

June 11, 2010

FILED/ACCEPTED

JUN 11 2010

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Federal Communications Commission
Office of the Secretary

Re: *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licenses*, MB Docket No. 10-56: NBC Universal, Inc.'s Responses to the Commission's Information and Discovery Requests dated May 21, 2010

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Dear Ms. Dortch:

NBC Universal, Inc. ("NBCU"), by its attorneys, hereby submits two copies of its responses to the Commission's May 21, 2010 Information and Discovery Request in the above-referenced proceeding.¹ The enclosed responses have been REDACTED FOR PUBLIC INSPECTION pursuant to the First and Second Protective Orders entered in this proceeding.² Specifically, this filing includes 1) NBCU's narrative response to the Request redacted to exclude material designated CONFIDENTIAL and/or HIGHLY CONFIDENTIAL, 2) the non-confidential exhibits to the narrative responses, 3) a document index, and 4) a privilege log.

Pursuant to the Protective Orders, NBCU is also submitting two copies of this filing to Vanessa Lemmé of the Media Bureau by hand delivery and under separate cover. NBCU is

¹ *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Information and Discovery Request for NBC Universal, Inc., MB Docket No. 10-56 (May 21, 2010) ("Request").

² *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Protective Order, DA 10-370 (MB rel. Mar. 4. 2010) ("First Protective Order"); *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Second Protective Order, DA 10-371 (MB rel. Mar. 4. 2010) ("Second Protective Order").

WILKINSON) BARKER) KNAUER) LLP

Marlene H. Dortch, Secretary

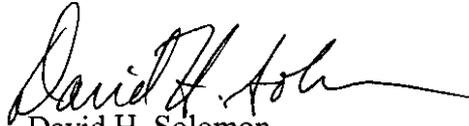
June 11, 2010

Page 2

filing under separate cover one copy of a CONFIDENTIAL version of its responses and one UNREDACTED copy of this filing under seal.

Please do not hesitate to contact the undersigned if you have any questions.

Sincerely yours,

A handwritten signature in black ink, appearing to read "David H. Solomon", with a long horizontal flourish extending to the right.

David H. Solomon

Counsel to NBC Universal, Inc.

NBC Universal, Inc.
Document Index

June 11, 2010

Request Number(1)	Elec Media Number	Volume Number	Begin Bates Number	End Bates Number	Number of Records	Date Produced
5	CD1	Disc 1 of 3	5nbcu000001	5nbcu002892	200	6/11/2010
6/7	CD2	Disc 2 of 3	6nbcu000001	6nbcu000705	705	6/11/2010
52	CD3	Disc 3 of 3	52nbcu000001	52nbcu001338	40	6/11/2010
21	HD1	NBCU001	21nbcu0000001	21nbcu0017202	2902	6/11/2010
50	HD1	NBCU001	50nbcu0000001	50nbcu0006499	86	6/11/2010
51	HD1	NBCU001	51nbcu0000001	51nbcu0000846	29	6/11/2010
57	HD1	NBCU001	57nbcu0000001	57nbcu0000728	73	6/11/2010
17	HD1	NBCU002/NBCU003	17nbcu0000001	17nbcu0003279	208	6/11/2010
18	HD1	NBCU002/NBCU003	18nbcu0000001	18nbcu0002268	203	6/11/2010
19	HD1	NBCU003	19nbcu0000001	19nbcu0001874	110	6/11/2010
24	HD1	NBCU003	24nbcu0000001	24nbcu0000007	4	6/11/2010
25	HD1	NBCU003	25nbcu0000001	25nbcu0000001	1	6/11/2010
28	HD1	NBCU003	28nbcu0000001	28nbcu0001085	35	6/11/2010
29	HD1	NBCU003	29nbcu0000001	29nbcu0014045	1132	6/11/2010
31	HD1	NBCU003	31nbcu0000001	31nbcu0000343	12	6/11/2010
39	HD1	NBCU003	39nbcu0000001	39nbcu0008734	327	6/11/2010
55	HD1	NBCU003	55nbcu0000001	55nbcu0000019	10	6/11/2010
GRAND TOTAL:					6077	

(1)Where a document is responsive to multiple Requests, that information is provided in the electronic load file associated with the production.

Privilege Log for NBC Universal, Inc. - June 11, 2010

Privilege Number	Date	From	To	CC	Privilege Claim	Description	Begin Bates	End Bates	Request	Redacted
1	5/29/2008 1:03:16 AM	Lamprecht, Ronald	Perrette, Jean-Briac; Ferman, Carrie	Tiersch, Charles	AC	Presentation containing privileged communication regarding legally significant issues concerning network compensation options	29nbcu0000874	29nbcu0000900	29	Yes
2	5/21/2008 5:13:13 AM	Ferman, Carrie	Perrette, Jean-Briac; Lamprecht, Ronald; Tiersch, Charles		AC	Presentation containing privileged communication regarding legal issues relevant to affiliate agreements	39nbcu0001289	39nbcu0001302	39	Yes
3	5/23/2008 5:28:08 PM	Tiersch, Charles	Lamprecht, Ronald; Ferman, Carrie		AC	Presentation containing privileged communication regarding legal issues relevant to affiliate agreements	39nbcu0001303	39nbcu0001322	39	Yes
4	5/26/2008 12:33:09 AM	Lamprecht, Ronald	Perrette, Jean-Briac	Tiersch, Charles; Ferman, Carrie	AC	Presentation containing privileged communication regarding legal issues relevant to affiliate agreements	39nbcu0001323	39nbcu0001342	39	Yes
5	5/28/2008 11:07:15 PM	Ferman, Carrie	Lamprecht, Ronald		AC	Presentation containing privileged communication regarding legal issues relevant to affiliate agreements	39nbcu0001343	39nbcu0001368	39	Yes
6	5/30/2008 1:30:42 PM	Lamprecht, Ronald	Medina, Maribel; Perrette, Jean-Briac	Ryan, Geralyn	AC	Presentation containing privileged communication regarding considerations for affiliate retransmission agreements	39nbcu0001369	39nbcu0001396	39	Yes
7	6/15/2009 1:03:38 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding agreement and negotiation updates with Multiple System Operators and On-line Video Distributors	29nbcu0007323	29nbcu0007326	29	Yes
8	6/12/2009 3:49:38 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding agreement and negotiation updates with Multiple System Operators and On-line Video Distributors	29nbcu0007327	29nbcu0007330	29	Yes
9	6/15/2009 3:11:58 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding agreement and negotiation updates with Multiple System Operators and On-line Video Distributors	29nbcu0007331	29nbcu0007334	29	Yes
10	6/18/2009 2:32:31 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding agreement and negotiation updates with Multiple System Operators and On-line Video Distributors	29nbcu0007335	29nbcu0007338	29	Yes
11	6/23/2009 8:55:01 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding agreement and negotiation updates with Multiple System Operators and On-line Video Distributors	29nbcu0007339	29nbcu0007342	29	Yes

Privilege Log for NBC Universal, Inc. - June 11, 2010

Privilege Number	Date	From	To	CC	Privilege Claim	Description	Begin Bates	End Bates	Request	Redacted
12	6/29/2009 11:55:36 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding agreement and negotiation updates with Multiple System Operators and On-line Video Distributors	29nbcu0007343	29nbcu0007345	29	Yes
13	7/2/2009 5:37:04 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding Draft Terms with carriers and MVPDs	29nbcu0007349	29nbcu0007351	29	Yes
14	6/9/2009 5:54:24 PM	Lamprecht, Ronald	File		AC	Document memorializing legal communication regarding Draft Terms for Carriers and MVPD	29nbcu0007357	29nbcu0007359	29	Yes
15	10/20/2008 9:29:11 PM	Lamprecht, Ronald	File		AC	Memorandum containing privileged communication regarding request to counsel (Brenner, Jodi*) regarding Most Favored Nation clause issues	29nbcu0007423	29nbcu0007425	29	Yes
16	10/24/2008 1:48:29 PM	Lamprecht, Ronald	File		AC	Memorandum containing privileged communication regarding request to counsel (Brenner, Jodi*) regarding Most Favored Nation clause issues	29nbcu0007426	29nbcu0007428	29	Yes
17	10/27/2008 2:12:54 PM	Lamprecht, Ronald	File		AC	Memorandum containing privileged communication regarding request to counsel (Brenner, Jodi*) regarding Most Favored Nation clause issues	29nbcu0007429	29nbcu0007431	29	Yes
18	10/9/2008 1:01:17 PM	Lamprecht, Ronald	File		AC	Memorandum containing privileged communication regarding counsel's (Brenner, Jodi*) handling of Most Favored Nation clause issues	29nbcu0007435	29nbcu0007436	29	Yes
19	4/1/2010 9:35:15 PM	Perrette, Jean-Briac	File		AC	Handwritten notes containing privileged communication regarding counsel's thoughts concerning legal recourse	29nbcu0012580	29nbcu0012617	29	Yes

Privilege Log Names Appendix for NBC Universal, Inc. - June 11, 2010

Name	Title	Affiliation
Brenner, Jodi*	Senior Vice President	NBC Universal
Ferman, Carrie	VP, Business Development	NBC Universal
Lamprecht, Ronald	SVP, BD & Sales	NBC Universal
Medina, Maribel	Executive Secretary	NBC Universal
Perrette, Jean-Briac	President, Digital & Affiliate Dist/Content Dist	NBC Universal
Ryan, Geralyn	Executive Assistant	NBC Universal
Tiersch, Charles	Director, Digital Media	NBC Universal

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

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

INTRODUCTION

1. This Response of NBC Universal, Inc. (“NBCU”) to the Commission staff letter dated May 21, 2010 (“Request”) reflects communications it had with FCC staff concerning the manner in which NBCU proposed to reply to the Request based on NBCU’s understanding of the questions and the manner in which NBCU keeps the data requested.¹ In addition to the narrative responses provided below, documents responsive to the Request are being concurrently submitted to the FCC consistent with the Instructions as modified by Letter Order dated June 3, 2010.²
2. NBCU has taken reasonable efforts to search for, identify and produce documents and information responsive to the Request and otherwise to respond to the Request, consistent with the breadth of the request and the time period provided for the Response in accordance with the Instructions as amended by Letter Order dated June 3, 2010.³
3. NBCU has attached a privilege log as required by the Instructions.⁴ While NBCU has made every effort to ensure that none of the documents it has provided are privileged, in the event that any privileged documents may have been inadvertently produced, it is NBCU’s position that any such inadvertently produced privileged materials do not constitute waiver of any applicable privilege. NBCU requests that any privileged documents inadvertently produced be returned to NBCU as soon as such inadvertent production is discovered by any party.
4. With respect to the data requests, NBCU has provided data that is maintained in the ordinary course of NBCU’s business. In some cases, data for specific time periods may

¹ Pursuant to discussions with FCC staff, NBCU has used February 24, 2008 in lieu of January 1, 2008 as the starting date for document responses except where the Request requested a date other than January 1, 2008.

² Letter from William Lake, Chief, Media Bureau, to Bryan N. Tramont, et al., Wilkinson Barker Knauer, LLP (June 3, 2010).

³ With respect to custodial paper records, NBCU has created OCR-searchable files and provided metadata where the information is available. For non-custodial paper records (e.g., specific agreements), the request to which they are responsive, but not other metadata, has been provided, because it is not readily available. With respect to email, metadata information for responsive emails is provided in the load file accompanying the electronic production.

⁴ NBCU has not provided “Summary” and “Attorneys” metadata fields for those documents indexed on the privilege log because this information is provided in the privilege log itself.

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be estimates where changes in data management systems made older data less reliable.⁵ In addition, where data has been pulled from different sources within the Company for different specifications, there may be minor discrepancies in data.

⁵ Where data is maintained in excel form, data has been provided in that fashion. In some instances, the data is not available in excel form and it would not have been feasible or reasonable to manually input the data in the time available. If there is certain data staff would like put into excel form, we are prepared to discuss that with staff.

REQUESTS

1. **Provide an organizational chart for the Company as a whole and for each of the Company's facilities or divisions that specifies each position as well as the individual(s) in each of those positions, covering the period from January 1, 2009 to the present.**

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

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

See Attachment 2-1.

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

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

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

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

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

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Responsive documents have been produced on the electronic media accompanying this submission as identified by Request number on the enclosed production index.⁶

- 6. Identify each Broadcast Programming Network owned by, operated by, managed by, or attributed to the Company, and for each such network, identify separately on a monthly basis the following:**
- a. Nature and percentage of the Company's ownership interest;**
 - b. Identity of and percentage owned by each other Person who holds an Attributable Interest;**
 - c. Date the network was launched, and from whom the Company acquired its ownership interest;**
 - d. Nature and extent of the Company's role in management, including whether the Company has any board representation, management rights, voting rights and/or veto power;**

See Attachment 6-1. Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting⁷, NBCU is also providing Attachment 6-2 which provides a list of the international entities controlled by the Company and engaged in the categories of business identified in Requests 6-12.

- e. Identity of each (1) MVPD and (2) Online Video Programming Distributor that carries any of these networks, and state which such network(s) they carry;**
- f. Total number of subscribers or users that receive each Broadcast Programming Network and, separately, the total number of subscribers or users that receive such programming via (1) terrestrial cable, (2) DBS, (3) the Internet, and (4) any other distribution arrangement (briefly describe);**
- g. Every Online Video Programming Distributor, including but not limited to Apple, Amazon.com, Google, NetFlix, Hulu, and Comcast, that publishes, sells, or distributes, in whole or in part, content produced or distributed by each Broadcast Programming Network, and the total number of subscribers and unique users of each Online Video Programming Distributor who view this content;**
- h. Total revenues and other consideration received from each (1) MVPD; (2) nonaffiliated Online Video Programming Distributor; (3) affiliated Online Video Programming Distributor; and (4) Broadcast Affiliate, separately categorized by (i) subscription fees, (ii) advertising revenues, and (iii) other (briefly describe);**

⁶ Further, in the time available, it was not possible to redact individual documents, such as station affiliation agreements that otherwise may be available in redacted form publicly.

⁷ Pursuant to these discussions, NBCU is required to provide information only for operating businesses and not for every corporate or tax entity and with respect to international operating businesses a list of such current businesses controlled by NBCU but not the other ownership related information requested in Requests 6-12.

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- i. **Margin the Company earns on each Broadcast Programming Network separately for each (1) MVPD; (2) non-affiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor;**
- j. **Value to the Company of selling each Broadcast Programming Network to each additional subscriber (categorized by (i) subscription revenue, (ii) advertising revenue, and (iii) other (briefly describe)), separately for each (1) MVPD; (2) nonaffiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor; and**
- k. **Whether the Company delivers the Broadcast Programming Network to MVPDs via satellite or terrestrial transmission facilities, and whether the Company has changed that transmission facility since acquiring such programming interest or plans to change that transmission facility.**

e. - k.⁸ See Attachments 6-3, 6-4, and 6-5 and accompanying exhibits.

7. **Identify each Non-Broadcast Programming Network owned by, operated by, managed by, or attributed to the Company, and for each such network, identify separately on a monthly basis the following:**
- a. **Nature and percentage of the Company's ownership interest;**
 - b. **Identity of and percentage owned by each other person who holds an Attributable Interest;**
 - c. **Date the network was launched, and from whom the Company acquired its ownership interest;**
 - d. **Nature and extent of the Company's role in management, including whether the Company has any board representation, management rights, voting rights and/or veto power;**

See Attachment 7-1.

- e. **Identity of each (1) MVPD and (2) Online Video Programming Distributor that carries any of these networks, and state which such network(s) they carry;**
- f. **Total number of subscribers or users that receive each Non-Broadcast Programming Network and, separately, the total number of subscribers or users that receive such programming via (1) terrestrial cable, (2) DBS, (3) the Internet, and (4) any other distribution arrangement (briefly describe);**
- g. **Every Online Video Programming Distributor, including but not limited to Apple, Amazon.com, Google, NetFlix, Hulu, and Comcast, that publishes, sells, or distributes, in whole or in part, content produced or distributed by each Non- Broadcast Programming Network, and the total number of subscribers and unique users of each Online Video Programming Distributor who view this content;**

⁸ Pursuant to discussions with the FCC staff of June 9, 2010, Requests 6h and j are deferred.

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- h. Total revenues and other consideration received from each (1) MVPD; (2) nonaffiliated Online Video Programming Distributor; (3) affiliated Online Video Programming Distributor; and (4) Broadcast Affiliate, separately categorized by (i) subscription fees, (ii) advertising revenues, and (iii) other (briefly describe);
- i. Margin the Company earns on each Non-Broadcast Programming Network separately for each (1) MVPD; (2) non-affiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor;
- j. Value to the Company of selling each Non-Broadcast Programming Network to each additional subscriber (categorized by (i) subscription revenue, (ii) advertising revenue, and (iii) other (briefly describe)), separately for each (1) MVPD; (2) non-affiliated Online Video Programming Distributor; and (3) affiliated Online Video Programming Distributor;
- k. Whether the Company delivers the Non-Broadcast Programming Network to MVPDs via satellite or terrestrial transmission facilities, and whether the Company has changed that transmission facility since acquiring such programming interest or plans to change that transmission facility; and
- l. Identify all Video Programming that the Company maintains is a close substitute for the programming on the Company's national Non-Broadcast Programming Networks. See Application at 114.

e. - l.⁹ See Attachments 6-3, 6-4, and 6-5 and accompanying exhibits.

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

See Attachment 8-1.

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

See Attachment 9-1.

10. Identify each Video Programming Producer owned by, operated by, managed by, or attributed to the Company. For each such Video Programming Producer, (a) identify the percentage the Company owns; (b) identify each other owner and

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

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provide the percentage ownership for each; and (c) describe the Company's management and/or control rights, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.

See Attachment 10-1.

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

See Attachment 11-1.

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

See Attachment 12-1.

- 13. For each Online Video Programming Distributor identified in the response to Request #12 and which the Company owns, operates, or manages, identify each mechanism by which the Company makes Video Programming available to end users on the Internet, and identify all Video Programming content that the Company makes available to end users through each of these mechanisms.**

For all of the online video programming distributors that NBCU owns, operates, or manages identified in the response to Request 12, NBCU makes video programming available to end users on the Internet on a free ad-supported basis with two exceptions. First, some of the Olympics programming made available through nbcolympics.com was made available initially only on an authenticated basis to subscribers of MVPDs that both had paid NBCU for Olympics programming and that had taken the required steps to implement authentication technology. After a holdback period for such authenticated viewing, the content was made available on a free, ad-supported basis on nbcolympics.com. Second, CNBC has a subscription service which includes the linear feeds of the domestic CNBC Service, as well as the linear feed from Europe and Asia, as well as other features like on demand clips and other video content.¹⁰

- 14. Describe in detail the structure and ownership of Ion Media Networks, Inc. ("ION"), including the percentage the Company owns in ION, the amount of debt the Company holds in ION, and the identity and percentage ownership of each**

¹⁰ [REDACTED]

other owner with an Attributable Interest. Describe the Company's role in ION's management, including whether the Company has any board representation, management rights, voting rights, and/or veto power over business decisions. Describe the Company's involvement in must-carry and/or retransmission consent negotiations on behalf of ION with MVPDs. Describe the strategic decision(s) of ION in which the Company has played a role, including but not limited to decisions related to the Open Mobile Video Coalition.

From 1999 to 2009, the Company held a non-attributable, non-voting stock interest in, and an option to acquire control of, ION Media Networks, Inc. (formerly known as Paxson Communications Corp.) ("ION"). See Paxson Management Corp. and Lowell W. Paxson, Transferor, and CIG Media LLC, Transferee, 22 FCC Rcd 22224 (2007) ("2007 ION Order") (holding NBCU's interest in ION non-attributable). On May 19, 2009, ION and certain of its wholly owned subsidiaries filed for Chapter 11 bankruptcy protection with the United States Bankruptcy Court for the Southern District of New York. In a Memorandum Opinion and Order released on December 17, 2009, the Commission granted applications to effectuate the reorganization of ION approved by the Bankruptcy Court, pursuant to which control of the company was to be transferred to Media Holdco, LP ("Media Holdco"). See ION Media Networks Liquidating Trust (Transferors) and Media Holdco, LP (Transferee), ___ FCC Rcd ___, ¶ 3 (2009) (DA 09-2602, rel. Dec. 17, 2009). According to Commission records, that transaction was consummated on December 30, 2009. See http://licensing.fcc.gov/cgi-bin/ws.exe/prod/cdbs/pubacc/prod/app_det.pl?Application_id=1342515&prefix=BTCCD T&arn=20090901ACA&group=A. Upon consummation of the transaction, the Company's interest in ION was extinguished, and the Company no longer holds any present or future interests in ION. Accordingly, the Company has no role in ION's management and no board representation, management rights, voting rights, and/or veto power over ION's business decisions.

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

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

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

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

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

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

- 17. For each Wholesale Movie Distributor identified in Request #9, provide for each of the last five years:**
- a. A list of the movies that the Company has produced internally, on a monthly basis, i.e., for which it is the Movie Producer as identified in Request #8;**
 - i The costs of producing each of these movies, broken out by line item, on a monthly basis;**
 - ii The costs of acquiring wholesale distribution rights for each movie, broken out by line item, on a monthly basis, if applicable;**
 - iii The percentage of movies for which the Company holds wholesale distribution rights for which it is Movie Producer as identified in Request #8, including the total number of movies used in these calculations; and**
 - iv The revenues generated to the Company from the distribution of each of these movies from each distribution window, both international and domestic, including but not limited to home video (Blu-Ray discs and DVDs), MVPDs (i.e., for VOD, including both movies available to consumers for a charge and for free), Non-Broadcast Programming Networks, Broadcast Programming Networks, Broadcast Television Stations, Online Video Programming Distributors, and other retail distributors of movies, on a monthly basis.**
 - b. A list of the movies for which the Company has acquired distribution rights from unaffiliated Movie Producers, on a monthly basis;**
 - i The costs of acquiring the wholesale distribution rights for each movie, broken down by line item, on a monthly basis;**
 - ii The percentage of movies for which the Company holds wholesale distribution rights that it acquired from unaffiliated Movie Producers, including the total number of movies used in these calculations;**
 - iii The revenues generated to the Company from the distribution of each of these movies from each distribution window, both international and domestic, including but not limited to home video (Blu-Ray discs and DVDs), MVPDs (i.e., for VOD, including both movies available to consumers for a charge and for free), Non-Broadcast Programming Networks, Broadcast Programming Networks, Broadcast Television Stations, Online Video Programming Distributors, and other retail distributors of movies, on a monthly basis; and**

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- c. Copies of all agreements currently in effect and all agreements executed since January 1, 2005, including all schedules, exhibits, and attachments referenced in each such agreement, between the Company and any other Person concerning the Company's wholesale distribution rights for movies.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU is providing production and distribution costs, as well as revenues, by film.¹¹ NBCU is responding to this request with respect to Universal Studios, Focus Features, and Working Title.¹² Further to these discussions, NBCU is providing P&L information at the studio level for total film studios. This information is set forth as Attachment 17-4.¹³ Pursuant to further discussions with FCC Staff, NBCU is providing the information responsive to this Request on an anonymized basis.

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

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

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

b. i. See Attachment 17-1, which contains annual production costs (including the cost of acquiring distribution rights) per film for which Universal Pictures, Focus Features, and Working Title have acquired wholesale distribution rights from an unaffiliated movie producer.

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

b. iii. See Attachment 17-3, which contains the annual costs and revenues per film from 2005 to 2009 associated with the distribution of films for which Universal

¹¹ Pursuant to discussions with FCC staff on June 10, 2010, individual film names have been redacted.

¹² Films produced by Working Title are included in the Universal Pictures data.

¹³ Figures in millions of dollars.

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Pictures, Focus Features, and Working Title have acquired wholesale distribution rights, broken down by distribution window.

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

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

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

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- c. Copies of all agreements currently in effect and all agreements executed since January 1, 2005, including all schedules, exhibits, and attachments referenced in each such agreement, between the Company and any other Person concerning the Company's wholesale distribution rights for programming.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, in addition to providing data at the program level for NBCU's television studios, UCP and UMS, NBCU is providing P&Ls for UCP, UMS, Digital Studio, NBC Entertainment, NBC O&O stations, Telemundo, Mun2, Telemundo O&O stations¹⁴, CNBC, MSNBC, News, Sports, Olympics, and NFL. This information is set forth in Attachment 18-4.¹⁵ Pursuant to discussions with FCC staff on June 10, 2010, individual program names have been redacted.

a. i. Ratings data for programs produced by NBCU's television studios, UCP and UMS, that are distributed in other windows are not provided either because the windows do not have ratings attached to them or the ratings are not readily available in the form requested by the FCC.

a. ii. As producers, the studios have wholesale distribution rights, which are not separately tracked as a cost. See Attachment 18-1 for the overall annual revenues and costs, including production and distribution costs, broken down by program for 2006 to 2010.¹⁶

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

a. iv. See Attachments 18-2 and 18-3 for revenues generated from the distribution of programs produced by UCP and UMS, respectively, in different distribution windows. These attachments are for television programs produced in the past five seasons and provide overall revenues, and production and distribution costs for each season, regardless of when the costs or revenues were incurred or received.

b. i. - iii. [REDACTED]

c. Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, in lieu of all agreements responsive to this request, NBCU may provide certain out-licensing agreements for television content, agreements for the distribution of NBCU television content to cable networks and broadcast stations for the 25 highest grossing television series over the past five years and a sample out-licensing agreement for programming on Telemundo. Responsive documents have been produced on the

¹⁴ Due to a change in systems, individual station data for 2005 is not readily available.

¹⁵ Figures in millions of dollars unless stated otherwise.

¹⁶ Due to a change in systems, annual revenue and cost data for 2005 is not readily available.

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electronic media accompanying this submission as identified by Request number on the enclosed production index.

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

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

Non-Broadcast Networks

- a. i. See Attachments 19-1, 19-3, 19-5, and 19-7, which provide monthly program ratings for internally-produced programs on USA, Syfy, Bravo, and Oxygen,

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respectively. The ratings reported are for Live + 7, for the 18-29 and 25-54 demographics.

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

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

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

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

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

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

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

NBC Network

a. See Attachment 19-10, which contains a list of the first-television programming on the NBC network that were produced by NBCU.

a. i. See Attachment 19-11, which contains monthly ratings for first-run television programming on the NBC network from December 27, 2004 to April 25, 2010. The ratings reported are for Live + 7, for the 18-29 and 25-54 demographics.

a. ii. See Attachments 19-12 - 19-18, which contain the seasonal costs by program, including the cost of licensing the program from the NBCU television studios, for the 05/06 to 09/10 television seasons for primetime, daytime, all night, and late night.

a. iii. See Attachment 19-19, which contains the percentage of first-run programming on the NBC network that NBCU produces.

a. iv. See Attachments 19-20 - 19-23, which contain the advertising revenues by season for primetime, daytime, late night, all night, and Saturday morning.

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b. See Attachment 19-10, which contains a list of the first-television programming on the NBC network that were acquired from unaffiliated video programming producers.

b. i. See Attachment 19-11, which contains monthly ratings for first-run television programming on the NBC network from December 27, 2004 to April 25, 2010. The ratings reported are for Live + 7, for the 18-29 and 25-54 demographics.

b. ii. See Attachments 19-24 - 19-28, and 19-17 - 19-18, which contain the seasonal costs by program, including the cost of licensing the program from unaffiliated video programming producers, for the 05/06 to 09/10 television seasons for primetime, daytime, all night, and late night.¹⁷

b. iii. See Attachment 19-19, which contains the percentage of first-run programming on the NBC network that NBCU acquires from unaffiliated video programming producers.

b. iv. See Attachments 19-20 - 19-23, which contain the advertising revenues by season for primetime, daytime, late night, all night, and Saturday morning.

c. Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, in lieu of all agreements called for by this request, NBCU may provide certain in-licensing agreements for television content, agreements for the in-licensing of first-run entertainment programming on NBC for the 2009/2010 and 2008/2009 seasons and on USA, Bravo, and Oxygen for 2008 and 2009, and a sample in-licensing agreement for programming on the Telemundo network. With respect to first-run licenses (including where applicable digital rights) with third parties for series that aired (or are scheduled to air) on NBC, USA, Bravo and Oxygen during the 2008/2009 and 2009/2010 seasons, NBCU has provided signed agreements. [REDACTED]

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

20. Provide a pro-forma annual financial three-statement model (i.e., income statement, balance sheet and cash flow statement) for the Company with projections through 2014, if possible broken down separately by company-wide data, and by individual business unit.

See Attachment 20-1.

21. Submit a copy of each (1) The Nielsen Company report; (2) ComScore report; (3) Centris report; and (4) any other third-party report on MVPD, Video Programming

¹⁷ [REDACTED]

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or online video usage regularly used by the Company, and describe all research using (1) The Nielsen Company; (2) ComScore; (3) Centris; and (4) any third-party data, including any and all electronic versions of any such report.

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

- 22. Identify any corporate or other entity not previously identified in which the Company owns 5% or more of the issued and outstanding stock of any class or in which the Company otherwise has an Attributable Interest and, for each, provide the following:**
- a. The name of the entity;**
 - b. The lines of business of the entity;**
 - c. The executive officers of the entity; and**
 - d. Whether the Company will contribute such entity to the Transaction.**

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

- 23. To the extent not provided in response to another inquiry, provide all agreements and similar documents relating to the Transaction, including but not limited to all attachments, appendices, side or separate letter agreements to the Master Agreement and similar documents by and among the Applicants, their Subsidiaries, Affiliates, or any subset thereof.**

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

- 24. Provide all agreements currently in effect and all agreements executed since January 1, 2006 between the Company and any other Person that grant online video distribution rights to the Company. Identify any agreements that grant exclusive online video distribution rights to the Company.**

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

- 25. Provide all agreements currently in effect and all agreements executed since January 1, 2006 between the Company and any other Person that grant online video distribution rights for the Company's Video Programming.**

Pursuant to discussions with the FCC Staff at our May 28, 2010 meeting, NBCU may respond by identifying the agreements produced in response to Requests 17(c) and 18(c) that grant online video distribution rights for NBCU's video programming. This

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includes agreements granting NBCU video programming rights to wireless providers. See Attachment 25-1.

- 26. Describe in detail all discussions, deliberations, analyses, and decisions related to providing or not providing the Company's Video Programming to unaffiliated Online Video Programming Distributors, including but not limited to Boxee, YouTube, Amazon, and iTunes. Identify all persons, including their respective positions and organization, involved in such decisions, deliberations, analyses, or discussions.**

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

After the networks' own vertical websites began making video available, attention eventually turned to unaffiliated video providers. The initial transactions were all electronic sell-through transactions. Apple approached various networks about making television programming available in their iTunes web store. NBC agreed to a deal in December 2005, and this consisted of providing NBC broadcast network programming for purchase on iTunes. With this deal, single episodes could be purchased for download at a given price (\$1.99). The content available at the time was current NBC broadcast shows, some current cable network content (from USA Network and Syfy) and some older NBC programming (e.g., The A-Team and Knight Rider). [REDACTED]

[REDACTED] Amazon was first (2007), and then in 2008 agreements were concluded with Microsoft (Xbox and Zune) and a start-up player called Zillion TV. An agreement with Sony followed in 2009. [REDACTED]

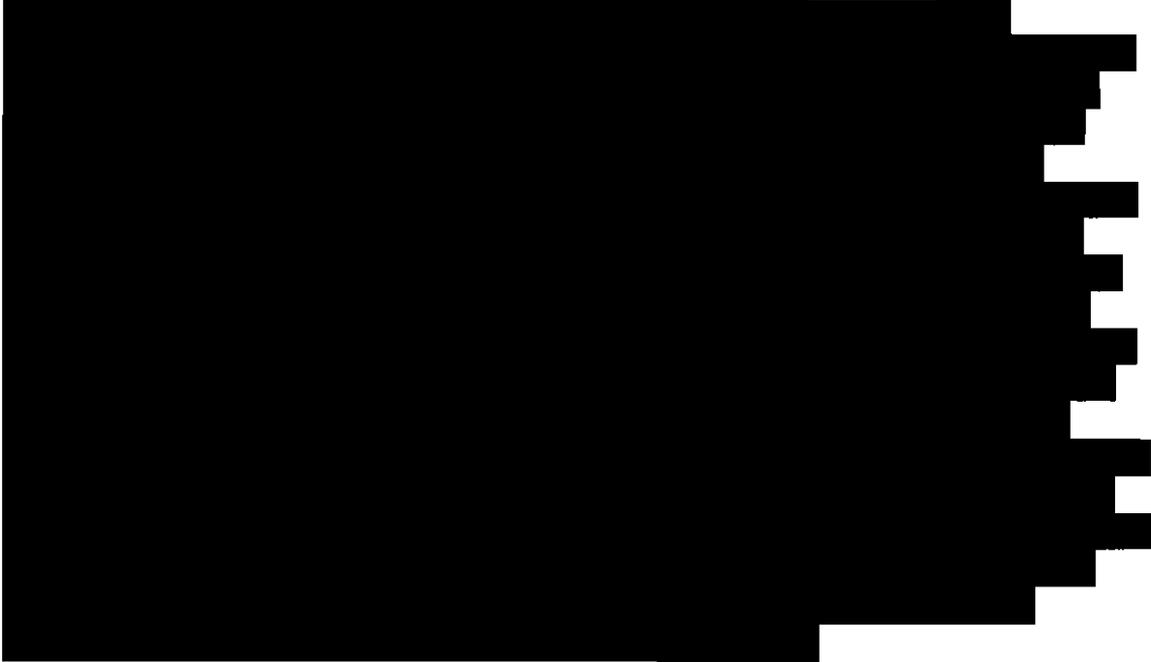
[REDACTED] All of these deals involved the ability of consumers to watch individual television episodes or individual films through the purchase of a download. [REDACTED]

[REDACTED] In contrast to the purchase-to-own EST model of Apple's

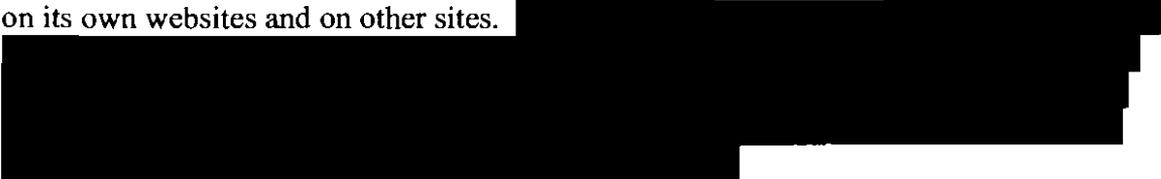
¹⁸ Mr. Huntsberry has since left NBCU and is now the Chief Operating Officer of Paramount Pictures.

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iTunes, Amazon and Microsoft's Xbox, Netflix offers a subscription model (SOD) to consumers for a monthly charge to access video content online for streaming on their television as a supplement to certain of its physical DVD by mail subscription offering. Netflix already had an agreement for physical DVD rentals with NBCU



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



Over the years NBCU has decided to put additional content online, as have the other broadcasters and cable networks

