

BEFORE THE  
**Federal Communications Commission**  
WASHINGTON, D.C. 20554

In re Petition of )  
 )  
**Time Warner Cable Inc.** ) **CSR-\_\_\_\_-E**  
For Determination of ) **PSID No. 008594**  
Effective Competition ) Milwaukee, City of WI0438

To: Chief, Media Bureau

**PETITION FOR SPECIAL RELIEF**

Time Warner Cable Inc. (“Time Warner Cable”), by its attorneys, and pursuant to Sections 76.7, 76.905(b) and 76.907 of the Commission’s rules,<sup>1</sup> hereby petitions the Commission for a finding that Time Warner Cable’s cable television system serving Milwaukee, Wisconsin (unless otherwise noted, the “Franchise Area”) is subject to effective competition<sup>2</sup> and therefore exempt from any rate regulation imposed pursuant to Section 623 of the Communications Act of 1934 (the “Act”).<sup>3</sup>

<sup>1</sup> 47 C.F.R. §§ 76.7, 76.905(b), 76.907.

<sup>2</sup> Pursuant to Section 76.910 of the Commission’s rules, rate regulatory authority may be exercised only by a local franchising authority (“LFA”) that has been properly certified. 47 C.F.R. § 76.910. To the extent that any political subdivision covered by this petition is an LFA and has been certified to regulate rates in accordance with the Commission’s rules, Time Warner Cable respectfully requests that the Commission revoke such certification pursuant to Section 76.914(c). 47 C.F.R. § 76.914(c). To the extent that franchising responsibilities of any political subdivision covered by this petition have been reassigned to another governmental body, e.g., pursuant to legislation providing for state-issued franchises, then that political subdivision is no longer an LFA and obviously would no longer have rate regulatory authority. In such event, Time Warner Cable is nevertheless seeking an effective competition determination to achieve the full competitive flexibility associated therewith.

<sup>3</sup> 47 U.S.C. § 543. Time Warner Cable requests that, consistent with Commission precedent, any FCC grant of effective competition in the Franchise Areas be effective as of the date of filing of this petition. *See, e.g., Altrio Communications, Inc. v. Adelphia Communications Corporation*, 17 FCC Rcd 22955, ¶ 5 (Med. Bur. 2002) (Commission order released September 26, 2002 found that Adelphia was subject to effective competition in the Arcadia, California franchise area as of October 1, 2001).

**I. TIME WARNER CABLE SATISFIES THE “50/15” OR “COMPETING PROVIDER TEST” IN MILWAUKEE.**

Pursuant to Section 623(a)(2) of the Act,

[i]f the Commission finds that a cable system is subject to effective competition, the rates for the provision of cable service by such system shall not be subject to regulation by the Commission or by a State or franchising authority under this section.<sup>4</sup>

The Act further provides that a cable system will be considered subject to effective competition (and therefore exempt from rate regulation) under the “50/15” or “Competing Provider” test if, *inter alia*, the franchise area is:

(i) served by at least two unaffiliated multichannel video programming distributors each of which offers comparable video programming to at least 50 percent of the households in the franchise area; and

(ii) the number of households subscribing to programming services offered by multichannel video programming distributors other than the largest multichannel video programming distributor exceeds 15 percent of the households in the franchise area.<sup>5</sup>

As demonstrated below, effective competition exists in Milwaukee because (1) competing multichannel video programming distributors (“MVPDs”), namely the direct-to-home (“DTH”) satellite providers DirecTV and DISH Network (collectively the “DBS Providers”), provide multichannel video services that are available to more than 50 percent of the households in Milwaukee, and (2) the DBS Providers and the local incumbent telephone company AT&T Services, Inc. (“AT&T”) under its U-verse brand collectively offer multichannel video services that are subscribed to by more than 15 percent of the households in Milwaukee.

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<sup>4</sup> 47 U.S.C. § 543(a)(2).

<sup>5</sup> 47 U.S.C. § 543(l)(1)(B); *see also* 47 C.F.R. § 76.905(b)(2).

**A. The DBS Providers Offer Comparable Multichannel Video Programming to More Than 50 Percent of the Households in Milwaukee.**

Under the first prong of the test, a franchise area must be served by “at least two unaffiliated multichannel video programming distributors. . .<sup>6</sup> According to the Commission’s rules, an MVPD’s service is deemed to be “offered” for purposes of effective competition:

(1) When the multichannel video programming distributor is physically able to deliver service to potential subscribers, with the addition of no or only minimal additional investment by the distributor, in order for an individual subscriber to receive service; and (2) When no regulatory, technical or other impediments to households taking service exist, and potential subscribers in the franchise area are reasonably aware that they may purchase the services of the multichannel video programming distributor.<sup>7</sup>

As demonstrated below, the DBS providers clearly “offer” service in Milwaukee under this definition.

**1. The DBS Providers are “Physically Able” to Offer Service to Subscribers in Milwaukee.**

The Commission has repeatedly determined that DBS service is technically available throughout the continental United States due to its nationwide satellite footprint.<sup>8</sup> Therefore, competing MVPDs are “physically able” to offer service to subscribers in Milwaukee.

**2. No Regulatory, Technical or Other Impediments to Households Taking the DBS Providers’ Services Exist.**

The DBS providers’ services are deemed to be technically available in a franchise area if the footprints of their satellites cover the franchise area and there are no local regulations prohibiting reception by home satellite dishes.<sup>9</sup> As noted above, DBS services have been determined by the Commission to be available throughout the United States. Time Warner Cable is aware of no zoning restrictions in Milwaukee that would prevent potential subscribers

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<sup>6</sup> 47 U.S.C. § 543(l)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i).

<sup>7</sup> 47 C.F.R. § 76.905(e).

<sup>8</sup> See, e.g., *Bright House Networks, LLC, Petition for Determination of Effective Competition*, Memorandum Opinion and Order, 22 FCC Rcd 4390, ¶ 6 (Med. Bur. 2007) (“*Bright House Networks*”).

<sup>9</sup> *Implementation of Sections of the Cable Television Consumer Protection and Competition Act of 1992: Rate Regulation*, 8 FCC Rcd 5631, ¶ 32 (1993) (“*Rate Order*”).

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from placing a small dish on their houses or on their properties in order to receive DBS service. Indeed, it would appear that any such restriction would violate Section 207 of the Telecommunications Act of 1996 and Section 25.104 of the FCC’s rules promulgated thereunder.<sup>10</sup> Further, the DBS Providers do not need franchises to offer service to residents in Milwaukee. As such, there are no regulatory, technical or other impediments to households in Milwaukee taking the DBS Providers’ service.

### **3. Potential Subscribers in Milwaukee are “Reasonably Aware” That They May Purchase the DBS Providers’ Services.**

In light of the Commission’s prior findings regarding the ubiquitous availability of DBS service, and in recognition of the DBS Providers’ extensive national, regional and local advertising and marketing efforts through television and radio, Internet, print media and direct marketing, potential subscribers throughout Milwaukee are undoubtedly “reasonably aware” of the availability of the DBS Providers’ services.<sup>11</sup> In addition, the Commission has held that the DBS Providers’ extensive nationwide subscribership and growth in recent years is an accurate sign that potential subscribers are “reasonably aware” of the availability of the DBS Providers’ services.<sup>12</sup>

Because the three factors described above have been satisfied, alternative providers certainly “offer” competing MVPD services in Milwaukee.

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<sup>10</sup>Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56 (1996); *see* 47 C.F.R. § 25.104.

<sup>11</sup> The DBS Providers maintain comprehensive websites, [www.dishnetwork.com](http://www.dishnetwork.com) and [www.directv.com](http://www.directv.com), where consumers can learn more about local retail outlets and how to buy the necessary equipment online or through a toll-free number. *See Rate Order* at n. 104 (“[W]e believe that regional or local marketing, such as by a national or regional 800 telephone number, would suffice.”). *See also id.* at ¶ 29; *Adelphia Cable Communications*, 20 FCC Rcd 20487, ¶ 6 (Med. Bur. 2005) (“*Adelphia Effective Competition Order*”) (There is “no reason to require needlessly fractionalized marketing in order to ensure that a national or regional programming service is available in a particular community... [P]otential subscribers may be made reasonably aware of the availability of a competing service... through advertising in regional or local media, direct mail, or *any other* marketing outlet” (citing *Rate Order* at ¶ 29) (emphasis in original)).

<sup>12</sup> Indeed, the Commission has “found households in a franchise area to be reasonably aware that they may purchase DBS service solely based on evidence of DBS’s nationwide growth and local subscriptions, without reference to advertising or other promotion.” *Bright House Networks* at ¶ 6 (referencing *Adelphia Communications, et al., Nineteen Unopposed Petitions for Determination of Effective Competition in Forty-Seven Local Franchise Areas*, Memorandum Opinion and Order, 20 FCC Rcd 7503, ¶ 3 (Med. Bur. 2005)).

#### 4. The DBS Providers Offer “Comparable Multichannel Video Programming” In Milwaukee.

Effective competition exists where programming offered by an MVPD competitor is deemed “comparable” to the programming offered by the unaffiliated cable operator.<sup>13</sup> The programming offered by a competing MVPD is deemed “comparable” if it includes “at least 12 channels of video programming, including at least one channel of nonbroadcast service programming.”<sup>14</sup> The Commission’s decisions have repeatedly concluded that the DBS Providers satisfy § 76.905(g)’s comparable programming criterion.<sup>15</sup>

The programming offered by DirecTV and Dish Network, listings of which are available at [www.directv.com](http://www.directv.com) and [www.dishnetwork.com](http://www.dishnetwork.com),<sup>16</sup> includes many of the same popular nonbroadcast and broadcast programming services available on Time Warner Cable’s system serving Milwaukee. The DBS Providers’ programming lineups amply demonstrate that at least twelve channels of video programming are offered, including at least one channel of nonbroadcast programming service.<sup>17</sup>

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<sup>13</sup> 47 U.S.C. § 543(l)(1)(B)(i).

<sup>14</sup> 47 C.F.R. § 76.905(g).

<sup>15</sup> See *ACC Cable Communications, FLA-VA, LLC*, 18 FCC Rcd 7110, ¶ 6 (Med. Bur. 2003) (Town of Lake Waccamaw and Town of Tabor City, North Carolina) (“...the Commission has repeatedly concluded that the programming of DBS providers, such as DIRECTV and Dish, satisfy the Commission’s [comparable] programming criterion”); *Adelphia Effective Competition Order* at ¶ 7 (“Because different sets of rules govern which stations cable operators and DBS service providers can or must carry, we have never insisted on absolute parity in station offerings. Instead, an MVPD offers ‘comparable programming’ if it offers ‘at least 12 channels of video programming, including at least one channel of nonbroadcast service programming’”); *Time Warner Entertainment-Advance/Newhouse Partnership*, 20 FCC Rcd 15709, n. 15 (Med. Bur. 2005) (Nineteen California Franchise Areas) (“the DBS providers offer well over 100 channels, most of which are non-broadcast channels,” which satisfies the comparable programming criterion).

<sup>16</sup> See *The Helicon Group, L.P.*, 17 FCC Rcd 16636, n. 8 (Med. Bur. 2002) (Barnet, Vermont) (“While Charter did not provide in its Petition a copy of EchoStar’s nationwide channel lineup, which is otherwise available at [www.dishnetwork.com](http://www.dishnetwork.com), we have consistently found that the programming of both DBS providers satisfies the programming compatibility component of the competing provider effective competition test.”).

<sup>17</sup> The DBS Providers satisfy the program comparability standard regardless of whether they provide local-into-local service to the Franchise Area. See *Falcon Telecable*, 17 FCC Rcd 22842, ¶ 4 (Med. Bur. 2002) (Four Texas Communities) (“[T]he Commission’s effective competition program comparability standard does not include a local television programming component.”).

Similarly, the programming offered by AT&T on its Milwaukee area system<sup>18</sup> also includes many of the same popular nonbroadcast and broadcast programming services available on Time Warner Cable's system serving Milwaukee, including at least twelve channels of video programming and at least one channel of nonbroadcast programming service. Thus, AT&T also offers "comparable" multichannel video programming, as defined by the Commission, to actual and potential subscribers in Milwaukee.

**5. The DBS Providers Offer Comparable Multichannel Video Programming to More Than 50 Percent of the Households in Milwaukee.**

As noted above, at least one MVPD unaffiliated with the incumbent cable operator must offer comparable video programming to at least 50 percent of the households in a franchise area for the first prong of the 50/15 effective competition test to be met.<sup>19</sup> In numerous effective competition decisions, the Commission has concluded that the two DBS Providers are deemed to satisfy this 50 percent threshold due to their nationwide satellite footprints. Accordingly, since the DBS Providers offer comparable programming to greater than 50 percent of the households in Milwaukee, the first prong of the 50/15 effective competition test is satisfied.

**B. The Number of Households Subscribing to the Programming Services of Competing MVPDs Exceeds 15 Percent of the Households in Milwaukee.**

Under the second prong of the 50/15 test, the subscriber base of any MVPD or MVPDs, other than the largest MVPD,<sup>20</sup> must exceed 15 percent of the households in a franchise area. As demonstrated below, Time Warner Cable's cable system meets this threshold with respect to Milwaukee because the DBS Providers' and AT&T's multichannel video services are collectively subscribed to by more than 15 percent of the households in Milwaukee.<sup>21</sup>

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<sup>18</sup> See Exhibit A, AT&T Channel Lineup for Buffalo, NY area.

<sup>19</sup> See 47 C.F.R. § 76.905(b)(2)(i).

<sup>20</sup> Time Warner Cable is the largest MVPD in each of these Franchise Areas because it has the most video subscribers in each community. See attached Declaration of Ed Kozelek, Regional Vice President of Governmental Relations – Midwest for Time Warner Cable.

<sup>21</sup> The Commission's rules provide that the subscribers of any and all MVPDs (other than the largest) serving the

There are thirty-six five digit zip codes which overlap, in whole or in part, portions of the City of Milwaukee.<sup>22</sup> Of these, the boundaries of eleven lie entirely with the municipal boundaries of the City, and thus every household within one of those eleven zip codes is also certainly within the City of Milwaukee. These eleven zip codes have been provided to the Satellite Broadcasting Communications Association (“SBCA”), the entity which has been charged with the task of providing the required DBS Provider combined subscriber data for effective competition purposes. Attached as Exhibit C is a report from the SBCA providing DBS Provider subscriber counts for each of the eleven wholly-encompassed zip codes, indicating that the DBS Providers have (at a minimum) 14,018 subscribers within those zip codes and thus within the City of Milwaukee. Pursuant to Section 76.907(c) of the Commission’s Rules, Time Warner Cable has also requested and AT&T has provided its U-verse subscriber count for Milwaukee, indicating that it currently provides multichannel video service to [REDACTED] households in Milwaukee.<sup>23</sup> Collectively, therefore, competing MVPDs operating in Milwaukee serve at least [REDACTED] households there.

Attached as Exhibit C is a report from the 2010 Census indicating 230,221 occupied households in Milwaukee. Competing MVPD have thus obtained an [REDACTED] % ([REDACTED]/230,221)

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franchise area count toward the 15 percent penetration threshold under the second prong of the test, irrespective of whether they are each available to more than 50 percent of households in such franchise area. *See Time Warner Entertainment Co., L.P., et al. v. FCC*, 56 F.3d 151 (D.C. Cir. 1995) (holding that the subscribership of all MVPDs, other than the largest MVPD, may be aggregated to satisfy the 15 percent threshold). *See also* 47 C.F.R. § 76.905(f).

<sup>22</sup> Attached as Exhibit B is a report from Media Business Corp. (“MBC”), a Commission approved data and mapping contractor, which has identified all of the five digit zip codes that overlap the City of Milwaukee, in whole or in part, by using mapping software based on data derived from the U.S. Census Bureau and the U.S. Postal Service. Included in this report are the relative percentage each zip code overlaps the municipal boundaries of the City of Milwaukee.

<sup>23</sup> *See* Response from AT&T at Exhibit B. AT&T provided its subscribership data on the condition that Time Warner Cable seeks confidential treatment with respect to such information. Thus, Time Warner Cable submits this Petition with AT&T’s unredacted subscriber figures, and the resultant overall penetration calculations, on a confidential basis. An additional version of this Petition with the sensitive information redacted is supplied for submission into the publicly available docket.

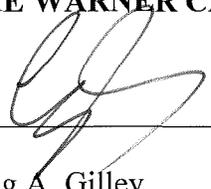
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subscriber penetration level in Milwaukee, clearly exceeding the 15 percent threshold. Thus, the second prong of the 50/15 effective competition test has been met.

### CONCLUSION

Because Time Warner Cable meets both prongs of the 50/15 test in Milwaukee, its system serving the Franchise Area clearly faces effective competition pursuant to Section 623(l)(1) of the Act and Section 76.905(b) of the Commission's rules. Accordingly, Time Warner Cable respectfully requests that the Commission expeditiously find that Time Warner Cable's cable system serving Milwaukee is not subject to rate regulation as to basic cable service or other forms of rate regulation specified in 47 U.S.C. § 543 and revoke the LFAs' certification to regulate basic rates as appropriate.

Undersigned counsel has read the foregoing Petition, and to the best of such counsel's knowledge, information and belief formed after reasonable inquiry, it is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification or reversal of existing law, and is not interposed for any improper purpose.

Respectfully submitted,  
**TIME WARNER CABLE INC.**

By:  \_\_\_\_\_

Craig A. Gilley

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Its Attorneys

Dated: May 17, 2013

DECLARATION

I, Ed Kozelek, hereby declare under penalty of perjury that:

1. I am the Regional Vice President of Government Relations – Midwest for Time Warner Cable, the operator of the cable system that serves the specific Franchise Area involved in the foregoing Petition for Special Relief (“Petition”).
2. I have read the foregoing Petition and am familiar with the contents thereof and the matters referred to therein.
3. I have reviewed Time Warner Cable’s cable subscriber count for the City of Milwaukee, as well as the DBS subscriber numbers provided by SBCA, and also the subscriber count provided by AT&T Services, Inc. Time Warner Cable is the largest multichannel video program provider serving Milwaukee.
4. The facts contained within the Petition are true and correct to the best of my knowledge, information and belief.

*Ed Kozelek*

\_\_\_\_\_  
Ed Kozelek

Date: 5/16/13

**EXHIBIT A**

**AT&T Channel Lineup**

# AT&T U-verse Channel Lineup

Residential Packages in 53206: Change | As of: May 13, 2013

Show only:



Search by channel names

Compare Packages

U450

U300

U200

U-family

U-basic

Ex.: CNN, Cartoon, ESPN Reset

Clear comparisons

## Compare TV Packages

Create your own side-by-side comparison.



Use these filters to customize your view.

Clear filters

### Filter by Category

Favorites

HD

Movies

Sports

News

Local

Educational

### Filter by Premium Package

Movie Pkgs.

Sports Pkgs.

International Pkgs.

## U200 TV Package \$74/mo.

View premium add-on channels

up to 280 channels

Sort by: Channel Name | Channel #

WTMJ-4 (NBC)	4	WDJT-58 (CBS)	5	WITI-6 (FOX)	6
WMLW-49 (IND)	7	WMKE-CA-8 (AMERICA ONE)	8	WMVS-10 (PBS)	10
QVC	11	WISN-12 (ABC)	12	Home Shopping Network (HSN)	13
WVTV-18 (THE CW)	18	WBME-CA-41 (MeTV)	19	WCGV-24 (MY NETWORK TV)	24
WYTU-63 (TEL)	27	WVCY-30 (IND)	30	WMVT-36 (PBS)	36
As Seen On TV	37	WWRS-52 (TBN)	52	WPXE-55 (ION)	55
DR TEN	80	Valu TV	82	AT&T U-verse Shopping 1	84
Lincoln Reimagined.	86	LifeLock	88	iWATCH Disney Channel	89
Flickr from Yahoo!	91	U-verse Games Channel	93	Film Awards Interactive	95
AT&T U-verse Front Row	100	AT&T Pay Per View Schedule	101	TNT (Turner Network Television)	108
TNT (Turner Network Television) - West	109	TBS	112	TBS - West	113
Discovery Channel	120	USA Network	124	FX Network	128
A&E	132	E! Entertainment Television	134	TV Land	138
Comedy Central	140	Spike TV	145	G4	149
Syfy	151	Chiller	153	BET (Black Entertainment Television)	155
TV One	157	cloo	161	Crime & Investigation Network	163
truTV	164	truTV - West	165	Justice Central	166
OWN - Oprah Winfrey Network	170	GSN - Game Show Network	173	ABC Family Channel	178
WGN America	180	Bravo	181	nuvoTV	182
LOGO	183	BBC America	188	mun2	192
BuyIt	196	Jewelry Television	197	AT&T U-verse Shopping 4	198
Offers On Demand	199	AT&T U-verse Movies	200	News Multiview	201
CNN (Cable News Network)	202	CNN Headline News	203	FOX News Channel	210
Fox Business Network	211	MSNBC	215	CNBC	216
CNBC Application	218	Bloomberg Television	222	The Weather Channel	225
Weather On Demand MPF	227	BUY TV	228	C-SPAN	230
C-SPAN2	231	C-SPAN3	232	BuyIt2	247
TLC	250	Animal Planet	252	Travel Channel	254
History	256	H2	257	Science	258
Military Channel	259	Investigation Discovery	260	National Geographic Channel	265
Nat Geo WILD	266	BIO	272	Military History Channel	276
Exploring Texas	298	Kids Multiview	301	Disney Channel	302
Disney XD	304	Disney Jr	306	Nickelodeon	314
Nick2	316	Nicktoons	318	Nick Jr.	320
TeenNick	322	Cartoon Network	325	Cartoon Network - West	326
Boomerang	327	The Hub	335	Smile of a Child TV	340

Lifetime Television	360	LMN	362	SOAPnet	365
tvMall	367	Oxygen	368	WE	372
Style Network	380	AT&T U-verse Shopping 3	399	Customer Notification	400
All About U-verse Interactive Channel	401	Shopping Multiview	412	QVC	420
Home Shopping Network (HSN)	422	HSN Shop by Remote	423	ShopNBC	424
Jewelry Television	428	AT&T U-verse Shopping 4	429	Home & Garden Television (HGTV)	450
Food Network	452	DIY Network (Do-It-Yourself Network)	454	Cooking Channel	456
Food Network Application	457	Wealth TV	470	tvMall	471
MC Music Choice	500	SWRV	501	MTV (Music Television)	502
MTV2	504	Centric	515	VH1	518
VH1 Classic	520	CMT (Country Music Television)	525	Great American Country (GAC)	529
fuse	535	TBN - Trinity Broadcasting Network	560	Eternal Word Television Network (EWTN)	562
Daystar	563	INSP (Inspiration Network)	564	The Church Channel	565
FamilyNet	566	BYU	567	JCTV	570
The Word Network	575	Family Entertainment TV	578	FAITH	580
AT&T U-verse Sports	600	Sports Multiview	601	ESPN	602
ESPN Classic	603	ESPNEWS	604	ESPNU	605
ESPN2	608	NFL Network	630	NBC Sports Network	640
Golf Channel	641	BTN	650	FUEL TV	651
Speed Channel	652	Fox Soccer	654	Sports Alternate 1	691
Sports Alternate 2	692	Sports Alternate 3	693	Sports Alternate 4	694
Sports Alternate 5	695	Sports Alternate 6	696	Sports Alternate 7	697
FSN Wisconsin	744	FSN Wisconsin Alternate	745	Turner Classic Movies (TCM)	790
Fox Movie Channel	792	AMC	795	IFC	797
Sundance Channel	798	U-verse Showcase	800	AT&T U-verse Movies	945
AT&T U-verse Movies	960	Customer Notification	962	AT&T U-verse Sports	963
U-verse Showcase	964	As Seen On TV	1037	DR TEN	1080
Valu TV	1082	As Seen On TV	1082	AT&T U-verse Shopping 1	1084
Lincoln ReImagined.	1086	LifeLock	1088	IWATCH Disney Channel	1089
Customer Notification	1100	AT&T Pay Per View Schedule	1101	AT&T U-verse Shopping 4	1198
AT&T U-verse Movies	1200	News HD Multiview	1201	CNBC Application	1218
BuyIt2	1247	Exploring Texas	1298	Kids HD Multiview	1301
U-verse Message Channel	1307	tvMall	1367	All About U-verse Interactive Channel	1401
Shopping Multiview	1412	HSN Shop by Remote	1423	Jewelry Television	1428
AT&T U-verse Shopping 4	1429	Food Network Application	1457	tvMall	1471
MC Music Choice	1500	AT&T U-verse Sports	1600	Sports HD Multiview	1601
U-verse Showcase	1800	NBA League Pass Live Stats Application	2101	NBA League Pass Stats Central Application	2102
Customer Notification	2500	Univision	3002	Galavision	3003
UniMas	3005	WYTU-63 (TEL)	3007	mun2	3009
EWTN Espanol	3077	CCTV-9	3602	SWRV	5100
MC Hit List	5101	MC Hip-Hop and R&B	5102	MC University	5103
MC Dance-Electronica	5104	MC Rap	5105	MC Hip-Hop Classics	5106
MC Throwback Jamz	5107	MC R&B Classics	5108	MC R&B Soul	5109
MC Gospel	5110	MC Reggae	5111	MC Classic Rock	5112

MC Retro Rock	5113	MC Rock	5114	MC Metal	5115
MC Alternative	5116	MC Classic Alternative	5117	MC Adult Alternative	5118
MC Soft Rock	5119	MC Pop Hits	5120	MC 90s	5121
MC 80s	5122	MC 70s	5123	MC Solid Gold Oldies	5124
MC Party Favorites	5125	MC Stage & Screen	5126	MC Kidz Only!	5127
MC Toddler Tunes	5128	MC Todays Country	5129	MC True Country	5130
MC Classic Country	5131	MC Contemporary Christian	5132	MC Sounds of the Seasons	5133
MC Soundscapes	5134	MC Smooth Jazz	5135	MC Jazz	5136
MC Blues	5137	MC Singers & Swing	5138	MC Easy Listening	5139
MC Classical Masterpieces	5140	MC Light Classical	5141	MC Musica Urbana	5142
MC Pop Latino	5143	MC Tropicales	5144	MC Mexicana	5145
MC Romances	5146	Live Multiview Alternate 1	9211	Live Multiview Alternate 5	9215
Live Multiview Alternate 6	9216	My Enabled Devices	9301	My Enabled Devices DEV	9315
Phone Services	9900	Account Manager	9910	U-verse Message Channel	9920
Whats On Now Multiview	9925	FamilyMap on U-verse TV	9930	DVRAPP	9999

Premium Add-on Channels

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Inovelas	191	AT&T U-verse Buzz	300	qubo	328
Tumblebooks	345	Tr3s	506	Sportsman Channel	642
CBS Sports Network	643	Fox College Sports - Atlantic	647	Fox College Sports - Central	648
Fox College Sports - Pacific	649	FOX Deportes	655	GoTV	656
Univision Deportes	658	TVG Network	670	HRTV	672
Outdoor Channel	680	HBO (Home Box Office)	802	HBO (Home Box Office) - West	803
HBO2	804	HBO2 - West	805	HBO Family	806
HBO Family - West	807	HBO Signature	808	HBO Signature - West	809
HBO Comedy	810	HBO Comedy - West	811	HBO Zone	812
HBO Zone - West	813	HBO Latino	814	HBO Latino - West	815
Cinemax	832	Cinemax - West	833	MoreMAX	834
MoreMAX - West	835	ActionMAX	836	ActionMAX - West	837
ThrillerMAX	838	ThrillerMAX - West	839	5StarMAX	840
WMAX	842	OuterMAX	844	ATMAX	846
Showtime	852	Showtime - West	853	Showtime Too	854
Showtime Too - West	855	Showtime Showcase	856	Showtime Showcase - West	857
Showtime Extreme	858	Showtime Extreme - West	859	Showtime Beyond	860
Showtime Family Zone	862	Showtime Next	864	Showtime Women	866
The Movie Channel (TMC)	882	The Movie Channel (TMC) - West	883	TMC Xtra	884
FLIX	890	Starz	902	TMC Xtra - West	885
Starz Edge	904	Starz InBlack	906	Starz - West	903
Starz Comedy	910	Starz Kids & Family	912	Starz Cinema	908
RetroPlex	916	Encore	932	IndiePlex	914
Encore Love	934	Encore Suspense	936	Encore - West	933
Encore Westerns	940	Encore Drama	942	Encore Action	938
Encore Family	944	Playboy TV	952	Encore Espanol	943
AT&T U-verse Buzz	961	AT&T U-verse Buzz	1000	Playboy TV en Espanol	954
WDJT-HD-58 (CBS)	1005	WITI-HD-6 (FOX)	1006	WTMJ-HD-4 (NBC)	1004
WMVS-HD-10 (PBS)	1010	QVC HD	1011	WMLW-HD-49 (IND)	1007
HSN HD	1013	WVTV-HD-18 (THE CW)	1018	WISN-HD-12 (ABC)	1012
WMVT-HD-36 (PBS)	1036	Velocity HD	1104	WCGV-HD-24 (MY NETWORK TV)	1024
AXS TV	1106	HDNet Movies	1107	Universal HD	1105
TNT HD - West	1109	TBS HD	1112	TNT HD	1108
				TBS HD - West	1113

MGM HD	1116	Smithsonian Channel HD	1118	Discovery Channel HD	1120
USA Network HD	1124	FX Network HD	1128	A&E HD	1132
E! Entertainment HD	1134	TV Land HD	1138	Comedy Central HD	1140
Spike TV HD	1145	G4 HD	1149	Syfy HD	1151
BET (Black Entertainment Television) HD	1155	TV One HD	1157	Crime & Investigation HD	1163
OWN - Oprah Winfrey Network HD	1170	truTV HD	1164	Justice Central HD	1166
Bravo HD	1181	GSN - Game Show Network HD	1173	ABC Family Channel HD	1178
Fox News Channel HD	1210	CNN HD	1202	WGN America HD	1180
CNBC HD	1216	Fox Business Network HD	1211	CNN Headline News HD	1203
Animal Planet HD	1252	The Weather Channel HD	1225	msnbc HD	1215
H2 HD	1257	Travel Channel HD	1254	TLC HD	1250
National Geographic Channel HD	1265	Science HD	1258	History HD	1256
Disney XD HD	1304	Nat Geo WILD HD	1266	Investigation Discovery HD	1260
Cartoon Network HD	1325	AT&T U-verse Buzz	1300	BIO HD	1272
Lifetime Television HD	1360	Disney Jr HD	1306	Disney Channel HD	1302
Style Network HD	1380	Cartoon Network HD - West	1326	Nickelodeon HD	1314
HGTV HD	1450	LMN HD	1362	The Hub HD	1335
Cooking Channel HD	1456	QVC HD	1420	Oxygen HD	1368
FUNimation Channel HD	1484	Food Network HD	1452	HSN HD	1422
SWRV HD	1501	Destination America HD	1465	DIY Network (Do-It-Yourself Network) HD	1454
Palladia	1505	Havoc TV HD	1490	Wealth TV HD	1470
fuse HD	1535	MTV (Music Television) HD	1502	Halogen HD	1492
ESPN HD	1602	VH1 HD	1518	MTV2 HD	1504
ESPN2 HD	1606	TBN HD	1560	CMT (Country Music Television) HD	1525
NFL Network HD	1630	ESPNNews HD	1604	BYU HD	1567
NBC Sports Network HD	1640	Longhorn Network HD	1609	ESPNU HD	1605
BTN HD	1650	NBA TV HD	1632	NFL RedZone HD	1629
Fox Soccer HD	1654	Golf HD	1641	MLB Network HD	1634
The Tennis Channel HD	1660	Speed HD	1652	CBS Sports Network HD	1643
Sports HD Alternate 1	1691	Go!TV HD	1656	Fox Soccer Plus HD	1653
Sports HD Alternate 4	1694	World Fishing Network HD	1679	Univision Deportes HD	1658
Sports HD Alternate 7	1697	Sports HD Alternate 2	1692	Outdoor Channel HD	1680
New England Sports Network (NESN) National HD	1711	Sports HD Alternate 5	1695	Sports HD Alternate 3	1693
FSN South HD	1724	YES HD	1702	Sports HD Alternate 6	1696
FSN Detroit HD	1737	Comcast SportsNet New England HD	1714	SportsNet New York HD	1704
FSN Wisconsin HD	1744	SportSouth HD	1729	FSN Florida HD	1720
FSN Southwest - Dallas HD	1753	Comcast SportsNet Chicago HD	1741	Sun Sports HD	1722
Comcast SportsNet Bay Area HD	1770	FSN Wisconsin HD Alternate	1745	SportsTime Ohio HD	1735
SHORTS HD	1789	FSN Arizona HD	1762	Comcast SportsNet Chicago HD Alternate	1742
ReelzChannel HD	1799	FSN West HD	1772	FSN Midwest - St Louis HD	1748
HBO2 HD	1804	FSN San Diego HD	1776	Comcast SportsNet California HD	1767
HBO Family HD - West	1807	Turner Classic Movies (TCM) HD	1790	FSN Prime Ticket HD	1774
HBO Comedy HD	1810	HBO HD	1802	Time Warner Cable SportsNet HD	1777
HBO Zone HD - West	1813	HBO2 HD - West	1805	Sony Movie Channel	1791
Cinemax HD	1832	HBO Signature HD	1808	AMC HD	1795
MoreMAX HD - West	1835	HBO Comedy HD - West	1811	HBO HD - West	1803
		HBO Latino HD	1814	HBO Family HD	1806
		Cinemax HD - West	1833	HBO Signature HD - West	1809
		ActionMax HD	1836	HBO Zone HD	1812
				HBO Latino HD - West	1815
				MoreMax HD	1834
				ActionMAX HD - West	1837

ThrillerMax HD	1838	ThrillerMAX HD - West	1839	5StarMax HD	1840
WMAX HD	1842	OuterMax HD	1844	ATMax HD	1846
Showtime HD	1852	Showtime HD - West	1853	Showtime Too HD	1854
Showtime Too HD - West	1855	Showtime Showcase HD	1856	Showtime Showcase HD - West	1857
Showtime Extreme HD	1858	Showtime Extreme HD - West	1859	The Movie Channel HD	1882
The Movie Channel (TMC) HD - West	1883	TMC Xtra HD	1884	TMC Xtra HD - West	1885
Starz Edge HD	1904	Starz HD	1902	Starz HD - West	1903
Encore HD	1932	Starz Comedy HD	1910	Starz Kids & Family HD	1912
NBA League Pass HD 1	2105	Encore HD - West	1933	Encore Action HD	1938
NBA League Pass HD 4	2108	NBA League Pass HD 2	2106	NBA League Pass HD 3	2107
NBA League Pass HD 7	2111	NBA League Pass HD 5	2109	NBA League Pass HD 6	2110
NBA League Pass HD 10	2114	NBA League Pass HD 8	2112	NBA League Pass HD 9	2113
Once Mexico	3011	Paquete Espanol Multiview	3001	MEGA TV	3008
Inovelas	3016	WAPA America	3013	V-me	3015
Azteca America	3019	Latele Novela	3017	Pasioness	3018
Estrella	3024	Azteca Mexico	3020	Canal 22	3022
TV Chile	3032	TV Colombia	3026	Television Espanola	3029
Television Dominicana	3047	Telefe Internacional	3035	Centroamerica TV	3044
Boomerang en Espanol	3053	Ullistima	3049	Disney XD en Espanol	3052
V-me Kids	3058	HITN	3055	La Familia Cosmovision	3056
CBTV Michoacan	3067	qubo	3061	Multimedios	3065
Discovery en Espanol	3102	TBN Enlace USA	3078	Nat Geo Mundo	3101
FOROtv	3108	Discovery Familia	3103	History en Espanol	3104
ESPN Deportes	3113	CNN en Espanol	3110	SUR	3111
Univision Deportes	3117	FOX Deportes	3114	GoTV	3115
CineLatino	3126	Cine Estelar	3124	Cine Nostalgia	3125
Viendo Movies	3132	De Pelicula	3128	De Pelicula Clasico	3129
Telehit	3143	Cine Mexicano	3134	Tr3s	3142
Univision Deportes HD	3317	Bandamax	3148	Ritmoson Latino	3149
CTI-Zhong Tian	3604	GoTV HD	3415	CCTV-4	3603
ET-News	3631	Phoenix InfoNews	3605	Phoenix North America Chinese Channel	3606
MBC America	3643	ET-Global	3632	TVBe	3638
The Filipino Channel	3682	Saigon Broadcasting Television Network	3662	TVB-V	3664
Zee TV	3702	GMA Pinoy	3683	TV Japan	3680
STAR India PLUS	3706	TV Asia	3703	VivaTV Plus	3690
Arabic Radio & Television	3732	MTV India	3709	Sony Entertainment Television Asia (SET Asia)	3704
TV5MONDE	3832	MTV ARABIA	3738	aapka Colors	3712
RTR Planeta	3883	TV Polonia	3862	Rai Italia	3802
		Playboy TV	3952	Channel One Russia	3882
				Playboy TV en Espanol	3954

REDACTED VERSION – DOES NOT CONTAIN PROPRIETARY INFORMATION – FOR PUBLIC INSPECTION

**EXHIBIT B**

**Media Business Report Listing Five Digit Zip Codes Overlapping Milwaukee Municipal Boundaries**



The geographic boundaries used for both Milwaukee, WI and the 5-digit United States Postal Service (USPS) ZIP codes were obtained through Pittney Bowes Inc., data vintage 2012.12. SNL Kagan intersected the two spatial files in MapInfo (mapping software) to determine the area overlap. SNL Kagan then computed what percent of the ZIP was within Milwaukee, WI.

ZIP	Area Milwaukee	Area ZIP	Area Overlap	% of Overlap in ZIP
53007	96.69600681	0.80422508	0.002284438	0.28%
53022	96.69600681	27.25723113	0.02922718	0.11%
53051	96.69600681	32.74738106	0.022692414	0.07%
53092	96.69600681	20.3436046	0.000138188	0.00%
53097	96.69600681	27.64111883	0.000729108	0.00%
53110	96.69600681	4.738050311	0.001836005	0.04%
53154	96.69600681	28.54168914	0.057982794	0.20%
53202	96.69600681	2.344150691	2.194859663	93.63%
53203	96.69600681	0.428445597	0.428445597	100.00%
53204	96.69600681	3.299697236	3.299697236	100.00%
53205	96.69600681	1.414310904	1.414310904	100.00%
53206	96.69600681	2.703881894	2.703881894	100.00%
53207	96.69600681	9.962952662	9.922026691	99.59%
53208	96.69600681	4.4194702	4.41860253	99.98%
53209	96.69600681	10.64763537	6.178729507	58.03%
53210	96.69600681	2.535576774	2.510777002	99.02%
53211	96.69600681	3.802156078	1.990504489	52.35%
53212	96.69600681	4.366588004	3.790460406	86.81%
53213	96.69600681	3.929718955	0.56516014	14.38%
53214	96.69600681	7.246633686	1.991919329	27.49%
53215	96.69600681	5.523904602	5.228047647	94.64%
53216	96.69600681	4.584135306	4.584135306	100.00%
53217	96.69600681	14.23046034	0.025235185	0.18%
53218	96.69600681	6.311640824	6.311640824	100.00%
53219	96.69600681	5.050703274	2.434773158	48.21%
53220	96.69600681	5.536602135	1.634686736	29.53%
53221	96.69600681	9.06484766	6.302917155	69.53%
53222	96.69600681	5.442066221	3.018522104	55.47%
53223	96.69600681	10.5290563	6.952699265	66.03%
53224	96.69600681	9.62817923	9.623608474	99.95%
53225	96.69600681	6.868671903	5.577437665	81.20%
53226	96.69600681	6.71192493	0.546950035	8.15%
53227	96.69600681	5.137696205	0.483783414	9.42%
53228	96.69600681	5.116122143	0.521230232	10.19%
53233	96.69600681	1.757914674	1.757914674	100.00%
53235	96.69600681	2.675020692	0.142657358	5.33%

**EXHIBIT C**

**Satellite Broadcasting Communications Association Report**

## ECTR – Effective Competition Tracking Report



Provided by  
Satellite Broadcasting and Communications Association

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Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated May 1, 2013 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: May 3, 2013

Franchise Area: Milwaukee, WI

ZIP Codes    DTH Count

53203	14
53204	3288
53205	378
53206	1240
53207	2108
53208	1113
53210	1240
53216	1790
53218	1819
53224	936
53233	92
Total	14018

Data is current through 3/31/2013

Report Prepared by:  
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Program Manager  
202-349-3630  
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Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

**EXHIBIT D**

**Section 76.907(c) Response From AT&T**

**REDACTED**

**EXHIBIT E**

**2010 Census Household Population**

1 Advanced Search 2 Table Viewer

Result 2 of 2

VIEW ALL AS PDF

H1 **OCCUPANCY STATUS**  
 Universe: Housing units  
 2010 Census Redistricting Data (Public Law 94-171) Summary File

BACK TO ADVANCED SEARCH

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see  
<http://www.census.gov/prod/cen2010/pl94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171  
 Summary Files as delivered.

		Milwaukee city, Wisconsin
1	Total:	255,569
3	Occupied	230,221
of 3	Vacant	25,348

Source: U.S. Census Bureau, 2010 Census.

Source: U.S. Census Bureau | American FactFinder

**CERTIFICATE OF SERVICE**

I, Glenda Thompson, a secretary at the law firm of Edwards Wildman Palmer LLP, hereby certify that, on this 17th day of May, 2013, copies of the foregoing “Petition for Special Relief” were sent via first-class mail, postage prepaid, to the following:

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\*Via ECFS

  
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