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July 6, 2010

BY HAND DELIVERY

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

FILED/ACCEPTED

JUL - 6 2010

Federal Communications Commission
Office of the Secretary

Re: *In the Matter of 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*

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Dear Ms. Dortch:

Pursuant to the Commission's June 24 letter,¹ NBC Universal, Inc. ("NBCU") hereby resubmits its responses to the Commission's May 21, 2010 Information and Discovery Request (the "Request").² The narrative answers and documents respond to the Request as clarified by conversations between representatives of the Media Bureau and NBCU on May 26, 2010, May 28, 2010, and June 9, 2010. Based on these conversations, the Media Bureau and NBCU agreed to certain modifications and understandings of the Requests and accompanying Instructions, subject to the Commission's ability to request additional information as it may deem necessary. These modifications and understandings are identified and reflected in the pertinent responses and also include the following:

1. Unless otherwise specified, the relevant time period of the Request extends back to February 24, 2008, instead of January 1, 2008 as indicated in Instruction No. 1.
2. Instruction No. 4 is modified to dispense with the requirements to produce "all other documents referred to in the documents or attachments" and "all written material

¹ See Letter from William T. Lake, Chief, Media Bureau, to David H. Solomon, Wilkinson Barker Knauer, LLP, MB Docket No. 10-56 (June 24, 2010) (the "June 24 Letter").

² See Letter from William T. Lake, Chief, Media Bureau, to Bryan N. Tramont, Kenneth E. Satten, David H. Solomon, Natalie G. Roisman, Wilkinson Barker Knauer, LLP, MB Docket No. 10-56 (May 21, 2010).

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necessary to understand any document responsive to these requests.” If, in the course of reviewing NBCU’s response, the Commission determines such documents are material to its understanding of the response, it may request that NBCU make reasonable efforts to produce them, if possible.

3. Instruction No. 5 is modified to dispense with the requirements to state the date of preparation of any undated documents and the authors or recipients, if known, for any documents that do not state them. If, in the course of reviewing NBCU’s response, the Commission determines such information is material to understanding the response, it may request that NBCU make reasonable efforts to produce it, if possible.
4. Instruction No. 10 is modified such that NBCU’s obligation to supplement its responses is consistent with its obligations of completeness and accuracy under 47 C.F.R. § 1.65.³

This response also incorporates certain formatting, coding, and other changes based on the June 24 Letter, as well as discussions with the Commission staff and further clarifications regarding the Commission’s revised June 3, 2010 instructions.⁴ These changes include certain other modifications necessary to conform to the version of software being used by the Commission.

In addition, NBCU has:

1. removed the “Introduction” and conformed the pagination of the Public, Confidential, and Highly Confidential versions of its narrative responses;
2. inserted additional metadata coding (adding “Summary” and “Attorneys” fields) for documents listed on its Privilege Log: Index of Documents Redacted on Grounds of Privilege, attached as Exhibit A, and provided additional detail for certain entries on this Privilege Log;
3. converted to Summation format all documents not previously provided in Summation format;
4. created new Excel worksheets responsive to certain data requests where data were not originally provided in Excel format, but were provided in a different format, and

³ Instructions 6-9 and 11-12 were modified by Commission staff by letter dated June 3, 2010. Letter from William T. Lake, Chief, Media Bureau, to Bryan N. Tramont, Kenneth E. Satten, David H. Solomon, Natalie G. Roisman, Wilkinson Barker Knauer, LLP, MB Docket No. 10-56 (June 3, 2010) (“June 3 Letter”) (enclosing revised instructions) (the “Revised Instructions”).

⁴ *Id.*

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provided an index of all native Excel files, attached as Exhibit B (“Index of Native Excel Files”), consistent with discussions with Commission staff;

5. applied additional metadata coding for all documents where such coding was not previously applied (including Document ID numbers, “Highly Confidential” and “Confidential” designations, and custodian identifications) and inserted the code “N/A” where metadata is not available;
6. provided more granular redactions in its Narrative Responses, redesignated certain documents as “Confidential” or “Public” that were previously designated as “Highly Confidential,” redacted certain other documents to make them public, and provided an index of the redesignated documents, attached as Exhibits C and D (“Index of Redesignated Confidential Documents” and “Index of Redesignated Public Documents” respectively);⁵ and
7. submitted to Commission Staff a copy of the Highly Confidential version of its document production on paper subject to the protections set forth in the Second Protective Order, as supplemented;⁶

In addition, this revised response includes updated, amended, clarified and/or supplemental information and/or documents responsive to Requests 17, 18, 19, 21, 24, 25, 26, 32, 43, and 45, and NBCU’s Exhibit 44-3.

In compliance with Instruction No. 7, an index is attached hereto as Exhibit E that:
(1) identifies the documents by the requests to which they respond using the convention for

⁵ *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, Second Protective Order DA 10-371 (Media Bureau Mar. 4, 2010); Letter from William T. Lake, Chief, Media Bureau, to Michael H. Hammer, Willkie Farr & Gallagher LLP, A. Richard Metzger, Jr., Lawler, Metzger, Keeney & Logan, LLC, David H. Solomon, Wilkinson Barker Knauer, LLP, DA 10-635, dated Apr. 30, 2010, in MB Docket No. 10-56; Letter from William T. Lake, Chief, Media Bureau, to Michael H. Hammer, Willkie Farr & Gallagher LLP, A. Richard Metzger, Jr., Lawler, Metzger, Keeney & Logan, LLC, David H. Solomon, Wilkinson Barker Knauer, LLP, DA 10-1068, dated June 11, 2010, in MB Docket No. 10-56; Letter from William T. Lake, Chief, Media Bureau, to Michael H. Hammer, Willkie Farr & Gallagher LLP, A. Richard Metzger, Jr., Lawler, Metzger, Keeney & Logan, LLC, David H. Solomon, Wilkinson Barker Knauer, LLP, DA 10-1093, dated June 18, 2010, in MB Docket No. 10-56 (collectively, the “Second Protective Order, as supplemented”).

⁶ Excel spreadsheets, which could not be reproduced effectively in paper format without compromising legibility, are not produced in paper format, but NBCU has provided a reference sheet listing the Document ID numbers that correspond to the electronic copy of the document, the electronic copy of the document’s native file, and the file’s metadata, as specified in Instruction No. 7(A) of the Revised Instructions.

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Document ID numbers specified in Instruction No. 7(D)(2); and (2) lists Document ID numbers or ranges thereof by custodian grouped to the extent possible within each request.

In further compliance with Instruction No. 7, 31 boxes of documents are being delivered to Commission staff, each labeled with (1) "NBCU," as the name of the submitting party, (2) the box number, (3) the Document ID numbers contained therein, and (4) July 6, 2010, as the date of the submission. Each label refers to the index attached hereto as Exhibit E and included within each box. That index identifies the relevant custodian and request number information for the documents within each box.

NBCU herewith resubmits two copies of the redacted version of its narrative responses to the Request by hand-delivery to you, pursuant to the terms of the First and Second Protective Orders, as supplemented (collectively, the "Protective Orders").⁷ The {{ }} symbols denote where Highly Confidential Information has been redacted, and the [[]] symbols denote where Confidential Information has been redacted. Also pursuant to the Protective Orders, NBCU is submitting a partially-redacted version of its narrative responses to the Request containing Confidential Information and an unredacted version of its narrative responses to the Request containing Highly Confidential Information under seal to you, both by hand-delivery and under separate cover. Pursuant to the Revised Instructions, NBCU is providing the Commission staff with an electronic copy of Confidential and Highly Confidential materials referenced in NBCU's responses.⁸

NBCU will make the Confidential and Highly Confidential versions of this filing available for inspection pursuant to the terms of the Protective Orders. Parties interested in securing access to the Confidential and/or Highly Confidential versions of this filing should contact Wade Lindsay, Wilkinson Barker Knauer, LLP, 2300 N Street, NW, Washington, DC 20037, (202) 783-4141, jlindsay@wbklaw.com.

NBCU has made diligent efforts to ensure that none of the documents it is submitting herewith is privileged under the attorney-client privilege or attorney work product doctrine. To the extent that any privileged documents may have been inadvertently produced, such production does not constitute waiver of any applicable privilege. NBCU requests that any privileged documents inadvertently produced be returned to NBCU as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.

Pursuant to Instruction No. 7(d)(3) of the Revised Instructions and the May 21, 2010 letter from William T. Lake, Chief, Media Bureau, NBCU certifies that it has fully and

⁷ 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 (MB Mar. 4, 2010); Second Protective Order, as supplemented, note 5, *supra*.

⁸ June 3 Letter (revising Instruction 7 of the Request).

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completely complied with the Request consistent with the Instructions and Revised Instructions, and as modified and clarified by discussions with Commission staff.

If you have any questions or require further information, please do not hesitate to contact me.

Sincerely yours,

A handwritten signature in black ink, appearing to read "David H. Solomon". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

David H. Solomon

Counsel to NBC Universal, Inc.

Enclosures

cc: Vanessa Lemmé

**RESPONSE TO FCC REQUEST OF MAY 21, 2010 TO
NBC UNIVERSAL, INC.**

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RESPONSE TO FCC REQUEST OF MAY 21, 2010 TO NBC UNIVERSAL, INC.

REQUESTS

- 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.**

Responsive documents have been produced on the electronic media accompanying this submission as identified by Request number on the enclosed production index.

- 2. Provide a list of all Broadcast Television Stations in which the Company has an Attributable Interest. For each such station identify the licensee, the network affiliation (if any), the community of license and DMA in which it operates, and the number of television households it reaches.**

See Attachment 2-1.

- 3. Provide a list of all Broadcast Television Stations that the Company manages or operates pursuant to an agreement, including but not limited to a joint sales agreement or local marketing agreement, and provide a complete copy of each associated contract. For each such station identify the licensee, the network affiliation (if any), the community of license and DMA in which it operates, and the number of television households it reaches.**

The Company does not currently manage or operate any Broadcast Television Stations pursuant to an agreement.

- 4. Other than the Broadcast Television Stations listed in the response to Request #2 above, identify each Broadcast Television Station in the U.S. which is a Broadcast Affiliate of the NBC or Telemundo networks, and for each such station identify the licensee, the network affiliation (if any), the community of license and DMA in which it operates, and the number of television households reached by each Broadcast Affiliate.**

See Attachment 4-1 (Affiliates of NBC Network) and Attachment 4-2 (Affiliates of Telemundo Network).

- 5. Provide a complete copy of each current network affiliation agreement, including all schedules, exhibits, and attachments referenced in each such agreement, between the Company and the licensees, or assignees, of all independently owned Broadcast Television Stations affiliated with the NBC or Telemundo networks.**

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Responsive documents have been produced on the electronic media accompanying this submission as identified by Request number on the enclosed production index.

6. **Identify each 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;**

See Attachment 6-1. Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting,¹ NBCU is also providing Attachment 6-2 which provides a list of the international entities controlled by the Company and engaged in the categories of business identified in Requests 6-12.

- e. **Identity of each (1) MVPD and (2) Online Video Programming Distributor that carries any of these networks, and state which such network(s) they carry;**
- f. **Total number of subscribers or users that receive each 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 Comcast, that publishes, sells, or distributes, in whole or in part, content produced or distributed by each 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) nonaffiliated Online Video Programming Distributor; (3) affiliated Online Video Programming Distributor; and (4) Broadcast Affiliate, separately categorized by (i) subscription fees, (ii) advertising revenues, and (iii) other (briefly describe);**

¹ Pursuant to these discussions, NBCU is required to provide information only for operating businesses and not for every corporate or tax entity and with respect to international operating businesses a list of such current businesses controlled by NBCU but not the other ownership related information requested in Requests 6-12.

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- i. Margin the Company earns on each 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 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) nonaffiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor; and**
- k. Whether the Company delivers the 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.**

e. - k.² See Attachments 6-3, 6-4, and 6-5 and accompanying exhibits.

- 7. 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;**

See Attachment 7-1.

- e. Identity of each (1) MVPD and (2) Online Video Programming Distributor that carries any of these 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 Comcast, 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**

² Pursuant to discussions with the FCC staff of June 9, 2010, Requests 6h and j are deferred.

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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) nonaffiliated Online Video Programming Distributor; (3) affiliated Online Video Programming Distributor; and (4) Broadcast Affiliate, 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.**

e. - 1.³ See Attachments 6-3, 6-4, and 6-5 and accompanying exhibits.

- 8. Identify each Movie Producer owned by, operated by, managed by, or attributed to the Company. For each such Movie Producer, (a) identify the percentage the Company owns; (b) identify each other owner and provide the percentage ownership for each; and (c) describe the Company's management and/or control rights, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.**

See Attachment 8-1.

- 9. Identify each Wholesale Movie Distributor owned by, operated by, managed by, or attributed to the Company. For each such Wholesale Movie Distributor, (a) identify the percentage the Company owns; (b) identify each other owner and provide the percentage ownership for each; and (c) describe the Company's management and/or control rights, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.**

See Attachment 9-1.

³ Pursuant to discussions with the FCC staff of June 9, 2010, Requests 6h and j are deferred.

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10. **Identify each Video Programming Producer owned by, operated by, managed by, or attributed to the Company. For each such Video Programming Producer, (a) identify the percentage the Company owns; (b) identify each other owner and provide the percentage ownership for each; and (c) describe the Company's management and/or control rights, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.**

See Attachment 10-1.

11. **Identify each Wholesale Video Programming Distributor owned by, operated by, managed by, or attributed to the Company. For each such Wholesale Video Programming Distributor, (a) identify the percentage the Company owns; (b) identify each other owner and provide the percentage ownership for each; and (c) describe the Company's management and/or control rights, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.**

See Attachment 11-1.

12. **Identify each Online Video Programming Distributor owned by, operated by, managed by, or attributed to the Company. For each such Online Video Programming Distributor, (a) identify the percentage the Company owns; (b) identify each other owner and provide the percentage ownership for each; and (c) describe the Company's management and/or control rights, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.**

See Attachment 12-1.

13. **For each Online Video Programming Distributor identified in the response to Request #12 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.**

For all of the online video programming distributors that NBCU owns, operates, operates, or manages, NBCU provides the programming to end users on the Internet on a free ad-supported basis with two exceptions. First, some of the Olympics programming made available through nbcolympics.com was made available initially only on an authenticated basis to subscribers of MVPDs that both had paid NBCU for Olympics programming and that had taken the required steps to implement authentication technology. After a window for such authenticated viewing, the content was made available on a free, ad-supported basis on nbcolympics.com. Second, CNBC has a subscription service which includes the linear feeds of the domestic CNBC Service, as well as the linear feed from Europe and Asia, as well as other features like on demand clips and other video content.

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14. **Describe in detail the structure and ownership of Ion Media Networks, Inc. (“ION”), including the percentage the Company owns in ION, the amount of debt the Company holds in ION, and the identity and percentage ownership of each other owner with an Attributable Interest. Describe the Company’s role in ION’s management, including whether the Company has any board representation, management rights, voting rights, and/or veto power over business decisions. Describe the Company’s involvement in must-carry and/or retransmission consent negotiations on behalf of ION with MVPDs. Describe the strategic decision(s) of ION in which the Company has played a role, including but not limited to decisions related to the Open Mobile Video Coalition.**

From 1999 to 2009, the Company held a non-attributable, non-voting stock interest in, and an option to acquire control of, ION Media Networks, Inc. (formerly known as Paxson Communications Corp.) (“ION”). See Paxson Management Corp. and Lowell W. Paxson, Transferor, and CIG Media LLC, Transferee, 22 FCC Rcd 22224 (2007) (“2007 ION Order”) (holding NBCU’s interest in ION non-attributable). On May 19, 2009, ION and certain of its wholly owned subsidiaries filed for Chapter 11 bankruptcy protection with the United States Bankruptcy Court for the Southern District of New York. In a Memorandum Opinion and Order released on December 17, 2009, the Commission granted applications to effectuate the reorganization of ION approved by the Bankruptcy Court, pursuant to which control of the company was to be transferred to Media Holdco, LP (“Media Holdco”). See ION Media Networks Liquidating Trust (Transferors) and Media Holdco, LP (Transferee), ___ FCC Rcd ___, ¶ 3 (2009) (DA 09-2602, rel. Dec. 17, 2009). According to Commission records, that transaction was consummated on December 30, 2009. See http://licensing.fcc.gov/cgi-bin/ws.exe/prod/cdbs/pubacc/prod/app_det.pl?Application_id=1342515&prefix=BTCCDT&arn=20090901ACA&group=A. Upon consummation of the transaction, the Company’s interest in ION was extinguished, and the Company no longer holds any present or future interests in ION. Accordingly, the Company has no role in ION’s management and no board representation, management rights, voting rights, and/or veto power over ION’s business decisions.

The Company has not been involved in retransmission consent negotiations on behalf of the ION television stations.

As a non-attributable shareholder of ION, the Company had certain minority shareholder protections previously approved by the Commission. See 2007 ION Order, ¶¶ 18-28. However, these protections did not give the Company the right to participate in ION’s strategic decision-making, and the Company did not do so, including with respect to the Open Mobile Video Coalition (“OMVC”). The Company is a member of the OMVC, and one of the Company’s senior executives, John Eck, is a member of OMVC’s Executive Committee. See <http://www.openmobilevideo.com/about-omvc/executive-committee>. The Company’s involvement in OMVC’s activities has been under its own auspices and not on behalf of ION.

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15. **For each Movie Producer identified in Request #8, provide an itemized list of cost categories that the Company tracks internally. For each of these line items, provide the total costs, on a monthly basis, for each of the last five years.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU is providing costs and revenues by movie produced by each Movie Producer identified in Request #8 and studio P&L statements in lieu of an itemized list of cost categories. This information is set forth in response to Request 17.

16. **For each Video Programming Producer identified in Request #10, provide an itemized list of cost categories that the Company tracks internally. For each of these line items, provide the total costs, on a monthly basis, for each of the last five years.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU is providing costs and revenues by television program produced by the Video Programming Producers identified in Request #10 and certain P&L statements in lieu of an itemized list of cost categories. This information is set forth in response to Request 18.

17. **For each Wholesale Movie Distributor identified in Request #9, provide for each of the last five years:**

- a. **A list of the movies that the Company has produced internally, on a monthly basis, i.e., for which it is the Movie Producer as identified in Request #8;**
- i **The costs of producing each of these movies, broken out by line item, on a monthly basis;**
 - ii **The costs of acquiring wholesale distribution rights for each movie, broken out by line item, on a monthly basis, if applicable;**
 - iii **The percentage of movies for which the Company holds wholesale distribution rights for which it is Movie Producer as identified in Request #8, including the total number of movies used in these calculations; and**
 - iv **The revenues generated to the Company from the distribution of each of these movies from each distribution window, both international and domestic, including but not limited to home video (Blu-Ray discs and DVDs), MVPDs (i.e., for VOD, including both movies available to consumers for a charge and for free), Non-Broadcast Programming Networks, Broadcast Programming Networks, Broadcast Television Stations, Online Video Programming Distributors, and other retail distributors of movies, on a monthly basis.**
- b. **A list of the movies for which the Company has acquired distribution rights from unaffiliated Movie Producers, on a monthly basis;**
- i **The costs of acquiring the wholesale distribution rights for each movie, broken down by line item, on a monthly basis;**
 - ii **The percentage of movies for which the Company holds wholesale distribution rights that it acquired from unaffiliated Movie**

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Producers, including the total number of movies used in these calculations;

- iii The revenues generated to the Company from the distribution of each of these movies from each distribution window, both international and domestic, including but not limited to home video (Blu-Ray discs and DVDs), MVPDs (i.e., for VOD, including both movies available to consumers for a charge and for free), Non-Broadcast Programming Networks, Broadcast Programming Networks, Broadcast Television Stations, Online Video Programming Distributors, and other retail distributors of movies, on a monthly basis; and**
- c. Copies of all agreements currently in effect and all agreements executed since January 1, 2005, including all schedules, exhibits, and attachments referenced in each such agreement, between the Company and any other Person concerning the Company's wholesale distribution rights for movies.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU is providing production and distribution costs, as well as revenues, by film.⁴ NBCU is responding to this request with respect to Universal Studios, Focus Features, and Working Title.⁵ Further to these discussions, NBCU is providing P&L information at the studio level for total film studios. This information is set forth as Attachment 17-4.⁶ Pursuant to further discussions with FCC Staff, NBCU is providing the information responsive to this Request on an anonymized basis.

a. i. - ii. See Attachment 17-1, which contains annual production costs per film produced by Universal Pictures, Focus Features, and Working Title from 2005 to 2009. As producers, the studios have wholesale distribution rights, which are not separately tracked as a cost.

a. iii. See Attachment 17-2, which contains the percentage of films for which NBCU holds wholesale distribution rights films it has produced, acquisitions (films it purchases that another movie producer produces), and distributions (films which NBCU only distributes).

a. iv. See Attachment 17-3, which contains the annual costs and revenues by film from 2005 to 2009 associated with the distribution of films produced by Universal Pictures, Focus Features, and Working Title, broken down by distribution window.

b. i. See Attachment 17-1, which contains annual production costs (including the cost of acquiring distribution rights) per film for which Universal Pictures, Focus

⁴ Pursuant to discussions with FCC staff on June 10, 2010, individual film names have been redacted.

⁵ Films produced by Working Title are included in the Universal Pictures data.

⁶ Figures in millions of dollars.

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Features, and Working Title have acquired wholesale distribution rights from an unaffiliated movie producer.

b. ii. See Attachment 17-2, which contains the percentage of films for which NBCU holds wholesale distribution rights films it has produced, acquisitions (films it purchases that another movie producer produces), and distributions (films which NBCU only distributes).

b. iii. See Attachment 17-3, which contains the annual costs and revenues per film from 2005 to 2009 associated with the distribution of films for which Universal Pictures, Focus Features, and Working Title have acquired wholesale distribution rights, broken down by distribution window.

c. Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, responsive documents have been produced on the electronic media accompanying this submission as identified by Request number on the enclosed production index. These documents include certain out-licensing agreements for certain film content, including agreements for the distribution of NBCU film content to cable networks and broadcast stations for the 25 highest grossing films over the past five years.

18. For each Wholesale Video Programming Distributor identified in Request #11 provide for each of the last five years:

- a. A list of the programs that the Company produced internally;**
 - i The ratings of each program in each distribution window, (e.g., ratings of *The Office* on Broadcast Television Stations, Non-Broadcast Programming Networks, and Online Video Programming Distributors) when applicable, subsequent to its first run;**
 - ii The costs of acquiring wholesale distribution rights for each program, broken down by line item, on a monthly basis, if applicable;**
 - iii The percentage of programming for which the Company holds wholesale distribution rights for which it is the Video Programming Producer as identified in Request #10, including the total number of programs used in these calculations; and**
 - iv The revenues generated from the distribution of each of these programs, from each distribution window, both international and domestic, including but not limited to home video (Blu-Ray discs and DVDs), MVPDs (i.e., for VOD, including both movies available to consumers for a charge and for free), Non-Broadcast Programming Networks, Broadcast Programming Networks, Broadcast Television Stations, Online Video Programming Distributors, and other retail distributors of movies, on a monthly basis;**
- b. A list of the programs for which the Company has acquired distribution rights from unaffiliated Video Programming Producers, on a monthly basis;**
 - i The costs of acquiring the wholesale distribution rights for each program, broken down by line item, on a monthly basis;**

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- ii **The percentage of programs for which the Company holds wholesale distribution rights that it acquired from unaffiliated Video Programming Producers, including the total number of programs used in these calculations; and**
- iii **The revenues generated from the distribution of each of these programs, from each distribution window, both international and domestic, including but not limited to home video (Blu-Ray discs and DVDs), MVPDs (i.e., for VOD, including both movies available to consumers for a charge and for free), Non-Broadcast Programming Networks, Broadcast Programming Networks, Broadcast Television Stations, Online Video Programming Distributors, and other retail distributors of movies, on a monthly basis; and**
- c. **Copies of all agreements currently in effect and all agreements executed since January 1, 2005, including all schedules, exhibits, and attachments referenced in each such agreement, between the Company and any other Person concerning the Company's wholesale distribution rights for programming.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU is providing (i) P&Ls maintained by UCP⁷ and UMS at both the program level and the studio level and (ii) P&Ls maintained by the following entities: Digital Studio, NBC Entertainment, NBC O&O stations, Telemundo, Mun2, Telemundo O&O stations, CNBC, MSNBC, News, Sports, Olympics and NFL. This information is set forth in Attachments 18-1 (for UCP and UMS at the program level) and 18-4 for UCP, UMS and the entities in (ii) above.⁸ Pursuant to discussions with FCC staff on June 10, 2010, individual program names have been redacted.

a. i. Ratings data for programs produced by NBCU's television studios, UCP and UMS, that are distributed in other windows are provided in Attachment 18-5.

a. ii. As producers, the studios have wholesale distribution rights, which are not separately tracked as a cost. See Attachment 18-1 for the overall annual revenues and costs, including production and distribution costs, broken down by program.

a. iii. NBCU is the producer of [[REDACTED]] of the television programming for which NBCU holds wholesale distribution rights during the relevant time period

a. iv. See Attachments 18-2 and 18-3 for revenues generated from the distribution of programs produced by UCP and UMS, respectively, in different distribution windows. These attachments are for television programs produced in the

⁷ UCP did not exist until 2008.

⁸ Figures in millions of dollars unless stated otherwise.

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past five seasons and provide overall revenues, and production and distribution costs for each season, regardless of when the costs or revenues were incurred or received.

b. i. - iii. During the relevant time period, NBCU has not acquired rights from any unaffiliated Video Programming Producers to distribute any television programming.

c. Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, in lieu of all agreements responsive to this request, NBCU is providing certain out-licensing agreements for television content, agreements for the distribution of NBCU television content to cable networks and broadcast stations for the 25 highest grossing television series over the past five years and a sample out-licensing agreement for programming on Telemundo. NBCU has also provided a sample of a standard syndication agreement with a local station for each show. Responsive documents have been produced on the electronic media accompanying this submission as identified by Request number on the enclosed production index.

- 19. For each Broadcast Programming Network and Non-Broadcast Programming Network identified in Requests #6 and 7, provide for each of the last five years:**
- a. A list of the first-run programs that the Company produces internally on a monthly basis;**
 - i The ratings of each program, on a monthly basis;**
 - ii The costs of producing each of these programs, broken down by line item, on a monthly basis;**
 - iii The percentage of first-run programming that the Company produces internally broken down by day part, i.e., Early Morning, Morning, Afternoon Early Fringe, Access, Prime Time, Late Fringe, and Overnight, including the total number of programs used in these calculations; and**
 - iv The amount of advertising revenue generated from each program, broken down by line item, on a monthly basis;**
 - b. A list of the first-run programs that the Company acquires from unaffiliated Video Programming Producers, on a monthly basis;**
 - i The ratings of each program, on a monthly basis;**
 - ii The costs of acquiring each of these programs, broken down by line item, on a monthly basis;**
 - iii The percentage of first-run programming that the Company acquires from unaffiliated Video Programming Producers broken down by day part, i.e., Early Morning, Morning, Afternoon Early Fringe, Access, Prime Time, Late Fringe, and Overnight, including the total number of programs used in these calculations; and**
 - iv The amount of advertising revenue generated from each program, broken down by line item, on a monthly basis;**
 - c. Copies of all agreements currently in effect and all agreements executed since January 1, 2005, including all schedules, exhibits, and attachments**

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referenced in each such agreement, between the Company and any other Person concerning the supply of Video Programming to the Company.

Pursuant to discussions with FCC Staff at our May 28, 2010 meeting, NBCU is responding to this request with respect to programming on the following Non-Broadcast and Broadcast Networks: NBC, USA, Bravo, Oxygen, Syfy, Chiller, and Sleuth. However, Chiller and Sleuth did not air any first-run programming during the relevant time period. As a result, no information for these two networks is provided within this response. Pursuant to discussions with FCC staff on June 10, 2010, individual program names have been redacted.

Non-Broadcast Networks

a. i. See Attachments 19-1, 19-3, 19-5, and 19-7, which provide monthly program ratings for internally produced programs on USA, Syfy, Bravo, and Oxygen, respectively. The ratings reported are for Live + 7, for the 18-29 and 25-54 demographics.

a. ii. See Attachments 19-2, 19-4, 19-6, and 19-7, which provide the cost of licensing programming produced internally by the NBCU television studios for USA, Syfy, Bravo, and Oxygen, respectively.

a. iii. See Attachment 19-9, which provides the ratio of internally produced and externally produced programs on USA, Syfy, Bravo, and Oxygen.

a. iv. See Attachment 19-8, which provides advertising revenue figures for USA, Syfy, Bravo, and Oxygen.

b. i. See Attachments 19-1, 19-3, and 19-7, which provide monthly program ratings for externally produced programs on USA, Syfy, and Oxygen. Note that Bravo does not air any externally produced programs. The ratings reported are for Live + 7, for the 18-29 and 25-54 demographics.

b. ii. See Attachments 19-2, 19-4, and 19-7, which provide the cost of licensing programming from unaffiliated video programming producers for USA, Syfy, and Oxygen.

b. iii. See Attachment 19-9, which provides information on the ratio of internally produced and externally produced programs on USA, Syfy, Bravo, and Oxygen.

b. iv. See Attachment 19-8, which provides advertising revenue figures for USA, Syfy, Bravo, and Oxygen.

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NBC Network

- a. See Attachment 19-10, which contains a list of the first-television programming on the NBC network that were produced by NBCU.
 - a. i. See Attachment 19-11, which contains monthly ratings for first-run television programming on the NBC network from December 27, 2004 to April 25, 2010. The ratings reported are for Live + 7, for the 18-29 and 25-54 demographics.
 - a. ii. See Attachments 19-12 - 19-18, which contain the seasonal costs by program, including the cost of licensing the program from the NBCU television studios, for the 05/06 to 09/10 television seasons for primetime, daytime, all night, and late night.
 - a. iii. See Attachment 19-19, which contains the percentage of first-run programming on the NBC network that NBCU produces.
 - a. iv. See Attachments 19-20 - 19-23, which contain the advertising revenues by season for primetime, daytime, late night, all night, and Saturday morning.
- b. See Attachment 19-10, which contains a list of the first-television programming on the NBC network that were acquired from unaffiliated video programming producers.
 - b. i. See Attachment 19-11, which contains monthly ratings for first-run television programming on the NBC network from December 27, 2004 to April 25, 2010. The ratings reported are for Live + 7, for the 18-29 and 25-54 demographics.
 - b. ii. See Attachments 19-24 - 19-28, and 19-17 - 19-18, which contain the seasonal costs by program, including the cost of licensing the program from unaffiliated video programming producers, for the 05/06 to 09/10 television seasons for primetime, daytime, all night, and late night.⁹
 - b. iii. See Attachment 19-19, which contains the percentage of first-run programming on the NBC network that NBCU acquires from unaffiliated video programming producers.
 - b. iv. See Attachments 19-20 - 19-23, which contain the advertising revenues by season for primetime, daytime, late night, all night, and Saturday morning.
- c. Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, in lieu of all agreements responsive to this request, NBCU is providing a subset of all NBCU out-licensing agreements consisting of agreements for the distribution of NBCU television content to cable networks and broadcast stations for the 25 highest grossing

⁹ [REDACTED]

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television series over the past five years, including a sample syndication agreement for each television show. In addition, pursuant to discussions with Commission staff, NBCU is providing one sample out-licensing agreement for the programming on the Telemundo network. With respect to first-run licenses (including where applicable digital rights) with third parties for series that aired (or are scheduled to air) on NBC, USA, Bravo and Oxygen during the 2008/2009 and 2009/2010 seasons, NBCU has provided signed agreements. Where there was no signed license agreement NBCU provided the last drafts the parties exchanged that included the parties' respective positions as to the key terms reflecting the substance of the rights being licensed, including any digital rights. Responsive documents have been produced on the electronic media accompanying this submission as identified by Request number on the enclosed production index.

- 20. 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.**

See Attachment 20-1.

- 21. 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.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU has produced responsive documents from an individual at NBCU responsible for research using the data sources requested in the Request on the electronic media accompanying this submission as identified by Request number on the enclosed production index.

- 22. 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.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, the Company is providing its response in Attachment 22-1 with respect to third-party entities in which the Company owns at least a 5% interest. NBCU will contribute its interests in all of these entities to the venture to be formed by this Transaction.

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- 23. 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.**

Please refer to documents produced in response to Information and Document Request 18 issued to Comcast Corp. dated May 21, 2010.

- 24. 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.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU is responding by identifying the agreements produced in response to Request 19(c) that grant online video distribution rights to NBCU. See Attachment 24-1.

- 25. 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.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU is responding by identifying the agreements produced in response to Requests 17(c) and 18(c) that grant online video distribution rights for NBCU's video programming. This includes agreements granting NBCU video programming rights to wireless providers. See Attachment 25-1.

- 26. 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 Boxee, YouTube, Amazon, and iTunes. Identify all persons, including their respective positions and organization, involved in such decisions, deliberations, analyses, or discussions.**

Prior to 2005, there was little in the way of television content (either broadcast or cable) legally available online from any producer. In May 2006, ABC started making some of its content available online at abc.com. The other broadcast networks soon followed, including NBC which began making some broadcast content available on nbc.com. At this point, the economics of making video available online were not clear, although the prevailing model was that of providing streaming video supported by advertisements, as well some marketing and promotional benefits (sampling of new shows).

After the networks' own vertical websites began making video available, attention eventually turned to unaffiliated video providers. The initial transactions were all

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electronic sell-through transactions. Apple approached various networks about making television programming available in their iTunes web store. NBC agreed to a deal in December 2005, and this consisted of providing NBC broadcast network programming for purchase on iTunes. With this deal, single episodes could be purchased for download at a given price (\$1.99). The content available at the time was current NBC broadcast shows, some current cable network content (from USA Network and Syfy) and some older NBC programming (e.g., The A-Team and Knight Rider). The individuals at NBC who were primarily involved in negotiating the Apple deal were Frederick Huntsberry (head of Television Distribution) and Craig Kornblau (the head of Universal's Home Video division).¹⁰ Apple's negotiating team was led by [[REDACTED]]

After Apple, other players began to approach NBC for online content. Amazon was first (2007), with a negotiating team that included [[REDACTED]]. This was followed by SanDisk in late 2007 (since shut down), with a negotiating team consisting of [[REDACTED]]. In 2008, agreements were concluded with Microsoft (Xbox and Zune) and a start-up player called Zillion TV. The negotiation teams from Microsoft and Zillion TV were led by [[REDACTED]]. An agreement with Sony followed in 2009, with negotiations on behalf of Sony undertaken by [[REDACTED]]. These were the primary deals with unaffiliated online video distributors entered into by NBCU. All of these deals involved the ability of consumers to watch individual television episodes or individual films through the purchase of a download. Television deals with online distributors are now negotiated by NBCU's Digital Distribution group, led by Ron Lamprecht (SVP, Business Development & Sales) and with assistance from Mike Schreiber (VP, Business Development & Sales) and Jeff Buening (Manager, Business Development & Sales).

Also in 2005, NBCU negotiated a content deal with Netflix. In contrast to the purchase-to-own EST model of Apple's iTunes, Amazon and Microsoft's Xbox, Netflix offers a subscription model (SOD) to consumers for a monthly charge to access video content online for streaming on their television as a supplement to certain of its physical DVD by mail subscription offering. Netflix already had an agreement for physical DVD rentals with NBCU but wanted to include NBCU content in the new subscription online feature of its offering to consumers. The agreement NBCU reached with Netflix in 2005 included both film and television content, which included older library series, library films, and prior season episodes of current television series. In 2007, NBCU and Netflix

¹⁰ Mr. Huntsberry has since left NBCU and is now the Chief Operating Officer of Paramount Pictures.

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reached a deal for current episodes of *Heroes* (the series) wherein {{ [REDACTED] }} In 2009, the companies negotiated a renewal of their film and television content agreement. {{ [REDACTED] }}

}} Online SOD agreements including the Netflix deal are negotiated by Frances Manfredi, EVP/GM of NBCU's Domestic Television Distribution group. Netflix's team is comprised of [[[REDACTED] .]]

NBCU has also gradually made some of its cable content available online directly on its own websites and on other sites. {{ [REDACTED] }}

Over the years NBCU has decided to put additional content online, as have the other broadcasters and cable networks, as NBCU believed this sort of digital distribution and experimentation would be important in the future. {{ [REDACTED] }}

}}
NBCU's team, including Ron Lamprecht, Mike Schreiber and Jeff Buening, had these discussions with [[[REDACTED] .]] Instead Boxee decided to circumvent Hulu's terms of use restrictions by taking Hulu content and streaming it through Boxee's interface (which disables significant, commercially important functionalities of Hulu's site to Boxee's commercial benefit) without an agreement with

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Hulu for distribution. As a result, Hulu halted Boxee's unauthorized access to that content.

[[[REDACTED]]]
[REDACTED] }} Ron Lamprecht from NBCU led the discussions with [[[REDACTED]]]. NBCU sought to license its content to a variety of new distributors for the emerging ad supported internet streaming model, but with proper consideration for the value of its content. In the event that those discussions would not result in favorable deals, {{ [REDACTED] }]
[REDACTED]
[[[REDACTED]]]} In the end, NBCU reached an agreement with NewsCorp to form Hulu
[[[REDACTED]]]
[REDACTED] .}}

In addition to the discussions described above, from time to time NBCU has been approached by a number of entities seeking to enter online distribution agreements for NBC television content but with which agreements did not ultimately result, including those entities listed in the following table. The individuals at NBCU involved in these discussions have been Ron Lamprecht, Mike Schreiber and Jeff Buening. The table notes the names and titles of the primary individuals with whom the NBCU team interacted.

Entity Name	Point of Contact
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED] [REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED]
[REDACTED]	[REDACTED] [REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED]
[REDACTED]	[REDACTED]

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Entity Name	Point of Contact
[REDACTED]	[REDACTED] [REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]
[REDACTED]	[REDACTED] [REDACTED]
[REDACTED]	[REDACTED]

27. Identify and describe all negotiations since January 1, 2006 between the Company and any (1) MVPD and (2) Online Video Programming Distributor relating to carriage, licensing, or distribution of any Video Programming owned or controlled by the Company that did not result in an agreement.

With respect to MVPD negotiations, NBCU is not aware of any negotiations during the relevant time period where an agreement was not reached between the parties.