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September 11, 2014

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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Re: Response of Time Warner Cable Inc. to the Commission's Information and Data Request, Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Transfer Control of Licenses and Authorizations, MB Docket No. 14-57

Dear Ms. Dortch,

Time Warner Cable Inc. ("TWC") hereby submits its response to the Commission's Information and Data Request, dated August 21, 2014 (the "Request"). Pursuant to the Joint Protective Order,¹ the attached Public version has been redacted for public inspection. The [] symbols denote where Confidential Information has been redacted, and the { } symbols denote where Highly Confidential Information has been redacted. A Highly Confidential version of these narrative responses is being filed simultaneously under separate cover and will be made available for inspection pursuant to the terms of the Protective Order.

The narrative answers and data submissions respond to the Request as clarified by previously disclosed discussions between representatives of TWC and the Commission. Based on these discussions, Commission staff and TWC agreed to certain modifications and understandings of the Requests and accompanying Instructions, subject to the Commission's ability to request additional information as it may deem necessary. These modifications and understandings are reflected in the pertinent responses and include the following:

- Request 2(g) has been modified to reflect that TWC has provided information by DMA and not by zip code;

¹ *Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57, Joint Protective Order, 29 FCC Rcd. 2688 (Apr. 4, 2014).

- Request 4 has been modified to reflect that TWC has provided information for its systems in Hawaii in a separate dataset;
- Request 4(k) has been modified to reflect that TWC has provided aggregate costs for customer acquisition rather than per-subscriber costs;
- Requests 4(l), (m) and (n) have been modified to reflect that TWC has provided costs on an operating unit level and not by zip code;
- Request 4(o) has been clarified to include only those costs that TWC records as variable costs per subscriber;
- Request 5 has been clarified to include only video on demand services sold on a standalone basis;
- Request 6(b) and (c) have been modified to reflect that TWC has provided an aggregated total of hours viewed rather than reporting by zip code;
- Request 7 has been modified to reflect that TWC has provided the requested information by tenure bands including multiple months of tenure, rather than providing information based on the “by month tenure” of subscribers, and by customer relationship and not by the package customers have purchased;
- Request 8 has been modified to refer to subsections (a) and (e) rather than (b) and (g);
- Request 19 has been modified to require TWC to provide a list of material occasions where Bright House Networks (“BHN”) elected to negotiate on its own or to opt out of a TWC contract, rather than requiring a list of all programming and technology agreements TWC negotiated on behalf of BHN;
- Request 27 has been modified to require TWC to provide the requested information based on the definition of “Marquee Sports League,” rather than requiring information for “all sports teams [and] leagues,” and to eliminate the requirement to respond to subpart (d);
- Request 28 has been modified to reflect that TWC is limiting its production to final written contracts, rather than providing “all contracts or informal understandings;”
- Request 33 has been modified to allow TWC to provide approximate dates for new networks seeking carriage since January 2011, and to reflect that TWC has provided information on requests to renew contracts only where such requests resulted in a contractual obligation for a tier change or a reposition right has been exercised by TWC;

- Request 35 has been modified to allow TWC to list the agreements through which it has acquired video programming during the relevant period without providing detailed information regarding agreements that contain most-favored-nation clauses, exclusive rights, windowing or other distribution limits, rights to obtain additional programming, or authentication-related provisions, or other provisions that impact the way programming is distributed or made available to other distributors;
- Request 36 has been modified to permit TWC to provide any documents it may possess regarding negotiations that did not result in a programming agreement, in lieu of identifying all such negotiations and the details specified by Request 36;
- Request 44 has been modified to reflect that TWC is providing revenue on a national basis and not by region or locality; and
- Request 60 has been modified to reflect that TWC is providing a list of monthly capacity/utilization from May 2011 to April 2014 for each port, identifying the provider/peer, rather than providing additional details regarding any upgrades or downgrades to interconnection links.

In addition to the above modifications, TWC will be supplementing its responses to several of the Commission's requests. TWC is still completing its responses to the following Requests and will provide a supplementary response(s) as soon as possible: Requests 2(f), 4(k), 4(o), 4(p), 5(i), 8(c), 8(d), 21(c), 48, and 71. Finally, all non-privileged documents requested in the Commission's Request (including the databases requested in Specifications 73, 74, and 75) will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

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

Please contact the undersigned should you have any questions.

Respectfully submitted,



Matthew A. Brill

of LATHAM & WATKINS LLP
Counsel for Time Warner Cable Inc.

Attachments

cc: Hillary Burchuk



Time Warner Cable Inc.

**RESPONSE TO THE INFORMATION AND DATA REQUEST ISSUED TO
TIME WARNER CABLE INC. ON AUGUST 21, 2014 BY THE
FEDERAL COMMUNICATIONS COMMISSION**

September 11, 2014

NARRATIVE RESPONSE

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INTERROGATORIES AND RESPONSES

SPECIFICATION 1

Produce, in both:

- (i) PDF and (ii) ESRI Shapefile format, a map showing the location of each cable system owned by, operated by, managed by, or attributed to the Company.**

Response to Specification 1:

(i) See Exhibit 1-1

(ii) See Exhibit 1-2.

SPECIFICATION 2:

Identify, as of December 31, 2009, December 31, 2010, December 31, 2011, December 31, 2012, December 31, 2013, and June 30, 2014, each cable system owned by, operated by, managed by, or attributed to the Company, and for each cable system identify the nature of the Company's interests, and state and identify the following:

- (a) the Community Unit Identifiers (CUID);
- (b) the Physical System Identifiers (PSID);
- (c) the name and number of the DMA served by the cable system;
- (d) the census blocks served by the cable system;
- (e) the zip codes served by the cable system;
- (f) the internal Company names and codes that apply to the cable system;
- (g) the facilities-based competing providers of Internet access service and MVPD service (excluding private cable and wireless cable operators), separately identified by service and provider, and the distribution technology used by the competing provider (e.g., wireless, fiber optic cable, hybrid fiber optic cable, or satellite) for each zip code served;
- (h) any internal estimates of the percentage of homes passed that are overbuilt by any facilities-based competing provider of MVPD service and Internet access service separately for each such competing provider;
- (i) the total capacity and the total unused capacity of each of the Company's cable systems by (i) MHz and the spectrum allocated to each cable service and any other service, and (ii) the number of non-broadcast programming networks; and
- (j) the headends serving each cable system and the number of cable services subscribers served by each headend.

Response to Specification 2(a):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(b):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(c):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(d):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(e):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(f):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 2(g):

See Exhibits 2-3 and 2-4.

Exhibit 2-3 includes data at a ZIP Code-level of the TWC footprint for the periods of Q4 2012, Q4 2013 and Q2 2014 for TWC and its video competitors. The file contains data elements for each time period covered, the TWC Region, TWC Market, State, DMA, ZIP Code, Video Provider, the Provider Type, estimates for each video provider and TWC Homes Passed counts. There are worksheet tabs which contain a notes section with some reference and definitions along with Pivot-Tables for summarization. Other than the TWC Homes Passed data which is derived from TWC internal data sources, the video count estimates are derived from a research vendor which tracks the data, SNL Kagan.

Exhibit 2-4 includes data at the TWC division-level for the periods of Q2 2014 and Q2 2013 for TWC and its Internet competitors. The file contains data elements for the time period covered, the TWC Division, TWC Homes Passed, the type of technology (*i.e.* Fiber, DSL, etc.) the Internet provider, and the Share of Internet. The Internet data (*i.e.* Share of Internet) includes only percentages of market share of total internet subscriptions at the division-level. TWC does not estimate actual counts, but “percent share,” as noted. Due to the methodology of the research

tracking for market share, the data is not available at a ZIP Code-level and therefore the lowest geography level TWC can provide is TWC Division. Other than the TWC Homes Passed data, which is derived from TWC internal sources, the ISP data is derived from a research vendor which tracks the data, comScore.

Response to Specification 2(h):

See, Exhibits 2-3 and 2-4.

Exhibit 2-3 includes data at a ZIP Code-level of the TWC footprint for the periods of Q4 2012, Q4 2013 and Q2 2014 for TWC and its video competitors. The file contains data elements for each time period covered, the TWC Region, TWC Market, State, DMA, ZIP Code, Video Provider, the Provider Type, estimates for each video provider and TWC Homes Passed counts. There are worksheet tabs which contain a notes section with some reference and definitions along with Pivot-Tables for summarization. Other than the TWC Homes Passed data which is derived from TWC internal data sources, the video count estimates are derived from a research vendor which tracks the data, SNL Kagan.

Exhibit 2-4 includes data at the TWC division-level for the periods of Q2 2014 and Q2 2013 for TWC and its Internet competitors. The file contains data elements for the time period covered, the TWC Division, TWC Homes Passed, the type of technology (*i.e.* Fiber, DSL, etc.) the Internet provider, and the Share of Internet. The Internet data (*i.e.* Share of Internet) includes only percentages of market share of total internet subscriptions at the division-level. We do not estimate actual counts, but “percent share,” as noted. Due to the methodology of the research tracking for market share, the data is not available at a ZIP Code-level and therefore the lowest geography level we can provide is TWC Division. Other than the TWC Homes Passed data which is derived from TWC internal sources, the ISP data is derived from a research vendor which tracks the data, comScore.

Response to Specification 2(i):

See, Exhibit 2-2, which provides responsive information as of the most recent practical date. Historic information is not readily available.

Response to Specification 2(j):

See Exhibit 2-1, which provides responsive information as of the most recent practical date. Historic information is not readily available.

SPECIFICATION 3:

For each zip code identified in response to Request 2(e), and from January 1, 2009, to the present, describe each of the Company's bundled services plans and standalone services plans offered through any sales channel, and for each plan, describe the:

- (i) MVPD service, including each service tier or programming package offered and the channels (both standard definition and high definition) on each tier or package;
- (ii) Internet access service, including each tier or package offered and the upload and download speed associated with each such tier or programming package, explaining how the upload speed is calculated if no advertised speed is available; and
- (iii) telephone services.

Response to Specification (3)

See Exhibit 3, which provides information on the Company's bundled and standalone service plans as they have existed nationally since January 1, 2013. Plans were determined at a regional level prior to that time and historic information on those plans is not readily available.

SPECIFICATION 4:

For each zip code identified in Request 2(e) and for the Company as a whole, separately for residential subscribers and other subscribers, and for each month for the period beginning January, 2009, to the present, state and produce in CSV or Excel format:

- (a) the number of customer locations to which cable services are available, separately for residential customer locations and other customer locations; and the penetration rate;
- (b) the number of standalone services and bundled services subscribers as of the last day of the month;
- (c) the average revenue per subscriber in the month for standalone services and bundled services;
- (d) the number of subscribers who first began subscribing to any of the Company's standalone services and bundled services in the specified month who were not subscribers to any of the Company's cable services in the prior month;
- (e) the average revenue per new subscriber described in subpart (d) to standalone services and bundled services, and that churned from a competing provider, separately for each competing provider;
- (f) the number of subscribers discontinuing all subscriptions to the Company's cable services;
- (g) the average revenue per departing subscriber described in subpart (f) for standalone services and bundled services, and the number of subscribers that churned to competing provider, separately for each competing provider;
- (h) the number of the Company's current subscribers who first began subscribing to any of the Company's other standalone services or bundled services in the specified month;
- (i) the number of subscribers discontinuing their subscription to one or more of the Company's standalone services or bundled services, but who remain a subscriber to one or more of the Company's cable services at the end of the specified month;
- (j) the churn rate for standalone services and bundled services;
- (k) the per-subscriber acquisition cost or cost per gross addition for standalone services and bundled services and an explanation of how these values were calculated;
- (l) the cost per subscriber to the Company's MVPD service of acquiring video programming distribution rights and an explanation of how these values were calculated;

- (m) the cost per subscriber to the Company's MVPD service of acquiring VOD and PPV distribution rights and an explanation of how these values were calculated;
- (n) the average gross and net advertising revenue per subscriber to the Company's MVPD service and an explanation of how these values were calculated;
- (o) other variable costs per subscriber for standalone services and bundled services and an explanation of how these values were calculated; and
- (p) the value of each additional subscriber to the Company for standalone services and bundled services and an explanation of how these values were calculated.

Response to Specification 4(a):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(b):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(c):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(d):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(e):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(f):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(g):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(h):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(i):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(j):

See Exhibits 4-1, 4-2, 4-3, and 4-4. These exhibits contain data from May 2011 forward. No data is available beyond that time.

Response to Specification 4(k):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 4(l):

See response to Spec 5(g).

Response to Specification 4(m):

See response to Spec 6(a)(3) .

Response to Specification 4(n):

See Exhibit 4-5. Average monthly gross advertising revenues per subscriber were calculated by taking the Company's monthly gross advertising revenues (sourced from the Company's general ledger revenues) and dividing by the number of monthly subscribers in the remainder of the analysis for Part 4. Likewise, average monthly net advertising revenues per subscriber were calculated by taking the Company's monthly net advertising revenues (monthly gross revenues less monthly agency commissions) and dividing by the number of monthly subscribers in the remainder of the analysis for Part 4.

Response to Specification 4(o):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 4(p):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

SPECIFICATION 5:

Separately for (i) every zip code identified in 2(e), and (ii) every DMA for where the Company provides MVPD service, and separately for every subscription VOD service offered by the Company, for every month from January, 2009, to the present, state:

- (a) the number of subscribers to the service at the end of the month;
- (b) the number of subscribers that added the service;
- (c) the number of subscribers that added the service at the same time that they added MVPD service from the Company;
- (d) the number of subscribers that cancelled the service;
- (e) the number of subscribers that cancelled the service at the same time that they cancelled MVPD service from the Company;
- (f) the total subscription revenues;
- (g) the total cost of video programming distribution rights;
- (h) the total number of hours viewed; and
- (i) the price of the service and a description of all discounts or promotions that were in effect.

Response to Specification 5(a):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(b):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(c):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(d):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(e):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(f):

See Exhibit 5-1. Data is not available from January 2009 as requested. The earliest data available has been provided.

Response to Specification 5(g):

See Exhibit 5-4, which is data submitted to the Department of Justice in response to an inquiry as to the cost per subscriber of each channel offered on any of the Company's MYPD service tiers or packages. The exhibit includes (i) Divisional Basic Reports, (ii) Divisional Pay Reports, and (iii) Divisional Premium Service Reports (collectively "Divisional Programming Expense Reports"), which provide the rate charged to the operating unit per subscriber, the closest proxy for the cost per subscriber prepared by the Company in the ordinary course of business. TWC notes that these Divisional Programming Expense Reports do not include SportsNet LA (Dodgers) or news and local programming channels, because the cost associated with such channels is not charged to the divisional operating units. TWC began internally allocating the cost per subscriber associated with news and local programming in its Q1 2014 10-Q, and at that time retroactively determined the costs per subscriber for those channels. For 2012, 2013 and 2014, the costs per subscriber for those channels are, respectively, \$0.91, \$0.93 and \$0.94. TWC notes also that the rate charged to the operating unit per subscriber does not include the following costs or contra costs that are charged at the corporate level: (i) bad debt credits; (ii) marketing support; (iii) audit reserves; and (iv) out of contract reserves.

Response to Specification 5(h):

See Exhibit 5-2, which provides information by zip code for SVOD services in columns E through AZ

See Exhibit 5-3, which provides information by DMA for SVOD services in columns E through AZ

Data is not available from January 2009. The earliest data available has been provided, but does not extend back before April 2012. In addition, there are some areas in the zip code data, such as Portland, ME and Hawaii, which are not included.

Response to Specification 5(i):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

SPECIFICATION 6:

Separately for (i) every zip code identified in 2(e), and (ii) every DMA for where the Company provides MVPD service, for every month from January, 2009, to the present, state:

- (a) separately for the Company's paid VOD service and PPV service, (1) the number of subscribers that used the service at least once; (2) the total revenues from subscribers; (3) the total cost of video programming distribution rights; and (4) the total number of hours viewed;
- (b) for free VOD service, (1) the number of subscribers that used the service at least once; (2) the total number of hours viewed; and (3) the total cost of video programming distribution rights; and
- (c) for the Company's over-the-top video services (e.g. "TV everywhere), (1) the percentage of the Company's MVPD subscribers that view video programming via the service, (2) the total number of hours viewed, and (3) the total cost of video programming distribution rights.

Response to Specification 6(a):

See Exhibit 6-1 in response to parts (1) and (2).

See Exhibit 6-2 in response to part (3). Exhibit 6-2 consists of information submitted to the Department of Justice in response to an inquiry as to the per user cost of VOD and PPV programming choices. This data is provided separately by area/market (Exhibits 6-2a through 6-2e) and by operating unit (Exhibits 6-2f through 6-2k). The data includes "paid VOD service and PPV service" in the sense that it includes linear PPV services and transactional VOD services. The Company does not maintain cost data separately for these two groups.

See Exhibit 6-3 and 6-4 in response to part (4).

Response to Specification 6(b):

See Exhibits 6-5 and 6-6 in response to parts (1) and (2).

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Response to Specification 6(c):

- (1) *See* Exhibit 6-7. Exhibit 6-7 provides data at the enterprise level; reliable data not available to zip/data level.
- (2) *See* Exhibit 6-7. Exhibit 6-7 provides data at the enterprise level; reliable data not available to zip/data level.
- (3) II

II

SPECIFICATION 7:

For each month, from January, 2014, to the present, separately for subscribers to the Company's standalone services and bundled services, and by month of tenure on the subscriber's current plan, state and produce in CSV or Excel format:

- (a) the number of subscribers as of the first day of the month;
- (b) the average revenue per subscriber;
- (c) the total number of disconnects from the service plan initiated either by the subscriber or the Company in the month;
- (d) the number disconnects from the service plan initiated by the Company for non-payment or other reasons in the month;
- (e) the number of mover disconnects from the service plan initiated by the subscriber in the month; and
- (f) the number of other disconnects from the service plan initiated by the subscriber in the month.

Response to Specification 7:

See Exhibit 7.

SPECIFICATION 8:

As of December 31, 2013, and June 30, 2014, and for each DMA, state and produce in CSV or Excel format:

- (a) the number of subscribers to the Company's MVPD service;
- (b) the number of TV households, citing the source of this information and explaining how this number was calculated;
- (c) the number of Hispanic TV households, citing the source of this information and explaining how this number was calculated;
- (d) the number of Hispanic households that subscribe to MVPD service, citing the source of this information and explaining how this number was calculated; and
- (e) the number of Hispanic households that subscribe to the Company's MVPD service.

In the event that as a result of the proposed divestiture transactions, the assets, Hispanic households and the Hispanic subscribers in a single DMA will be divided between Comcast, Charter and SpinCo, for subparts (b) and (g), allocate the subscribers and Hispanic households to the receiving applicant, and provide an explanation of the methodology used to make the allocation.

Response to Specification 8(a):

See Exhibit 8-1.

Response to Specification 8(b):

See Exhibit 8-2.

Exhibit 8-2 includes data for all DMA's that are either in whole or in part of the TWC footprint and reflects counts of total TV households, pay TV Households and over-the-air Households with each DMA, as developed by Nielsen.

Response to Specification 8(c):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 8(d):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 8(e):

See Exhibit 8-1.

SPECIFICATION 9:

Produce all documents relating to the effects of geographic rationalization or clustering with respect to the operation of cable systems and the provision of programming or other services on such cable systems, including documents relating to geographic rationalization or clustering as a result of the proposed TWC transaction and the proposed divestiture transactions.

Response to Specification 9:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 10:

Produce all documents relating to competition in the provision of each relevant service in each relevant area, including, but not limited to, consumer surveys or studies, market studies, forecasts and surveys, and all other documents relating to:

- (a) sales, market share or competitive position of the Company or any of its competitors;
- (b) the relative strength or weakness of persons selling each relevant service, selling either standalone services or bundled services, and the extent to which providers of each relevant service compete with each other;
- (c) supply and demand conditions;
- (d) how consumers, MVPDs, and OVDs view or perceive video programming offered by the Company (including the impact of placing programming in a particular neighborhood or tier), the impact of not offering certain programming, the ability to substitute other programming, the impact of bundling more than one programming channel, or the impact of pricing on decisions to purchase video programming or MVPD service, including ratings and consumer surveys relating to video programming offered by the Company;
- (e) allegations that any person that provides any relevant service is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits; and federal and state investigations, including any carriage or program access complaints filed against the Company with the Federal Communications Commission pursuant to 47 C.F.R. § 76.1301 et seq. or 47 C.F.R. § 76.1000 et seq., or to the Comcast-NBCU Order at App. A, § IV.G.1.a since January 1, 2009;
- (f) any actual or potential effect on the supply, demand, cost, or price of any relevant service as a result of competition from any other possible substitute service or provider, and the role of reputation and reliability in competition with other persons who supply any relevant service;
- (g) churn, subscriber acquisition costs, costs per gross addition, and subscriber retention costs, including consumer costs incurred in switching to another person's relevant service, and data and studies analyzing the source of the Company's new subscribers, why subscribers disconnect service with the Company and the reasons for disconnections, and factors affecting consumers' decisions to switch to or from a relevant service offered by the Company, including but not limited to pricing, quality of service and disputes between the Company and edge providers, CDNs or transit service providers;
- (h) (1) consumer satisfaction with the Company's relevant services (including all documents relating to plans, policies and procedures for addressing concerns raised by rankings and surveys), and (2) consumer substitution between the Company's Internet

access service and DSL service, service using fiber to the node technology, service using fiber to the premises technology, and mobile wireless broadband services;

(i) the Company's experience or success in obtaining or retaining customers through marketing or promotions targeted at providers of relevant services, geographic areas, types of customers, and ethnic groups such as Hispanics or Asians, including the offers made and the amount spent on the marketing effort, the number of new subscribers gained, churn rates for such subscribers, and revenue realized by the Company;

(j) the characteristics of consumers who want to purchase standalone services or bundled services, and the sales, market share or competitive position of the Company or any of its competitors in the sale of standalone services or bundled services;

(k) the provision of video programming over the Internet, including, the sales, market share, or competitive position of the Company or its competitors, 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;

(l) any advantage or disadvantage to any person arising from the size of its footprint or its subscribership on its ability: (1) to negotiate terms with persons selling or licensing video programming, including but not limited to terms that grant the Company exclusive rights to programming; (2) to negotiate terms of interconnection agreements with edge providers, persons who provide Internet backbone services, persons who provide Internet access service, and transit service providers; and (3) competition with other providers of MVPD service and persons that provide Internet access service;

(m) the Company's decisions whether to block, stop, throttle, slow, favor, congest or otherwise hinder the transmission of any OVD service or other content, including the CDN, transit service provider or peer that supports the OVD service or to favor, prioritize or otherwise advantage the Company's relevant service over such competing service;

(n) the role of innovations in competition or potential competition relating to improvements and innovations in features, functionality, platforms, performance, cost or other advantages to users of the service;

(o) the impact of cord shavers, cord cutters and cord nevers on the Company's marketing, revenues and profits of each relevant service; and

(p) the Company's experience and success with video programming, broadcast television stations, broadcast programming networks, and non-broadcast programming networks targeted at specific ethnic groups, including but not limited to, competition with the video programming broadcast television stations, broadcast programming networks, and non-broadcast programming networks owned by, operated by managed by, attributed to or produced by Univision Communications Inc.

Response to Specification 10:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 11:

Produce all documents created or received by the Company that relate to the Company's or any other person's (i) pricing plans; (ii) pricing policies; (iii) pricing lists; (iv) rate cards; (v) pricing forecasts; (vi) pricing strategies; (vii) pricing analysis; (viii) introduction of new pricing plans or promotions; (ix) bundled pricing, including analysis of the profitability of bundles and their impact on customer retention; and (x) pricing decisions relating to each relevant service.

Response to Specification 11:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 12:

State the name and address of each person that has entered or attempted to enter into, or exited from, the provision of each relevant service, from January 1, 2009, to the present. For each such person, identify the services it provides or provided; the area in which it provided the services, including whether the person has sold or distributed the relevant service in the United States; and the date of its entry into or exit from the market. For each entrant, state whether the entrant built a new facility, converted assets previously used for another purpose (identifying that purpose), or began using facilities that were already being used for the same purpose.

Response to Specification 12:

TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response and accompanying exhibits of Comcast to Specification 12 of the Commission’s Information and Data Request Issued to Comcast on August 21, 2014.

In addition, TWC provides the following additional entries to, and exits from, the provision of the following relevant services from 2004 to the present:

MVPD:

Entity	Address	Entry Date
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}
{{ }}	{{ }}	{{ }}

Video Programming

See Exhibit 12, which provides a list of additional persons who have entered into, and exited from, the provision of video programming.

Internet access services:

Entity	Address	Entry Date
{{ }} }}	{{ }} }}	{{ }} }}
{{ }} }}	{{ }} }}	{{ }} }}

Internet backbone services:

Entity	Address	Entry Date
{{ }} }}	{{ }} }}	{{ }} }}
{{ }} }}	{{ }} }}	{{ }} }}
{{ }} }}	{{ }} }}	{{ }} }}

SPECIFICATION 13:

Provide a list of possible new entrants into the provision of, or a substitute for, each relevant service, stating why the Company believes each person is a possible entrant or could provide a substitute service, including but not limited to, mobile wireless broadband service, and what steps it has taken toward entry. Submit a list of all requirements for entry into the provision of, or a substitute for, a relevant service and an estimate of the time required to meet each requirement, and provide all documents relating to research and development, planning and design, production requirements, distribution systems, service requirements, patents, licenses, sales and marketing activities, and any necessary governmental and customer approvals for entry in to the provision of each relevant service.

Response to Specification 13:

TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response of Comcast to Specification 13 of the Commission's Information and Data Request Issued to Comcast on August 21, 2014.

In addition, all non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 14:

Produce all documents relating to the Company's or any other person's pre-transaction and post-transaction plans relating to any relevant service, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; presentations to management committees, executive committees, and boards of directors; expansion plans; research and development efforts; and plans to deploy DOCSIS 3.1, converged cable access platform, converged regional area network, IP Cable and Wi-Fi access points and mobile wireless broadband services; plans relating to the company's time-shifted and place-shifted video programming, dynamic ad insertion service, addressable advertising; plans to offer an OVD service outside the Company's current service area or to provide the Company's video programming to unaffiliated OVDs, wireless backhaul services, and business services; and plans to reduce costs, to improve services or service quality, and to manage communications security and reliability risks. For regularly prepared budgets and financial projections, the Company need only produce one copy of final year-end documents for 2011 through 2013 and cumulative year-to-date documents for 2014.

Response to Specification 14:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 15:

Separately for each relevant service (i) describe the minimum viable scale necessary for entry, including but not limited to, hurdle rates, the capital required for entry, construction of new facilities, spectrum and/or licensing requirements, whether carriage on any particular MVPD or OVD is necessary and if so, the identity of each such provider, and the number of subscribers and advertisers needed to break-even, and to the extent not already produced, (ii) produce all documents relating to the Company's entry into each of the above services since January 1, 2009. Indicate in your response whether your response would vary based upon the type of video programming (e.g., movies, sports, Spanish-language).

Response to Specification 15:

(i) TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response of Comcast to Specification 15 of the he Commission's Information and Data Request Issued to Comcast on August 21, 2014.

Many factors contribute to a firm's decision to enter into the provision of a relevant service, some of which do not depend upon the satisfaction of a break-even analysis involving numbers of subscribers or advertisers. For example, a firm may decide to enter into the provision of Internet access services to support the firm's other products that would benefit from the firm providing such service. Additionally, with respect to the requirements for distribution of video programming, with increasing adaptation of OVD, the availability of international distribution (and competition from such distribution) makes any particular United States-based distributor even less important to the distribution of such programming.

(ii) All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 16:

Produce all documents (except engineering and architectural plans and blueprints) discussing any plans of the Company or any other person for the construction of new facilities or equipment, the closing of existing facilities, or the expansion, conversion, or modification (if such modification has a planned or actual cost of more than \$1 million) of current facilities for providing each relevant service in each relevant area.

Response to Specification 16:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 17:

For each relevant service, standalone services and bundled services, produce (i) one copy of all current selling aids and promotional materials and (ii) all documents relating to advertising plans and strategies.

Response to Specification 17:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 18:

Describe the current relationship between TWC and Advance Newhouse Partnership with respect to Bright House Networks LLC, including an analysis (referencing relevant sections of any agreements or documents) of who controls Bright House Networks. Such analysis should include details of voting and equity or other ownership interests and TWC's involvement in the management and operations of Bright House Networks LLC's business of supplying cable services to consumers. Produce copies of all partnership agreements, operating agreements, management agreements, shareholders' agreements, articles of incorporation, by-laws and other agreements and documents relating to the control of Bright House Networks by TWC and/or Advance Newhouse Partnership and other documents used in preparing the response to this Request.

Response to Specification 18:

TWC (through a subsidiary) and Advance/Newhouse Partnership are partners in the Time Warner Entertainment-Advance/Newhouse Partnership ("TWE-A/N"). That partnership is governed by the Third Amended and Restated Partnership Agreement of Time Warner Entertainment-Advance/Newhouse Partnership, dated December 31, 2002 (attached hereto as Exhibit 18-1). TWC holds 66.67 percent of the equity of TWE-A/N and Advance/Newhouse Partnership owns the remaining 33.33 percent. TWC has no legal or economic interest in Advance/Newhouse Partnership. As a result of a 2002 restructuring of TWE-A/N, various cable systems located primarily in Florida were transferred to a 100%-owned subsidiary of TWE-A/N, Bright House Networks LLC ("Bright House"). TWE-A/N is the sole member of Bright House.

As a result of TWC's majority ownership of the equity of TWE-A/N, TWC has a *de jure* controlling interest in Bright House, but Advance/Newhouse Partnership has *de facto* control over Bright House as a result of its exclusive day-to-day managerial control of the Bright House systems. *See* Amended and Restated Limited Liability Company Agreement of Bright House Networks, LLC, § 10, dated May 16, 2012 (attached hereto as Exhibit 18-2).

Advance/Newhouse Partnership's interest in TWE-A/N tracks exclusively the economic performance of the Bright House systems and, as a result, TWC's financial statements do not include the results of the Bright House systems. Moreover, TWC does not share in any of the profits and losses from the operation of the Bright House systems. By the same token, Bright House subscribers are not consolidated with TWC's for purposes of SEC reporting, and TWC is not deemed the owner or controlling party of Bright House for Hart-Scott-Rodino Act reporting purposes.

TWC provides various services to Bright House for an annual fee, under a services agreement that Advance/Newhouse Partnership has the option to terminate. *See* Services Agreement, dated August 1, 2002 (attached hereto as Exhibit 18-3); Management Agreement, dated December 31, 2002 (attached hereto as Exhibit 18-4). {}

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SPECIFICATION 19:

List all agreements that TWC has negotiated on behalf of Bright House Networks including, but not limited to, agreements for video programming, network technology, relating to support and provision of Internet access services, the provision of time shifted or place shifted viewing (e.g., “Start Over” and “Look Back”), set-top boxes, and Internet-connected devices (e.g., Roku, Samsung, iPad, Xbox), and produce one copy of each such agreement.

Response to Specification 19:

Bright House Networks was asked to identify instances where it has opted out of a TWC agreement or entered into its own agreement for video programming or network technology, relating to support and provision of Internet access services, the provision of time shifted or place shifted viewing, set-top boxes, and Internet-connected devices. As a general matter, Bright House Networks relies on TWC procurement agreements in these areas, although it deploys available technology and operates its systems independently. Exhibit 19-1 identifies those programming services for which Bright House Networks has entered into a separate agreement from TWC. Exhibit 19-2 identifies those TWC programming services for which TWC has an agreement, but under which no Bright House Networks system is carrying the covered programming.

SPECIFICATION 20:

Identify each non-broadcast programming network owned by, operated by, managed by, or attributed to the Company, by stating the information requested by the subparts to this Request, and provide the date and details of any changes to that information:

- (a) the nature and percentage of the Company's ownership interest;
- (b) the identity of and percentage owned by each other person who holds an attributable interest;
- (c) the date the network was launched, and if acquired from another entity, the date the network was acquired and from whom the Company acquired its ownership interest; and
- (d) the 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 supermajority or other investor protections.

Response to Specification 20:

The Company wholly owns the following video programming channels:

California/Nevada

- Time Warner Cable Channel 858 (Spanish language)
- Time Warner Cable Deportes (Spanish language)
- Time Warner Cable SportsNet
- Desert Cities TV (Desert Cities)
- Time Warner Cable News (Palmdale)
- Time Warner Cable SoCal 101

Hawaii

- OC 12
- K-Life (pay on demand)
- NGN (pay on demand)
- OC 16

Kansas/Missouri

- Time Warner Cable SportsChannel (KC)
- Time Warner Cable Local Weather (KC)

Kentucky

cn|2

Nebraska

Time Warner Cable SportsChannel (Nebraska)

New England

TWC TV (New England/Portland, Augusta)

New York

Time Warner Cable SportsChannel (Albany)
Time Warner Cable SportsChannel (Buffalo)
Time Warner Cable SportsChannel (Rochester)
Time Warner Cable SportsChannel (Syracuse)
Time Warner Cable News NY1
Time Warner Cable Noticias NY1
Time Warner Cable News (Buffalo)
Time Warner Cable News (Hudson Valley)
Time Warner Cable News (Jamestown)
Time Warner Cable News (Rochester)
Time Warner Cable News Capital Region (Albany)
Time Warner Cable News Central NY (Syracuse)
Time Warner Cable News North Country (Watertown)
Time Warner Cable News Southern Tier (Binghamton)
Time Warner Cable News Your Traffic (Albany)
Time Warner Cable News Live Radar (Syracuse)
Time Warner Cable News Rail & Road (Hudson Valley)
Time Warner Cable News Rail & Road (NYC)

North Carolina/South Carolina

Time Warner Cable News (Charlotte)
Time Warner Cable News (Greensboro)
Time Warner Cable News (Raleigh)
Time Warner Cable News (Wilmington)
Time Warner Cable SportsChannel (NC – Raleigh, Charlotte, Greensboro, Wilmington; SC – Columbia, Florence, Myrtle Beach)

Ohio

Time Warner Cable SportsChannel (Cincinnati/Dayton)
Time Warner Cable SportsChannel (Cleveland/Akron)

Time Warner Cable SportsChannel (Columbus/Toledo)
Time Warner Cable Live Radar (Columbus)
Time Warner Cable Local Weather (Cleveland/Akron)

Texas

Canal de Tejas (North – Dallas, Waco, El Paso; South – Austin, San Antonio, Corpus, RGV, Laredo) (Spanish language)
Time Warner Cable SportsChannel (North – Dallas, El Paso; South – Austin, San Antonio, Corpus, RGV)
Time Warner Cable News (Austin)
Time Warner Cable News (Waco)
Time Warner Cable News Local Weather (Austin)
Time Warner Cable News Your Traffic (Austin)
Time Warner Cable Noticias Tiempo (Austin)
Time Warner Cable News Live Radar (Austin – North, Central, South, West, Waco/Kileen, Beaumont)
Time Warner Cable News Live Radar (Corpus Christi)

Wisconsin

Time Warner Cable SportsChannel (Milwaukee, Green Bay)

All wholly owned video programming channels, listed above, are a part of TWC and are not separate entities. They are managed as such. TWC is generally unable to provide launch dates for these channels; however, Time Warner Cable SportsNet/Time Warner Cable Deportes was launched in October 2012; OC Sports (Hawaii) was launched in August 2011; and Time Warner Cable SportsChannel Kansas City (KC) was launched in 1996.

The Company has attributable partial interests of 25% or greater in the following channels:

NGN Hotel Channels (Hawaii) (available in hotels only)
SportsNet New York (“SNY”)

With respect to SNY, TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response of Comcast to Specification 18 of the Commission’s Information and Data Request Issued to Comcast on August 21, 2014.

TWC also has partial ownership interests between 5% and 25% in the video programming networks listed below:

	Identify each non-broadcast programming network owned by, operated by, managed by, or attributed to the Company, by stating the information requested by the subparts to this Request, and provide the date and details of any changes to that information:	a. the nature and percentage of the Company's ownership interest;	b. the identity of and percentage owned by each other person who holds an attributable interest;	c. the date the network was launched, and if acquired from another entity, the date the network was acquired and from whom the Company acquired its ownership interest; and	d. the 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 supermajority or other investor protections.
		}}	}}	}}	}}
		}}	}}		
}}	}}	}}	}}	}}	}}

SPECIFICATION 21:

For each non-broadcast programming network identified in response to Request 20, state separately, and produce in CSV or Excel format, for each month from January, 2009, to the present:

- (a) the identity of any MVPD that carries the network, and for each MVPD state (1) the total and per subscriber license fee paid by the MVPD to the Company, (2) the total number of the MVPD's subscribers that receive the network, (3) the number of minutes per hour granted to the MVPD for local advertising sales and (4) the tier on which the network is carried;
- (b) for all MPVDs carrying the network, state (1) the total per subscriber license fees and average per subscriber license fees paid by all MVPDs to the Company, (2) the total number of MVPD subscribers that receive the network, and (3) the average number of minutes per hour granted to MVPDs for local advertising sales;
- (c) the average gross advertising revenue per subscriber and the average net advertising revenue per subscriber and an explanation of how these values were calculated; and
- (d) the identity of each OVD, including but not limited to Apple, Amazon.com, Google, Netflix, Hulu, and the Company that publishes, sells or distributes, in whole or part, content produced or distributed by the non-broadcast programming network, and the total fees paid each year by the OVD to the Company for the right to distribute such programming.

Response to Specification 21(a) and (b):

See Exhibit 21.

Response to Specification 21(c):

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

Response to Specification 21(d):

TWC does not publish, sell, or distribute content produced by any of the Company's non-broadcast programming networks to any OVDs.

SPECIFICATION 22:

Produce all agreements between the Company and any other person relating to the carriage, licensing, or distribution of any video programming owned by or controlled by the Company, and all documents relating to each negotiation since January 1, 2009, between the Company and any (i) MVPD, and (ii) OVD for video programming, regardless of whether or not the negotiations resulted in a contract (formal or informal).

Response to Specification 22:

All documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 23:

Identify each instance where an MVPD has discussed raising, threatened to raise, or has raised, a program access complaint as a means to obtain the right to distribute the Company's non-broadcast programming, including via VOD and PPV, 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 persons involved in the dispute; 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 produce all documents relating to each instance identified, and any settlement thereof.

Response to Specification 23(a) and (b):

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Response to Specification 23(c):

See Exhibits 23-1 and 23-2.

SPECIFICATION 24:

Identify each agreement the Company has entered with another person through which the Company licenses another person to distribute the Company's broadcast or non-broadcast video programming, that contains any of the following provisions: (i) any economic or non-economic Most-Favored-Nation clause; (ii) any exclusive rights to distribute the programming; (iii) any limits on the further distribution of the programming that is the subject of the agreement either temporally, such as through the use of "windows," or by another person or class of similar persons; (iv) any limits on the further distribution of the programming on another platform; and (v) any rights to obtain, or limits on distribution of, additional programming whether or not such programming was in existence at the time the agreement was entered; and (vi) any other provision that impacts the way that the programming is distributed or made available to other distributors, and for each such agreement state:

- (a) the parties to the agreement;
- (b) the date of the agreement;
- (c) the term of the agreement;
- (d) a description of the provision;
- (e) the date that any party to the agreement exercised any rights or received any benefits from any of the provisions set forth in parts (i) through (vi) of this Request; and
- (f) a description of any actions taken or benefits received as a result of any of the provisions set forth in parts (i) through (vi) of this Request.

Response to Specification 24:

See Exhibit 24.

SPECIFICATION 25:

In Section A of Appendix B of the Comcast-NBCU Order, the Commission used a methodology to calculate “critical departure rates” for both permanent and temporary foreclosure of programming. Using this or a similar methodology, determine and state how the current transaction will affect critical departure rates for both permanent and temporary foreclosure separately for each of the RSNs in which the Company has an interest (or an attributable interest). Describe in detail the methodology employed and produce the underlying data used to determine the various parameters used to calculate these critical departure rates, including but not limited to the profit margin on MVPD service subscribers, per subscriber license fees, per subscriber advertising revenue, departure rates, diversion rates, and churn rates. If the methodology is not identical to that employed in Section A of Appendix B of the Comcast- NBCU Order, describe in detail the changes made to that methodology.

Response to Specification 25:

TWC has not independently retained an economist to perform the requested analysis but has coordinated with Comcast to include relevant TWC information in the analysis being submitted by Comcast.

SPECIFICATION 26:

In Section B of Appendix B in of the Comcast-NBCU Order, the Commission used a methodology to calculate the magnitude of vertical price rises that would be caused by the transaction. Using this or a similar methodology, calculate the vertical price increases that will be caused by this transaction separately for each of the RSNs in which the Company has an interest (or an attributable interest). Describe in detail the methodology employed and produce the underlying data used to determine the various parameters needed to calculate these price increases, including but not limited to the profit margin on MVPD service subscribers, the departure rates and diversion rates. If the methodology is not identical to that employed in Section B of Appendix B of the Comcast-NBCU Order, describe in detail the changes made to that methodology.

Response to Specification 26:

TWC has not independently retained an economist to perform the requested analysis but has coordinated with Comcast to include relevant TWC information in the analysis being submitted by Comcast.

SPECIFICATION 27:

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 United States, and for each contract 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 United States 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 contract, and the percentage of total game events which the live distribution rights are exclusive to non-broadcast programming networks or cable systems in which the Company has an interest;
- (e) any plans to begin distributing game events in the United States; and
- (f) whether the Company is currently distributing this sports programming on an attributable or non-attributable sports programming network.

Response to Specification 27:

See Exhibit 27.

SPECIFICATION 28:

Provide a list of and produce a copy of all contracts or informal understandings, entered into since January 1, 2009, between the Company (or a network in which the Company has an attributable interest) and any marquee sports league which convey the right to distribute the league's games or other content in the United States. Include any contract that allows for distribution as a part of any non-broadcast programming network in which the Company has an ownership, controlling or attributable interest, or as video programming on the Internet, whether distributed via MVPD or by an OVD, and all documents relating to negotiations of the contracts produced in response to this Request.

Response to Specification 28:

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All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 29:

As of June 30, 2014, identify each RSN in which the Company has an ownership interest (or an attributable interest), and for each RSN identified, state:

- (a) the primary DMA in which the RSN is distributed;
- (b) the average license fee revenue per subscriber (excluding out of market subscribers);
- (c) the average gross and the average net advertising revenue per subscriber (excluding out of market subscribers) and an explanation of how these values were calculated;
- (d) the number of subscribers (excluding out of market subscribers) to the RSN, separately for each MVPPD that distributes the RSN;
- (e) the number of Comcast, Charter, and SpinCo subscribers (excluding out of market subscribers) to the RSN, stated as if the proposed TWC transaction and the proposed divestitures transactions had been consummated on June 30, 2014; and
- (f) each MVPPD that serves the DMA that does not distribute the RSN and the reason that the MVPPD does not distribute the RSN.

Response to Specification 29:

See Exhibits 29-1 and 29-2.

SPECIFICATION 30:

Describe in detail and produce supporting documentation that shows: (i) the structure and ownership of SportsNet LA, including the identity and percentage of ownership of each owner with an attributable interest; (ii) the Company's role in the management of SportsNet LA, including whether the Company has any board representation, management rights, voting rights, veto power or supermajority or other investor protections over business decisions; (iii) the Company's involvement in carriage negotiations on behalf of SportsNet LA with MVPDs or OVDs; and (iv) the strategic decisions of SportsNet LA in which the Company has played a role.

Response to Specification 30:

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SPECIFICATION 31:

For each channel of video programming that the Company obtained from another person, separately for each month from January 1, 2009 to the present, state:

- (a) the name and genre of each channel of video programming the Company obtained;
- (b) the number of the Company's subscribers whose MVPD programming packages include each such channel;
- (c) the total and per subscriber fee paid by the Company for each such channel; and
- (d) the name and genre of each channel of video programming produced by each such person that the Company chose not to obtain and the reason(s) why the Company chose not to carry the channel.

Response to Specification 31(a)

See Exhibit 31-1. TWC notes that there is no industry standard for genre classifications and the classifications provided herein are not used by TWC in the ordinary course of business and are subjective. In addition, many networks' programming slates are difficult to categorize and/or could be viewed as fitting into two or more different genre categories (e.g., Gol TV could be viewed as a Hispanic or a sports channel).

Response to Specification 31(b) and (c)

See Exhibit 5-4. TWC notes that the following services in which TWC has an ownership interest should be filtered out of those reports for purposes of this response: (i) MLB Network; (ii) SportsNet New York ("SNY"); (iii) Too Much for TV; (iv) Vutopia; (v) Howard Stern On Demand; (vi) NHL Center Ice; (vii) NBA League Pass; (viii) MLB Extra Innings; and (ix) Music Choice.

Response to Specification 31(d):

See Exhibit 31-2.

SPECIFICATION 32:

Describe how the Company determines whether to carry a particular non-broadcast programming network on its own systems and in what geographic areas that network will be carried, including the extent to which carriage decisions are made at the corporate level or by an individual system manager (include the identity of specific decision makers), and factors considered by the Company in making its carriage decisions. Explain and provide examples of how the Company evaluates potential replacements for any non-broadcast programming network, including, but not limited to: (i) the geographic areas in which it will offer the replacement non-broadcast programming network; (ii) the metrics used; (iii) how the Company evaluates potential subscriber losses for not carrying a specific non-broadcast network in a market; and (iv) the factors considered when negotiating the terms and conditions of carriage

Response to Specification 32:

TWC seeks to give its video customers access to a diverse and compelling mix of programming while ensuring appropriate value in making programming acquisition decisions. TWC's programming department (based at TWC's New York City headquarters) makes programming carriage decisions on behalf of all of TWC's cable systems. The head programming executive is Melinda Witmer, and her principal deputies are Andrew Rosenberg and Jennifer Chun. In deciding whether to acquire or replace particular programming from a cable programming vendor, whether on a national or regional basis, TWC's programming personnel rely on several factors, as described below. Importantly, however, in exercising its editorial discretion over the programming it provides to subscribers, TWC cannot reduce to a formula its constitutionally protected, content-based judgments about what programming will appeal to its customers and what pricing proposals will deliver adequate value to consumers. For example, of the illustrative factors listed below, some are likely to be given more weight than others in particular cases, and the weighting will vary heavily depending on the context. Subject to those caveats, illustrative factors that bear on TWC's programming acquisition decisions include the following:

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SPECIFICATION 33:

List and describe all requests for program carriage since January 1, 2011, specifying which program carriage requests were approved and which were denied, and for each request state:

- (a) the date of the request and the reasons why each non-broadcast programming network request was approved or denied;
- (b) the genre of each non-broadcast programming network (i.e., children's, news, Spanish language, etc.);
- (c) the tier and channel placement for networks granted carriage;
- (d) whether the inclusion of the non-broadcast programming network resulted in any adjustment or modification to the price for the tier on which such programming is carried based on said carriage; and
- (e) whether any carriage agreement into which the Company has entered during the last three years has resulted in a change in tier placement for the subject network in any geographic area covered by the agreement.

Response to Specification 33(a):

See Exhibit 33-1.

Response to Specification 33(b):

See Exhibit 33-1.

Response to Specification 33(c):

See Exhibit 33-1.

Response to Specification 33(d):

Substantial increases in the cost of programming since 2011 have led to periodic increases in the price of the relevant service tiers (though not all programming costs have been passed through to subscribers). The increased cost for any given network, or the addition of a network to a tier, generally did not result in an immediate, corresponding increase in the price of the relevant tier.

Response to Specification 33(e):

See Exhibit 33-2.

SPECIFICATION 34:

Provide a list of and produce a copy of all agreements between the Company and any other person for distribution of any video programming carried by the Company's (i) MVPD service and (ii) OVD service, and in each case produce all documents relating to each negotiation since January 1, 2009, between the Company and any other person regardless of whether the negotiations resulted in an agreement or informal arrangement.

Response to Specification 34:

See Exhibits 34-1 (pay television networks) and 34-2 (broadcast stations).

SPECIFICATION 35:

Identify each agreement the Company has entered with another person through which the Company acquires video programming from another person that contains any of the following provisions: (i) any economic or non-economic Most-Favored-Nation clause; (ii) any exclusive rights to distribute the programming; (iii) any limits on the further distribution of the programming that is the subject of the agreement either temporally, such as through the use of “windows,” or by another person or class of similar persons; (iv) any limits on the further distribution of the programming on another platform; and (v) any rights to obtain, or limits on distribution of, additional programming whether or not such programming was in existence at the time the agreement was entered; (vi) any provision relating to the authentication of users, including any limits on video programming distributors that impact their ability to authenticate the identity of a user for the purpose of delivering additional data to advertisers, and any provision that concerns the extent to which access to the set-top box impacts the ability of any person to authenticate users, for example through the operations of apps; and (vii) any other provision that impacts the way that the programming is distributed or made available to other distributors or providers differential treatment of a service provided by the Company or any affiliate, and for each such agreement state:

- (a) the parties to the agreement;
- (b) the date of the agreement;
- (c) the term of the agreement;
- (d) a description of the provision;
- (e) the date that any party to the agreement exercised any rights or received any benefits from any of the provisions set forth in parts (i) through (vi) of this Request; and
- (f) a description of any actions taken or benefits received as a result of any of the provisions set forth in parts (i) through (vii) of this Request.

Response to Specification 35:

As TWC discussed with Commission staff, TWC is providing in Exhibit 35 a list of its programming agreements and is deferring any further response pending further direction from the Commission.

SPECIFICATION 36:

- For each instance that the Company, in negotiations with another person that did not result in an agreement for the Company to either acquire broadcast or non-broadcast video programming from another person, or license another person to distribute the Company's broadcast or non-broadcast video programming, such negotiations proposed any of the following provisions: (i) any economic or non-economic Most-Favored-Nation clause; (ii) any exclusive rights to distribute the programming; (iii) any limits on the further distribution of the programming that is the subject of the agreement either temporarily, such as through "windows," or by another person or class of similar persons; (iv) any limits on the further distribution of the programming on another platform; and (v) any rights to obtain, or limits on distribution of, additional programming whether or not such programming was in existence at the time the agreement was entered; (vi) any provision relating to the authentication of users, including any limits on video programming distributors that impact their ability to authenticate the identity of a user for the purpose of delivering additional data to advertisers, and any provision that concerns the extent to which access to the set-top box impacts the ability of any person to authenticate users, for example through the operations of apps; and (vii) any other provision that impacts the way that the programming is distributed or made available to other distributors or providers differential treatment of a service provided by the Company or any affiliate, and for each such agreement state:
- (a) the person to whom the term was proposed;
 - (b) the broadcast or non-broadcast video programming that would have been the subject of the provision;
 - (c) the date the proposal was made; and
 - (d) the reasons why an agreement was not reached.

Response to Specification 36:

TWC has provided the complete agreements to the Department of Justice, where they are available for the Commission to review (*see*, response to specification 34). The agreements are too numerous and complex to provide this analysis.

SPECIFICATION 37:

Produce all documents relating to any analysis of the impact on subscribership resulting from the 2013 CBS/TWC carriage negotiations and dispute.

Response to Specification 37:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

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SPECIFICATION 39:

Produce all documents relating to:

(a) the Company's current and continued support for currently deployed operator-supplied CableCARD devices, currently deployed retail CableCARD devices, and future CableCARD devices;

(b) the Company's plans to deploy system technology or otherwise offer any relevant service that will be incompatible with the current CableCARD standard, including documents discussing the nature of the new technologies and the timeframes for their deployment;

(c) the development and deployment of streaming solutions that provide the Company's broadcast or non-broadcast video programming to consumer devices with or without using in-home hardware to transcode the video programming;

(d) the extent to which new system technologies used in providing any of the Company's relevant services would enhance or limit a subscriber's ability to use a consumer-owned navigation device to record video programming; and

(e) consumer-owned navigation devices, including, but not limited to, compliance with Section 629 of the Communications Act through technologies other than CableCARD, including downloadable security, and agreements to develop and support these technologies, and the retail and wholesale pricing of CableCARDS, including licensing fees. (47 U.S.C. § 549).

Response to Specification 39:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 40:

Describe the Company’s current participation in, support for, and future plans relating to:

(a) CableLabs, and its role in the development of products and technologies deployed by or planned to be deployed by the Company in providing any relevant service, particularly relating to the Comcast X1/X2 platform and other cloud services; and

(b) The Society of Cable Telecommunications Engineers, and its role in the development of products and technologies deployed by or planned to be deployed by the Company in providing any relevant service, particularly relating to the Comcast X1/X2 platform and other cloud services.

Response to Specification 40(a):

As described on its website, CableLabs “is a non-profit research and development consortium that is dedicated to creating innovative ideas that significantly impact [its] cable operator members’ business. CableLabs also serves to define interoperable solutions among its members and their technology suppliers in order to drive scale, reduce costs, and create competition in the supply chain.” Thus, Time Warner Cable (“TWC”) primarily interacts with CableLabs on efforts to develop common hardware and software specifications that enable cable operators to develop differentiated consumer-facing offerings – not on the actual development of those products and technologies.

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Response to Specification 40(b):

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SPECIFICATION 41:

Describe, and produce all documents relating to, each instance the Company has attempted to partner with another MVPD to achieve joint objectives, including but not limited to attempts to launch a coordinated TV Everywhere service. In the description, state the results of each instance and the reasons for its success or failure.

Response to Specification 41:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

Since January 1, 2009, TWC has attempted to partner with another MVPD to achieve joint objectives in the following instances:

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- *Canoe*. Canoe Ventures was a joint venture launched by the six largest cable operators in 2008 to offer advanced advertising services (primarily interactive advertising, but also addressability, and VOD insertion). Canoe encountered numerous challenges due in part to varying degrees of digital capabilities and other technology differences across the cable companies. The joint venture launched an Interactive TV product in 2010 that allowed viewers to request more information, coupons or product samples. However, acceptance of the service was limited and the joint venture ceased the interactive operations in 2012.
- *National Enterprise Customers*. TWC and Comcast have discussed partnering to serve large and/or national business that require services outside of each carrier's service area. The details of these discussions and the resulting arrangements between TWC and Comcast to serve business customers are provided in response to Specification 64 below.

SPECIFICATION 42:

With respect to the deployment of TV Everywhere provide:

- (a) a complete list of devices for which the Company provides TV Everywhere authentication and a complete list of applications for which the Company provides TV Everywhere authentication, that also includes identification of each device through which access for each application has been approved;
- (b) a list of and description of each application and device for which the Company is currently negotiating TV Everywhere authentication services;
- (c) a list of and description of each application and device for which the Company has declined to provide TV Everywhere authentication services; and
- (d) a description of all the criteria used by the Company to determine whether to enter into an agreement to provide TV Everywhere authentication service to an application.

Response to Specification 42:

- a. TWC provides TV Everywhere authentication to the following applications and devices, to access the programming identified below:

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SPECIFICATION 43:

With regard to the capability of the Company's content and consumer premises equipment ("CPE") to interact or operate with unaffiliated content, such as through the use of applications on the Company's CPE and devices, as described on page 79-80 of the Public Interest Statement, provide:

- (a) a list of unaffiliated content supported by the Company that includes a description of the applications, devices or technologies that the Company uses for interoperability with such unaffiliated content;
- (b) the licensing and other agreements entered into by the unaffiliated content providers to accomplish the interoperability with the Company's CPE;
- (c) the criteria used to determine whether to grant or deny an unaffiliated person's request for access to the Company's CPE, devices or content;
- (d) a list of all unaffiliated content providers who have not received approval and the reasons supporting each denial for (1) unaffiliated content sources, such as those from Netflix, Hulu, and Amazon on the Company's CPE, (2) delivery of unaffiliated content to retail devices in the home, such as to Microsoft's Xbox, Sony's Playstation, TiVo devices, Roku devices, and Apple's AppleTV by in-home streaming, CableCARD, and other technologies; and (3) delivery of unaffiliated content to retail devices outside the home; and
- (e) all documents related to CPE research, development and innovation plans.

Response to Specification 43:

- a. TWC's CPE does not have the capabilities of Comcast's X1 platform to integrate and operate with unaffiliated content in the manner described on page 79-80 of the Public Interest Statement, and there are currently no such third party applications that could be operated on or access TWC's CPE.

For in-home distribution of content, TWC customers are able to access all linear and video on-demand content that is available through TWC's CPE on the customer's own devices, subject to limited exceptions where TWC does not yet have the capability to implement the required programming "blackouts" due to territorial restrictions imposed by the network (*e.g.*, not all markets have ESPN, local sports networks, or broadcast networks). However, TWC is developing a solution to provide all channels in each of its markets.

TWC currently maintains applications on the following platforms and/or devices: Android, Fan TV, iOS, Kindle Fire, Roku, Samsung Smart TV (beginning with the 2012 model year), Web (PC/Mac), and Xbox 360.

Outside of the home, TWC content is available only through TV Everywhere, which is limited to programming for which the programming provider has granted TWC rights to distribute outside of the home through TV Everywhere. See response to Specification 42 above for details.

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e. All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 44:

Provide the following information for National Cable Communications LLC (“NCC Media”):

- (a) all ownership, voting, or management interests in NCC Media and the parties that hold these interests;**
- (b) a description of the roles and functions of NCC Media with respect to, and separately for, national, regional, and local cable spot advertising, including, but not limited to:
 - (i) the persons that do business with NCC Media;**
 - (ii) the access, services, and products provided by NCC Media;**
 - (iii) the criteria used by NCC Media to determine whether to provide access, services, or products to a person and the prices charged, including any affiliation with NCC Media or a person with an interest in NCC Media; and**
 - (iv) any alternatives to NCC Media that are available to persons that wish to place cable spot advertising; and****
- (c) separately for national, regional, and local cable spot advertising, the quarterly revenues received by the Company from NCC Media since January 1, 2009.**

Response to Specification 44(a) and (b):

The Company owns {{ }} of NCC Media.

TWC refers to, and incorporates by reference as if fully set forth herein, the September 11, 2014, written response and accompanying exhibits of Comcast to Specification 46 of the Commission’s Information and Data Request Issued to Comcast on August 21, 2014.

Response to Specification 44(c):

See Exhibit 44.

SPECIFICATION 45:

Provide the following information concerning the cable interconnects that are owned by, controlled by, or managed by the Company in the relevant area:

- (a) a description of the roles and functions of the cable interconnects with respect to, and separately for national, regional, and local cable spot advertising, including, but not limited to:
 - (i) the parties that do business with the cable interconnects;
 - (ii) the access, services, and products provided by the cable
 - (iii) how the Company determines whether to give a person access to a cable interconnect, or provide related services or products to the person, and the prices charged, including the extent to which these determinations depend on whether the party is owned by, controlled by, managed by, or affiliated with the Company; and
 - (iv) any alternatives to the cable interconnects that are available to persons that wish to place cable spot advertising; and
- (b) a listing of all DMAs in which the Company owns, controls, or manages one or more cable interconnects, indicating the following for each such DMA:
 - (i) whether the DMA also is served by one or more cable interconnects that are not owned, controlled, or managed by the Company;
 - (ii) the extent to which any such cable interconnects overlap or compete with cable interconnects that are owned, controlled, or managed by the Company; and
- (c) separately for national, regional, and local cable spot advertising, the quarterly revenues received by the Company from the cable interconnects since January 1, 2009, in CSV or Excel format.

Response to Specification 45(a):

Cable interconnects are used by the Company to provide a means for advertisers to make advertising buys across a local geographic market (e.g. a DMA), or a substantial portion of such market, without having to deal separately with multiple cable systems and other MVPDs serving the market. In a typical arrangement, the interconnect is managed by the largest cable system that is a member of the interconnect. The members pool their advertising inventory, and the manager sells that inventory to advertisers. By offering the opportunity to make advertising buys across a market, interconnects enable MVPDs to compete more effectively with local broadcast TV stations, on which an advertiser can make a single station buy that covers the entire market.

The interconnects that are managed by the Company sell advertising only on systems in the local market in which the interconnect operates.

Each member of the interconnect typically makes available an equivalent amount of inventory, and gross advertising revenues for inventory sold by the interconnect are typically allocated among the members on the basis of each member's number of subscribers. Because the manager of the interconnect assumes responsibility for making sales, and also assumes the risk of collection on advertising placed by the interconnect, the manager receives compensation for its services in the form of a percentage revenues for advertising sold on the systems of other members of the interconnect.

Responses to the Commission's specific questions follow:

- (i) Parties that do business with the cable interconnects:
 - Local and national advertisers interested in reaching the entire local market or a substantial portion thereof.
- (ii) Access, services and products provided by the cable interconnects:
 - Sale of linear video advertising inserted in programming carried by the cable systems that are members of the interconnect.
- (iii) How the Company determines whether to give a person access to a cable interconnect, or provide related services or products to the person, and the prices charged, including the extent to which these determinations depend on whether the party is owned by, controlled by, managed by, or affiliated with the Company:

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- (iv) Any alternatives to the cable interconnects that are available to persons that wish to place cable spot advertising:

For parties making advertising buys, interconnects function as alternatives to making buys from individual MVPDs and from broadcast TV stations by enabling advertisers to buy across a market without dealing with multiple MVPDs.

Alternatively, for advertising on programming on cable networks, advertisers could buy from the cable networks themselves, although not all cable networks necessarily make advertising spots available on a local market basis.

Response to Specification 45(b):

A listing of all DMAs in which the Company owns, controls or manages cable interconnects is included in Exhibit 45. []

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Response to Specification 45(c):

Quarterly revenues for the interconnects from 2011 through Q2 2014 are provided by DMA in Exhibit 45. Information earlier than 2011 is not available. Such revenue information is provided with respect to the each interconnect by member of the interconnect broken down by national and local advertising buys. References to “Local” in the “Sys Code Type DESC” column refer not to the interconnects but to advertising representation services (see, 46(c) below).

SPECIFICATION 46:

Provide the following information concerning the Company's provision of cable advertising representation services in the relevant area:

- (a) a listing of all DMAs in which the Company provides these services;**
- (b) an explanation of how the Company determines whether to run advertising on a cable system that is owned or managed by the Company and the prices charged, including the extent to which these determinations depend on whether the Company provides cable advertising representation services for that advertiser; and**
- (c) separately for national, regional, and local cable spot advertising, the quarterly revenues received by the Company from cable advertising representation services since January 1, 2009, produced in CSV or Excel format.**

Response to Specification 46(a):

A listing of all DMAs in which the Company provides cable advertising representation services are identified as "Local Zone" and included in Exhibit 45, which also includes information responsive to Specification 45.

Response to Specification 46(b):

Similar to the discussion regarding interconnects in 45(a)(iii) above, the Company is interested in representing partners that can bring economic benefit to the Company and its advertising clients. In general, that criterion is achieved when both the Company and the MVPD to be represented enjoy economic benefits, either through improved revenue generation and/or through expense rationalization. The MVPD to be represented reduces manpower and systems costs in favor of a turnkey approach, and the Company applies its scale efficiencies to reduce costs and secure margin from its piece of the deal.

Response to Specification 46(c):

Quarterly revenues for the advertising representation services from 2011 through Q2 2014 are provided by DMA in Exhibit 45. Information earlier than 2011 is not available. Such revenue information is provided with respect to each party to which the Company provides such services broken down by national and local advertising buys.

SPECIFICATION 47:

State the current number of local news and information programming hours, as defined in the Comcast-NBCU Order, for each non-broadcast programming network owned or affiliated with the Company.

Response to Specification 47:

Channel	Local news and information programming hours (annual)	Description of content
LOCAL SPORTS CHANNELS		
TWC SportsChannel NY (Buffalo, Rochester, Syracuse, Albany and Hudson Valley/NYC distinct feeds)	[[]]	N/A
TWC SportsChannel NC (Charlotte/Raleigh)	[[]]	N/A
TWC SportsChannel OH (Cleveland/Akron, Columbus, Cincinnati/Dayton distinct feeds)	[[]]	Air weekly 30-minute "Government Matters" show that features interviews with state lawmakers.
TWC SportsChannel WI (Milwaukee, Green Bay distinct feeds)	[[]]	N/A
TWC SportsChannel KC (Kansas City and Lincoln, NE distinct feeds)	[[]]	N/A
TWC SportsChannel TX (Dallas/Waco, San Antonio/Austin distinct feeds)	[[]]	Air "Capital Tonight," a 30-minute public affairs program that covers the bi-annual Texas state legislature session each weeknight. Produced by TWC News.
LOCAL NEWS CHANNELS & BUREAUS/FEEDS		
Time Warner Cable News NY 1	[[]]	News and information programming
Time Warner Cable Noticias NY1	[[]]	News and information

Channel	Local news and information programming hours (annual)	Description of content
Time Warner Cable News Rail & Road 24/7 <ul style="list-style-type: none"> • Manhattan, Bronx & Brooklyn • Queens • Staten Island 	[[]]	programming News and information programming
Time Warner Cable News Rail & Road (Hudson Valley)	[[]]	News and information programming
Time Warner Cable News Capital Region (Albany)	[[]]	News and information programming
Time Warner Cable News Your Traffic (Albany)	[[]]	News and information programming
Time Warner Cable News Hudson Valley	[[]]	News and information programming
Time Warner Cable News Central NY	[[]]	News and information programming
Time Warner Cable News Radar (Central NY)	[[]]	News and information programming
Time Warner Cable News Binghamton (Southern Tier)	[[]]	News and information programming
Time Warner Cable News Jamestown	[[]]	News and information programming
Time Warner Cable News Watertown (North County)	[[]]	News and information programming
Time Warner Cable News Rochester	[[]]	News and information programming
Time Warner Cable News Buffalo	[[]]	News and information programming
Time Warner Cable News Raleigh	[[]]	News and information programming
Time Warner Cable News Charlotte	[[]]	News and information programming
Time Warner Cable News Greensboro	[[]]	News and information programming
Time Warner Cable News Wilmington	[[]]	News and information programming
Time Warner Cable News San Antonio	[[]]	News and information programming
Time Warner Cable News Austin	[[]]	News and information programming
Time Warner Cable News Your Traffic (Austin Digital Channel)	[[]]	News and information programming

Channel	Local news and information programming hours (annual)	Description of content
Time Warner Cable News Local Weather (Austin Digital Channel)	[[]]	News and information programming
Time Warner Cable Noticias Tiempo (Austin Digital Channel)	[[]]	News and information programming
Time Warner Cable News Radar (Austin Digital Channel) <ul style="list-style-type: none"> • Austin North – Round Rock, Taylor, Hutto, Cedar Park, Liberty Hill, Lago Vista • Austin Central – Austin Metro (covering all parts of Austin not covered by North, South & West) • Austin South – Manor, Elgin, Buda, Kyle, San Marcos, Lockhart, Wimberley, Luling • Austin West – Lakeway, Bee Cave, Dripping Springs, Westlake, Fredricksburg, Marble Falls 	[[]]	News and information programming
Time Warner Cable News Radar - Waco/Temple/Killeen	[[]]	News and information programming
Time Warner Cable News Radar - Beannont	[[]]	News and information programming
Time Warner Cable News Radar - Corpus Christi	[[]]	News and information programming
Time Warner Cable News - Antelope Valley, CA	[[]]	News and information programming
STAND-ALONE LOCAL WEATHER & RADAR CHANNELS		
Time Warner Cable Local Weather (Kansas City)	[[]]	News and information programming
Time Warner Cable Radar (Mid-Ohio)	[[]]	News and information programming
Time Warner Cable Local Weather (Northeast Ohio)	[[]]	News and information programming
TWC LOCAL CHANNELS		
Time Warner Cable Community – Social	[[]]	Traffic, Local Information Programs
Time Warner Cable Community –	[[]]	Community & Local

Channel	Local news and information programming hours (annual)	Description of content
Maine		Information Programs
OC16	[[]]	News headlines from local ABC affiliate, whom we partner with
cn 2 <ul style="list-style-type: none"> • Louisville, KY • Lexington, KY • Northern KY • Bowling Green, KY • Evansville, IN 	[[]]	Weather, Public Affairs, Sports Talk
TWC HISPANIC EVENT CHANNELS		
Time Warner Cable Channel 858/Special Events * – LA *Special Events with NCL roll-out channel – Channel 324 (LA market only)	[[]]	N/A
Canal de Tejas <ul style="list-style-type: none"> • North Texas • South Texas 	[[]]	N/A

SPECIFICATION 48:

Provide a list of each PEG channel on the cable systems to be acquired pursuant to the proposed TWC transaction and proposed divestiture transactions, and the tier(s) (including analog and digital tiers) on which each of those channels appears. Identify, by cable system being acquired, any PEG programming carried on Video on Demand or an online platform.

Response to Specification 48:

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

SPECIFICATION 49:

Describe and produce all documents relating to data caps, including but not limited to: (i) any data caps imposed by the Company for each tier of Internet access service identified in response to Request 3 in any relevant area and the criteria used for imposing them and selecting the limit; (ii) the size of the data cap and the price of the Company's Internet access service both with and without the data cap; (iii) the Company's usage-based pricing (UBP) trials, rationale for them, and the findings or results of each such trial; (iv) video programming and other services subject to, and not subject to, the cap; (v) the cost, detriments and benefits to the Company and to the Company's subscribers of offering Internet access service with data caps, including the effect of the data caps on the Company's network; (vi) the effect of the data cap on the Company's customer's behavior (e.g., downloading of OVD content, purchase of the Company's PPV and VOD services); (vii) the effect of the data cap on competition for any relevant service and persons who provide video programming; and (viii) whether different UBP trials are planned, and if so, a description and timetable for each.

Response to Specification 49:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff. In addition, TWC responds as follows:

On February 27, 2012, the Company launched a program, called *Essentials Internet*, which allows subscribers who use less data to opt for a less expensive Internet plan. *Essentials Internet* is currently available throughout the TWC footprint.

Essentials Internet is an opt-in program that gives customers on three of TWC's low cost, broadband plans—the Everyday Low Price (retail price of \$14.99 per month), Basic (retail price of \$47.99 per month), and Standard (retail price of \$57.99 per month) plans—the option to choose an Internet plan with a lower data allotment and price point. Customers on these plans who opt-in to *Essentials Internet* can choose from two options: (1) *Essentials* Plan 1, which has a 5 gigabyte monthly data allotment, and is available at an \$8 discount off of the customer's regular Internet price; and (2) *Essentials* Plan 2, which has a 30 gigabyte monthly data allotment, and is available at a \$5 discount off of the customer's regular Internet price. *Essentials Internet* is not available to subscribers on higher cost, higher speed Internet plans, including TWC's Turbo (retail price of \$67.99 per month), Extreme (retail price of \$77.99 per month), and Ultimate (retail price of \$87.99-\$107.99 per month) plans.

Once a customer chooses an *Essentials* plan, the customer has a grace period of two billing cycles to determine if the plan is appropriate. If the customer goes over the limit during the grace period, the customer is not charged an overage fee. After the two-month grace period, customers who exceed the data allotment can continue to use the service at a rate of \$1.00 per gigabyte over the allotment. While TWC caps the overage fee at \$25 per billing cycle, it does not cap or throttle usage. The *Essentials* plan is flexible, allowing customers the ability to switch

off the plan and avoid overages if they see they are going to go over their usage allotment in a given month.

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SPECIFICATION 50:

Describe and produce all documents relating to traffic management or engineering tools that identify, inspect, label, tag, throttle, rate-limit, shape, discard, block or otherwise control Internet traffic on the Company's network, including but not limited to:

- (a) network device configurations and applicable network diagrams indicating where such actions are configured on network devices and applied to Internet traffic entering, transiting or exiting the Company's network;
- (b) traffic engineering actions that differentiate between the Company's services (including but not limited to VoIP – peer-to-peer and video streaming services) and similar services provided by other persons;
- (c) policies and procedures for managing traffic delivered to and carried by the Company's networks, including documents that analyze the tradeoffs between allocating differing bandwidth levels, latency, routing assignments or other performance engineering to specialized services and whether a particular service qualifies as a specialized service, as that term is defined by the Comcast-NBCU Order, Appendix A § 1, and separately, as defined by this Information and Data Request.

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

TWC does not employ any traffic management techniques that are intended to throttle, limit block or otherwise control Internet traffic on its network to improve or limit performance. TWC employs industry standard techniques to detect and block malware and to protect network operations. ||

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SPECIFICATION 51:

List all IP addresses, domain names, ports, edge applications, edge services or, categories of services where the Company has applied any traffic engineering actions described in response to Request 50 to improve or limit performance from January 1, 2011 to the present.

Response to Specification 51:

As indicated in the response to Specification 50, TWC does not apply traffic engineering actions on any specific users, applications, edge services or other categories of services, except to protect the network operations pursuant to industry-standard practices. See response to Specification 50 above for details.

SPECIFICATION 52:

Describe and produce all documents relating to the policies, procedures and practices the Company follows in processing trouble reports from edge providers or subscribers concerning the Company's Internet access services.

Response to Specification 52:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

Internet Access Service Subscribers. Subscribers of TWC's Internet access services can in the first instance attempt to resolve and/or report problems with their Internet services through a number of channels. For outage detection or basic troubleshooting, customers can access: (i) Initiated Voice Response; (ii) TWC.com technical support; or (iii) TWC Mobile Application Technical Support. Customers may also communicate with a live agent 24 hours a day, seven days a week at TWC's call center or on-line chat, or through TWC's TWC Mobile Application Technical Support.

Process Flow Summary. [[

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Executive Escalations: []

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Edge Providers. When TWC enters into a peering arrangement with an edge provider, TWC typically works with the provider to establish an operational communications plan (“OCP”) that outlines the procedures for communications between the network operations centers (“NOCs”) for the edge provider and TWC for service-affecting network events. Standard OCP procedures are used in most cases, but may be customized during peering agreement negotiations depending on the nature of the peering partner or services covered. An OCP is not a contractual document and is not a requirement for entry into an interconnection arrangement.

Process Flow Summary: []

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Executive Escalations: []

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SPECIFICATION 53:

Produce all documents relating to subscriber access to edge providers that reference:

- (i) congestion of the Company's Internet access service;**
- (ii) how quality of the Company's Internet access service affects subscriber churn and retention and the acquisition of new subscribers; and**
- (iii) how the existence of edge providers affects demand for Internet access service.**

Response to Specification 53:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

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In addition, the following is a list of peering agreements since May 31, 2011 that are no longer in place:

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SPECIFICATION 55:

Describe any performance, service delivery guarantees or service level agreements that the Company offers to edge providers and CDNs, including but not limited to guarantees relating to latency, data rate (bandwidth/speed), steady state, peak, burst, dynamic variation or other qualifiers, packet loss, jitter, and entry points into the network.

Response to Specification 55:

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SPECIFICATION 56:

Produce all documents relating to:

- (a) Netflix, Inc.'s Internet traffic;
- (b) the Company's interconnection agreement with Netflix, Inc., and the negotiations for that agreement, including but not limited to, discussions regarding traffic volumes, traffic quality, Netflix's Open Connect CDN, and network capacity; and
- (c) changes, if any, in policies and procedures for technical methods related to Netflix, Inc.'s traffic on the Company's Internet access service or Internet backbone services, including but not limited to, methods related to packet classification, admission control and resource reservation, rate control and traffic shaping, congestion management, packet dropping and packet scheduling.

Response to Specification 56:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 58:

For each settlement-free peering arrangement entered into by the Company from January 1, 2009, to date, (i) describe each instance when the Company initiated a discussion that resulted in replacement of a settlement-free peering arrangement with paid peering or transit service agreement, including a description of the settlement-free peer, the date the change was made and of the reasons the change was made, and (ii) identify each person who initiated a discussion that resulted in the replacement of a settlement-free peering arrangement with the Company with a paid peering or transit service agreement, including a description of the settlement-free peer, the date the change was made and of the reasons the change was made.

Response to Specification 58:

The Company undertakes periodic reviews of its existing interconnection relationships to ensure, among other things, that all of the criteria set forth under its published IPv4 and IPv6 settlement-free peering policy (the “Policy”) continue to be met. When an SFI arrangement with a network fails to meet the requirements of the Policy or otherwise fails to make business sense, the Company undertakes a business decision to determine whether a settlement-free peering arrangement should be changed. See Exhibit 58 for a copy of the Policy, which is publicly available on TWC’s website. In each of the instances below in which TWC initiated a discussion that resulted in the replacement of a settlement-free peering arrangement with a paid arrangement, the Policy formed the basis for TWC’s initiation of discussions to establish alternative terms.

For the period January 1, 2009 to the present, TWC has initiated discussions that resulted in the replacement a settlement-free peering arrangement with a paid arrangement for the following entities:

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³ A “sender-pays” agreement is a bilateral peering agreement pursuant to which no settlement will be paid by either party if the traffic ratio is within a certain defined limit. If the traffic ratio from the sender exceeds that limit, then the out-of-balance sender pays a settlement to the other party.

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For the period January 1, 2009 to the present, the following entities have initiated discussions with TWC that resulted in the replacement a settlement-free peering arrangement with a paid arrangement:

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SPECIFICATION 59:

Describe, and produce all documents relating to:

- a. the Company's policies with respect to upgrading, declining to upgrade, or downgrading interconnections between the Company and any person;
- b. the Company's policies, processes and procedures for addressing congestion at interconnection links, including but not limited to: (1) how far in advance the Company plans for upgrades of interconnection links; (2) the criteria used to determine whether to upgrade capacity when requested, whether requests from settlement-free peers, paid peers, transit service providers, and transit service customers are evaluated using different criteria, and how requests for and installation of upgrades of interconnection links are prioritized; (3) whether the Company automatically seeks to add additional capacity when interconnection links reach a certain level of traffic (and if so, where that level is set); and (4) the costs, processes, and length of time involved in provisioning additional capacity, including a description of, and how the Company determines, which party should bear which costs;
- c. any metrics that the Company uses in order to determine whether to upgrade or downgrade an interconnection (e.g., maximum acceptable network utilization or congestion, maximum acceptable packet loss, port availability, bandwidth capacity at particular points, latency, etc.), including what metrics are gathered and what measurement intervals are used;
- d. requests, from January 1, 2010 to the present, by settlement-free peers to upgrade capacity that were not implemented within 90 days; and
- e. any criteria by which the Company chooses a particular type of upgrade or downgrade (e.g., addition or subtraction of an interconnection site, or addition or subtraction of capacity at an existing site).

Response to Specification 59:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

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SPECIFICATION 60:

List, for any upgrades or downgrades to interconnection links from January 1, 2011, to the present, for the 25 largest networks that interconnect with the Company measured by maximum capacity usage measured using the industry standard 95th percentile method: (i) the dates of the upgrades or downgrades; (ii) the amount of capacity added or removed; (iii) the type of upgrade or downgrade; (iv) whether the upgraded was initiated by a request from the network operator, or undertaken by the Company on its own initiative; and (v) the reason for the upgrade or downgrade.

Response to Specification 60:

For upgrades or downgrades to interconnection links, TWC does not maintain records of the dates, amount of capacity added or removed, the type of upgrade/downgrade, reason for the upgrade or how the upgrade decision was initiated. However, the information that will be provided the Interconnection Spreadsheet responsive to Specification 71, which includes monthly capacity and utilization figures, illustrates the changes in capacity and utilization over time.

SPECIFICATION 61:

The Applicants claim that “any action that the combined firm might undertake to harm edge providers would degrade its broadband service and reduce the profits it could earn. ... Providing high-quality broadband service provides Comcast with the significant percentage of its revenue and an even higher percentage of Comcast’s and TWC’s operating cash flow...” Public Interest Statement at page 157, and Dr. Israel states that the “alternative of attempting to harm OTT providers by erecting “tollbooths” or otherwise foreclosing access to Comcast’s broadband subscribers .. would harm Comcast’s broadband business.” April 8, 2014 Israel Declaration at par. 37.

- (a) Describe in detail how harming edge providers would degrade Comcast’s Internet access service and would reduce the profits Comcast could earn, and produce the data and calculations performed to support this statement, including, but not limited to, stating the “profit,” “revenue” and “operating cash flow,” and changes thereto, used in reaching the conclusion recited in this Request, and the quantification of the amount that the degradation of the Internet access service would reduce Comcast’s profit;
- (b) Describe in detail the harm to Comcast’s Internet access service business that would result from “erecting tollbooths” or “foreclosing access to Comcast’s Internet access service subscribers,” including but not limited to all quantifications of the harms;
- (c) Describe in detail the support for the statement that providing high quality Internet access service generates for the Company a “significant percentage of Comcast’s revenue and an even higher percentage of Comcast’s and TWC’s operating cash flow;”
- (d) State whether the Company weighed any of the harms described in the statements recited in this Request against any benefits received from the harm to competition a lower quality or slower Internet access service could cause, and if so, describe the weight given to each element and produce all documents relating to the balancing undertaken by the Company; and
- (e) Produce all data and documents relied upon in making the statements quoted in this Request, and the calculations that support these statements.

Response to Specification 61:

TWC refers the Commission to Comcast’s response to this inquiry, as Comcast will be responsible following the consummation of the transaction for determining policies regarding edge providers and the economics of its broadband service.

SPECIFICATION 62:

Identify and describe each type of customer class that the Company serves, or desires to serve, outside its service areas, and describe how it markets business services or monitors the sales of such services to each customer class identified. In your description of each identified customer class (including small, medium, enterprise and cellular backhaul customers as defined on page 85 of the Public Interest Statement), include specific characteristics that distinguish each class (e.g., revenue size, geographic scope) and describe how the Company markets and monitors the sale of business services. Produce all documents relating to competition to provide services to each customer class defined on page 85 of the Public Interest Statement.

Response to Specification 62:

All non-privileged documents requested in the Commission’s Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff. In addition, TWC response to this specification as follows:

In general, TWC serves the following customer classes for its service offerings that may have business locations outside of its service areas:

- *Medium-sized business:* []
- *Enterprise business:* []

||

SPECIFICATION 63:

Produce all documents relating to bids submitted in response to requests for proposals to supply business services to customer locations outside the Company's service areas, including, but not limited to, the bids, and discussions with other persons whose service area includes customer locations outside the Company's service areas.

Response to Specification 63:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 64:

Describe in further detail, and produce all documents relating to, the business services initiative mentioned in paragraph 152 of the Israel Declaration submitted in support of the proposed TWC transaction, in which the Applicants will “partner to serve national accounts that span the footprints of the two firms by aggregating services,” and state when the planning for this partnership began, the identity of any persons that Comcast’s intends to offer to provide services to after consummation of the proposed TWC transaction and proposed divestiture transactions, the services Comcast plans to provide and what next steps, if any, will be taken.

Response to Specification 64:

The business services initiative referenced at paragraph 152 of the Israel Declaration is a plan for reciprocal arrangements between Comcast and TWC, intended to position the companies to better serve larger, multi-location business. {}

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After consummation of the proposed TWC transaction and the divestiture transactions, TWC expects that Comcast will rapidly expand its provision of business services to larger, multi-location businesses. The combined company will be able to compete more effectively for such customers by combining both Comcast’s and TWC’s respective product offerings as well as their combined service areas, and can offer customers the benefits of a single provider solutions for many services.

SPECIFICATION 65:

To the extent the Applicants contend that the proposed TWC transaction and the proposed divestiture transactions will result in (i) savings in any costs or expenditures, (ii) geographic efficiencies, (iii) an enhanced ability to introduce new products, provide more products and services to customers and to improve service quality and management of communications security risks, and (iv) any other synergies:

- (a) describe in detail all of the claimed efficiencies, savings, new and improved products and synergies that are projected by the Applicants to result from the proposed TWC transaction and the proposed divestiture transactions, and submit a timeline for when these efficiencies, savings, new or improved products and synergies will be generated and recognized by the Company;
- (b) produce all plans, analyses, and reports, models, assumptions, and spreadsheets, relating to the estimates of savings in costs, new or improved products the Company will introduce, and all synergies referred to in the Applicants' filings in the record;
- (c) describe in detail, and produce all documents relating to, how the proposed TWC transaction and the proposed divestiture transactions "should result in cost savings and other synergies worth approximately \$1.5 billion in increased earnings before interest, taxes, depreciation and amortization within three years, and recurring every year thereafter" and "approximately \$400 million in capital expense efficiencies." (Public Interest Statement at page 27);
- (d) provide, for each operational savings or cost synergy identified by the Applicants in determining their total savings and annual savings referred to in the Public Interest Statement and supporting declarations: (1) a quantification of the operational savings or cost synergy and an explanation of how the quantification was calculated; and (2) the steps that the Company anticipates taking to achieve that operational savings or cost synergy, and the estimated time and costs required to achieve it;
- (e) state, for each cost savings, whether it is a fixed cost saving or a variable cost saving and explain the reasoning. State separately the one-time fixed cost savings, recurring fixed cost savings, and variable cost savings (in dollars per subscriber and dollars per year);
- (f) produce all documents analyzing, estimating, justifying, providing the basis for, or otherwise discussing: (1) the operating and capital expense efficiencies and additional revenue synergies referred to in Paragraphs 6-11 in the Angelakis Declaration; (2) the increased economies of scale and scope, enhanced ability to increase investment and innovation, and the expansion and acceleration of infrastructure development as described in Paragraphs 12-39 of the Angelakis Declaration; (3) the benefits to businesses as described in Paragraphs 31-39 of the Angelakis Declaration; (4) the benefits to advertisers as described in Paragraphs 40-42 of the Angelakis Declaration; and (5) the improvements in broadband quality as described in Paragraphs 171-180 of the Israel Declaration; and
- (g) for each new and improved product or service that the Company claims it will be able to offer as a result of the proposed TWC transaction and the proposed divestiture transaction, state specifically the amount the Company will need to invest and spend to

provide the new or improved product or service, identifying each element of the cost, including but not limited to, research, development, licensing fees, equipment and manufacturing costs.

Response to Specification 65:

TWC refers the Commission to Comcast's response to this inquiry, as Comcast will be responsible following the consummation of the transaction for achieving savings in costs and expenditures, geographic efficiencies, and enhancing the combined company's ability to introduce new and improved products and services (including the timeline and details of such efforts).

SPECIFICATION 66:

Produce all documents analyzing, estimating, justifying or providing the basis for, or otherwise discussing any synergies claimed in the Public Interest Statement.

Response to Specification 66:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 67:

Produce all documents

(i) relating to any communication between employees of the Company and any other person with respect to any potential cost savings, efficiencies or synergies,

(ii) provided by any other person to the Company relating to any potential cost savings, efficiencies or synergies, and

(iii) provided by the Company to any other person relating to any potential cost savings, efficiencies or synergies.

Response to Specification 67:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 68:

Produce all documents relied upon or referred to in the Angelakis Declaration. In addition, produce all documents provided to, reviewed by, relied upon, or referred to by Dr. Gregory L. Rosston, Dr. Michael D. Topper, Dr. Mark A. Israel, and Richard R. Dykhouse in their respective declarations.

Response to Specification 68:

TWC refers the Commission to Comcast's response to this inquiry, as Comcast was responsible for the production of all documents relied upon, or referred to by, the experts referenced by the Commission.

SPECIFICATION 69:

Produce all vertical foreclosure analysis, or other vertical competitive effects analysis, econometric modeling, or similar analyses, including those regarding market concentration or pricing, that have been undertaken by the Company or any consultant or expert hired by the Company to analyze the effect of the proposed TWC transaction and the proposed divestiture transactions, including all documents and data used in these analyses.

Response to Specification 69:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 70:

Produce a copy of

- (i) The Nielsen Report,**
- (ii) ComScore report,**
- (iii) SNL Kagan report,**
- (iv) Centris report, and**
- (v) any other third party report on MVPD service, video programming or OVD video usage regularly used by the Company and all research using any of these reports.**

Response to Specification 70:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 71:

Provide the Company's data as specified in Attachment A, which seeks data relating: to active and potential business service addresses; internet traffic exchange and interconnection; subscriber and plan data; daily data on the capacity and use of IP points of presence; and, for Comcast, Charter and SpinCo after the consummation of the proposed divestiture transactions, monthly data for cable service on subscribers and locations served.

Response to Specification 71:

TWC is working on compiling a response to this specification and will provide a supplementary response as soon as possible.

SPECIFICATION 72:

Submit all documents analyzing the

- (i) the proposed acquisition of DirecTV, Inc. by AT&T, Inc., and**
- (ii) the distribution agreement between The Walt Disney Company and Dish Network Corporation.**

Response to Specification 72:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 73:

Produce one copy – in electronic form if available, otherwise in hard copy – of each document, database, or data set used or maintained by the Company at any time after January 1, 2009, without regard to custodian, that constitutes, records, or discusses for each relevant service:

- (i) subscriber acquisition cost;
- (ii) subscriber churn, service level change, cancellation or additions;
- (iii) audience or viewership measurement;
- (iv) advertising sales personnel call reports;
- (v) prices, discounts, quotes, estimates, or bids submitted to any customer or potential customer;
- (vi) sales;
- (vii) Internet traffic;
- (viii) billing;
- (ix) customer relationship databases; and
- (x) network performance. For each database or data set produced in response to this Request, submit any accompanying data dictionary, and any software product or platform required to access the database or data set.

Response to Specification 73:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 74:

For each relevant service, identify each electronic or other database or data set used or maintained by the Company at any time after January 1, 2009, without regard to custodian, that contains information concerning the Company's (i) sales; (ii) prices; (iii) margins; (iv) costs, including but not limited to, programming costs, distribution costs, standard costs, expected costs, and opportunity costs; (v) patents or other intellectual property; (vi) research or development projects; (vii) licensing of video programming; (viii) customers; and (ix) network performance, to the extent such customer information is not provided in response to Request 73. For each such database, identify (a) the database type, i.e., flat, relational, or enterprise; (b) the size in both number of records and bytes of information; (c) the fields, query forms, and reports available or maintained; and (d) any software product or platform required to access the database.

Response to Specification 74:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

SPECIFICATION 75:

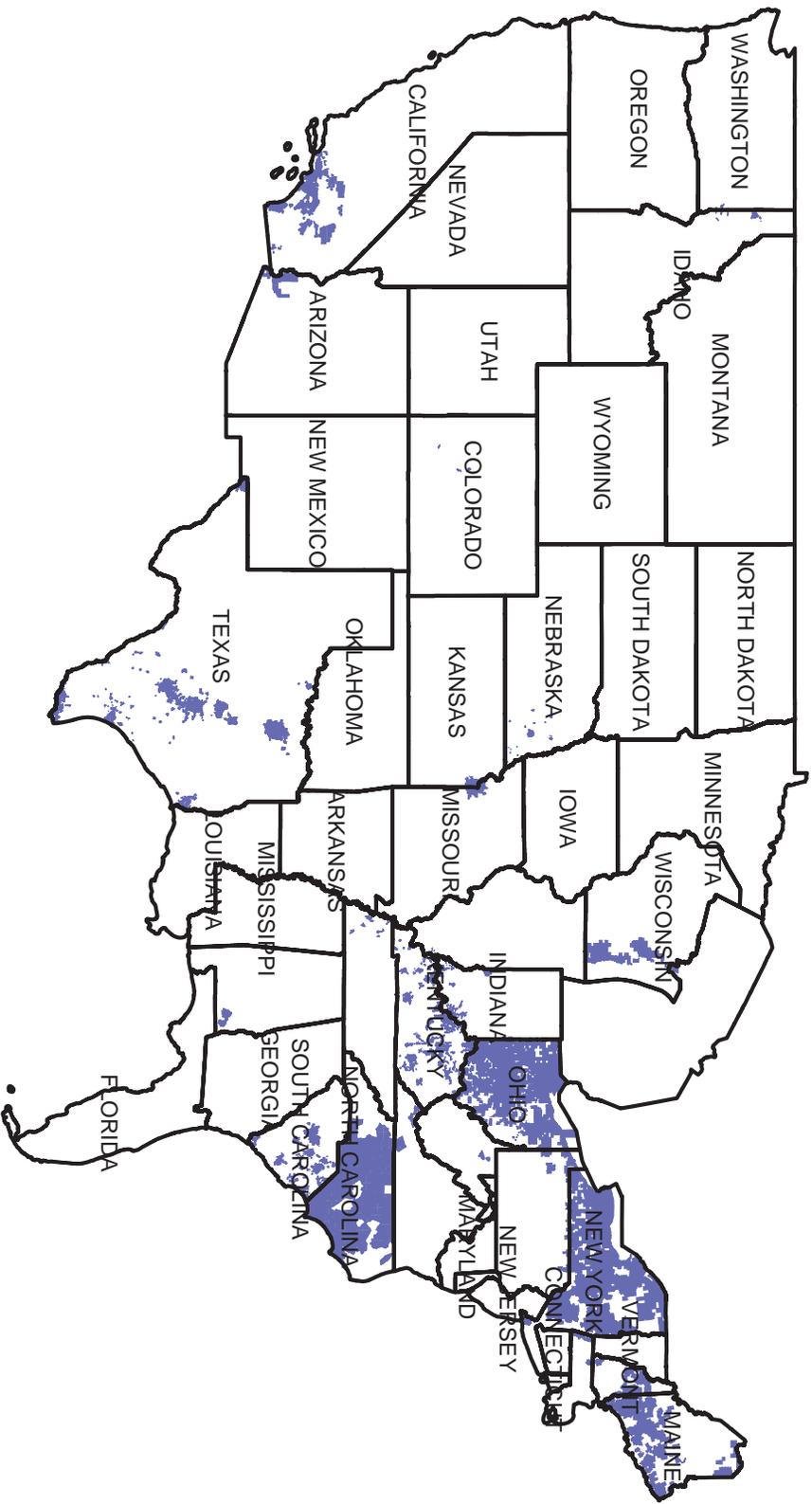
For all databases or data sets produced, describe in detail the relationship of the different tables in the database (e.g., an entity relationship diagram and all foreign keys) and produce documents sufficient to show the tables that are populated by the Company, and the following items for each table: (i) the size of the table in both number of records and bytes of information; (ii) the table name; (iii) a general description of the information contained in the table; (iv) a list of field names; (v) a definition for each field as it is used by the Company, including the meanings of all codes that can appear as field values; (vi) the format, including variable type and length, of each field; and (vii) the primary key in a given table that defines a unique observation.

Response to Specification 75:

All non-privileged documents requested in the Commission's Request for Information will be submitted shortly following adjustments to reflect ongoing clarification discussions with Commission staff.

EXHIBITS

Exhibit 1-1



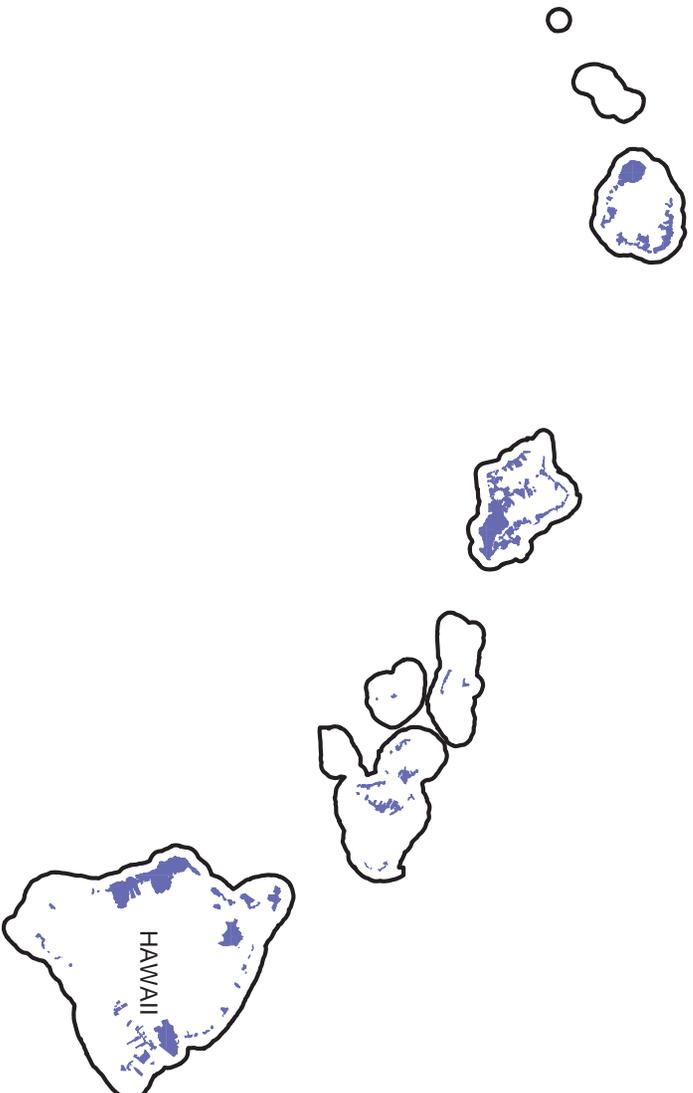


Exhibit 1-2

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Exhibit 2-1

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Exhibit 2-2

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Exhibit 2-4

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Exhibit 3

Bundle Architecture – Triples & Doubles



	Bundle Name	Promo Price	Retail Price	Video	Internet	Phone	Premiums	DVR	Other			
Triple	Beacon	{{ }}	{{ }}	Standard TV	Basic 3	National + VM						
	Upsell - Internet	{{ }}	{{ }}		Standard 15							
	Upsell - Video			Basic 3								
	Good	{{ }}	{{ }}	Preferred TV	Standard 15							
	Better				Turbo 20					1 Premium: HBO or SHO or STRZ	DVR	Home Networking
	Best	{{ }}	{{ }}	Extreme 30	5 Premiums: HBO+MAX STRZ+SHO+TMC					MR-DVR		
	Signature Home			{{ }}	{{ }}					Ultimate 50 (100 LA/NYC)		6 Premiums: HBO+MAX SHO+TMC+ STRZ+Movie Pass
	Signature Home Premium View											
Double	Beacon	{{ }}	{{ }}	Starter TV	Turbo 20				Home Networking			
	Beacon + HBO	{{ }}	{{ }}		Extreme 30					HBO		
	Upsell - Internet			{{ }}	{{ }}				Standard TV	Standard 15		
	Upsell - Video	Basic 3										
	Good	{{ }}	{{ }}	Preferred TV	Standard 15				1 Premium: HBO or SHO or STRZ	DVR	Home Networking	
	Better				Turbo 20							
	Best	{{ }}	{{ }}	Extreme 30	2 Premium: HBO+STRZ or HBO+SHO				MR-DVR			

Bundle Architecture – Internet & Video



					<i>MAXX (NYC/LA/Austin)</i>		
	Bundle Name	Promo Price	Retail Price	Internet	Other	Internet	Other
Internet	ELP		{{ }}	ELP 2x1		ELP 3x1	
	Basic	{{ }}	{{ }}	Basic 3x1		Basic 10x1	
	Standard	{{ }}	{{ }}	Standard 15x1		Extreme 50x5	
	Turbo	{{ }}	{{ }}	Turbo 20x2		Ultimate 100x10	Home Networking
	Extreme	{{ }}	{{ }}	Extreme 30x5	Home Networking	Ultimate 200x20	
	Ultimate	{{ }}	{{ }}	Ultimate 50x5		Ultimate 300x30	

Note: {{ }}

	Bundle Name	Promo Price	Retail Price	Video	Premiums	DVR
Video	Starter TV	{{ }} ¹	{{ }}	Starter TV		
	Essentials TV	{{ }}	{{ }}	Essentials TV		
	El Paquetazo	{{ }}		El Paquetazo		
	Standard TV	{{ }}	{{ }}	Standard TV		
	Good TV	{{ }}	{{ }}	Preferred TV		
	Better TV	{{ }}	{{ }}		1 Premium: HBO or SHO or STRZ	DVR
	Best TV	{{ }}	{{ }}		2 Premium: HBO+STRZ or HBO+SHO	MR-DVR

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Exhibit 4-1

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Exhibit 4-2

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Exhibit 4-5

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Exhibit 6-2c

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Exhibit 6-7

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Exhibit 7

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Exhibit 8-1

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Exhibit 8-2

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II

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Exhibit 12

Entries to and Exits from Video Programming			
Name and Address of Company	Name of Programming Service	Programming Provided	Date of Entry Into and, if Applicable, Exit From the Market
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}}			

Exhibit 18-1

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Exhibit 18-2

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Exhibit 18-3

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Exhibit 18-4

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Exhibit 19-1

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Exhibit 19-2

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Exhibit 21

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Exhibit 23-1

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Exhibit 23-2

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Exhibit 24

Exhibit 27

Exhibit 29-1

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Exhibit 29-2

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Exhibit 31-1

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NETWORK	Type of Service	Genre Category
A&E	Cable	Entertainment
ABC Family	Cable	Entertainment
ABC Retransmission	Broadcast	Entertainment
African Channel	Cable	Entertainment
Al Jazeera	Cable	News
Al Jazeera America	Cable	News
Allbriton Retransmission	Broadcast	Entertainment
Alterna TV	Cable	Hispanic
Altitude Sports	Cable	Sports
Altitude Sports HD	Cable	Sports
AMC	Cable	Entertainment
Animal Planet	Cable	Entertainment
Antenna 3	Cable	Hispanic
Antenna TV	Broadcast	Entertainment
Apple TV	Cable	Entertainment
Arabic TV	Cable	International
Austin Music Partners	Cable	Music
Automated Services	Cable	Other
Azteca	Cable	Hispanic
Azteca America	Cable	Hispanic
Babyfirst TV	Cable	Entertainment
Bahakel Retransmission	Broadcast	Entertainment
Bangladesh Channel	Cable	International
Barrington Communications	Broadcast	Entertainment
BBC America	Cable	Entertainment
BE VOD	Demand	Demand
beIN Sports	Cable	Sports
Belo Communications	Broadcast	Entertainment
BET	Cable	Entertainment
Bet on Jazz	Cable	Entertainment
Biap	Cable	Sports
Big Ten Network	Cable	Sports
Black Family Channel	Cable	Entertainment
Block Communications	Broadcast	Entertainment
Bloomberg	Cable	Entertainment
Bollywood	Demand	International
Bonten Retransmission	Broadcast	Entertainment
Boomerang	Cable	Entertainment
Boomerang Espanol	Cable	Hispanic
Bravo	Cable	Entertainment
Bridges TV	Cable	Entertainment
Buena Vista	Cable	Entertainment
California Channel	Access	Access
Canal 24	Cable	International
Canal 52 MX	Cable	Hispanic
Canal 9	Cable	Hispanic
Capitol Broadcasting	Broadcast	Entertainment
Carcol	Cable	Hispanic
Cartoon Espanol	Cable	Hispanic
Cartoon Network	Cable	Entertainment
CBS Retransmission	Broadcast	Entertainment

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CCA Retransmission	Broadcast	Entertainment
CCTV	Cable	International
Centroamerica TV	Cable	Hispanic
CHILLER	Cable	Entertainment
Chinese Channel	Cable	International
Cine Latino	Cable	Hispanic
Cinemax	Cable	Premium
Clear Channel Retransmission	Broadcast	Entertainment
Cleveland Indians	Cable	Sports
CNBC	Cable	News
CNN	Cable	News
CNN ESPANOL	Cable	Hispanic
College Sports	Cable	Sports
Comcast Sports	Cable	Sports
Comcast Sports NE	Cable	Sports
Comedy Channel	Cable	Entertainment
Cordillera Communications	Broadcast	Entertainment
Country Music TV	Cable	Entertainment
Court TV	Cable	Entertainment
Cox Retransmission	Broadcast	Entertainment
CRI Russia	Cable	International
C-Span	Cable	News
CTC Russian	Cable	International
Digital Audio	Cable	Music
Discovery Civilization	Cable	Entertainment
Discovery Espanol	Cable	Hispanic
Discovery Famila	Cable	Hispanic
Discovery Home	Cable	Entertainment
Discovery Kids	Cable	Entertainment
Discovery Wings	Cable	Entertainment
Discovery/TLC	Cable	Entertainment
Discovery/Science	Cable	Entertainment
Discovery Channel	Cable	Entertainment
Disney Family Movies on Demand	Demand	Demand
Disney Jr.	Cable	Entertainment
Disney on Demand	Cable	Entertainment
Disney Toon	Cable	Entertainment
Dispatch Broadcasting	Broadcast	Entertainment
DMX	Cable	Sports
DOCUMENTALES	Cable	International
Do-It-Yourself	Cable	Entertainment
Dom Kino	Cable	International
Drewry Communications	Broadcast	Entertainment
E! Entertainment	Cable	Entertainment
Eagle Creek Broadcasting	Broadcast	Entertainment
E! Rey	Cable	Entertainment
Encore	Cable	Premium
Encore Plus	Cable	Premium
Encore- Retroplex	Cable	Premium
Entravision	Cable	Hispanic
ESPN	Cable	Sports
ESPN 2	Cable	Sports
ESPN 3D	Cable	Sports

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ESPN Classics	Cable	Sports
ESPN Deportes	Cable	Sports
ESPN Game Plan	Cable	Sports
ESPN NFL	Cable	Sports
ESPN U	Cable	Sports
Eastern Retransmission	Broadcast	Entertainment
ETTV	Cable	International
Fearnet	Cable	Entertainment
Filipino Channel	Cable	International
Filipino Lifestyle	Cable	International
Fine Living	Cable	Entertainment
FLIX	Cable	Entertainment
FOOD	Cable	Entertainment
Fox Bay Area	Cable	Sports
Fox Business News	Cable	News
Fox Movies	Cable	Entertainment
Fox News	Cable	Entertainment
Fox Retransmission	Broadcast	Entertainment
Fox Sports Arizona	Cable	Sports
Fox Sports Detroit	Cable	Sports
Fox Sports Diginets	Cable	Sports
Fox Sports Extreme	Cable	Sports
Fox Sports Florida	Cable	Sports
Fox Sports Midwest	Cable	Sports
Fox Sports Northwest	Cable	Sports
Fox Sports Ohio	Cable	Sports
Fox Sports Pittsburgh	Cable	Sports
Fox Sports Rocky Min	Cable	Sports
Fox Sports San Diego	Cable	Sports
Fox Sports South	Cable	Sports
Fox Sports SW	Cable	Sports
Fox Sports West	Cable	Sports
Fox Sports West2	Cable	Sports
Fox Sports World Espanol	Cable	Sports
Freedom Retransmission	Broadcast	Entertainment
FSN - World	Cable	Sports
FX	Cable	Entertainment
G4	Cable	Entertainment
Galavision	Cable	Hispanic
Galaxie Stingray Music	Cable	Music
Gameshow	Cable	Entertainment
Gannett Retransmission	Broadcast	Entertainment
Gemstar	Cable	Shopping
German TV	Cable	International
GMA Audio	Cable	International
GMA Network	Cable	International
GMA Pinoy	Cable	International
Gol TV	Cable	Sports
GOLF	Cable	Entertainment
Goodlife	Cable	Entertainment
Gospel Music Channel	Cable	Entertainment
Granite Retransmission	Broadcast	Entertainment
Gray Retransmission	Broadcast	Entertainment

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Great American Country	Cable	Entertainment
Greek Channel	Cable	International
Hallmark	Cable	Entertainment
Hallmark Movie Channel	Cable	Entertainment
Han Mi	Cable	International
HBO	Cable	Premium
HBO On Demand	Demand	Demand
HD Net	Cable	Entertainment
HD Net Movies	Cable	Movies
Health Network	Cable	Entertainment
Hearst Retransmission	Broadcast	Entertainment
Here TV	Cable	Adult
HGTV	Cable	Entertainment
High Maintenance Retransmission	Broadcast	Entertainment
His Channel	Cable	Adult
Hispanic TV Music Videos	Cable	Hispanic
History Channel Espanol	Cable	Hispanic
HTN	Cable	Hispanic
HTS	Cable	Entertainment
Hoak Media	Broadcast	Entertainment
Holston Valley Broadcasting	Broadcast	Entertainment
Home Shopping Network	Cable	Shopping
Hospitality	Cable	Entertainment
Hot Adult XX	Cable	Adult
Howard Stern On Demand	Demand	Demand
HTVN	Cable	Hispanic
Hustler	Cable	Adult
IFC	Cable	Entertainment
InDemand	Demand	Demand
Indian Channel	Cable	International
Infinito	Cable	Hispanic
INSP	Cable	Religious
Inspiration	Cable	Religious
Israeli Network	Cable	International
Jade	Cable	International
Jai Punjabi	Cable	International
Jewelry TV	Cable	Shopping
Journal Broadcasting Retransmission	Broadcast	Entertainment
KAVU	Broadcast	Entertainment
Kavu TV	Broadcast	Entertainment
KECY Retransmission	Broadcast	Entertainment
KFMB Retransmission	Broadcast	Entertainment
KHQ Retransmission	Broadcast	Entertainment
Korean Channel	Cable	International
KSAT Retransmission	Broadcast	Entertainment
KYMA	Broadcast	Entertainment
LA FAMILIA	Cable	Hispanic
Lifetime	Cable	Entertainment
Lifetime Real Women	Cable	Entertainment
LifetimeMovieNetwork	Cable	Entertainment
Lilly Broadcasting	Broadcast	Entertainment
LIN Retransmission	Broadcast	Entertainment
Local TV Retransmission	Broadcast	Entertainment

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London Broadcasting	Broadcast	Entertainment
Longhorn Network	Cable	Sports
Madison Halsted Weigel	Broadcast	Entertainment
Major League Soccer- PPV	Cable	Sports
Malara Retransmission	Broadcast	Entertainment
Manhandle	Cable	Adult
MAV TV	Cable	Entertainment
Max Media - WNKY Retrans	Broadcast	Entertainment
MBC Korean	Cable	International
McKinnon Retransmission	Broadcast	Entertainment
Media General Retransmission	Broadcast	Entertainment
Mediaset Italian Channel	Cable	International
Meredith Retransmission	Broadcast	Entertainment
Mets Channel	Cable	Sports
MGM HD	Cable	Entertainment
Michigan Government TV	Broadcast	Entertainment
MLB Channel	Cable	Sports
Mobile Video Tapes Inc Retrans	Broadcast	Entertainment
Movies	Cable	Movies
Movies On Demand	Demand	Movies
MSNBC	Cable	Entertainment
MT Mansfield	Broadcast	Entertainment
MTV	Cable	Entertainment
MTV2	Cable	Entertainment
Much Music	Cable	Music
Multimedios TV	Broadcast	Hispanic
MUN2	Cable	Hispanic
Music Choice	Cable	Music
Muzika Pervogo	Cable	Music
Myx (Filipino)	Cable	International
Nat Geographics	Cable	Entertainment
National Geographic Espanol	Cable	Hispanic
National Geographic Wild	Cable	Entertainment
NBA TV	Cable	Sports
NBC Universal	Cable	Entertainment
NEO Cricket	Cable	Sports
NEPSK	Broadcast	Entertainment
NESN	Cable	Sports
New England Cable News	Cable	News
New Frontier Media	Cable	Adult
News Channel	Cable	News
Nexstar Retransmission	Broadcast	Entertainment
NFL	Cable	Sports
NFL RedZone	Cable	Sports
NGN	Cable	International
NHL Network	Cable	Sports
NICKELODEON	Cable	Entertainment
Noggin	Cable	Entertainment
Northwest Broadcasting	Broadcast	Entertainment
Northwest Cable News	Cable	News
NTV Hungary	Cable	International
NVT Retransmission	Broadcast	Entertainment
NWI	Cable	News

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NYC Arabic Channel	Cable	International
Ohio News Channel	Cable	News
Olympu Sat	Cable	Entertainment
Oprah Winfrey Network	Cable	Entertainment
OTA Broadcasting	Broadcast	Entertainment
Outdoor Channel	Cable	Sports
Outdoor Life	Cable	Entertainment
Outrageous On Demand	Cable	Adult
Ovation	Cable	Entertainment
Oxygen	Cable	Entertainment
Pac 12 Network	Cable	Sports
Pappas Telecasting Retrans	Broadcast	Entertainment
Pennsylvania Cable Ntwk	Access	Access
Penthouse	Cable	Adult
Phantom Signals	Cable	Entertainment
Phoenix Satellite TV	Cable	International
Pioneer	Cable	Other
Playboy	Cable	Adult
Playboy Espanol	Cable	Hispanic
Post Newsweek	Broadcast	Entertainment
Premiere Futebol Clube	Demand	Sports
Quickvue	Cable	Entertainment
QVC	Cable	Shopping
QVC Plus	Cable	Shopping
Radio/TV Portugal	Cable	International
RAI	Cable	International
Ravi Punjabi	Cable	International
Raycom Retransmission	Broadcast	Entertainment
Real	Cable	Adult
Reality Channel	Cable	Entertainment
Revolt	Cable	Entertainment
RFD TV	Cable	Entertainment
Rochester First International	Cable	Hispanic
Rockfleet	Broadcast	Entertainment
Rossiya	Cable	International
RTR Planeta	Cable	International
Russian Channel	Cable	International
Russian TV	Cable	International
Russian TV Plus	Cable	International
Sagamore Hill	Broadcast	Entertainment
Sahara Filmy	Cable	International
San Diego Retransmission	Broadcast	Entertainment
SBN VIETNAMESE CHANNEL	Cable	International
SBS International	Cable	International
Sci Fi	Cable	Entertainment
Shop HQ	Cable	Shopping
Showtime	Cable	Premium
Showtime on Demand	Demand	Demand
Si TV	Cable	Hispanic
Sinclair Retransmission	Broadcast	Entertainment
SINO TV	Cable	International
SJL Broadcasting	Broadcast	Entertainment
Smith Retransmission	Broadcast	Entertainment

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Smithsonian HD	Cable	Entertainment
Soapnet	Cable	Entertainment
Sony Entertainment TV Asia	Cable	International
Speed Channel	Cable	Sports
Spice Channel	Cable	Adult
SpikeTV	Cable	Entertainment
Spokane	Broadcast	Entertainment
Sports Channel Midwest	Cable	Sports
Sports Channel NY	Cable	Sports
Sportsman Channel	Cable	Sports
Sprout	Broadcast	Entertainment
Star India	Cable	International
Starz	Cable	Premium
Starz on Demand	Demand	Demand
Style	Cable	Entertainment
Sunbeam - WHDH	Broadcast	Entertainment
Sundance Channel	Cable	Entertainment
Sunshine Network	Cable	Sports
Super Canal	Cable	Hispanic
Sur Mexico	Cable	Hispanic
Sur Peru	Cable	Hispanic
Tapesh	Cable	International
Teleformula	Cable	Hispanic
Telefuturo	Broadcast	Hispanic
Telemundo	Cable	Hispanic
Ten	Cable	Adult
Ten Adult X	Cable	Adult
Tennis Channel	Cable	Sports
Texas Cable News	Cable	News
The Cooking Channel	Cable	Entertainment
The Jewish Channel	Cable	Entertainment
The Weather Channel	Cable	Entertainment
TLC	Cable	Entertainment
TNT	Cable	Entertainment
Too Much for TV	Demand	Adult
Travel Channel	Cable	Entertainment
Tribune	Broadcast	Entertainment
Trio	Cable	Entertainment
TTBG Broadcasting	Broadcast	Entertainment
Turner Classic Movies	Cable	Entertainment
Turner South	Cable	Entertainment
TUTV	Cable	International
TV 1000 Russian Kino	Cable	International
TV Asia	Cable	International
TV Colombia	Cable	Hispanic
TV Dominicana	Cable	Hispanic
TV Games	Cable	Sports
TV Globo Internacional	Cable	International
TV Guide	Cable	Entertainment
TV Guide Interactive	Cable	Entertainment
TV Japan	Cable	International
TV Land	Cable	Entertainment
TV One	Cable	International

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TV POLONIA	Cable	International
TV5 Pay	Cable	International
TVB	Cable	International
TVE INTERNACIONAL	Cable	International
Ultimate Fighting Championship	Demand	Sports
Universal HD	Cable	Entertainment
Universal Sports	Cable	Sports
Univision	Cable	Hispanic
Univision Deportes	Cable	Hispanic
Univision Telemelas	Cable	Hispanic
USA	Cable	Entertainment
UTILISIMA	Cable	Hispanic
UTV Movies	Cable	International
Valuevision	Cable	Shopping
Venemovies	Cable	International
Venezuela TV	Cable	International
VH1	Cable	Entertainment
VH-1 Classic	Cable	Entertainment
Video Rolla	Cable	Hispanic
Viewer's Choice	Demand	Demand
Vision Communications	Broadcast	Entertainment
VOD Library Classics	Demand	Movies
Vremya	Cable	International
Vutopia	Demand	Movies
WABI TV Retransmission	Broadcast	Entertainment
WAPA	Cable	Hispanic
Warner Brothers	Cable	Movies
WE	Cable	Entertainment
Weather Now	Broadcast	Weather
Weather Service International	Cable	Weather
WEHT Retransmission	Broadcast	Entertainment
West VA Media Holdings	Broadcast	Entertainment
WFMJ Retransmission	Broadcast	Entertainment
WFRV Retransmission	Broadcast	Entertainment
WGN	Broadcast	Entertainment
Withers Retransmission	Broadcast	Entertainment
WLEX Retransmission	Broadcast	Entertainment
WPF Retransmission	Broadcast	Entertainment
WPIX	Broadcast	Entertainment
WSBK	Broadcast	Entertainment
WTBS	Cable	Entertainment
WTVF News Channel 5	Broadcast	Entertainment
WTVQ Retransmission	Broadcast	Entertainment
WWAa Retransmission	Broadcast	Entertainment
YES	Cable	Sports
Young Broadcasting	Broadcast	Entertainment
ZAP 2 IT	Cable	Entertainment
ZEE TV	Cable	International
ZTC	Cable	International

Exhibit 31-2

NAME OF CHANNEL	GENRE	OFFERING ENTITY & OTHER CHANNELS	REASON(S) WHY
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Exhibit 33-1

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Exhibit 33-2

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Exhibit 34-1

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Network

Expiration Date

Renew

{{

Network	Expiration Date	Renew

}}

[Redacted]

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Exhibit 34-2

TIME WARNER CABLE RTC GROUP AGREEMENTS					
OWNER	STATION	AFFILIATE	END	NOTES	
{{					
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Exhibit 35

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NETWORK	AGREEMENT TYPE	NOTICE RECEIVED	MONETARY GIVEBACK	FORMAL RESPONSE	NOTES/COMMENTS
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Exhibit 44

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Exhibit 45

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Exhibit 58

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IPV4 and IPV6 Settlement-Free Peering Policy

Time Warner Cable's IPV4 and IPV6 Settlement-Free Peering Policy

1. Overview

Time Warner Cable ("TWC") has developed this Settlement Free Peering Policy ("Policy") as guidance to those candidates ("Candidates") seeking to interconnect their Internet Network(s) with TWC's Internet Network(s) at mutually-agreed upon Demarcation Points on a settlement-free basis. TWC will select its Candidates taking into consideration, among other factors, cost, port availability and bandwidth capacity at specific locations, and the overall strategic benefit TWC will experience with the connections. Each Peering connection must provide a roughly equivalent tangible benefit to both TWC and the Candidate. The Candidate must meet the criteria set forth in this Policy for no less than three (3) consecutive months in order to qualify for a settlement-free Peering relationship; however, satisfying the technical and operational requirements in this Policy does not guarantee a settlement-free Peering relationship with TWC. All requests for settlement-free Peering with TWC should be directed to peering@twcable.com.

Further, in an attempt to accurately measure and forecast traffic ratios, traffic rates, and to determine geography where the Internet traffic would be entering and exiting any Demarcation Points to be established between TWC and the Candidate, TWC may require a trial connection with the Candidate. Such a trial will only occur pursuant to a "Settlement-Free Peering Trial Agreement." A successful Peering trial does not guarantee that TWC will agree to a Peering relationship with such Candidate. If a Candidate's Internet Network does not meet TWC's requirements as set forth herein, and the Candidate remains interested in connecting directly to TWC's network on a paid settlement basis, those requests may also be directed to peering@twcable.com. For avoidance of doubt, this Policy does not address requests for the exchange of IP-enabled voice traffic.

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2. Basic Definitions

- a. "Affiliate" means (i) any of Time Warner Cable Inc. ("TWC"), Time Warner Entertainment Company, L.P. ("TWE"), Time Warner NY Cable LLC ("TW NY"), Time Warner Entertainment-Advance/Newhouse Partnership ("TWEAN"); or (ii) any other corporation, partnership, joint venture, trust, joint stock company or other entity as to which any one or more of TWC, TWE, TWNY or TWEAN owns or controls at least twenty-five percent (25%) of the voting securities of such entity.
 - b. "Autonomous System Number" or "ASN" means a Border Gateway Protocol autonomous system number that uniquely identifies each Internet Network.
 - c. "Border Gateway Protocol 4" or "BGP4" means protocol used to exchange routing information between collaborating routers on the Internet.
 - d. "Candidate" means a party seeking to exchange Internet traffic on a settlement-free basis with TWC's Internet Network in North America.
 - e. "Demarcation Point" means the place where two Internet Networks are connected by dedicated bandwidth for the purpose of exchanging On-Net Peering traffic.
 - f. "Internet Network" means a communications network running TCP/IP and other Internet protocols. The Internet Network provided by TWC shall include the AS7843 and any other ASN operated by TWC or any Affiliate ("TWCIN").
 - g. "On-Net" means that all traffic must originate from direct bona fide paying customers of Candidate who purchase and use access to all of Candidate's Routes.
 - h. "Peering" is the interaction between two distinct ASN's using BGP to exchange TCP/IP routing information between service providers operating Internet Networks
 - i. "Route" means a specific path along which data is directed on the public Internet and/or on either party's Internet Network.
 - j. "95th Percentile" usage shall be measured monthly on a port-by-port basis and on a 95th percentile peak usage basis. SNMP bandwidth monitoring will sample both directions of traffic at each connection point (port) (i.e., record a data point reflecting how much bandwidth is utilized at that particular instance) every five (5) minutes and store such samples for a period of one (1) month. At the end of each calendar month, the data samples are collected and sorted from highest to lowest usage. The highest fifth percentile (5%) for each direction of usage are discarded, and the greater direction of traffic shall be the "95th Percentile peak usage" number.
- ## 3. Technical Requirements
- a. ASN requirements: Candidate's Internet Network must have a single ASN for all traffic destined to the TWCIN.
 - b. Network Capacity Requirements: Candidate must run a minimum of hundred (100) Gigabits of Internet Network capacity between all Demarcation Points.
 - c. Scope of Internet Network: Candidate must have a national Internet Network with Internet traffic termination ("IP POPs") in a minimum of eight (8) major metropolitan statistical areas located in at least the following three (3) U.S. time zones: Eastern, Pacific, and Central time zones. Furthermore, Candidate must operate metro and regional networks that span diverse portions of the North American market with extensive last mile infrastructure in residential and commercial facilities.
 - d. Demarcation Points: Candidate must meet the TWCIN at a minimum of four (4) mutually agreeable geographically diverse Demarcation Points

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in the United States. Such Demarcation Points must include at least one (1) city on the U.S. east coast, one (1) city in the central region, and one (1) city on the U.S. west coast. Locations must be in common facilities where TWC and the Candidate have an established presence in order to exchange On-Net Peering traffic.

- e. Traffic Rates: Candidate's traffic to/from the TWCIN must be On-Net Peering traffic only, and its traffic volume must sustain a monthly average of ten (10) Gigabits in the dominant direction.
- f. Traffic Ratios: Candidate must maintain a traffic scale between its Internet Network and that of the TWCIN that enables a general balance of inbound versus outbound traffic. The network cost burden for carrying traffic between Internet Networks shall be such that a Peering traffic ratio measured at 95% Percentile is justified by both parties.
- g. Candidate must provide its own 24-hour peak and average traffic volume statistics at each Demarcation Point. The quantity and speed of circuits between the TWCIN and Candidate's Internet Network will be determined by TWC utilizing the methodology described in Section 3(f) above, and will be reviewed periodically.
- h. No Purchasers of Dedicated Internet Services: Candidate may not purchase dedicated Internet services from TWC and maintain settlement-free Peering with TWC simultaneously.
- i. Full Customer Routes: Candidate must carry full customer Internet Routes in interconnect routers, and announce consistent Internet Routes using BGP4 at all Demarcation Points unless otherwise agreed upon by the parties. Candidate will not advertise to the TWCIN at any Demarcation Point full Internet Routes, Routes learned from other non-customer connections of Candidate, Routes previously advertised by the TWCIN to Candidate, or Routes advertised by TWC to any common customers or other peers of Candidate.
- j. Candidate shall not be permitted to sell to third parties any direct IP transit services that consist only or mostly of TWCIN Routes or prefixes that contain TWCIN ASNs specifically in the ASN attributes for any prefix.
- k. No Route of Last Resort: Candidate must not establish a Route of last resort (i.e., default Route) directed toward the TWCIN.
- l. Third Party Routes: Candidate may not advertise third party Routes that allow direct traffic exchange (in either direction) between the TWCIN and bona fide paying customers of the Candidate without first traversing Candidate's Internet Network. Candidate must filter Route announcements for its customers by prefix to be limited to Routes registered for use by Candidate's bona fide paying customers.
- m. Candidate shall not abuse the Peering relationship by engaging in activities including, but not limited to, forwarding traffic for destinations not explicitly advertised by TWC, resetting next-hop attributes, selling or giving next-hop to any third parties, forwarding anything other than On-Net Internet traffic, or otherwise imposing a disproportionate network cost or burden on the TWCIN.
- n. Transit Autonomous Systems: Candidate will provide transit services to at least five hundred (500) unique Internet Networks/Autonomous Systems.
- o. Unique Routes: Candidate must announce a minimum of two thousand (2000) unique Internet Routes (using /24 or larger aggregates for IPv4).
- p. Traffic Mixes: Candidate's traffic must be On-Net traffic originating from bona fide paying customers on its Internet Network for access to

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all of Candidate's Internet Routes, and must present a general balance of traffic consistent with the profile of traffic typically delivered to TWCIN by others having a reciprocal Peering arrangement with TWC in that market.

q. Candidates seeking a Peering relationship with TWC in the United States must agree to provide a reciprocal Peering arrangement with TWC in the Candidate's home market if not also the United States.

4. Operational Requirements

a. Candidate must have a fully staffed, 24x7x365, network operations center ("NOC").

b. Candidate must provide at least forty-eight (48) hours' prior notice to the TWC NOC for any planned or scheduled maintenance activities.

c. Candidate must provide trouble reporting and escalation procedures to TWC and agree to repair or otherwise remedy any problems within a reasonable timeframe. TWC must have the ability to open trouble tickets with Candidate. Candidate must cooperate with TWC to resolve security incidents, denial of service attacks, and other technical or operational problems.

5. Access to Records

a. This Policy is only a guideline. TWC reserves the right to decline any request or enter into a Peering relationship with any Candidate, whether or not they meet the requirements of this Policy.

b. A Peering relationship will only occur if TWC and Candidate reach agreement on the terms of a separate Settlement-Free Peering Agreement, and then only for as long as such Settlement-Free Peering Agreement remains in effect.

c. In the event that a separate Settlement-Free Peering Agreement and/or Settlement-Free Peering Trial Agreement are entered into, this Policy will be deemed to be incorporated therein by this reference and made a material component thereof, provided that any conflict or inconsistency between the terms of this Policy and the terms of the Settlement-Free Peering (or Trial) Agreement, the conflicting or inconsistent terms contained in the Settlement-Free Peering (or Trial) Agreement shall govern.

d. TWC maintains the right to change this Policy at any time without written notification. It is the responsibility of Candidate to maintain compliance with this Policy, as it may be amended from time to time.

e. TWC will periodically review its Peering relationships to ensure that joint capacity planning intervals are appropriate for traffic patterns, contacts are refreshed for operations purposes, and all criteria continue to be met.

f. Send Peering inquiries to peering@twcable.com.

Products	Services	Support	Contact Us	Other Sites
Packages	Pay Your Bill Online	Browse Support	Live Chat	TWC Conversations
TV	Ways to Pay Your Bill	Program Your Remote	Contact Us	TWC Media
Internet	Moving?	Channel Lineup	Investor Relations	Community Solutions
Phone	My Account Login	Closed Captioning	TWC Stores	Connect a Million Minds
IntelligentHome	TWC Apps	Welcome to TWC	Careers	Mi Cultura
	Check Email	TV Parental Controls		TV Commercials

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[Internet Safety](#)
[Accessibility](#)

[TWC SportsNet](#)
[TWC Exclusives](#)

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