

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

In the Matter of)	
)	
THE TENNIS CHANNEL, INC.,)	MB Docket No. 10-204
Complainant,)	File No. CSR-8258-P
)	
v.)	
)	
COMCAST CABLE COMMUNICATIONS, LLC,)	
Defendant.)	
)	

TO: Marlene H. Dortch, Secretary
ATTN: Chief Administrative Law Judge Richard L. Sippel

**TENNIS CHANNEL’S MOTION TO COMPEL
PRODUCTION OF DOCUMENTS BY COMCAST**

Three weeks ago the Federal Communications Commission concluded, in an order relating to Comcast’s acquisition of control of NBC Universal, that “our analysis of Comcast’s data on carriage and channel placement shows (1) that Comcast currently favors its affiliated programming [including, specifically, its sports networks Versus and the Golf Channel] in making such decisions and that (2) this behavior stems from anticompetitive motives.”¹ That conclusion is, of course, directly relevant to the core issue in this case: whether Comcast discriminated in favor of its affiliated sports networks and against their competitor, Tennis Channel, in making carriage and channel placement decisions. And the FCC reached that

¹ *Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licenses*, Memorandum Opinion and Order, MB Docket No. 10-56, FCC 11-4, Technical Appendix, at ¶ 65 (rel. Jan. 20, 2011) (“NBC Universal Order”). In this order, the Commission allowed—with conditions—the transfer of licenses necessary to the transaction between Comcast and NBC Universal.

conclusion based on its economic analysis of substantial documentary evidence submitted to it by Comcast in response to a series of written requests.

Despite the fact that Comcast has collected and produced all of this evidence to the FCC—and thus producing it in this case would involve virtually no burden at all—Comcast has refused to produce this information to Tennis Channel. This refusal is part of Comcast’s larger failure to respond adequately to Tennis Channel’s document Request No. 12.

Request No. 12 covers, broadly and without exception, “[a]ll documents concerning sports programming or program services produced in the twenty-four (24) months preceding [Comcast’s response to the document request] in response to a government request, including non-public versions of Comcast’s responses to [a specified FCC document request and specified FCC interrogatories in the NBC Universal proceeding].” (Ex. 1 at Schedule A, item 12.) This request for *all* documents concerning sports programming provided to the government includes (a) the critical economic evidence provided to the FCC and on which the Commission relied in finding that Comcast discriminates on the basis of affiliation; (b) other documents provided to the FCC in the NBC Universal proceeding in response to specific Media Bureau requests, including strategic documents regarding sports programming distribution arrangements; and (c) interrogatory responses provided to the FCC in the NBC Universal proceeding regarding Comcast’s distribution and tiering practices for affiliated and unaffiliated networks and sports programming.

After the Commission’s finding was released, Tennis Channel promptly supplemented Request No. 12 to include (d) documents that Comcast had received from the Commission in the NBC Universal proceeding, including empirical and economic analyses and the Commission’s unredacted discussion from the NBC Universal Order.

Comcast's response has been to provide *none* of the relevant economic material provided to the FCC or, per the supplemental request, by the FCC (including the unredacted NBC Universal Order). Comcast's objections to producing these documents, including its claimed inability to see how they are covered by Tennis Channel's document requests and putative concerns about the confidentiality of third-party information, do not withstand scrutiny.

With respect to Request No. 12's other components relating to the Media Bureau's requests in the NBC Universal proceeding, Comcast has provided only *two* documents on its sports programming distribution strategy, as well as heavily redacted interrogatory responses. Its grounds for withholding the remaining material are unclear, but insofar as Tennis Channel understands them—for instance, Comcast evidently has an objection to producing information about its affiliated sports networks other than Versus and the Golf Channel even though the Hearing Designation Order in this case was not limited to those networks—they are not valid bases for refusing to produce relevant documents.

Many of the documents in this case are directly relevant to the expert economic analysis that Tennis Channel is currently scheduled to submit to the Presiding Judge this coming Friday, and Comcast's delay has prejudiced the ability of Tennis Channel's expert to conduct a complete analysis of the evidence that caused the Commission to conclude that Comcast was engaged in discrimination, or to measure its specific relevance to the way in which Comcast has treated Tennis Channel. Because of this expedited schedule, Tennis Channel requests that the Presiding Judge order expedited briefing on this motion and issue an order as soon as possible requiring production of these documents without delay and without redaction.

Comcast has engaged in a deliberate and cynical effort to avoid producing clearly relevant and potentially damaging material without any comprehensible justification. That effort should not be rewarded by further delay.

Background

I. This Hearing Proceeding

The Tennis Channel, Inc. (“Tennis Channel”) initiated this carriage complaint proceeding in order to seek relief from Comcast’s discriminatory and harmful refusal to provide Tennis Channel with carriage comparable to the distribution enjoyed by Comcast’s affiliated and similarly situated networks. In its Hearing Designation Order (HDO) of October 5, 2010, the Media Bureau held that Tennis Channel had established a *prima facie* case of program carriage discrimination in violation of Section 616 of the Communications Act and Section 76.1301 of the Commission’s rules.² Accordingly, the Media Bureau designated this case for a hearing before the Presiding Judge.³

In the HDO, the Media Bureau recognized the importance of developing a complete record: “Notwithstanding our determination that The Tennis Channel has made out a *prima facie* case of program carriage discrimination by Comcast, we direct the Presiding Judge to develop a full and complete record in the instant hearing proceeding and to conduct a *de novo* examination of all relevant evidence in order to make an Initial Decision on each of the outstanding factual and legal issues.”⁴ At the same time, the Media Bureau called for a prompt

² *The Tennis Channel, Inc. v. Comcast Cable Comms., LLC*, Hearing Designation Order & Notice of Opportunity for Hearing for Forfeiture, MB Docket No. 10-204, File No. CSR 8258-P, DA 10-1918 (Oct. 5, 2010), at ¶ 24 (HDO).

³ HDO at ¶ 24.

⁴ HDO at ¶ 23.

resolution of the case, directing the Presiding Judge to “make all reasonable efforts to issue his Initial Decision on an expedited basis.”⁵

Pursuant to the HDO, the Presiding Judge has entered a Scheduling Order that implements an expedited schedule while still permitting the parties to conduct the discovery necessary to build their cases.⁶ Tennis Channel’s final expert reports are due February 18, with Comcast’s due February 25.⁷ After an accelerated deposition schedule, the parties are scheduled to submit written direct testimony (including that of their experts) by March 18; the hearing itself commences March 29.⁸

II. Tennis Channel’s Request for Relevant Documents

By letter dated December 17, 2010, Tennis Channel propounded twelve document requests. (Attached hereto as Ex. 1.) Document Request No. 12 sought all documents concerning sports programming or program services that Comcast had produced in the past two years in response to a government request. (Ex. 1 at Schedule A, item 12.) This broad category obviously includes economic data provided by Comcast to the FCC in the NBC Universal proceeding.

Request No. 12 explicitly covered non-public versions of Comcast’s responses to relevant requests made by the Media Bureau to Comcast (FCC Requests 6, 45, 46, 53, 84, 85, and 88) in connection with the FCC’s review of the Comcast/NBC Universal transaction. (Ex. 1 at Schedule A, item 12; Ex. 1 at Schedule B, item 8.) The requests made by the Media Bureau to

⁵ HDO at ¶ 23; *see also id.* (“In furtherance of this goal, we encourage the Presiding Judge to place limitations on the discovery tools available to the parties.”). The parties have employed only limited discovery tools, forgoing, for example, the use of interrogatories.

⁶ *The Tennis Channel, Inc. v. Comcast Cable Comms., LLC*, Order, MB Docket No. 10-204, File No. CSR 8258-P, FCC 10M-22 (Dec. 9, 2010) (“Scheduling Order”).

⁷ Scheduling Order at 2.

⁸ Scheduling Order at 2.

Comcast that were specifically covered by Tennis Channel's Request No. 12 included a document request—FCC Request 53—covering all strategic plans and analyses prepared for or reviewed by Comcast executives regarding the modification or termination of sports programming distribution arrangements, or regarding entering into new sports programming distribution arrangements.

Tennis Channels' Request No. 12 also included specified interrogatories propounded by the Media Bureau regarding Comcast's program carriage practices. In substance, the interrogatories propounded by the Media Bureau on behalf of the FCC sought:

- Information about the distribution and revenues of Comcast's affiliated networks, as well as programming that Comcast considers to be a close substitute for programming on these networks. (FCC Request No. 6)
- An explanation of the process by which Comcast makes network carriage decisions. (FCC Request No. 45)
- Explanations for why program carriage requests have been approved or denied, the tier placement for programs granted carriage, and whether carriage of the network resulted in any price adjustments. (FCC Request No. 46)
- A description of Comcast's decision process for rebranding networks and shifting programming from one network to another, including analysis of the costs and benefits of rebranding the Outdoor Life Channel to Versus. (FCC Request No. 84)
- A description of how Comcast determines whether and where to carry a network, including how Comcast evaluates potential substitutes for any given network. (FCC Request No. 85)
- Identification of each carriage agreement into which Comcast has entered during the last two years that has resulted in a change in tier placement for the subject network. (FCC Request No. 88)

Tennis Channel’s Request No. 12 thus seeks (among others) documents that Comcast *already* had provided to the Media Bureau, in response to requests made by the Media Bureau, in the NBC Universal proceeding.⁹

On January 20, after Tennis Channel served this request, the Commission issued a Memorandum Opinion and Order regarding the NBC Universal transaction. The publicly available version of this order and its appendices include a highly relevant Technical Appendix that concludes:

Comcast currently favors its affiliated programming in making [carriage and channel placement] decisions and . . . this behavior stems from anticompetitive motives rather than . . . reasons that arise from vertical efficiencies.¹⁰

The Commission further finds that “empirical analysis supports the conclusion that Comcast discriminates against unaffiliated programming in favor of its own.”¹¹

Just after the order was released, counsel for Tennis Channel requested by electronic mail and telephone copies of the unredacted materials that Comcast had received from the FCC in connection with the NBC Universal order as well as other materials that were covered by the original request (such as economic materials provided by Comcast to the FCC).¹²

⁹ The Media Bureau’s requests for information from Comcast in connection with the NBC Universal proceeding are attached hereto as Ex. 3-A (May 21, 2010 letter), Ex. 3-B (information and document request enclosed with May 21, 2010 letter), Ex. 3-C (Oct. 4, 2010 letter), and Ex. 3-D (information and document request enclosed with Oct. 4, 2010 letter).

¹⁰ NBC Universal Order, Technical Appendix, at ¶ 65.

¹¹ *Id.* at ¶ 70.

¹² The Order did not exist at the time of Tennis Channel’s original document requests. It contains an analysis based on documents clearly covered by Request No. 12—documents concerning sports programming that Comcast has produced in the past two years to the government (the FCC)—and Tennis Channel thus promptly asked Comcast to produce the Order as part of a supplemented Request No. 12.

III. Comcast's Delayed and Inadequate Production

Comcast responded to Tennis Channel's initial document requests with a letter dated December 29, 2010. (Attached hereto as Ex. 2.) Comcast objected to Request 12 with boilerplate objections about relevancy, burden, confidentiality, and privilege but agreed to "conduct a reasonable search for and produce relevant documents responsive to this Request." (Ex. 2 at 16-17.) Notwithstanding this response, as document discovery draws to a close and the parties are turning to depositions and their expert reports, it has become clear that Comcast has not lived up to this commitment.

By January 20, Comcast had not produced *any* documents in response to Request No. 12, apart from a heavily-redacted set of responses to certain written interrogatories from the Commission. On that date, counsel for Tennis Channel asked counsel for Comcast by e-mail to confirm whether that was the case. The parties agreed to schedule a teleconference for January 24 to discuss this and other open discovery issues. In advance of that call, and promptly after the Commission's NBC Universal Order was released, counsel for Tennis Channel also requested documents received by Comcast from the FCC in connection with that order.

During the parties' January 24 teleconference, Tennis Channel reiterated its request for the documents described in Request No. 12 and specifically requested unredacted copies of Comcast's economic analysis submitted to the Commission in the NBC Universal proceeding, including native computer files and source data, so that its expert economist could fully evaluate the implications of the Commission's discrimination finding on this case. In particular, Tennis Channel requested access to Rovi Corporation data, which was submitted to the FCC by Comcast and was cited specifically in the Commission's analysis.

Although Comcast's counsel indicated that Comcast might seek to limit its response to information relating to Versus and the Golf Channel—*i.e.*, excluding other relevant

evidence relating to other sports networks at issue in this case—they did not object in principle to these requests. Instead, they indicated that Comcast had not yet received an unredacted version of the NBC Universal Order and that they would follow up with other Comcast attorneys who were handling the matter to discuss production of the requested material to Tennis Channel.

The parties spoke again on January 30. During that teleconference, counsel for Comcast indicated that they still had not received an unredacted version of the NBC Universal Order. On this point, Comcast's counsel committed to inform Tennis Channel's counsel as soon as the order was received. Counsel for Comcast further indicated that Comcast was still considering whether it would produce the documents it had submitted to the FCC in connection with Comcast's economic analyses in the NBC Universal transaction.

Tennis Channel continued to try to resolve this dispute—and to obtain quickly these critical documents—by correspondence and by teleconference. Tennis Channel also continued to promptly review all documents received from Comcast in order to (a) assess whether Comcast had provided any documents to the pending components of Request No. 12, including sports programming strategy documents (FCC Request 53) and (b) attempt to discern Comcast's reasons for heavily redacting the interrogatory responses (FCC Requests 6, 45, 46, 84, 85, 88).

By teleconference on the evening of February 10, counsel for Tennis Channel again noted that, because of the approaching expert report deadline, it was essential that Comcast respond promptly regarding the economic information relating to the NBC Universal transaction. Counsel for Comcast continued to stonewall, explaining that they still needed to confer with Comcast and with other law firms working on the case—despite the fact that that counsel for Tennis Channel had specifically requested it weeks earlier, on January 24, and Comcast had

committed to responding promptly in view of the quickly approaching deadline for Tennis Channel's expert reports.

Finally, on February 14, counsel for Comcast emailed counsel for Tennis Channel with a blunt refusal to produce relevant information:

- Comcast conceded that some outside attorneys for Comcast had received an unredacted copy of the NBC Universal Order, but that Comcast refused to produce it because it did not believe the Order was responsive to any of Tennis Channel's document requests and because of supposed confidentiality concerns.
- With respect to the Rovi data that Comcast had submitted to the Commission, Comcast stated that Tennis Channel should obtain a license for this data from Rovi Corporation, even though Comcast's own requests to Tennis Channel have sought a broad range of licensed third-party data—including data licensed from Nielsen Media Research and other third-party ratings providers—and Tennis Channel promptly provided that data in its document production to Comcast.
- As for its redaction of the interrogatory responses it had produced in connection with the FCC requests included within Request No. 12, Comcast stated that it had redacted Highly Confidential information that was irrelevant or required third-party consent for disclosure, and that it had already provided Tennis Channel with information relating to the Golf Channel and Versus (but apparently not Comcast's other affiliated sports networks, such as the NHL Network) and information that did not require third-party consent.

To date, Comcast has produced *no* documents in response to Tennis Channel's supplemental request relating to the NBC Universal Order and related documents. In particular, it has not produced an unredacted copy of the NBC Universal Order itself.

Nor has Comcast produced *any* of the economic data, including the Rovi data, that Comcast submitted to the FCC in connection with the NBC Universal proceeding. This information clearly falls within Request No. 12, which seeks all documents concerning sports programming or program services that Comcast had produced in the past two years in response

to a government request (here, the Commission’s request for information relevant to the NBC Universal transaction).

Further, Comcast also has failed to provide a complete production in response to other components of Tennis Channel’s original Request No. 12, which seeks documents already produced by Comcast to the Media Bureau in connection with the NBC Universal proceeding relating to Comcast’s decisionmaking regarding the distribution—and particularly tiering—of affiliated and unaffiliated networks, sports programming, and similar programming on different networks. In particular, Comcast appears to have provided only *two* documents that it identified in Comcast’s February 14 email as responsive to FCC Request 53, and only incomplete and heavily redacted documents in response to the interrogatories set forth in FCC Request Nos. 6, 46, 84, 85, and 88.¹³

Because of the expedited schedule in this proceeding, Tennis Channel asks the Presiding Judge to order an immediate and complete production of this information.

Argument

Comcast Has Failed to Provide Prompt and Complete Discovery.

In carriage complaint proceedings, “[t]he Commission staff may in its discretion order discovery limited to the issues specified by the Commission. Such discovery may include

¹³ For example, with respect to FCC Request No. 46, Comcast has redacted information relating to its reasons for launching networks in recent years. The networks as to which this purely internal information has been redacted include networks that clearly are relevant to this dispute, such as the MLB Network, Big Ten Network, ESPNU, NFL RedZone, and ESPN3D. As another example, in its response to FCC Request No. 88, Comcast has blacked out all information of substance, leaving unredacted only the column headers. In its February 14 email, Comcast indicated that it would produce a redacted version of its response to FCC Request No. 88 that would not include information for which third-party consent would be required for disclosure. This is something Comcast should already have produced, and it should be working promptly to obtain any necessary third-party consent.

answers to written interrogatories, depositions or document production.”¹⁴ Moreover, the Commission’s general rules governing hearing proceedings provide for broad discovery of relevant evidence: “A party to a Commission proceeding may request any other party . . . to produce . . . any designated documents . . . which constitute or contain evidence” regarding “any matter, not privileged, which is relevant to the hearing issues.”¹⁵

Consistent with these rules, the Media Bureau’s HDO designated this matter for hearing before the Presiding Judge with an instruction that the purpose of the hearing was to “develop a full and complete record.”¹⁶ Accordingly, the Presiding Judge issued an order providing for document discovery as well as depositions.¹⁷ The importance of allowing the parties to conduct discovery has been recognized in prior carriage complaint proceedings.¹⁸

Comcast has not provided a reasonable response with respect to Tennis Channel’s Request No. 12. Instead, it has failed to produce important materials, and the documents it has produced have been improperly redacted. Worse, despite Tennis Channel’s repeated efforts to resolve the dispute informally, Comcast has continually delayed its responses—indicating either that it would produce responsive documents or stating vaguely that it would look into doing so—

¹⁴ 47 C.F.R. § 76.7(f)(1); *see also* 47 C.F.R. § 76.1302(a) (carriage complaint proceedings are generally governed by the “the procedures specified in § 76.7 of this part”).

¹⁵ *See* 47 C.F.R. § 1.325(a); *id.* § 1.311(b). The rule on witness examinations, which applies to document discovery under Section 1.325(a), further provides that “[i]t is not ground for objection to use of these procedures that the testimony will be inadmissible at the hearing if the testimony sought appears reasonably calculated to lead to the discovery of admissible evidence.” 47 C.F.R. § 1.311(b).

¹⁶ HDO at ¶ 23.

¹⁷ Scheduling Order at 1-2.

¹⁸ *Herring Broadcasting, Inc. d/b/a WealthTV et al. v. Time Warner Cable Inc. et al.*, Memorandum Opinion and Order, MB Docket No. 08-214, File No. CSR-7709-P et al., FCC 08M-47, at ¶ 7 (rel. Nov. 20, 2008) (citing need to “develop a full and complete record and afford the parties their due process rights”).

without actually producing the documents or providing clear answers as to what it would and would not produce.

NBC Universal Order and Related Economic Analysis, Including Rovi Data. It is clearly relevant to this case that the Commission found in connection with its NBC Universal Order that “Comcast discriminates against unaffiliated programming in favor of its own.”¹⁹ The “empirical analysis” cited by the Commission²⁰ in support of this conclusion is directly on-point for the key issue in this case: whether Comcast discriminated against Tennis Channel, an unaffiliated network, in favor of its own affiliated sports networks. There is no reasonable justification for Comcast’s decision to withhold the documents relating to that analysis, which should be shared with Tennis Channel, the experts participating in this litigation, and, ultimately, the Presiding Judge. This information is especially important to the economic analysis that Tennis Channel is scheduled to submit this coming Friday.

In its February 14 email to Tennis Channel, Comcast finally made clear that it had decided to withhold the unredacted NBC Universal Order. Comcast suggested, *inter alia*, that it had concerns with confidential third-party information. But Comcast is free to seek the consent of the relevant third parties, and in fact it is obliged to do so. (Third parties can rely on Tennis Channel to safeguard confidential information; on its face, the protective order in this case has no carve-out for NBC Universal information.) Comcast also suggested that the economic information on which the Commission relied was something it was not allowed to share under its license agreement with Rovi Corporation, and that Tennis Channel could obtain the information

¹⁹ NBC Universal Order, Technical Appendix at ¶ 70; *see also id.* at ¶ 65 (“Comcast currently favors its affiliated programming in making [carriage and channel placement] decisions and . . . this behavior stems from anticompetitive motives rather than . . . reasons that arise from vertical efficiencies.”).

²⁰ *Id.* at ¶ 70.

on its own by negotiating its own license with Rovi. But Comcast has already compiled this information, it has obtained Rovi's permission to submit it to the FCC, and the FCC has relied upon it. If the consent of Rovi is necessary for Comcast to produce this critical data to Tennis Channel, after it has already produced it to the FCC, then Comcast should promptly seek that consent. The speculation that Tennis Channel could, at its own expense, obtain the same *non-public* data from Rovi through negotiating a new license agreement is no response to Comcast's obligation to produce the data promptly and without charge in this proceeding. Comcast's licensing argument is particularly specious because, as described above, Comcast's own document requests to Tennis Channel sought data that Comcast knew was licensed from third parties, such as ratings data licensed from Nielsen Media Research, and yet Tennis Channel provided that data—including data that, unlike the Rovi data at issue here, had only a tangential relationship to the issues in this case—promptly and without objection.

As explained above, all of this information is highly relevant to this case—the Commission relied upon it to find that Comcast discriminates on the basis of affiliation—and it is included within Request No. 12, which seeks *all* documents concerning sports programming produced by Comcast to a government agency within the past two years.

Other Documents Produced to FCC (FCC Request 53). Comcast has not objected in principle to the document request set forth in FCC Request 53, which was included within Tennis Channel's original Request No. 12. But it waited until February 14 to identify by Bates number only *two* responsive documents. In FCC Request 53, the Media Bureau sought *all* executive-level documents regarding Comcast's sports programming distribution strategy. Almost certainly there are more than two documents in this category, and the two documents that were produced did not implicate the third-party consent argument on which Comcast now relies.

Comcast has already gathered these documents and copying them for Tennis Channel should be a simple matter. And Comcast should include, in this and its other responses (including its responses to the Media Bureau's interrogatories) information relating to all of Comcast's affiliated sports networks—not just Versus and the Golf Channel.

Interrogatory Responses Provided to FCC. The interrogatories set forth in the original FCC requests covered by Tennis Channel's Request No. 12 are highly relevant to this case. For example, with respect to FCC Request No. 46, Comcast's asserted reasons for deciding whether to approve or deny the carriage requests of sports networks—particularly including affiliated and unaffiliated sports networks like the MLB Network—may shed light on whether Comcast applies a more favorable standard to affiliated networks than it applies to unaffiliated networks. Yet Comcast has redacted all information about the reasons it cites in support of decisions. Those reasons are purely internal and do not implicate any concerns about confidential third-party information.

Likewise, the information covered by FCC Request No. 88 is directly relevant to this case. That request pertains to recent carriage agreements in which Comcast changed the tiering of a network. Comcast's practices in adjusting a network's tier in some cases (as occurred with affiliated networks such as NHL Network) but not in other cases are at the heart of Tennis Channel's complaint. Tennis Channel is entitled to know about Comcast's agreements to change the tiering of other networks. In its February 14 email, Comcast indicated that it would produce a redacted version of its response to FCC Request No. 88 that would not include information for which third-party consent would be required for disclosure. Comcast should already have produced this version (and sought any third-party consent that it believed was necessary).

Beyond its generalized objections in its December 29 written response and its resistance to providing information relating to networks other than Versus and the Golf Channel, Comcast has not given Tennis Channel *any* specific objections to the individual FCC interrogatories (FCC Requests 6, 45, 46, 84, 85, and 88).

Furthermore, to the extent it still maintains them, Comcast's generalized objections to producing the interrogatory responses covered by Request No. 12 are patently unreasonable. Producing responses that Comcast has *already compiled and already produced to the FCC in request-by-request format* is hardly an ambiguous or difficult task. The task simply requires copying a set of interrogatory responses that have already been prepared.

Producing these responses does not raise any insurmountable difficulties relating to third-party information. Comcast so far has identified no specific third-party information covered by the FCC interrogatories that would arguably raise this concern. But it is doubtful that much of the redacted information even relates to third parties. It appears that a great deal of the redacted information is either internal Comcast information (for example, its reasons for certain carriage decisions), which Comcast plainly has the ability to disclose to Tennis Channel, or else public information (for example, whether it has changed the tiering of a network in a particular geographic area—information that is presumably well known to the subscribers of the affected systems), which Comcast is in a much better position to compile than Tennis Channel.

In any event, the protective order in this case, which Comcast accepted after taking a key drafting role, and which includes a Highly Confidential designation in addition to an ordinary Confidential designation—with corresponding restrictions on circulation of the documents—should allay any concerns on the part of Comcast and third parties. As noted above, the protective order does *not* contain a carve-out for NBC Universal information, and

Tennis Channel would honor the confidentiality of these documents as it does with all other documents produced by Comcast.

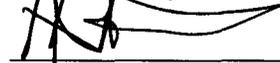
The information sought by Tennis Channel is critical to the case—and, urgently, to the drafting of expert reports, which are due within days. Tennis Channel has diligently sought to understand Comcast’s position and to resolve this matter through discussion. But Comcast has delayed articulating its position clearly, and now—late in the process (on February 14)—has sent an inadequate and almost incomprehensible e-mail addressing critical discovery issues and explaining why it will not respond. Now that it is clear that Comcast will not timely produce the requested documents, Tennis Channel is forced to file this motion.

* * *

For the reasons stated above, Tennis Channel requests that the Presiding Judge order an expedited briefing schedule on this motion and promptly issue an order requiring Comcast to produce in full the documents sought in Tennis Channel’s Document Request No. 12, as supplemented by Tennis Channel.

Tennis Channel reserves the right to re-depose any Comcast witness that may be deposed by the time Comcast produces these documents and Tennis Channel has had an opportunity to review them. Tennis Channel further reserves the right to include in its experts’ written direct testimony an analysis of the documents once Comcast produces them, and not to have its experts deposed on materials they have not had an opportunity to review.

Respectfully submitted,



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February 15, 2011

CERTIFICATE OF SERVICE

I, Leah E. Pogoriler, hereby certify that on this 15th day of February, 2011, I caused a true and correct copy of the foregoing Motion to Compel to be served by electronic mail upon:

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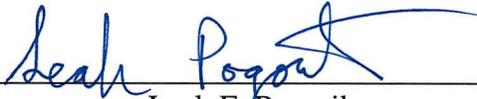
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Exhibit 1

**Before the
FEDERAL COMMUNICATIONS COMMISSION
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In the Matter of)	
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COMCAST CABLE COMMUNICATIONS, LLC)	

**DOCUMENT REQUESTS
OF THE TENNIS CHANNEL, INC.**

Pursuant to the Presiding Judge's Order, FCC 10M-22, MB Docket No. 10-204 (Dec. 9, 2010), Complainant The Tennis Channel, Inc. hereby requests that Defendant Comcast Cable Communications, LLC provide a written response and produce the documents described in Schedule A, attached, in accordance with the Definitions and Instructions contained in Schedule B, attached. The written response shall be delivered and the responsive documents produced at the offices of Covington & Burling LLP, 1201 Pennsylvania Avenue, N.W., Washington, D.C. 20004, on a rolling basis beginning no later than December 29, 2010, with all documents to be produced before January 29, 2011.



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December 17, 2010

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Schedule A
DOCUMENT REQUESTS

1. Documents sufficient to show, for Tennis Channel and each Affiliated Network, the average annual number and percentage of subscribers to each of Comcast and any other Distributor actually receiving the network.
2. All documents concerning carriage of Tennis Channel on any Comcast system that carries or during the relevant period carried Tennis Channel on a basis other than exclusively on the Sports and Entertainment Package and documents sufficient to show, for each such system, its average annual number and percentage of subscribers actually receiving Tennis Channel and whether each such system offers a Sports and Entertainment Package. This request includes documents sufficient to identify the systems referenced in paragraphs 8 and 16 of the Declaration of Madison Bond.
3. All agreements concerning your carriage of any “networks that have succeeded in obtaining broader distribution on a system-by-system basis” referenced in paragraph 17 of the Declaration of Jen Gaiski and any Unaffiliated Sports Network that you carry on any basis other than exclusively in your Sports and Entertainment Package, documents sufficient to show the systems carrying each such network and the average annual number and percentage of Comcast subscribers actually receiving the network on each such system, and all documents reflecting Comcast’s analysis regarding such carriage.
4. All documents reflecting or constituting discussions or analysis regarding carriage of or acquisition of a financial interest in Tennis Channel or any Affiliated Network, including carriage of any such network in a particular tier or package or at a particular level of penetration and the effects or possible effects of any such carriage. This request includes documents concerning the alleged “benefits” described in paragraphs 115 and 118 of Comcast’s Answer.
5. All documents concerning the similarities, differences, or competition among (a) Tennis Channel and one or more other program services; or (b) any Affiliated Network and one or more other program services.
6. All documents concerning inquiries to or from any Comcast system, regional, or corporate personnel concerning carriage of Tennis Channel or any of the Affiliated Networks, including documents that address carriage of any such network in any particular tier or package. This request includes all documents related to the Channel Change Requests and other communications referenced in paragraph 9 of the Declaration of Jen Gaiski and in paragraphs 15 and 16 of the Declaration of Madison Bond.
7. Documents sufficient to show, for each year since January 1, 2005, the total advertising revenues of each Affiliated Network, the one hundred (100) advertisers from which each Affiliated Network received the highest amount of revenues, and the amount of revenues received from each such advertiser by each Affiliated Network. This request includes all documents, including written responses, submitted in response to FCC Request 92.

8. All documents concerning tennis programming that any Affiliated Network carried or sought to carry.

9. All documents reflecting communications with any Distributor referring to carriage of any Affiliated Network and carriage of any other network.

10. All agreements concerning distribution of any Affiliated Network or any programming of any Affiliated Network by any Distributor, including by Internet or other non-cable distribution methods. This request includes agreements reflecting the “significant incentives” referenced in paragraph 53 of Comcast’s Answer that Comcast alleges “VERSUS and Golf Channel offered . . . to Comcast and other MVPDs” and agreements provided to a government agency or official in response to FCC Requests 67 and 69.

11. All documents reflecting reasons that any Distributor declined to distribute any Affiliated Network at the level of distribution requested or desired by Comcast or the Affiliated Network.

12. All documents concerning sports programming or program services produced in the twenty-four (24) months preceding your response to this request in response to a government request, including non-public versions of Comcast’s responses to the following FCC Requests: 6, 45, 46, 53, 84, 85, and 88.

Schedule B
DEFINITIONS AND INSTRUCTIONS¹

1. “Affiliated Networks” means Versus, the Golf Channel, the MLB Network, NBA TV, the NHL Network, the U.S. Olympic Channel, Comcast Sports Southwest, Comcast SportsNet California, Comcast SportsNet Mid-Atlantic, Comcast SportsNet New England, Comcast SportsNet Northwest, Comcast SportsNet Philadelphia, Cable Sports Southeast, Comcast SportsNet Bay Area, The Mtn., Comcast SportsNet Chicago, SportsNet New York, their predecessors (including the “Outdoor Life Network”) and successors, any affiliated, related, or co-branded program services (including video-on-demand and other linear and non-linear program services), and any other program services in which Comcast holds a financial interest that broadcast programming relating to sporting events.
2. “Agreement” means any contract, partnership agreement, joint venture agreement, cooperation agreement, letter agreement, memorandum of understanding, term sheet, or other contractual arrangement or non-contractual understanding, whether formal or informal and whether bilateral or multilateral.
3. “Analysis” means any study, evaluation, examination, investigation, assessment, presentation, discussion, appraisal, estimation, consideration, opinion, plan, proposal, or prediction, whether formal or informal and whether shared with anyone other than the author or not.
4. “Comcast,” “You,” and “Your” mean Comcast Corp., Comcast Cable Communications, LLC, the entities that operate the Affiliated Networks, and all of their present or former partners, directors, officers, employees, agents, attorneys, servants, parents, subsidiaries, affiliates and any other person or entity acting on their behalf or for their benefit.
5. “Concerning” means referring to, relating to, regarding, constituting, describing, discussing, analyzing, or evidencing.
6. “Distributor” means any entity that distributes, distributed, or plans to distribute video programming to consumers, including MVPDs.
7. “Document” means anything that contains information and which is in Your possession, custody or control. For purposes of these requests, the term “Document” has the broadest meaning permissible and includes emails, papers (whether handwritten or typed), memoranda, correspondence, notes, calendar entries, diaries, photographs, presentations, reports, receipts, invoices, ledger entries, microfilm, microfiche, and computer printouts, cards, tape recordings, disks, and other sources of electronically or magnetically

¹ The definitions apply regardless of whether the defined term is capitalized in a request.

maintained information. A draft or non-identical copy is a separate document within the meaning of this term.

8. "FCC Request" means a request included in the May 21, 2010 "Information and Discovery Request for Comcast Corporation" or the October 4, 2010 "Second Information and Document Request for Comcast Corporation" sent by the Chief of the Media Bureau of the Federal Communications Commission to your counsel in connection with MB Docket No. 10-56.
9. "Tennis Channel" means the program service known as Tennis Channel that you carry on your cable systems pursuant to the 2005 affiliation agreement between you and The Tennis Channel, Inc., any non-linear content (including video on demand content) associated with that program service, and any content that is, was, or was at any time contemplated to be included in that program service's schedule.
10. "MVPD" has the meaning described to the term "multichannel video programming distributor" in 47 U.S.C. § 522(13). For the avoidance of doubt, all Comcast entities that qualify as MVPDs under 47 U.S.C. § 522(13) are included.
11. "Person" means any natural person, including (a) an employee or former employee, (b) any business entity including corporations, partnerships, proprietorships, groups, associations, or organizations, (c) any governmental entity and any department, agency, bureau, or other subdivision thereof, and (d) any agent or former agent of any of the foregoing.
12. "Sports and Entertainment Package" means the collection of linear programming channels that you market to consumers under the name "Sports and Entertainment Package" or under any other term that a reasonable consumer would understand to identify a collection of channels that predominantly offer programming relating to athletics and sporting events.
13. "Unaffiliated Sports Network" means any program service in which Comcast does not hold a financial interest and that provides substantial programming relating to sporting events.
14. The "Relevant Period" for the purpose of these requests is, for each network carried by Comcast, the period commencing twenty-four (24) months prior to the first date on which any Comcast system carried the programming of such network and continuing through the date of your response. For networks not carried by Comcast or for requests that do not concern any network, the "Relevant Period" is the period commencing on January 1, 2008 and continuing through the date of your response. Unless otherwise specifically set forth herein, this document request calls for the production of all documents in your possession, custody, or control that were authored, compiled, generated, possessed, prepared, read, received, recorded, referred to, reviewed, sent to or by, transmitted, utilized, or written by or on behalf of you, during the Relevant Period.
15. The terms "and" and "or" shall be construed both disjunctively and conjunctively as necessary to bring within the scope of the discovery request all responses that might

otherwise be construed to be outside of its scope. The use of the singular form of any word includes the plural and vice versa.

16. "Includes" or "including" shall be construed as "includes, without limitation" or "including, without limitation," so that each request shall be construed broadly, rather than narrowly, to bring within the scope of each request all responses that might otherwise be construed to be outside its scope.
17. In producing documents, all documents that are physically attached to each other shall be produced in that form. Documents that are segregated or separated from other documents, whether by inclusion in binders, files or sub-files, or by the use of dividers, tabs or any other method, shall be produced in that form. Documents shall be produced in the order in which they were maintained.
18. This is a continuing request. You are requested to promptly produce all responsive documents discovered, created, or that come into your possession at any time before the conclusion of this proceeding, regardless of whether the documents were included in your initial production and regardless of whether the documents were discovered or created or came into your possession outside of the Relevant Period.
19. If any document or any portion thereof responsive to any document request is withheld from production, including on the grounds of attorney-client privilege or the work-product doctrine, state: (a) the nature of the privilege or other basis for withholding the document, including information sufficient to evaluate the claim; (b) the type of document; (c) the general subject matter of the document; (d) the date of the document; and (e) such other information sufficient to identify the document, including, as appropriate, (i) the author of the document; (ii) the addressee(s) of the document and any other recipient(s) shown in the document; and (iii) when not apparent, the relationship of the author, addressee(s), and recipient(s) to each other. You shall supply this information at the same time you produce the documents responsive to these requests, or within a reasonable time thereafter.
20. If a document contains both privileged and non-privileged material, you shall disclose the non-privileged material to the fullest extent possible without thereby disclosing the privileged material. If a privilege is asserted with regard to part of the material contained in a document, you shall clearly indicate the portions for which the privilege is claimed.
21. If any document or any portion thereof responsive to any document request has been discarded, destroyed or redacted in whole or in part, state: (a) the date of the discard, destruction or redaction; (b) the reason for the discard, destruction or redaction; (c) the person who discarded, destroyed or redacted the document; and (d) if discarded or completely destroyed, the files where the document was maintained prior to its destruction.
22. If you object to any request below or any part thereof, you shall, no later than December 29, 2010, identify the request or part thereof to which you object, state with specificity all

grounds for the objection, and respond to any portion of the request to which you do not object.

23. If you object to any request below on the grounds that the request is ambiguous, overly broad, or unduly burdensome, you shall produce documents responsive to that request as narrowed to the least extent necessary, in your judgment, to render that request not ambiguous, overly broad, or unduly burdensome, and you shall, no later than December 29, 2010, state specifically in writing the extent to which you have narrowed that request for purposes of your response.

CERTIFICATE OF SERVICE

I, Robert M. Sherman, hereby certify that on this seventeenth day of December, 2010, I caused a true and correct copy of the foregoing Document Requests of The Tennis Channel, Inc. to be served by first class mail, postage prepaid, upon:

Michael P. Carroll
David B. Toscano
Edward N. Moss
Davis Polk & Wardwell LLP
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New York, New York 10017

James L. Casserly
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Gary Oshinsky
Investigations and Hearings Division, Enforcement Bureau
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Investigations and Hearings Division, Enforcement Bureau
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325



Robert M. Sherman

Exhibit 2

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

In the Matter of)	
)	
The Tennis Channel, Inc.,)	MB Docket No. 10-204
Complainant)	File No. CSR-8258-P
v.)	
Comcast Cable Communications, LLC,)	
Defendant)	

**DEFENDANT’S RESPONSES AND OBJECTIONS
TO COMPLAINANT’S DOCUMENT REQUESTS**

Pursuant to 47 C.F.R. § 1.325(a)(2), Comcast Cable Communications, LLC (“Comcast”), makes the following responses and objections to Document Requests (the “Requests” and each request individually, a “Request”) of The Tennis Channel, Inc. (“TTC”), served on December 17, 2010. The responses and objections contained herein, and any information produced pursuant to the Requests, are made without in any way waiving or intending to waive, but on the contrary reserving and intending to reserve:

1. The right to object on any ground (e.g., competency or relevance) to the admissibility as evidence for any purpose of any of the information produced in response to the Requests.
2. The right to object on any ground at any time to a demand for further response or additional requests.
3. The right at any time to revise, supplement, correct, or add to these objections and responses, and to revise, supplement, correct or add to any production of information made pursuant to future responses.

GENERAL OBJECTIONS

1. Comcast objects to the Requests to the extent that they demand documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. To the extent that such documents are inadvertently produced in response to the Requests, the production of such documents shall not constitute a waiver of Comcast's right to assert the applicability of any privilege or immunity to the documents, and any such document will be subject to return on demand.

2. Comcast objects to the Requests to the extent that they are overly broad and unduly burdensome.

3. Comcast objects to the Requests to the extent that they demand documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

4. Comcast objects to the Requests to the extent that they are vague, ambiguous and/or incomprehensible.

5. Comcast objects to the Requests to the extent that they demand documents that are not within Comcast's possession, custody or control, or are equally available to TTC.

6. Comcast objects to the Requests on the ground that they demand confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality.

7. Comcast objects to the Requests to the extent that they seek to impose discovery obligations on Comcast broader than, or inconsistent with, those set forth in any applicable law, rule, regulation or order.

8. Comcast objects to the Requests to the extent that they demand documents from any affiliate (including without limitation any future affiliate) that does not qualify as a Designating Party under the Protective Order signed by Chief Administrative Law Judge Sippel on December 20, 2010.

9. Comcast objects to the Requests to the extent that they purport to demand documents from any entity that becomes an affiliate of Comcast after the date of service of these Responses and Objections.

10. Comcast objects to the Requests on the ground that due to their compound nature, TTC has exceeded the agreed-upon limit of twelve Requests.

11. Any statement by Comcast to the effect that it will produce documents responsive to any individual Request should not be construed to mean that any responsive documents exist.

12. All General Objections apply to each individual Request without reiteration in the specific response thereto. Reference to a General Objection in a response is not intended to be, and shall not be deemed to be, a waiver of applicability of that or any other General Objection to any Request.

OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS

A. Comcast objects to the “Definitions and Instructions” to the extent that they impose obligations beyond those imposed by applicable laws, rules, regulations and orders.

B. Comcast objects to Definition No. 1 as overly broad, unduly burdensome, vague and ambiguous, and further objects to the extent that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence. Comcast construes “Affiliated Networks” to mean Versus (formerly known as the Outdoor Life Network) and Golf Channel.

C. Comcast objects to Definition Nos. 2 and 3 as vague, ambiguous, overly broad and unduly burdensome.

D. Comcast objects to the definitions of “Comcast,” “You,” and “Your” in Definition No. 4 as overly broad and unduly burdensome, including without limitation to the extent that they include persons and entities that have no connection to this matter. Comcast further objects to the definitions of “Comcast,” “You,” and “Your” to the extent that the definition includes outside counsel for Comcast in this case.

E. Comcast objects to Definition No. 6 as vague, ambiguous, overly broad and unduly burdensome. Comcast further objects to the definition to the extent it is premised on information not in Comcast's possession, custody or control. Comcast construes distributor to mean a multichannel video programming distributor (“MVPD”).

F. Comcast objects to Definition No. 7 as vague, ambiguous, overly broad and unduly burdensome. Comcast further objects to the definition to the extent that it seeks to impose discovery obligations on Comcast broader than, or inconsistent with, those set forth in any applicable law, rule, regulation or order.

G. Comcast objects to Definition No. 9 as vague, ambiguous, overly broad and unduly burdensome. Comcast further objects to the definition to the extent it is premised on information not in Comcast's possession, custody or control.

H. Comcast objects to Definition No. 11 as internally inconsistent and incomprehensible.

I. Comcast objects to Definition No. 12 as vague, ambiguous, indeterminate, overly broad and unduly burdensome. Comcast further objects to the definition to the extent it is premised on information not in Comcast's possession, custody or control.

J. Comcast objects to Definition No. 13 as vague and ambiguous.

K. Comcast objects to Definition No. 14 as overly broad, unduly burdensome, not reasonably calculated to lead to the discovery of admissible evidence, and unworkable, including without limitation to the extent that it seeks documents covering disparate timeframes. Comcast further objects to the definition to the extent that it is premised on information not in Comcast's possession, custody or control. In addition, Comcast objects to the definition to the extent that it requires Comcast to produce information that is protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity.

L. Comcast objects to Definition No. 16 as vague and ambiguous. Comcast further objects to the definition to the extent that it seeks to impose

discovery obligations on Comcast broader than, or inconsistent with, those set forth in any applicable law, rule, regulation or order.

M. Comcast objects to Instruction No. 17 on the ground that Comcast intends to produce documents in electronic form.

N. Comcast objects to Instruction No. 19 to the extent that it seeks to impose discovery obligations on Comcast broader than, or inconsistent with, those set forth in any applicable law, rule, regulation or order.

O. Comcast objects to Instruction No. 21 on the ground that it is unduly burdensome. Comcast further objects to the instruction to the extent that it seeks to impose discovery obligations on Comcast broader than, or inconsistent with, those set forth in any applicable law, rule, regulation or order.

P. Comcast objects to Instruction No. 22 to the extent that it is inconsistent with the Order signed by Chief Administrative Law Judge Sippel on December 9, 2010, or any other applicable law, rule, regulation or order.

Q. All Objections to Definitions and Instructions apply to each individual Request without reiteration in the response thereto. Reference to the Objections to Definitions and Instructions in a response is not intended to be, and shall not be deemed to be, a waiver of applicability of that or any other Objection to Definitions and Instructions to any Request.

R. Any use by Comcast of a defined term contained in a Request for the purposes of responding to the Request does not constitute a waiver of this or any other objection.

SPECIFIC RESPONSES AND OBJECTIONS

REQUEST NO. 1: Documents sufficient to show, for Tennis Channel and each Affiliated Network, the average annual number and percentage of subscribers to each of Comcast and any other Distributor actually receiving the network.

OBJECTIONS AND RESPONSE TO REQUEST NO. 1: Comcast

objects to Request No. 1 as vague and ambiguous. Comcast further objects to the Request as overly broad and unduly burdensome. In addition, Comcast objects to the Request to the extent that it demands documents that are not within Comcast's possession, custody, or control. Comcast also objects to this Request to the extent that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality.

Subject to and without waiving these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce, contingent on the consent, to the extent required, of third parties: (a) responsive documents relating to carriage of Golf Channel and Versus on the eight largest MVPDs, and (b) responsive documents relating to carriage of TTC on Comcast.

REQUEST NO. 2: All documents concerning carriage of Tennis Channel on any Comcast system that carries or during the relevant period carried Tennis Channel on a basis other than exclusively on the Sports and Entertainment Package and documents sufficient to show, for each such system, its average annual number and percentage of subscribers actually receiving Tennis Channel and whether

each such system offers a Sports and Entertainment Package. This request includes documents sufficient to identify the systems referenced in paragraphs 8 and 16 of the Declaration of Madison Bond.

OBJECTIONS AND RESPONSE TO REQUEST NO. 2: Comcast objects to Request No. 2 as overly broad, unduly burdensome, vague and ambiguous. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity.

Subject to and without waiving these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce documents responsive to this Request.

REQUEST NO. 3: All agreements concerning your carriage of any “networks that have succeeded in obtaining broader distribution on a system-by-system basis” referenced in paragraph 17 of the Declaration of Jen Gaiski and any Unaffiliated Sports Network that you carry on any basis other than exclusively in your Sports and Entertainment Package, documents sufficient to show the systems carrying each such network and the average annual number and percentage of Comcast subscribers actually receiving the network on each such system, and all documents reflecting Comcast’s analysis regarding such carriage.

OBJECTIONS AND RESPONSE TO REQUEST NO. 3: Comcast objects to Request No. 3 as overly broad, unduly burdensome, vague and ambiguous. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third

party or otherwise compromise a third party's interest in the information or its confidentiality.

Subject to and without waiving these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce documents responsive to this Request, contingent on the consent, to the extent required, of third parties.

REQUEST NO. 4: All documents reflecting or constituting discussions or analysis regarding carriage of or acquisition of a financial interest in Tennis Channel or any Affiliated Network, including carriage of any such network in a particular tier or package or at a particular level of penetration and the effects or possible effects of any such carriage. This request includes documents concerning the alleged "benefits" described in paragraphs 115 and 118 of Comcast's Answer.

OBJECTIONS AND RESPONSE TO REQUEST NO. 4: Comcast objects to Request No. 4 as overly broad, unduly burdensome, vague and ambiguous. Comcast also objects to this Request to the extent that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. Comcast also objects to this Request to the extent that it demands documents which are equally available to TTC. In addition, Comcast objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity.

Subject to and without waiving these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce responsive documents, contingent on the consent, to the extent required, of third parties, relating to: (a) carriage of or acquisition of a financial interest in TTC, (b) acquisition by Comcast or any other MVPD of a financial interest in Golf Channel or Versus, and (c) the benefits that TTC has received due to carriage on Comcast's sports tier.

REQUEST NO. 5: All documents concerning the similarities, differences, or competition among (a) Tennis Channel and one or more other program services; or (b) any Affiliated Network and one or more other program services.

OBJECTIONS AND RESPONSE TO REQUEST NO. 5: Comcast objects to Request No. 5 as overly broad, unduly burdensome, vague and ambiguous. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. Comcast also objects to this Request on the ground that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence. Comcast further objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity.

Subject to and without waiving these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will

conduct a reasonable search for and produce responsive documents regarding competition between TTC and one or more other programmers.

REQUEST NO. 6: All documents concerning inquiries to or from any Comcast system, regional, or corporate personnel concerning carriage of Tennis Channel or any of the Affiliated Networks, including documents that address carriage of any such network in any particular tier or package. This request includes all documents related to the Channel Change Requests and other communications referenced in paragraph 9 of the Declaration of Jen Gaiski and in paragraphs 15 and 16 of the Declaration of Madison Bond.

OBJECTIONS AND RESPONSE TO REQUEST NO. 6: Comcast objects to Request No. 6 as overly broad, unduly burdensome, vague and ambiguous. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. Comcast also objects to this Request on the ground that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to, and without waiving, these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce documents responsive to this Request that relate to Golf Channel, Versus and TTC.

REQUEST NO. 7: Documents sufficient to show, for each year since January 1, 2005, the total advertising revenues of each Affiliated Network, the one hundred (100) advertisers from which each Affiliated Network received the highest

amount of revenues, and the amount of revenues received from each such advertiser by each Affiliated Network. This request includes all documents, including written responses, submitted in response to FCC Request 92.

OBJECTIONS AND RESPONSE TO REQUEST NO. 7: Comcast objects to Request No. 7 as overly broad, unduly burdensome, vague and ambiguous. Comcast further objects to the Request to the extent that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. In addition, Comcast objects to the Request to the extent that it demands documents that are not within Comcast's possession, custody, or control. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. Comcast also objects to this Request on the ground that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to, and without waiving, these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce relevant documents responsive to this Request that relate to Golf Channel and Versus, contingent on the consent, to the extent required, of third parties.

REQUEST NO. 8: All documents concerning tennis programming that any Affiliated Network carried or sought to carry.

OBJECTIONS AND RESPONSE TO REQUEST NO. 8: Comcast objects to Request No. 8 as overly broad, unduly burdensome, vague and ambiguous, including without limitation on the ground that the term “tennis programming” is undefined. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party’s interest in the information or its confidentiality. In addition, Comcast objects to the Request to the extent that it demands documents or requires information that is not within Comcast’s possession, custody, or control. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. Comcast further objects to this Request to the extent that it demands any documents which are equally available to TTC. Comcast further objects to this Request on the ground that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to, and without waiving, these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce documents responsive to this Request that relate to Golf Channel and Versus, contingent on the consent, to the extent required, of third parties.

REQUEST NO. 9: All documents reflecting communications with any Distributor referring to carriage of any Affiliated Network and carriage of any other network.

OBJECTIONS AND RESPONSE TO REQUEST NO. 9: Comcast objects to Request No. 9 as overly broad, unduly burdensome, vague and ambiguous. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. In addition, Comcast objects to the Request to the extent that it demands documents that are not within Comcast's possession, custody, or control. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. Comcast also objects to this Request to the extent that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 10: All agreements concerning distribution of any Affiliated Network or any programming of any Affiliated Network by any Distributor, including by Internet or other noncable distribution methods. This request includes agreements reflecting the "significant incentives" referenced in paragraph 53 of Comcast's Answer that Comcast alleges "VERSUS and Golf Channel offered . . . to Comcast and other MVPDs" and agreements provided to a government agency or official in response to FCC Requests 67 and 69.

OBJECTIONS AND RESPONSE TO REQUEST NO. 10: Comcast objects to Request No. 10 as overly broad, unduly burdensome, vague and ambiguous. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing

information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. In addition, Comcast objects to the Request to the extent that it demands documents that are not within Comcast's possession, custody, or control. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. Comcast further objects to this Request to the extent that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to, and without waiving, these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce carriage agreements between Golf Channel or Versus, on the one hand, and the eight largest MVPDs, on the other hand, contingent on the consent, to the extent required, of third parties.

REQUEST NO. 11: All documents reflecting reasons that any Distributor declined to distribute any Affiliated Network at the level of distribution requested or desired by Comcast or the Affiliated Network.

OBJECTIONS AND RESPONSE TO REQUEST NO. 11: Comcast objects to Request No. 11 as overly broad, unduly burdensome, vague and ambiguous. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. In addition, Comcast objects to the Request

to the extent that it demands documents that are not within Comcast's possession, custody, or control. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege and/or immunity. Comcast also objects to this Request to the extent that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to, and without waiving, these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce responsive documents relating to Golf Channel or Versus, on the one hand, and the eight largest MVPDs, on the other hand, contingent on the consent, to the extent required, of third parties.

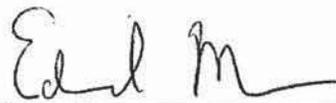
REQUEST NO. 12: All documents concerning sports programming or program services produced in the twenty-four (24) months preceding your response to this request in response to a government request, including non-public versions of Comcast's responses to the following FCC Requests: 6, 45, 46, 53, 84, 85, and 88.

OBJECTIONS AND RESPONSE TO REQUEST NO. 12: Comcast objects to Request No. 12 as overly broad, unduly burdensome, vague and ambiguous. Comcast further objects to the Request on the ground that it demands confidential documents, including without limitation documents containing information whose disclosure could result in the violation of a contractual obligation to any third party or otherwise compromise a third party's interest in the information or its confidentiality. Comcast also objects to the Request to the extent that it demands documents protected from disclosure by the attorney-client privilege, the work product doctrine or any other legally recognized privilege

and/or immunity. Comcast also objects to this Request to the extent that it demands documents that are neither relevant to the claims or defenses of either party nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to, and without waiving, these Specific Objections, the General Objections and the Objections to Definitions and Instructions, Comcast will conduct a reasonable search for and produce relevant documents responsive to this Request.

Dated: New York, New York
December 29, 2010

By: 

Michael P. Carroll
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*Attorneys for Defendant Comcast
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To: Stephen A. Weiswasser
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1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Attorneys for Complainant The Tennis Channel, Inc.

CERTIFICATE OF SERVICE

I, Jonathan L. Adler, hereby certify that on December 29, 2010, I served a true and correct copy of Defendant's Responses and Objections to Complainant's Document Requests on the following individuals by electronic mail:

Stephen A. Weiswasser
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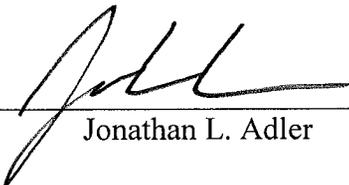

Jonathan L. Adler

Exhibit 3-A



Federal Communications Commission
Washington, D.C. 20554

May 21, 2010

Via U.S. Mail and Electronic Mail

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

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

Dear Messrs. Hammer, Casserly, Hurwitz and Bell:

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

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

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

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

³ 47 U.S.C. § 310(d).

⁴ 47 U.S.C. § 308(b).

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

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

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

Sincerely,

/s/

William T. Lake
Chief, Media Bureau

Enclosure

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

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

Exhibit 3-B

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Definitions

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

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

11. The term “Broadcast Programming” refers to television broadcasts distributed free over the air or pursuant to must-carry or retransmission consent on MVPDs.
12. The term “Broadcast Programming Network” means without limitation network video programming delivered simultaneously to two or more Broadcast Television Stations.
13. The term “Broadcast Television Station” means a station in the television broadcast band transmitting simultaneous visual and aural signals intended to be received by the public.
14. The term “Cable System” means a facility consisting of a set of closed transmission paths and associated signal generation, reception, and control equipment that is designed to provide cable service which includes Video Programming and which is provided to multiple subscribers within a community, as defined in Section 76.5 of the Commission’s rules.
15. The term “Cluster” means commonly owned or managed Cable Systems in close proximity that are operated on an integrated basis through the use of common personnel, marketing, or shared use of technical facilities.
16. The term “DBS” means direct broadcast satellite.
17. The term “Designated Market Area” or “DMA” means unique, county-based geographic areas designated by The Nielsen Company.
18. The term “discussing” when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.
19. The term “documents” means all computer files and written, recorded, and graphic materials of every kind in the possession, custody, or control of the Company. The term “documents” includes without limitation drafts of documents, copies of documents that are not identical duplicates of the originals, and copies of documents the originals of which are not in the possession, custody, or control of the Company. In addition, the term “documents” includes without limitation any amendments, side letters, appendices, or attachments. The term “computer files” includes without limitation information stored in, or accessible through, computer or other information retrieval systems. Thus, the Company should produce documents that exist in machine-readable form, including documents stored in personal computers, portable computers, workstations, minicomputers, mainframes, servers, backup disks and tapes and archive disks and tapes, and other forms of offline storage, whether on or off the Company’s premises. Electronic mail messages should also be provided, even if only available on backup or archive tapes or disks. Computer files shall be printed and produced in hard copy or produced in machine-readable form (provided that Commission staff determine prior to submission that it would be in a format that allows the Commission to use the computer files), together with instruction and all other materials necessary to use or interpret the data. Unless otherwise specified, the term “documents” excludes bills of lading, invoices, purchase orders, customs declarations, and other similar documents of a purely

transactional nature and also excludes architectural plans and engineering blueprints. Where more than one identical copy of a requested document exists, the Company shall only submit one representative copy.

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

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

Instructions

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

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

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

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

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

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

Exhibit 3-C



Federal Communications Commission
Washington, D.C. 20554

October 4, 2010

Via U.S. Mail and Electronic Mail

Michael H. Hammer, Esquire
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, DC 20006

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

Dear Mr. Hammer:

On January 28, 2010, Comcast Corporation (“Comcast”), General Electric Company (“GE”), and NBC Universal, Inc. (“NBCU” and, together with Comcast and GE, the “Applicants”) jointly submitted applications to the Commission seeking consent to assign and transfer control of certain broadcast, broadcast auxiliary, satellite earth station, and private land mobile and private fixed microwave licenses to a new limited liability company that would constitute a joint venture of GE and Comcast.¹ In order for the Commission to review the Application and make the necessary public interest findings under section 310(d) of the Communications Act of 1934, as amended (the “Act”),² by letter dated May 21, 2010, we required that Comcast submit additional information, documents and clarifications of certain matters discussed in the Application. Therein, we noted that, if necessary, we would follow up with additional requests for information and documents. By this letter, we hereby request that Comcast provide such information and documents, as specified in the enclosed Second Information and Document Request.

Accordingly, pursuant to section 308(b) of the Act,³ we request that Comcast provide written responses and supporting documentation for each request set forth in the enclosed Second Information and Document Request and, where appropriate, amend the Application to reflect such responses. Information and documents called for by the requests, as well as narrative responses, should be grouped based on the request to which they are responsive. All such materials shall be so marked and shall be separated from responses to other requests submitted in accordance with the instructions provided in the enclosure. Comcast’s responses, in both electronic and paper form, should be received no later than **October 18, 2010**.

Comcast’s responses, in both electronic and paper form, should be filed with Marlene H. Dortch, Secretary, FCC, under reference number MB Docket No. 10-56. For any responses that contain confidential or proprietary information, please follow the filing instructions set forth in the Protective Orders.⁴ For all hand deliveries pertaining to the Protective Orders, please call Vanessa Lemmé (202-

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

² 47 U.S.C. § 310(d).

³ 47 U.S.C. § 308(b).

⁴ *See Applications of Comcast Corporation, General Electric Company, and NBC Universal Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Protective Order, 25 FCC Rcd 2133 (MB 2010) at ¶ 14; *see also*

418-2611) to schedule receipt of hand delivery or, in her absence, Marcia Glauber (202-418-7046). Responses that are submitted on paper that do not contain confidential or proprietary information should be filed in accordance with the instructions set forth in the March 18, 2010 Public Notice.⁵ For responses filed electronically, please coordinate with Commission staff, or designated information technology personnel, to ensure that any responsive electronic records are submitted to the Commission in a technological format that is compatible with Commission Summation database system and are processed and organized in a manner that is acceptable to the Commission.

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

Sincerely,

/s/

William T. Lake
Chief, Media Bureau

Enclosure

Applications of Comcast Corporation, General Electric Company, and NBC Universal Inc. for Consent to Assign Licenses or Transfer Control of Licensees, Second Protective Order, 25 FCC Rcd 2140 (MB 2010) at ¶ 15.

⁵ See *Commission Seeks Comment on Applications of Comcast Corporation, General Electric Company, and NBC Universal Inc., to Assign and Transfer Control of FCC Licenses*, Public Notice, 25 FCC Rcd 2651 (2010).

Exhibit 3-D

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

I. Instructions and Definitions

We incorporate herein by reference the instructions and definitions contained in the initial Information and Discovery Request dated May 21, 2010, as revised by letter dated June 3, 2010, and in subsequent clarifying discussions with Commission staff. Moreover, as subsequently discussed with staff, the responses and documents must be submitted both in paper and electronic form, the latter in a manner that is fully compatible with the Commission's Summation software database. To the extent that Comcast contends that any of the documents or information requested below reflects Highly Confidential material that does not fall within the specific categories of such materials outlined in the Second Protective Order in this Docket, it should submit a letter requesting Highly Confidential treatment of such materials, and explaining why such treatment is warranted.

II. Information and Documents Requested

65. Provide the Company's two most recent agreements, including all attachments and amendments thereto, for distribution of each Regional Sports Network in all markets to the following entities: Time Warner Cable ("TWC"), DIRECTV, DISH, Cox, Charter, Cablevision, Bright House, Mediacom, CableOne, Wide Open West, RCN, Verizon and AT&T.
66. Provide the Company's two most recent agreements with each of the following entities, including all attachments and amendments thereto, related to each entity's distribution of "E!": TWC, DIRECTV, DISH, Cox, Charter, Cablevision, Bright House, Mediacom, CableOne, Wide Open West, RCN, Verizon and AT&T.
67. Provide the Company's two most recent agreements with each of the following entities, including all attachments and amendments thereto, related to each entity's distribution of the Golf Channel: TWC, DIRECTV, DISH, Cox, Charter, Cablevision, Bright House, Mediacom, CableOne, Wide Open West, RCN, Verizon and AT&T.
68. Provide the Company's two most recent agreements with each of the following entities, including all attachments and amendments thereto, related to each entity's distribution of Style: TWC, DIRECTV, DISH, Cox, Charter, Cablevision, Bright House, Mediacom, CableOne, Wide Open West, RCN, Verizon and AT&T.
69. Provide the Company's two most recent agreements with each of the following entities, including all attachments and amendments thereto, related to each entity's distribution of Versus: TWC, DIRECTV, DISH, Cox, Charter, Cablevision, Bright House, Mediacom, CableOne, Wide Open West, RCN, Verizon and AT&T.
70. Provide the Company's two most recent agreements with each of the following entities, including all attachments and amendments thereto, related to each entity's distribution of Sprout: TWC, DIRECTV, DISH, Cox, Charter, Cablevision, Bright House, Mediacom, CableOne, Wide Open West, RCN, Verizon and AT&T.

71. Describe in detail any plans the Company's has to deploy broadband service to unserved and/or underserved areas.
72. Describe in detail all the Company's subscriber acquisition plans related to the Fisher Communications dispute. In addition, provide all e-mails, correspondence and other documents related to the related to the dispute, including, but not limited to, all e-mails, if any, that Comcast sent to Fisher Communications related to <http://www.onlycharlieknows.com>. Also provide the number of visitors to that website that were redirected to the Company's website during the dispute.
73. With regard to Exhibits 4.1(a)-4.7(g) submitted in response to the May 21, 2010 Information and Discovery Request, provide all available data from June 2005 through the most recent date for which data is available. Also, provide this data at the zip code, sub region, entity and DMA level of specificity, as available. In addition, with regard to Exhibit 3.2, provide the Comcast entity identification number for each zip code.
74. Provide Project Cavalry deployment data for each market by month from the initial deployment to the present, including newly deployed homes for each month, as well as the cumulative totals of deployed homes in each DMA by month. Also, provide any internal analyses of customer losses, increased call center volumes, or other such incidents related to Cavalry deployment.
75. Provide a detailed description of all factors that caused the expansion of the Company's footprint in Eugene and Portland, Oregon, between January 2009 and June 2009 ("Expansion"), including, but not limited to, an explanation of the reason why Comcast's footprint grew at a faster rate during the period of Expansion than during the months prior to January 2009 and after June 2009. Explain whether any new nodes were added during the Expansion and, if so, identify the locations of homes passed added to the Comcast footprint. Describe in detail whether the increase in footprint size during the Expansion was a planned expansion or was a response to changes in market competition. Provide all e-mails, correspondence and other documents, as well as data related to these issues.
76. Provide all data related to the extent of competitor overbuilding within the Company's footprint, expressing the data at the zip code, entity and DMA level of specificity, as the percentage of homes passed by each competing firm. To the maximum extent possible, organize and provide this data by competing firms, which should include, without limitation, any successors in interest to former Regional Bell Operating Companies, RCN, and WOW. Provide this data by month from 2004 to the most recent date for which such data is available.
77. Describe, with particularity, the HITS service, including, but not limited to, the nature and extent of Comcast's participation in the selection and configuration of the programming lineups of MVPDs not affiliated with Comcast that use the service.
78. Describe the operation of the Company's managed services, including PPV, VOD, and video delivery (DLC) services (and any others provided by CMC and iNDemand to other MVPDs. For each service, describe how it is sold, who pays for it (the MVPD, or the subscriber, or the network) and in what manner, and who must arrange for the license (the MVPD or Comcast).

79. Explain the advantages the Company's service provides over competing services that would cause an MVPD to choose to utilize the Company's services instead of providing the services itself.
80. Identify the Company's competitors in the managed services market. Provide data on the number of total systems served by the Company and each competitor, as well as the number of households and respective market shares of each market participant from 2005 to 2010. Also provide data on the programming networks that the Company provides to each such competitor and the compensation received by the Company for providing the programming. If there is any programming of a network in which that the Company has an attributable interest in that is it currently does not provide to these competitors, provide the reason why it is not.
81. What programming networks are offered through the HITS service? How is it decided whether to carry a particular network on this service? Identify the networks that the Company carries on its own systems that are not carried on HITS? Can an MVPD customer of the HITS service determine what programs it will receive, and can it decide to not receive and pay for a particular network carried on HITS? Who pays the networks carried on HITS –the Company or the receiving MVPD? In what manner?
82. Provide a list of the programming networks not carried on HITS that the Company carries on its own systems, as well as VOD content carried by the Company but not carried by the CMC VOD service. Explain whether an MVPD serviced by the HITS service is able to decide what programs it will receive and how revenues/payments for networks carried by CMC services are structured, and from whom they are collected.
83. Provide all revenue and cost data from 2005 to 2010 by source for the managed services, including but not limited to, annual revenues, ARPU, profit margins per MVPD system and household serviced, capital and operating expenditures and EBITDA. Also, provide data on the annual revenues that the Company generates from supplying programming of a network in which it has an attributable interest to other competing third party transport, VOD and PPV providers from 2005-2010.
84. Describe the Company's decision process for rebranding a programming network and/or shifting programming from one network to another within the Comcast family of businesses, including, but not limited to: (i) the potential costs associated with renegotiating contracts; (ii) promoting the new network; and (iii) loss or gain of subscribers. Furthermore, provide a detailed analysis and supporting data sufficient to show the costs and benefits, including, without limitation, revenues that were incurred by Comcast: (i) in rebranding the Outdoor Life Channel to Versus; (ii) for shifting programming across two networks; and (iii) for recently launched networks such as G4 and FearNet.
85. Describe how the Company determines whether to carry a particular programming network on its own systems and in what geographic areas that network will be carried. Explain and provide an example of how the Company evaluates potential substitutes for any given network, including, but not limited to: (i) in which geographic areas it will make such substitutes; (ii) what metrics it uses; (iii) how it evaluates potential subscriber losses for not carrying a given network in a market; and (iv) whether this a primary consideration when negotiating the per-subscriber carriage fee.

86. Provide the per-subscriber advertising revenues by year, from 2005 to the present, for each programming network in which the Company holds an attributable interest.
87. Identify all subscriber rate changes made during the last two years by the Company and the amounts for each for standalone video service by tier (*e.g.*, basic, expanded basic, digital) and for bundled services by type (*e.g.*, video, voice and broadband, video and broadband, or video and voice) in any geographic area.
88. Identify each carriage agreement into which the Company has entered during the last two years that has resulted in a change in tier placement for the subject network in any geographic area covered by the agreement.
89. Describe and provide all documents related to the Company's current subscriber equipment and expected changes during the next three years, including a description of the status and time frame for changing navigation features to allow viewers to select programs by searching a particular category of programming rather than by channel. What factors or criteria does the Company plan to use in developing the search algorithm? For example, how will the Company determine what programs are included in a particular search result and how will it determine a show's placement in the listing of "results" delivered to the viewer?
90. Describe the Company's process for national advertising representation for its local and regional programming (*e.g.*, Regional Sports Networks), and the manner in which it represents competing MVPDs.
91. Provide the Company's current channel line-ups, along with the percentage of programming channels currently operated, managed, or in which the Company holds an attributable interest, as well as the percentage of such channels that the Company will operate, manage or in which it will hold such an interest post-acquisition, for the largest cable system in terms of subscribers in the following DMAs:
 - DMA 1 New York
 - DMA 3 Chicago
 - DMA 4 Philadelphia
 - DMA 5 San Francisco
 - DMA 6 Boston
 - DMA 8 Washington DC
 - DMA 11 Houston
 - DMA 17 Miami
 - DMA 18 Denver
 - DMA 27 Hartford
 - DMA 57 Fresno
92. Identify the top 20 advertisers on each of the Company's programming networks and the Company's annual revenue from each from such advertising.
93. Identify the top 20 advertisers on each of the Company's online properties (vertical sites and aggregators/portals) and the Company's annual revenue from each from such advertising.

94. Submit a copy of Vince Vittore & Molchanov, *Consumers Consider Axing the Coax*, Yankee Group, April 22, 2010, referenced in the Company's July 21, 2010, Opposition to Petitions to Deny and Response to Comments ("Opposition") at 89 n. 276. Also, submit a copy of Convergence Consulting, *The Battle for the American Couch Potato: New Challenges and Opportunities in the Content Market, April 2010*, referenced in the Opposition at 89 n. 279.
95. Identify and describe, by parties, addressee, date, and subject matter, all agreements, memoranda of understanding, letters, correspondence, written testimony, e-mails and similar documents, by which the Company has made commitments with third parties in connection with the future operation of its proposed LLC with NBCU. For each, also describe in detail the nature of the commitment. With regard to those such documents that have not been filed with the Commission in MB Docket No. 10-56, provide a copy of each.