

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

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In the Matter of )

THE TENNIS CHANNEL, INC., )  
Complainant, )

v. )

COMCAST CABLE COMMUNICATIONS, LLC, )  
Defendant. )

MB Docket No. 10-204  
File No. CSR-8258-P

Issued: April 27, 2011

Released: April 27, 2011

**STIPULATION AND THIRD PROTECTIVE ORDER  
CONCERNING USE OF COVERED INFORMATION**

WHEREAS, non-party The Nielsen Company (US), LLC ("Nielsen") has provided certain information prepared by Nielsen ("Covered Information") to, respectively, complainant The Tennis Channel, Inc. ("Tennis Channel") and defendant Comcast Cable Communications, LLC and its affiliates ("Comcast");

WHEREAS, each of Tennis Channel and Comcast is referred to in this Stipulation and Protective Order ("Third Protective Order") as a "Client," and collectively they are referred to as "Clients";

WHEREAS, Nielsen has provided Covered Information to each Client for limited uses pursuant to contract;

WHEREAS, the Covered Information is proprietary to Nielsen and has a continuing value to Nielsen in that Nielsen regularly receives income from providing the Covered Information to other clients that might be interested in it;

WHEREAS, each Client has requested that Nielsen waive certain of its rights and permit certain limited disclosure of the Covered Information; and

WHEREAS, each Client desires to use certain Covered Information in discovery and offer certain Covered Information into evidence at the trial of this case in such a way that the Covered Information will not be disclosed to anyone other than as set forth herein;

THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among the parties to this Third Protective Order that Nielsen hereby does provide a limited waiver of its rights in order to allow each Client to disclose documents containing Covered Information and to use such documents and information in trial in the context of this litigation, provided that the terms and conditions set forth below are complied with by each party to this litigation:

1. This Third Protective Order shall govern the disposition of all Covered Information which may be produced, introduced or elicited through examination by any party hereto in this litigation.

2. Any document containing Covered Information shall be designated by the Designating Party as Confidential Information pursuant to the Protective Order, FCC 10M-23, entered December 20, 2010 (the "First Protective Order"), unless the Designating Party designates or has designated the document as Highly Confidential Information pursuant to the First Protective Order based on other information in the document. Documents containing Covered Information shall be protected from disclosure and otherwise treated or handled in accordance with the provisions of the First Protective Order. For example, the foregoing sentence requires, without limitation, that documents containing Covered Information bear the confidentiality legend required by the First Protective Order.

3. The parties acknowledge that Nielsen retains all rights in and to the Covered Information except as specifically waived herein.

4. For the purpose of this Stipulation and Third Protective Order, the parties have identified two categories of Covered Information, defined as follows:

(a) "Nielsen Commercial Information": Covered Information that was prepared solely by Nielsen, that Nielsen has made available to its clients in published form (including through electronic systems), and that has not been substantively manipulated, re-calculated, aggregated or otherwise changed in any other way by any person other than Nielsen. For the avoidance of doubt, copying Nielsen Commercial Information does not render it Derived Information.

(b) "Derived Information": any "rating," statistic, figure or other information calculated, aggregated, developed or otherwise derived from Covered Information by any person other than Nielsen.

5. The parties hereto agree that neither Nielsen nor any Nielsen officer, director, employee, agent, or other individual will be subpoenaed or otherwise required to testify in any manner in this proceeding concerning any Covered Information or Derived Information.

6. The parties agree that Nielsen Commercial Information is (a) a reasonably accurate representation of television viewing in the relevant Nielsen national or local market, as such national or local market is defined by Nielsen, and (b) admissible as evidence to show such facts (provided that such facts are themselves relevant and

material to any particular issue on which they may be offered). Any party seeking to invoke the benefit of the immediately preceding sentence bears the burden of establishing that the information at issue qualifies as Nielsen Commercial Information. For the avoidance of doubt, except as described Paragraph 5, above, nothing in this Third Protective Order is intended to limit, or in any way does limit, the ability of any party to (a) otherwise challenge the use of any Nielsen Commercial Information or its significance, relevance, usefulness, meaning or appropriateness, or (b) challenge Derived Information in any way whatsoever.

7. The parties agree not to assert and do hereby waive any objections to the admissibility of any document created by Nielsen that contains only Nielsen Commercial Information on the grounds that it constitutes hearsay, contains opinions or may not be the best evidence of the information reported therein. Any party seeking to invoke the benefit of the immediately preceding sentence bears the burden of establishing that the information at issue qualifies as Nielsen Commercial Information. For the avoidance of doubt, nothing in this Third Protective Order is intended to limit, or in any way does limit, the ability of any party to object to the admissibility of a document that contains, in whole or in part, any information other than Nielsen Commercial Information (regardless of whether or not the document also contains Nielsen Commercial Information).

8. In his Supplemental Declaration dated March 22, 2010 and a report dated February 18, 2011, Mr. Timothy Brooks, one of Tennis Channel's proffered experts, relied on certain Covered Information relating to analysis of standard errors. Tennis Channel and Mr. Brooks are not relying on that Covered Information.

9. All notices to Nielsen concerning this Third Protective Order shall be mailed to Nielsen at the time that the notice to Nielsen is to be given as follows:

Eric Rubenstein  
General Counsel – Global Media  
The Nielsen Company  
770 Broadway  
New York, New York 10003

The party giving the notice shall also notify the General Counsel of The Nielsen Company - Media of the fact that notice was sent by calling 646-654-5042.

10. The entry of this Third Protective Order is without prejudice to the ability of Tennis Channel, Comcast, or Nielsen to seek modification of its provisions for good cause shown.

11. The terms of this Third Protective Order shall survive and remain in force and effect after the termination of this litigation.

12. This Third Protective Order is intended to supplement the First Protective Order, and none of the provisions of this Order shall alter or modify any of the provisions of the First Protective Order. All capitalized terms used and not defined in this Third Protective Order shall have the meanings ascribed to them in the First Protective Order.

Third Protective Order before the Federal Communications Commission at any time during or after this proceeding.

*Robert M. Sherman*

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One South Dearborn  
Chicago, IL 60603

*Counsel for Non-Party The Nielsen Company (US), LLC*

IT IS SO ORDERED.

FEDERAL COMMUNICATIONS COMMISSION

Richard L. Sippel  
Chief Administrative Law Judge

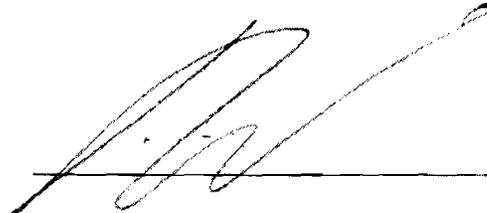
Dated: \_\_\_\_\_

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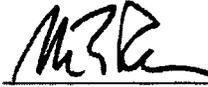
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Dated: \_\_\_\_\_

13. The parties agree that Nielsen shall not be considered a party to this proceeding, but the parties hereto agree that Nielsen shall have the right to enforce this Third Protective Order before the Federal Communications Commission at any time during or after this proceeding.

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Dated: 27 April 2011