC licenses to lease capacity on a full time and occasional-use basis to enterprise, broadcast news, government, and other organizations.

4. In my current role as President, I oversee all day to day operations of EchoStar’s digital set-top box and video equipment business throughout the world.

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5. Sling Media Inc. (Sling), a subsidiary of EchoStar Technologies, brings the home television experience to the computing and mobile device screens. Today, Sling's Slingbox and SlingPlayer technology are available as stand-alone products for purchase at retail outlets, as well as to DISH subscribers when integrated into certain satellite receivers. The SlingPlayer software connects users on all types of computing platforms (including PC and Mac laptop and desktop computers, and iPhone, iPad, Blackberry, and Android mobile devices) to their Slingbox using a broadband connection, audio/video inputs and infrared (IR) set-top box controllers. The Slingbox then gives customers the ability to watch and control almost any audio/video device including analog cable, a digital cable box, satellite receiver, digital video recorder, a DVD player or even a video camera. For example, when connected to a typical cable box or satellite receiver with DVR functionality, the Slingbox user may watch live television, change channels, watch previously recorded programs, watch video on demand and pay per view offerings, and manage DVR recordings, all using his or her computer or mobile phone either remotely (WAN) or within the home (LAN).

6. Sling also currently operates its own Internet video aggregation portal at the URL www.sling.com ("Sling.com"). Further, Sling develops, operates and maintains for DISH both a video portal at the URL www.dishonline.com (DISHOnline) and a web-based, next-generation TV guide called Dish Remote Access (DRA). Both Sling.com and DISHOnline aggregate premium short- and long-form video for anyone to watch on a free, ad-supported, on-demand, streaming basis (FOD) from providers such as ABC, NBC, Fox, CBS, A&E, Discovery, National Geographic, the Comcast Networks (E!/Style, G4, VS, and Golf Channel) and many others. In addition, DISHOnline combines this FOD content with the capability for DISH subscribers to do

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some or all of the following, depending on their subscription tier and satellite set-top box: (i) watch additional authenticated video content, streaming and on-demand based on each user's specific DISH subscription (e.g., DISH users that subscribe to Showtime may login and obtain access to Showtime content that is not available to non-subscribers); (ii) set, delete and otherwise manage DVR recordings on their home satellite receiver via a direct Internet connection (rDVR); and (iii) rent and, if necessary, download (via Internet) movies directly to their home satellite receiver, with any charges appearing on their DISH bill. DRA combines rDVR functionality with TV search and recommendations features for DISH subscribers that may be used with supported mobile devices like the iPhone in addition to PC and Mac-based web browsers.

7. In order to offer rDVR functionality on an EchoStar set-top box, like the functionality currently available with DISHOnline and DRA, the set-top box must be connected to the Internet via an open, reliable broadband connection. That is because this functionality requires a return path. The web-based or mobile application client must communicate to the set-top box (e.g., a request to set a recording, or a request for the list of current programs scheduled to be recorded) and receive a response from the set-top box (e.g., a confirmation that the recording was properly set, or the list of programs scheduled to be recorded).

8. In order to be fully functional, a Slingbox (or Slingbox-enabled set-top box) must be connected to the Internet via an open, reliable broadband connection. A customer who is interested in watching their video source from their home will connect over the Internet to their Sling-enabled set-top box from wherever they are located. This connection will carry real-time video from the customer's home, and must offer a reasonable, known, and clearly indicated quality of service to that customer.

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9. Place shifted TV experience requires reliable broadband connection, with sustained throughput, minimal throttling, minimum jitters and preferably a QOS scheme giving higher priority to streaming video traffic

10. DISH and Google recently launched Google TV - the industry's first integration of multichannel television and rich web media content. This product augments the satellite TV experience with a full web based search and content display engine based on the broadcast content being displayed. This combined experience relies heavily on a high bandwidth connection to the internet including searching, shopping, news/entertainment and streaming media that is not throttled or impeded in any way.

11. The Google TV/DISH product brings the Internet video and search experience to the home television. This box allows for intelligent searching of content related to the current programming including streaming video. Without a reliable high speed connection to the internet, this rich experience will be incomplete.

12. DISH customers will now have access to multichannel television and the web on their home TV in one platform using their existing DISH HD DVR receivers and a Google TV device. This is an integrated solution using a coordinated user interface and single remote control to provide this experience. DISH's customers have come to expect very high service availability. The levels of integration provided by this web connectivity mean that even the highly reliable satellite experience will be degraded if the web connectivity is degraded, because much of the enhanced user interface for satellite content relies on data supplied *via* the Internet.

13. DISH On Demand and DIRECTV OnDemand replicate the cable Video-on-Demand experience by using broadband to download files *via* the Internet to the set-top-box. A

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DISH network customer uses their set-top box to connect over the Internet to a catalog of available content. The customer selects the content that interests them, agrees to the relevant commercial terms, and a file is downloaded to their set-top box. When the customer has a reliable and predictable internet connection, in some cases they can begin watching the file before it has completed transfer. If a customer has chosen to pay for a higher-speed internet connection, the file transfer will take less time, and the customer will be able to watch their content sooner. This is an innovative and growing business that will only continue to expand and become more important as users are more broadly able to preview, select, rent and purchase such content seamlessly and remotely via interfaces like DISHOnline and DRA. Content delivery *via* satellite is point to multi-point distribution and is broadcast in nature. For long tail content that is only of interest to a small number of people, the only efficient way to deliver this content is *via* an internet connection. Both services rely heavily on being an over the top content supplier to our STBs *via* the customers existing internet connection. This is legally provided and fully protected content being delivered to the set-top box. For video in particular, the content are huge files that if throttled in any way would disrupt the service. Should the content be streamed, adding significant jitter would disrupt the service as well.

14. In order to continue to compete with Comcast (Xfinity/Fancast), other multichannel video program distributors (MVPDs), and other online video providers (e.g., Netflix, Amazon, Hulu, and YouTube), DISH must be able to continuously offer and expand the capabilities of DISHOnline. A competitive DISHOnline offering requires: (a) access to a vast library of premium content; (b) the ability to deliver such premium content to “three screens” (TV, mobile and laptop/desktop computer); (c) the ability to deliver such content as early as

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possible, for the longest duration possible and in the highest quality possible; (c) innovation around such content, allowing users to interact with such content and each other in compelling ways; and (d) DISH subscribers to have an open, reliable broadband connection to facilitate all of the foregoing.

15. Comcast can discriminate against certain Internet Protocol packets using deep packet inspection, jitter, port-blocking, and other means. The communication protocols used on the Internet describe how packets contain source and destination addresses; source addresses can usually be linked to a specific website or a specific video service, such as DISH Online. Additional information contained in the data stream and the packets themselves can be used to determine what kind of data is carried, and in some cases which customer application intends to use the data. With the information available from inspecting and analyzing their customer's communications, Comcast can choose to prefer or to delay certain packets over others, and thus, certain streams of content or certain applications over others. Some of the methods Comcast can use to discriminate against place shifted TV and Video On Demand over IP using Sling Technology through inspection of MAC addresses of devices, protocol type, message headers, payload type, etc. Comcast can block specific ports used by Sling devices for remote access on broadband Customer Premise Equipments (CPE) resulting in inability by end users to remote access their home television programming. The servers for video on demand will be at well known IP addresses, so easily blocked if there was a desire to do so.

16. Comcast can divide its broadband pipe into discrete "lanes" into which it may direct packet traffic, rendering some lanes slower due to congestion, over-promise, or whim. Comcast can specifically direct certain type of traffic based on MAC address of devices,

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message header, payload type at lower priority (as opposed to equal priority) or on slower network causing delay in timely video packets delivery of place shifted TV. Such methods cause video stall, audio breaks resulting in significant end user's TV watching experience. These methods are well known: document and equipment to perform these functions are readily available.

17. Comcast, as the network operator, is the sole arbiter of which lane may proceed, and at what speed. If network management were the responsibility of an unaffiliated 3rd party, such a neutral party might be entrusted to perform such a task fairly. Unfortunately, Comcast itself is the source for much of the online video content passing over their network, and may be expected to manage overall traffic to Comcast's overall advantage. In other words, in the case when Comcast's network provisioning to a specific customer can't meet that customer's needs, and then when given a choice between delaying a content stream sourced from Comcast and delaying an identical stream sourced from DISH, if Comcast delays their own stream, they will deal with the costs of commensurate customer contact concerning the delay. If they delay DISH's stream, that customer will contact DISH instead.

18. Comcast has engaged in blatant discrimination against certain types of online video and end-use applications, and has hindered its subscribers' access to other websites.

19. Comcast's stated terms of service render moot any attempt by DISH to innovate and use distributed set-top box networks to provide commercial content to DISH's customers.

20. Comcast has discriminated against third parties with respect to the distribution of the online video it controls *via* the networks E!/Style, G4, Golf Channel and Versus.

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21. NBC (both directly, and via its ownership interest in Hulu) has discriminated against third parties with respect to the distribution of the online video it controls. Hulu is a joint venture of NBC, ABC and Fox. Except for websites owned and operated by NBC, ABC and FOX (e.g., nbc.com, fox.com and abc.com), all other websites that want to distribute content controlled by NBC, FOX or ABC (or their affiliates) must deliver that content using Hulu's proprietary, Flash-based video player. This limitation has enabled NBC to discriminate against unaffiliated third party distributors like DISH (*via* DISHOnline) in the following ways: (a) the video quality of NBC content provided to the distributor is lower as compared to when it is viewed on Hulu and NBC.com because the bit-rate is intentionally capped by NBC at a lower value; (b) 100% of the video ad inventory is controlled by Hulu, NBC, ABC or FOX, as applicable, and none is controlled by the distributor; (c) Hulu does not share all available metadata relating to the content with its distributors or end-user customers (e.g., show availability notes); (d) it is impossible for the distributor to deploy technical innovations in connection with its distribution of the video (e.g., video clipping, improved adaptive streaming, video post-processing, video-based search, etc.); (e) the content may not be distributed using new formats and platforms (e.g., the Apple iPad via HTML5 streaming) unless and until Hulu decides to do so; and (f) Hulu knows more about how users interact with its content on its distributors' websites than the distributors themselves because Hulu controls the analytics in its proprietary video player.

22. Comcast/NBC's stake in Hulu would allow it to unfairly compete against EchoStar and DISH with respect to the distribution of online video, and Comcast/NBC would have an incentive to do so. Comcast would gain valuable insight into future platforms that Hulu

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intended to support (e.g., Adobe Flash, HTML5, Silverlight, and Apple, Google, RIM or Microsoft application stores), while simultaneously using that information to guide its own development efforts and shaping Hulu's future distribution in a way that best suits Comcast's own businesses. Comcast would also gain valuable insight into Hulu's content distribution and monetization efforts, including the success of ad-supported and subscription models, cost per thousand impressions (CPMs) and sell-through rates for online advertising, number of unique users and user behavior on Hulu versus distribution sites like DISHOnline, and top third party referral sites. This information would give Comcast a unique ability to improve and expand the reach and profitability of its Fancast/Xfinity services. Finally, Comcast would have the ability to influence Hulu's dealings with third party distributors, and ensuring that its Fancast/Xfinity services received favorable treatment similar to or better than that currently received by NBC, FOX and ABC's properties (e.g., access to the broadest possible content library, better video quality, control of ad inventory, hosting and serving video assets into Comcast's own video player, access to more distribution platforms, and access to the most robust and complete metadata).

23. The consolidation of an additional CableLabs/MPAA membership will more closely bind the industries together in the areas of content availability *via* new technologies. It is likely that technical architectures and business models will be developed to deliver commercial content that prefer cable distribution over alternate paths.

24. Comcast/NBC would be able to unfairly compete in the video advertising market as multiplatform advertising becomes more and more important. Currently, there are generally accepted industry standards among MVPDs and television networks regarding the allocation of

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advertising inventory in linear, multichannel programming, with the MVPD receiving some minutes of advertising inventory per hour of programming and the television network controlling the rest. First, with linear TV everyone is beholden to Nielsen ratings today. That measurement is finally starting to extend beyond the TV, with any viewing of a program (live, DVR, streamed online, etc.) being counted by Nielsen if viewed within 3 days of the live airing. So, during that 3 day window, it's going to be very important that the same ads run against programming whether it's viewed online (on any and every destination) or on linear TV. Second, it's more valuable to advertisers to be able to buy a package for a show or genre of content that includes advertising placement both online and on linear TV, regardless of when someone is watching the show (inside or outside the 3 day window). Third, advertising is most valuable when the advertiser has a large amount of reporting and metrics on the campaigns they buy (again, regardless of whether those ads are online or linear, and regardless of when they're viewed). Fourth, advertisers like to buy in bulk and gain access to millions of impressions (e.g., an ad spend of even just \$100,000 at a \$30 CPM would require the distributor like Comcast, DISH or Sling to deliver over 3 million impressions). As can be seen, Comcast/NBC would have access to (i) inventory on all channels through Comcast's cable distribution of linear TV (as an MVPD); (ii) inventory on Comcast, DISH, DirecTV, and other MVPDs linear TV through its ownership of E!, G4, Golf Channel, Versus, NBC, Bravo, USA, etc.; (iii) inventory on hulu.com and all hulu distribution sites (like DishOnline, Sling.com, AOL, MSN, Yahoo!, IMDB, DailyMotion, etc. (<http://www.hulu.com/about/distropartners>)) with respect to any Comcast-controlled content; (iv) inventory on all websites enabled by Comcast's Internet advertising business (<http://www.comcastspotlight.com/advertising-solutions/online>); and (v) all inventory on

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Comcast/NBC's owned and operated sites, such as nbc.com, usanetwork.com, eonline.com, g4tv.com, versus.com, bravotv.com, etc. They would be able to wield incredible power in the ad market, especially when combined with their other existing assets and ad relationships.

25. Direct Broadcast Satellite (DBS) technology is optimized for point-to-multipoint communications and relies on third-party providers for return-path enabled, point-to-point communications because it lacks a return path. A return path *via* satellite is possible, but an extremely inefficient use of spectrum as it is point to point. Historically, satellite STBs have relied on a telephone modem for the required return channel for such things as reporting pay-per-view events, limited interactivity and security measures. As customers' expectations for interactivity expand, our STBs need alternate methods to establish this return channel connectivity. The logical choice for this is internet connectivity. This can be used for both the low bandwidth reporting that historically was handled over telephone modems as well as the high bandwidth operations like long tail content, web enhanced video, place shifting, and whatever other new technologies become available in the next few years.

26. Unlike cable, DBS cannot cache content at neighborhood nodes or centrally. Satellite broadcast by nature is a nationwide service. Some localization can be provided using spot beams, but this must be of interest to only the viewers in that local area such as local programming. For content that is less popular, but still of interest across a wide geographic area, such technologies do not work. For this class of content, a satellite broadcaster must rely on local terrestrial connections for a point to point connection.

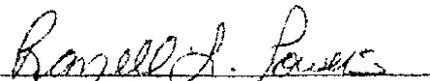
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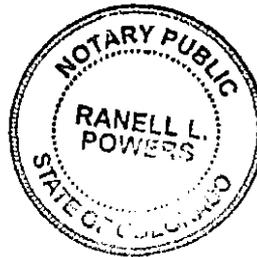
I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on June 17, 2010.


Mark Jackson
President of EchoStar Technologies

The foregoing was subscribed and sworn to before me on this 17th day of June 2010.

My commission expires: May 4, 2013


Notary Public
Witness my hand and official seal



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DECLARATION OF ROGER J. LYNCH

I, Roger J. Lynch, being over 18 years of age, swear and affirm as follows:

1. I make this declaration based upon personal knowledge, information, and belief, and in support of the confidential submission of DISH Network L.L.C. (“DISH”) and EchoStar Corporation (“EchoStar”) to the Federal Communications Commission (“FCC”) in connection with the FCC’s review of Comcast Corporation’s proposed purchase of a controlling interest in NBC Universal.

2. I am currently Executive Vice President, Advanced Technologies of EchoStar, and also serve as Executive Vice President, Advanced Technologies at DISH. Prior to joining EchoStar and DISH, I served as Chairman and CEO of Video Networks International, Ltd., an IPTV technology company in the United Kingdom from 2002 until 2009.

3. DISH and Google recently launched Google TV - the industry’s first integration of multichannel television and rich web media content. With Google TV, DISH subscribers will be able to perform a unified search covering the listings in the program guide, the subscriber’s DVR and the internet. There are also many other features such as voice search using an Android phone, as well as bringing many applications to the TV, such as Pandora and Youtube.

4. The Google TV/DISH product brings the Internet video and search experience to the home television. Subscribers will be able to search for content across the program guide, their DVR and the internet. For instance, a search for “State of the Union” might bring up CNN’s State of the Union program from the program guide, a recorded copy of the State of the Union address on the subscriber’s DVR, and a transcript of the State of the Union address from whitehouse.gov. Today, viewers have to go to multiple devices (a PC and their TV) to get an

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experience like this. In the future, viewers will be able to access almost any content on almost any connected device. They will lose patience for services and devices that only provide a small sampling of the content they want. With all of this choice comes the need for sophisticated navigation and search capabilities, such as Google TV.

5. Dishonline.com gives DISH subscribers one place to go on the internet where they can: access to network television content (NBC, ABC and Fox content comes from Hulu and CBS content from tv.com); access authenticated cable network content (for example, if you subscribe to a DISH package that includes Showtime you can get Showtime movies and TV shows online); control their DVR (set their DVR to record a program from anywhere in the world); and, with Sling technology, actually watch programs from their TV or DVR online. Dishonline.com delivers on the promise of TV Everywhere.

6. NBC content accessed via dishonline.com is deliberately degraded relative to the same content on Hulu. Hulu's own website offers NBC content in three video quality levels: 480p (highest, consistent with DVD resolution); 360p; and 288p (much lower quality video resolution). The reason they offer three quality levels from the hulu.com website is that it enables customers with very low speed broadband (500-600Kbps) to still be able to stream their content, albeit at a lower quality, while customers with higher speed broadband (1-2Mbps) are able to stream their content at very high quality levels. Hulu only provides NBC and other network television content to dishonline.com at the lowest 288p quality level.

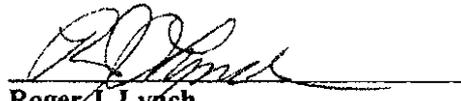
7. Comcast has hindered its subscribers' access to other websites.

8. DISH Network cannot be competitive with cable operators in the future if DISH Network customers do not have a reliable, open broadband connection to their set-top boxes. The

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amount of content consumers are viewing on demand is increasing dramatically. All cable, telco TV and satellite operators are working to expand their on demand offerings. According to Rentrak, in 2009, U.S. MSOs reported 6.9 billion VOD transactions, covering 3.1 billion hours of VOD content viewed. This represents a 38% increase in two years. These VOD offerings are becoming critical to the success of these businesses and any pay-TV operator that is unable to provide on demand content via IP to STBs will be unable to compete as viewership moves from linear broadcast channels to on demand viewing. The ability of a cable or telco competitor to favor their own video offering over another pay-TV operator's video offering by affecting the quality of service over their broadband network would significantly reduce competition in the pay-TV marketplace by in effect only making viable pay-TV services that are purchased with the operator's own broadband offering.

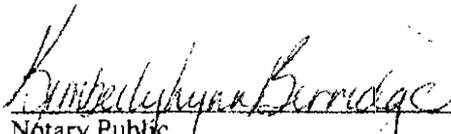
I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on June 14, 2010.

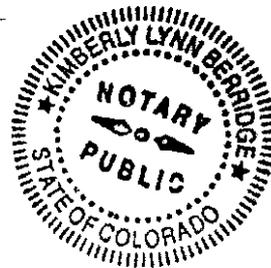


Roger J. Lynch
Executive Vice President, Advanced Technologies
DISH Network Corporation and
EchoStar Corporation

The foregoing was subscribed and sworn to before me on this 14th day of June 2010.

My commission expires: 01/30/2012


Notary Public
Witness my hand and official seal



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DECLARATION OF DAVE SHULL

I, Dave Shull, being over 18 years of age, swear and affirm as follows:

1. I make this declaration based upon personal knowledge, information, and belief, and in support of the confidential submission of DISH Network L.L.C. (“DISH”) to the Federal Communications Commission (“FCC”) in connection with the FCC’s review of Comcast Corporation’s proposed purchase of a controlling interest in NBC Universal.
2. I am currently the Senior Vice President of Programming at DISH.
3. DISH is a multi-channel video provider, offering video, audio and data services to customers throughout the United States, Puerto Rico, and the U.S. Virgin Islands via a Direct Broadcast Satellite (“DBS”) system. DISH uses high-powered satellites to broadcast movies, sports and general entertainment programming services to members of the public who have been legally authorized to receive its programming after payment of a subscription fee.
4. In my role as DISH’s SVP of Programming, I oversee DISH’s satellite and internet based programming platforms, including: identifying, evaluating and securing content; negotiating programming rights and affiliation agreements, marketing, pricing and packaging the content for DISH subscribers; and operational execution.
5. DISH Network provides an online web portal, DishOnline.com (“DishOnline”) wherein DISH customers and others can access and view broadcast and cable network programming.
6. In order to be competitive with Hulu, Comcast and others, DishOnline must provide content from the major broadcast and cable networks.

REDACTED – FOR PUBLIC INSPECTION

7. NBC, Fox and ABC are owners of Hulu and have entered into agreements with Hulu granting Hulu the exclusive right to the online distribution and syndication of the content created and/or distributed by the Hulu owners.

8. It is important that DishOnline receive content as so called “mezzanine files” so that DishOnline can innovate, provide the best possible user experience to its end users and have control over its own website.

9. [REDACTED]

10. DISH Network would not offer a competitive product without the NBC Network; NBC-Universal non-broadcast networks; and Universal Studios movies.

11. [REDACTED]

12. NBC content accessed via DISH Online is deliberately degraded relative to the same content on Hulu.

13. DISH Network cannot remain competitive if it does not offer broadband-enabled video-on-demand products and online content both to the television and to computing devices.

14. The take-down of Fisher Broadcasting’s network programming signals directly impacted DISH Network subscribership in relevant markets.

15. Comcast provides certain content online exclusively to its own subscribers.

REDACTED - FOR PUBLIC INSPECTION

16. Comcast-owned or controlled Regional Sports Networks ("RSNs") are necessary for DISH Network to offer a competitive product, and Comcast has withheld or delayed licensing the carriage of such RSNs to DISH Network.

17. [REDACTED]

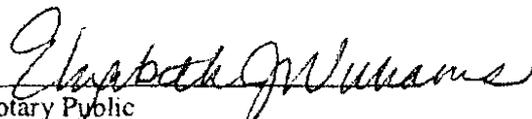
I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on June 17, 2010.



Dave Shull
Senior Vice President, Programming
DISH Network Corporation

The foregoing was subscribed and sworn to before me on this 17th day of June 2010.

My commission expires: 10/25/10


Notary Public
Witness my hand and official seal

ELIZABETH J WILLIAMS
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 10/25/10

REDACTED – FOR PUBLIC INSPECTION

DECLARATION

I declare under penalty of perjury that the facts contained within the foregoing Petition to Deny and its appended material, except for those facts for which official notice may be taken and those that other parties have submitted to the Federal Communications Commission confidentially under the protection of the *Protective Orders* in MB Docket No. 10-56, are true and correct to the best of my information, knowledge and belief.

Executed on June 21, 2010.

Jeffrey H. Blum
Senior Vice President & Deputy General Counsel
**DISH Network L.L.C. and EchoStar
Corporation**

