

# WILLKIE FARR & GALLAGHER LLP

202 303 1110  
mhammer@willkie.com

1875 K Street NW  
Washington, DC 20006 1238  
Tel 202 303 1000  
Fax 202 303 2000

June 11, 2010

FILED/ACCEPTED

## VIA HAND DELIVERY

JUN 11 2010

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 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 Licensees*, MB Docket No. 10-56

**REDACTED – FOR PUBLIC INSPECTION**

Dear Ms. Dortch:

Comcast Corporation (“Comcast”) hereby submits its responses to the Commission’s May 21, 2010 Information and Discovery Request (the “Request”).<sup>1</sup> The narrative answers and documents respond to the Request as clarified by conversations between representatives of the Media Bureau and Comcast on May 26, 2010, May 28, 2010, June 1, 2010, and June 9, 2010. Based on these conversations, the Media Bureau and Comcast agreed to certain modifications and understandings of the Requests and accompanying Instructions, as well as very limited redactions to a small number of documents, subject to the Commission’s ability to request additional information as it may deem necessary. These modifications and understandings are identified and reflected in the pertinent responses and also include the following:

- (1) Unless otherwise specified, the relevant time period of the Request extends back to February 24, 2008, instead of January 1, 2008 as indicated in Instruction No. 1.
- (2) Instruction No. 4 is modified to dispense with the requirements to produce “all other documents referred to in the documents or attachments” and “all written material necessary to understand any document responsive to these requests.” If, in the course of reviewing Comcast’s response, the Commission determines such documents are material to its understanding of the response, it may request that Comcast make reasonable efforts to produce them, if possible.

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<sup>1</sup> See Letter from William T. Lake, Chief, Media Bureau, to Michael H. Hammer, James H. Casserly, Michael D. Hurwitz, and Brien C. Bell, Willkie Farr & Gallagher LLP, dated May 21, 2010, in MB Docket No. 10-56.

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- (3) Instruction No. 5 is modified to dispense with the requirements to state the date of preparation of any undated documents and the authors or recipients, if known, for any documents that do not state them. If, in the course of reviewing Comcast's response, the Commission determines such information is material to understanding the response, it may request that Comcast make reasonable efforts to produce it, if possible.
- (4) Instruction No. 10 is modified such that Comcast's obligation to supplement its responses are consistent with its obligations of completeness and accuracy under 47 C.F.R. § 1.65.<sup>2</sup>

Pursuant to the terms of the First and Second Protective Orders (collectively, the "Protective Orders"), Comcast herewith submits two copies of the redacted version of this filing (the "Redacted Filing") by hand-delivery to you.<sup>3</sup> The {{ }} symbols denote where Highly Confidential Information has been redacted, and the [ ] symbols denote where Confidential Information has been redacted. Also pursuant to the Protective Orders, Comcast is submitting a partially-redacted version of the narrative response to the Request containing Confidential Information and an unredacted version of the narrative response to the Request containing Highly Confidential Information under seal to you, both by hand-delivery and under separate cover. Pursuant to the revised instructions attached to the Commission's June 3, 2010 letter to counsel, Comcast is providing the Commission staff with an electronic copy of Confidential and Highly Confidential materials referenced in Comcast's responses.<sup>4</sup>

The Confidential and Highly Confidential versions of this filing will be made available for inspection pursuant to the terms of the Protective Orders.

In compliance with Instruction No. 7, an index is attached identifying the documents produced in response to each request, including the custodian for each document.

Comcast 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

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<sup>2</sup> Instructions 6-9, and 11-12 were modified by Commission staff by letter dated June 3, 2010. Letter from William T. Lake, Chief, Media Bureau, to Michael H. Hammer, James H. Casserly, Michael D. Hurwitz, and Brien C. Bell, Willkie Farr & Gallagher LLP, dated June 3, 2010, in MB Docket No. 10-56 ("*June 3 Letter*") (enclosing revised instructions).

<sup>3</sup> See *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, Protective Order, DA 10-370 (Media Bureau Mar. 4, 2010); *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, Second Protective Order DA 10-371 (Media Bureau Mar. 4, 2010); Letter from William T. Lake, Chief, Media Bureau, to Michael H. Hammer, Willkie Farr & Gallagher LLP, A. Richard Metzger, Jr., Lawler, Metzger, Keeney & Logan, LLC, David H. Solomon, Wilkinson Barker Knauer, LLP, dated Apr. 30, 2010, in MB Docket No. 10-56.

<sup>4</sup> *June 3 Letter* (revising Instruction 7 of the Request).

Marlene H. Dortch

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extent that any privileged documents may have been inadvertently produced, such production does not constitute waiver of any applicable privilege. Comcast requests that any privileged documents inadvertently produced be returned to Comcast as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such documents.

If you have any questions or require further information, please do not hesitate to contact me.

Respectfully submitted,

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

Michael Hammer

Enclosures

cc: Vanessa Lemmé

**RESPONSES OF COMCAST CORPORATION TO THE  
COMMISSION'S INFORMATION AND DISCOVERY REQUEST**

- 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.**

Organizational charts for the Company have been produced herewith.

- 2. Provide, if possible in both (a) paper and (b) electronic mapping software format, a map showing the location of each Cable System and any other MVPD system owned, operated, managed, or attributed to the Company.**

Information and data responsive to this request have been provided in Portable Document Format ("PDF") as Exhibits 2.01 through 2.38, which are included on the enclosed compact disc labeled "Comcast Exhibits." These exhibits consist of maps of the various states in the United States, with county and designated market area ("DMA") boundaries indicated, that display the geographies served by cable systems owned by, operated by, managed by, or attributed to Comcast. Cable systems shaded in yellow on the map indicate those in which Comcast owns a controlling interest and in most cases a 100-percent interest. Cable systems shaded in other colors indicate those that Comcast operates and/or manages on behalf of other owners, or in which the company has an attributable interest. (These maps do not, however, reflect three cable systems identified in response to Request 3 below that Comcast manages on behalf of Time Warner Cable and Windjammer Communications.) An index cross-referencing exhibit numbers with geographical area covered is attached as Appendix A.

- 3. Identify each Cable System owned by, operated by, managed by, or attributed to the Company, and for each identify the nature of the Company's interests, and provide the following:**
  - a. The Physical System IDs (PSID);**
  - b. Nielsen Designated Market Area(s) containing the Cable System;**
  - c. Counties served by the Cable System;**
  - d. Cluster containing the Cable System; and**
  - e. List competing MVPDs, excluding private cable and wireless cable operators, and the distribution technology used by the competitor (e.g., wireless, fiberoptic cable, hybrid fiberoptic cable, or satellite) for each DMA and county served.**

Information and data responsive to this request have been provided in Excel spreadsheet format as Exhibits 3.1 through 3.3, which are included on the enclosed compact disc labeled “Comcast Exhibits.”

Exhibit 3.1 is provided in response to subparts (a) through (d) of Request 3, and identifies the currently active cable systems in Comcast’s footprint. Comcast owns a controlling interest and in most cases a 100-percent interest in each of the cable systems identified in Exhibit 3.1, with the exception of three cable systems in Connecticut and Texas that are owned by Time Warner Cable and Windjammer Communications and managed by Comcast. In Exhibit 3.1, those three cable systems possess values under the “FTA ID” column of CC877770005020, CC877770005030, and CC877340004120. The FTA ID column contains Franchise Tax Area identification numbers.

Note that in response to subpart (d) of Request 3, Comcast has provided the names of its “sub-regions,” which satisfy the definition of “Cluster” in the FCC’s Information and Discovery Request. As of December 2009, Comcast’s cable footprint consisted of [ ] sub-regions. Accordingly, all data from January 2008 through December 2009 provided in response to Requests 4 and 5 on a sub-regional basis are provided with respect to [ ] sub-regions. For reference purposes, Exhibit 3.2 provides a list of these [ ] sub-regions along with the zip codes, cable franchise areas, and other geographic designations with which the [ ] sub-regions were associated.

As of February 2010, however, Comcast’s [ ] sub-regions have been consolidated into [ ] sub-regions. The consolidation took place in two stages, with the number of sub-regions first reduced to [ ] in January 2010 and then to [ ] in February 2010. Accordingly, all data provided on a sub-regional basis for January 2010 are provided with respect to [ ] sub-regions, and all such data provided for February and March 2010 are provided with respect to [ ] sub-regions. The following table identifies each of the [ ] sub-regions affected by the consolidation, and the consolidated sub-region to which it now corresponds:

| <b>Former Sub-Regions</b> | <b>Consolidated Sub-region</b> |
|---------------------------|--------------------------------|
|                           |                                |
|                           |                                |
|                           |                                |
|                           |                                |

]]

II

| Former Sub-Regions | Consolidated Sub-region |
|--------------------|-------------------------|
|                    |                         |

II

Exhibits 3.3 and 3.4 are provided in response to subpart (e) of Request 3. Exhibit 3.3 provides, on a DMA and county basis, the MVPD competitors in Comcast’s footprint that are listed in the Commission’s Registered Cable Communities Report (available online at <http://www.fcc.gov/mb/engineering/liststate.html>).<sup>1</sup> Note that the “county” was the smallest geographic unit used to match Comcast’s footprint with the data in the Registered Cable Communities Report. It is therefore possible, in areas where a Comcast cable system does not occupy an entire county, for one of the companies identified as a competing MVPD in Exhibit 3.3 to have no overlap whatsoever with the Comcast system in that county.

Moreover, please note that the Registered Cable Communities Report does not include two of the Regional Bell Operating Companies (“RBOCs”), AT&T and Qwest. Accordingly, Exhibit 3.4 provides, on a DMA basis only, the major MVPD competitors – including the major RBOC providers of MVPD service – in DMAs served by Comcast’s footprint. The data in Exhibit 3.4 have been obtained from Media Business Corporation and are current as of the end of 2009.

In addition, in all locations where Comcast provides MVPD service, it competes with the two Direct Broadcast Satellite (“DBS”) providers, DirecTV and Dish Network.

Finally, Comcast does not have custody or control of information sufficient to respond to Request 3 with respect to Bresnan Communications, LLC (“Bresnan”), Midcontinent Communications (“Midcontinent”), and U.S. Cable of Coastal Texas, L.P. (“U.S. Cable”), entities in which Comcast holds passive, non-controlling interests. Bresnan operates cable systems in Colorado, Montana, Utah, and Wyoming; Midcontinent operates systems in Minnesota, North Dakota, and South Dakota; and U.S. Cable operates systems in Colorado, Minnesota, Missouri, New Mexico, Texas, and Wisconsin.

4. **For each of the Company’s Cable Systems identified in response to Request #3, and for (a) each service tier or programming package; (b) each Broadband Access Service; and (c) telephone services as a whole, and separately for (i) residential, (ii) business, and (iii) other customers, identify separately on a monthly basis:**
  - a. **The number of households to which your services are available;**
  - b. **The percent penetration for each of your services;**
  - c. **The number of new subscribers acquired, and the average revenue per subscriber acquired (or data sufficient to determine those figures), and for**

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<sup>1</sup> Exhibit 3.3 is attached as Appendix B.

new MVPD subscribers, identify the percentage that previously received service from: 1) another MVPD; 2) over the air; or 3) in an area outside the area covered by the Company's Cable Systems;

- d. The number of subscribers that discontinued service, and the average revenue per customer lost (or data sufficient to determine those figures), and for subscribers that discontinued their MVPD service, the percentage that did so in order to obtain service from: 1) another MVPD; 2) over the air; or 3) in an area outside the area covered by the Company's Cable Systems;
- e. The churn rate;
- f. The number of continuing subscribers, and the average revenue per continuing subscriber (or data sufficient to determine those figures);
- g. The percentage of the Company's subscribers that subscribe to: MVPD service only; Broadband Access Service only; telephone service only; Broadband Access Service & telephone service; MVPD service & Broadband Access Service; MVPD & telephone service; and MVPD service & Broadband Access Service & telephone service;
- h. The price of MVPD service, Broadband Access Service, and telephone service if taken separately, the price of the services if taken as part of a bundle (i.e., Broadband Access Service & telephone service, MVPD service & Broadband Access Service, MVPD service & telephone service, MVPD service & Broadband Access Service & telephone service), and any other terms and conditions of the bundle (e.g., term commitments);
- i. The number of subscribers to the Company's Broadband Access Service segregated by the actual or advertised speeds of each subscription;
- j. Whether any special price or other promotion was being offered to existing, new, or former subscribers for service during the specified time period and, if so, state the special price, the terms upon which it was conditioned (e.g., retention of service for a specified time period), and the number of subscribers who accepted the special offer;
- k. The total of each other recurring itemized fee paid by subscribers of each service in addition to the price (e.g., digital video recorder ("DVR") service, Set-Top Box rental), excluding taxes and fees. Include a description of each recurring itemized fee so included;
- l. The per-subscriber acquisition cost;
- m. The cost per subscriber to the Company of acquiring Video Programming, Video Programming distribution rights, and VOD distribution rights, and describe the basis of these payments;
- n. The value of each additional subscriber to the Company, including a description of how the Company arrived at that value (or documents sufficient to show the valuation);
- o. The value to the Company of each service, including MVPD service, Broadband Access Service, and telephone service; and
- p. The total capacity and the total unused capacity of each of the Company's Cable Systems (by MHz and number of Non-Broadcast Programming Networks), and plans to increase or change that capacity in the future.

Information and data responsive to Request 4 are provided only with respect to residential and commercial customers. Comcast does not have customers within a third category of “other customers.” In addition, any information and data provided in response to Request 4 on a sub-regional basis will reflect the consolidations identified in Comcast’s response to Request 3, which Comcast incorporates herein by reference.

**4(a):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.1(a) through 4.1(c), which are included on the enclosed compact disc labeled “Comcast Exhibits.” Data provided are for households only. Comcast does not maintain data on commercial establishments to which Comcast services are available.

**4(b):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.2(a) through 4.2(c), which are included on the enclosed compact disc labeled “Comcast Exhibits.” “Percent penetration” has been calculated by dividing the number of continuing Comcast subscribers of each requested service in each sub-region by the number of households to which that service is available in each sub-region. Because, as stated with respect to subpart (a) above, Comcast does not maintain data on commercial establishments to which Comcast services are available, Comcast also is unable to provide penetration data for commercial establishments.

**4(c):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.3(a) through 4.3(f), which are included on the enclosed compact disc labeled “Comcast Exhibits.” Comcast does not collect or maintain data in the ordinary course of business concerning how new MVPD subscribers previously received video service. In addition, Comcast does not maintain any data concerning the average revenue per subscriber acquired.

**4(d):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.4(a) through 4.4(j), which are included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibits 4.4(g) through 4.4(j) contain data maintained in the ordinary course of business relating to the number of subscribers lost to AT&T, Verizon, DBS, and other cable providers. Note, however, that these data are collected only from customers who voluntarily state that they are leaving Comcast for a competing MVPD, and then disclose the name of the MVPD to which they have switched. Comcast does not maintain data for discontinuing MVPD subscribers who move outside of Comcast’s footprint, or those who discontinue in order to receive over-the-air broadcast television. In addition, Comcast does not maintain any data concerning the average revenue per subscriber lost.

**4(e):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.5(a) through 4.5(f), which are included on the enclosed compact disc labeled “Comcast Exhibits.” The rate of “churn” has been calculated by dividing the number of subscribers that disconnected service in a given month by the total number of subscribers of that service at the beginning of the same month.

**4(f):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.6(a) through 4.6(j), which are included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibits 4.6(a) through 4.6(f) provide the number of continuing Comcast subscribers for each service. Exhibits 4.6(g) through 4.6(i) provide the average revenue per unit (“ARPU”) for each of MVPD, Internet, and digital voice services among residential subscribers. ||

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**4(g):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.7(a) through 4.7(g), which are included on the enclosed compact disc labeled “Comcast Exhibits.” These exhibits contain the absolute number of all subscribers of each combination of services (e.g., MVPD service only; MVPD service and broadband Internet; MVPD service, broadband Internet, and digital voice). Comcast does not maintain the requested data separately with respect to residential and commercial subscribers.

**4(h):** Documents responsive to this subpart have been produced to the FCC and may be found at 04-COM-00000001-00000004 and 04-COM-00000337-00000502. These documents consist of the predominant rate card, which lists each available Comcast service and its pricing, terms, and conditions for each of Comcast’s sub-regions. For reference purposes, Comcast has also provided a table listing the document identification numbers for the rate cards corresponding to each sub-region. This table has been provided in Excel spreadsheet format as Exhibit 4.8, which is included on the enclosed compact disc labeled “Comcast Exhibits.”

Rates do not change frequently, and generally change no more than || ||.  
Accordingly, for each sub-region, a rate card is provided for each year of 2008 and 2009.  
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**4(i):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.6(c) and 4.6(d), which are provided in response to subpart (f) of Request 4. Comcast does not maintain the requested data segregated by the speeds of each Broadband Access Service subscription.

**4(j):** Documents responsive to this subpart have been produced to the FCC and may be found at document identification numbers 04-COM-00000005-00000336 and 04-COM-00000503-00000511.

**4(k):** In response to this subpart, Comcast incorporates by reference the documents provided in response to subpart (h) of Request 4. The rate cards contained in those documents reflect the recurring itemized fees paid by subscribers of each Comcast service in each sub-region.

**4(l):** Comcast does not possess information or data responsive to this subpart because Comcast does not calculate a per subscriber acquisition cost in the ordinary course of business.

**4(m):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 4.9(a) and 4.9(b), which are included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibit 4.9(a) provides the per-user cost to Comcast of linear video programming. This cost includes Comcast’s rights to provide free VOD content associated with the networks that offer such content; it does not, however, include any costs of providing PPV or paid VOD content. Exhibit 4.9(b) provides the per-user cost to Comcast of PPV and paid VOD programming.

**4(n):** Comcast does not calculate the “value” of subscribers in the ordinary course of business. Comcast has searched for any documents reflecting subscriber valuations. These documents have been produced to the Commission and may be found at COMCAST\_0000083 to COMCAST\_0000098.

**4(o):** In response to this subpart, Comcast incorporates by reference the data provided in response to subpart (f) of Request 4, which reflect the number of subscribers of each service and Comcast’s average revenue per unit (“ARPU”) for each service. These two categories of data reflect the value of the service to Comcast. ||

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**4(p):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibit 4.10, which is included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibit 4.10 contains the total “as-built” and “active” capacity (in megahertz) for each Comcast head-end, organized by sub-region. The data are provided in the format “XXX-Y” (e.g., “860-2”), whereby the first three digits indicate the bandwidth in megahertz and the digit after the hyphen (which is either a “1” or a “2”) represents whether a given head-end’s infrastructure is capable of one-way or two-way transmission of signals.

Total Capacity in Number of Channels: To translate the capacity of a cable system in megahertz to its capacity in terms of number of channels, the following “rules of thumb” may be applied: As an initial matter, between 50 and 100 MHz of bandwidth are generally reserved for purposes of two-way communication between the subscriber and head-end. In addition, each analog channel occupies approximately 6 MHz of bandwidth; each standard-definition digital channel occupies approximately 0.6 MHz; and each high-definition (“HD”) digital channel occupies approximately 3 MHz.

Plan To Increase or Change Cable-System Capacity: Comcast is not currently planning significant physical expansion of bandwidth on its cable systems, as has historically been done with plant rebuilds. It is, however, pursuing other means by which to utilize more efficiently the capacity of the existing plant infrastructure. There are three principal means for achieving such increases.

*First*, Comcast is aggressively migrating all services above the Limited Basic tier of service to digital carriage only, eliminating the analog format of the expanded basic channels. This initiative requires that Comcast customers have a digital device for each TV connected to Comcast service to receive anything above the Limited Basic level of service. To accomplish this, Comcast is using low-cost digital transport adapters (DTAs). Comcast has completed these conversions across approximately [ ] of its footprint, and expects to complete approximately [ ] of its footprint by the end of 2010. By delivering such services exclusively in digital format, which is significantly more bandwidth-efficient than analog format, Comcast can repurpose the bandwidth formerly occupied by analog channels for additional HD channels, DOCSIS 3.0 deployments, and other innovative services. Comcast’s current efforts in this regard generally do not affect “Limited Basic” analog channels (such as local broadcast stations, PEG channels, and shopping channels), which continue to be offered in analog format.

*Second*, [ ]

[ ] [ ]

}}

*Third*, [ ]

[ ]

5. **For each Cable System in response to Request #3, and for each (a) VOD and (b) PPV service offered by the Company and separately for (1) residential, (2) business, and (3) others, identify separately on a monthly basis and by DMA, and produce in electronic format:**
- a. **The number of households to which your services are available;**
  - b. **The percent penetration for each of your services;**
  - c. **The amount (i.e., number of programming choices) of VOD programming offered on a (i) free and (ii) pay basis;**

- d. **The percentage of subscribers that download VOD programming on a (i) free basis exclusively, (ii) pay basis exclusively, and (iii) both free and pay bases;**
- e. **The percentage of subscribers who download PPV and the number of PPV programming choices downloaded;**
- f. **The price of each VOD or PPV programming choice, to the extent VOD or PPV are offered on a pay basis;**
- g. **Whether any special price or other promotion was being offered to existing or former subscribers of the service at that time and, if so, state the special price, the terms upon which it was conditioned, and the number of users who accepted the special offer;**
- h. **The Company's per-user cost of each such VOD or PPV programming choice;**
- i. **The Company's total revenues for each VOD or PPV service (or data sufficient to determine those numbers); and**
- j. **The number of the Company's subscribers who are able to access each VOD or PPV service.**

With respect to each subpart of Request 5, Comcast has provided information and data for residential subscribers. Comcast's commercial customers are not offered video-on-demand ("VOD") services, and Comcast does not maintain PPV data with respect to commercial subscribers, whose usage of PPV is both restricted and negligible. In addition, Comcast does not have VOD or PPV customers within a third category of "other customers." Finally, any information and data provided in response to Request 5 on a sub-regional basis will reflect the consolidations identified in Comcast's response to Request 3, which Comcast incorporates herein by reference.

**5(a):** Comcast does not maintain data on the number of households to which the company's VOD or PPV services are available, as distinct from the number of households to which Comcast's MVPD service is available. If they so chose, however, virtually all households to which Comcast's MVPD service is available would also be able to obtain the company's VOD and PPV services. Accordingly, in response to this subpart, Comcast states that the data contained in Exhibit 4.1(a), provided in response to subpart (a) of Request 4, is a reasonable approximation of the number of households to which Comcast's VOD and PPV services are available on a sub-regional basis.

**5(b):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 5.1(a) and 5.1(b), which are included on the enclosed compact disc labeled "Comcast Exhibits." In response to this subpart, Comcast has calculated "percent penetration" on a sub-regional basis for VOD services by dividing the number of Comcast subscribers with VOD-enabled service by the number of households to which Comcast's MVPD service is available. (As discussed in response to subpart (a), above, the latter is a close proxy to the number of households to which the company's VOD service is available.) Comcast has calculated "percent penetration" on a sub-regional basis for PPV services by dividing the number of households that subscribe to Comcast's MVPD service by the number of households to which Comcast's MVPD

service is available. This calculation is based on (1) the fact that virtually all Comcast MVPD subscriber households are PPV-enabled in the sense that, with appropriate equipment, they may receive certain PPV content, and (2) the fact, discussed above, that the number of households to which Comcast's MVPD service is available is a close proxy for the number of households to which Comcast's PPV service is available.

**5(c):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibit 5.2, which is included on the enclosed compact disc labeled "Comcast Exhibits." While Comcast does not maintain data on the number of VOD programming choices offered, it does maintain (through a third-party vendor) the number of VOD programming choices that Comcast subscribers accessed. Accordingly, as a reasonable approximation of the number of VOD programming choices offered, Exhibit 5.2 provides data on the number of VOD programming choices that Comcast subscribers accessed during the requested time period. Note that the count of "free" programming choices includes choices that were viewed through subscription video-on-demand ("SVOD").

The requested data are provided on a national rather than sub-regional basis because Comcast does not maintain these data on any sub-national basis. Moreover, the data reflect VOD programming choices that Comcast makes available to its cable system on a nationwide basis, and do not include any programming choices that a cable system might offer exclusively on a local basis. Note, however, that ||

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In addition, beginning in the first quarter of 2010, Comcast began a significant expansion of VOD server capacity across its cable systems. Going forward, this expansion will enable Comcast to offer substantially more free as well as paid (or "transactional") VOD content. In Exhibit 5.2, the March 2010 data point for transactional VOD programming choices reflects the increase in VOD offerings that has just commenced. The increase in transactional VOD choices in March 2010 is not expected, however, to cause any reduction of VOD content available on a no-additional-charge basis. Over the coming months, Comcast expects to expand both its free and transactional VOD offerings.

Finally, Exhibit 5.2 excludes from the count of VOD programming choices any choices that, in a given month, are recorded as having been viewed in only one of Comcast's local cable systems. A review of the data by Comcast and its third-party vendor has led Comcast to conclude that the substantial majority of such programming choices represent duplicate titles that have already been accounted for elsewhere in the data.

**5(d):** Comcast does not maintain information or data responsive to this subpart.

**5(e):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibit 5.3, which is included on the enclosed compact disc labeled "Comcast Exhibits." The data contained in Exhibit 5.3 are provided on a national

basis because Comcast does not maintain such data on any sub-national basis. Comcast also does not maintain data on the number of unique customers who may have viewed a PPV programming choice. Exhibit 5.3 does, however, provide the total number of PPV transactions for each month on a national basis.

**5(f)**: Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 5.4(a) and 5.4(b), which are included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibit 5.4(a) provides Comcast’s current nationally recommended price for each category of VOD programming. Comcast does not maintain a database containing the price points of each individual VOD programming choice. Exhibit 5.4(b) provides information and data concerning the nationally recommended price of each PPV programming choice offered from January 2008 through February 2010. In Exhibit 5.4(b), the month to which a given PPV programming choice corresponds reflects the month in which Comcast’s license to distribute that choice became effective.

The current list of recommended prices for VOD programming has been in place since 2007. ||

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**5(g)**: Comcast does not collect or maintain information, data, or documents responsive to this subpart.

**5(h)**: Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 5.5(a) and 5.5(b), which are included on the enclosed compact disc labeled “Comcast Exhibits.” The information and data contained in Exhibits 5.5(a) and 5.5(b) are provided on a national basis because the per-user cost to Comcast of nationally distributed VOD and PPV programming is negotiated with programming providers on a national basis.

In addition, the information and data contained in Exhibits 5.5(a) and 5.5(b) are provided on the basis of programming category. Comcast does not maintain data relating to its costs for each individual VOD or PPV programming choice. ||

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**5(i)**: Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 5.6(a) and 5.6(b), which are included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibit 5.6(a) provides revenue data for VOD and PPV combined on a sub-regional basis; Comcast does not maintain revenue data separately for VOD and PPV on a sub-regional basis. Exhibit 5.6(b) provides, on a national basis, revenue data for PPV only.

**5(i):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 5.7(a) and 5.7(b), which contain sub-regional data reflecting the number of VOD- and PPV-enabled Comcast homes (i.e., Comcast subscriber households that have access to VOD and PPV services), respectively. For purposes of Exhibit 5.7(b), Comcast has assumed that each MVPD subscriber household is also a PPV-enabled home.

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

- Company has changed that transmission facility since acquiring such programming interest or plans to change that transmission facility; and**
- 1. 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.**

**6(a)–(b):** Information and data responsive to these subparts have been provided in Excel spreadsheet format as Exhibit 6.1, which is included on the enclosed compact disc labeled “Comcast Exhibits.”

**6(c):** Information responsive to this subpart is set forth below:

| <b>Non-Broadcast Programming Network</b> | <b>Date the Network was Launched and From Whom Comcast Acquired Its Interest</b>  |
|--|---|
| C2                                       | The network was launched in 2002. Comcast has owned 100% of the network since launch.   |
| CN100                                    | The network was launched in 2003. Comcast owns and manages this regional local channel and there is no board of directors.  |
| Comcast Entertainment Television         | The network was launched in 2004 and is available to Comcast Colorado digital cable subscribers. Comcast has owned 100% of the network since launch.  |
| Comcast Hometown Network                 | The network was launched in 2009. Comcast has owned 100% of the network since launch.   |
| Comcast Sports Southwest                 | The network was launched in 2009. Comcast has owned 100% of the network since launch.   |
| Comcast SportsNet California             | The network was launched in 2004 as “Comcast SportsNet West.” It was later re-branded as “Comcast SportsNet California” in 2008. Comcast has owned 100% of the network since launch.  |
| Comcast SportsNet Mid-Atlantic           | The network was launched in 1984. Prior to Comcast’s acquisition of the network, it was named “Home Team Sports.” Comcast acquired and re-branded it in 2001, when Comcast acquired all of the interests held by Viacom and Fox, resulting in Comcast’s current ownership of 100%.  |
| Comcast SportsNet New England            | The network was launched in 1981. Prior to Comcast’s acquisition of management control, the network was named “Fox Sports Net New England” (or “FSN New England”). Comcast acquired a 50% passive interest in the network in connection with its acquisition of AT&T Broadband in 2002. In 2007, Comcast acquired the remaining 50% from Rainbow Sports (as part of the same transaction in which Comcast acquired its interest in FSN Bay Area). |

| <p><b>Non-Broadcast Programming Network</b></p> | <p><b>Date the Network was Launched and From Whom Comcast Acquired Its Interest</b></p>   |
|---|---|
| <p>Comcast SportsNet Northwest</p>              | <p>The network was launched in 2007. Comcast has owned 100% of the network since launch.</p>  |
| <p>Comcast SportsNet Philadelphia</p>           | <p>The network was launched in 1997.   </p> <p>   giving Comcast 100% ownership of the network.</p>   |
| <p>Comcast Television Network</p>               | <p>The network was launched in 2007 as a local origination channel, Channel 900, transmitted exclusively on Comcast’s Michigan cable systems. It emerged following the disbanding of Comcast Local, which aired local sports programming. Comcast has owned 100% of the network since launch.</p>   |
| <p>E!</p>                                       | <p>The network was launched in 1987.   </p> <p>   Comcast (directly, not through the joint venture with Disney) acquired an additional 10% in connection with its acquisition of AT&amp;T Broadband in 2002. Comcast acquired an additional 10% from Liberty Media in 2004. Comcast then purchased the interest held by Disney in 2006, increasing Comcast’s ownership to 100%.</p> |
| <p>G4</p>                                       | <p>The network was launched in 2002,   </p> <p>   In 2008, Comcast acquired 100% ownership in G4   </p> <p>  </p>   |

| Non-Broadcast Programming Network | Date the Network was Launched and From Whom Comcast Acquired Its Interest  |
|-----------------------------------|--|
| Golf Channel                      | <p>The network was launched in 1995. []</p> <p>[] In 2001, Comcast raised its ownership interest to approximately 91% by purchasing the interest held by Fox. In 2003, Comcast obtained ownership of 99.9% of the network when it purchased Tribune’s interest. Finally, in 2009, Comcast gained 100% ownership []</p> <p>[]</p> |
| New England Cable News            | <p>The network was launched in 1992. []</p> <p>[] In 2009, Comcast purchased [] and has owned 100% of the network since.</p>   |
| Style                             | <p>The network was launched in 2001. Style is a division of E! Entertainment, and not a separate legal entity. Accordingly, the ownership history outlined for E! is applicable to Style as well.</p>  |
| The Comcast Network               | <p>The network was launched in 2009, upon the consummation of an internal restructuring that resulted in the cessation of the programming service formerly known as “CN8” and the related transfer of assets to The Comcast Network. Comcast has owned 100% of the network since launch.</p>                                     |
| Versus                            | <p>The network was launched in 1995 as “Outdoor Life Network” (“OLN”). []</p> <p>[]</p>  |
| Cable Sports Southeast            | <p>The network was launched in 1999. At the time of launch, Comcast owned approximately [] of the network, and Charter Communications owned []. Comcast and Charter continue to hold their respective interests, []</p> <p>[] Comcast’s interest in the network currently stands at 80.9%.</p>                                   |

| <b>Non-Broadcast Programming Network</b> | <b>Date the Network was Launched and From Whom Comcast Acquired Its Interest</b>   |
|--|--|
| Comcast SportsNet Bay Area               | <p>The network was launched in 1990. Prior to Comcast’s acquisition of management control, the network was named “Fox Sports Net Bay Area” (or “FSN Bay Area”). In 2007, Comcast acquired from Rainbow Sports a 60% interest in a partnership that was an indirect parent of the network. (This acquisition was part of the same transaction in which Comcast acquired the remaining interests in FSN New England (discussed below).) [ ]</p> <p>[ ] The network was re-branded in 2008. [ ]</p> <p>[ ] Comcast now holds a 67% interest in the upstream parent partnership of Comcast SportsNet Bay Area.</p> |
| ExerciseTV                               | <p>This VOD-only service was launched in 2006. It is owned by a joint venture among Comcast (65%), Body By Jake ([ ] [ ]), and New Balance ([ ] [ ]).</p>  |
| The Mtn. – MountainWest Sports Network   | <p>The network was launched in 2007 as a joint venture between CBS College Sports (formerly known as CSTV) and Comcast. Each party to the joint venture has owned 50% of the network since its launch.</p>   |
| PBS Kids Sprout                          | <p>The network was launched in 2005 as a VOD-only service and launched a linear service shortly thereafter. Since its launch, the network has been owned by a joint venture among Comcast (40%), HIT ([ ] [ ]), Public Broadcasting Service ([ ] [ ]), and Sesame Workshop ([ ] [ ]).</p>  |
| FEARnet                                  | <p>This VOD-only service launched in 2006. It is owned by a joint venture among Comcast, Lionsgate, and Sony, each of which owns one-third of the network.</p>   |
| TV One                                   | <p>The network was launched in 2004. It is owned by a joint venture among Comcast, Radio One, [ ]</p> <p>[ ] Comcast currently owns approximately 33% of the network on a fully diluted basis.</p>   |
| Comcast SportsNet Chicago                | <p>The network was launched in 2004. It is a joint venture between Comcast and the affiliates of four Chicago professional sports teams (the Bulls, Cubs, White Sox, and Blackhawks). Comcast has owned 30% of the network since launch.</p>   |

| Non-Broadcast Programming Network               | Date the Network was Launched and From Whom Comcast Acquired Its Interest   |
|---|---|
| Pittsburgh Cable News                           | The network was launched in 1994 by WPXI and TCI. Comcast acquired its minority interest of 30% as part of its acquisition of AT&T Broadband in 2002, with WPXI holding the majority interest of 70%.   |
| NHL Network                                     | The network was launched in 2007. Comcast acquired its 15.6% interest from the network entity, NHL Network US, L.P.   |
| Current Media                                   | The network was launched in 2005. Comcast acquired its interest from the parent company, Current Media LLC, in 2006. Comcast's present interest is 9% (a dilution from a previous 10% interest).  |
| MLB Network                                     | The network was launched in 2009. Comcast has held 8.3% of the network since launch.  |
| SportsNet New York                              | The network was launched in 2006. Since its launch, the network has been owned by an affiliate of the New York Mets ((    )), an affiliate of Time Warner ((    )) and Comcast ((    )) 8.17% ((    ))).  |
| Retirement Living Television                    | The network was launched in 2006. Comcast first acquired its interest ((    )) It increased to 3.4% ((    ))  |
| Saigon Broadcasting Television Network ("SBTN") | The network was launched in 2001 as a joint venture between International Media Distribution, LLC (then known as International Cable Channels Partnership, Ltd.) and Saigon Broadcasting Network, Inc. Comcast acquired a 50% ownership interest in SBTN upon its acquisition of International Media Distribution in 2004.                        |
| Television Korea 24 ("tvK24")                   | The network was launched in 2005. Comcast acquired its interest in the network through its ownership of International Media Distribution, which was a founding shareholder of tvK24 and initially held a 15% interest. Over time, that interest has been diluted to 14.2% as additional investors acquired interests in the network. <sup>2</sup> |

<sup>2</sup> Comcast previously indicated that its interests in SBTN and tvK24 were below the attribution thresholds. See Responses of Comcast Corporation and NBC Universal, Inc. to Questions Submitted by Several Members of the United States House of Representatives, MB Docket No. 10-56, at 2 (filed June 2, 2010). It has now determined that those interests are attributable.

**6(d):** With respect to the non-broadcast programming networks listed in subparts (a) and (b) of Request 6 in which Comcast presently owns less than a 100% interest, a table detailing the company’s management rights, voting rights, and veto powers is provided as Exhibit 6.2, which is included on the enclosed compact disc labeled “Comcast Exhibits.”

With respect to the non-broadcast programming networks in which Comcast presently owns a 100% interest, Comcast has full management control.

**6(e):** In response to subpart (e)(1) of this Request, Comcast has provided the identities of MVPDs that carried any of the Company’s Non-Broadcast Programming Networks from 2006 to 2010 in Excel spreadsheet format as Exhibit 6.3,<sup>3</sup> which is included on the enclosed compact disc labeled “Comcast Exhibits.” During the period that a particular MVPD was authorized to carry a relevant programming network, that MVPD carried all of the programming available on the network (subject to blackouts and potential exceptions relating to overflow/conflict games that MVPDs are not always able to carry on an alternate channel).

In response to subpart (e)(2) of this Request, there are no Online Video Programming Distributors (“OVPDs”) that carry a Non-Broadcast Programming Network.

**6(f):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibit 6.4, which is included on the enclosed compact disc labeled “Comcast Exhibits.” All figures provided represent subscribers that receive Comcast’s linear networks, with the exception of figures for ExerciseTV and C2, which are only offered through VOD.

With respect to subpart (f)(3) of this Request, Comcast does not maintain data on the number of subscribers or users who receive the Company’s video programming through the Internet. Comcast incorporates by reference its response to Request 10, which provides, *inter alia*, information on the numbers of users visiting online video distribution providers that Comcast owns.

**6(g):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibit 6.5, which are included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibit 6.5 provides a list of OVPDs that publish, sell, or distribute, in whole or in part, content produced or distributed by each Non-Broadcast Programming Network. In addition, each OVPD affiliated with a particular linear network (e.g., eonline.com, g4tv.com, csnwashington.com) publishes, sells, or distributes content from that Network. While Comcast does not maintain the number of subscribers and/or unique users of each OVPD who view this content, it hereby incorporates by reference its response to Request 10, which provides the numbers of unique users who

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<sup>3</sup> Pursuant to discussions with Commission staff, Comcast's response is provided on an annual basis and limited to the MVPDs listed in Appendix C.

visit Comcast-operated OVPDs, where they can view content produced or distributed by a Non-Broadcast Programming Network.

**6(h):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibits 6.6 and 6.7, which are included on the enclosed compact disc labeled “Comcast Exhibits.” Exhibit 6.6<sup>4</sup> provides data in response to subpart (h)(1) of this Request. Exhibit 6.6 provides data in response to subpart (h)(1) of this Request. Exhibit 6.7 provides data in response to subpart (h)(2) of this Request and also contains revenue data, with revenue categories indicated, from 2006–2010 for each network.

With respect to subpart (h)(1), Comcast does not receive advertising revenues from MVPDs. The information contained in Exhibit 6.6 provides affiliate revenue by MVPD from 2006 to 2010. Several networks do not receive affiliate revenue from MVPDs. Instead, their annual revenues and costs are provided in Exhibit 6.8 in response to subpart (i) of this Request.

With respect to subpart (h)(2), for each relevant network, Comcast obtains revenue from OVPDs through either subscriptions or advertising. Comcast does not, however, obtain any revenue from OVPDs for the following networks: {{

}}

**6(i):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibit 6.8, which is included on the enclosed compact disc labeled “Comcast Exhibits.” Comcast does not maintain data permitting it to calculate network-specific margins on an MVPD basis, and is therefore providing total revenues and expenses for each network at issue, with revenue categories indicated, from 2006 to 2010. After the fixed costs of producing a particular channel or program have been incurred, there are minimal costs associated with providing programming to a particular MVPD.

**6(j):** Comcast does not calculate a value to the company of each additional subscriber.

**6(k):** Information and data responsive to this subpart have been provided in Excel spreadsheet format as Exhibit 6.9, which is included on the enclosed compact disc labeled “Comcast Exhibits.”

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<sup>4</sup> Pursuant to discussions with the Commission staff, Comcast's response is limited to the MVPDs listed in Appendix C.

**6(l):** Information responsive to this subpart follows:

The phrase quoted in this subpart of Request 6 comes from a sentence in Comcast’s Public Interest Statement that quoted a similar sentence in an FCC order issued in connection with the News Corp./DirecTV transaction. Comcast intended that sentence to underscore the point that – in an environment with more than 500 national programming networks (to say nothing of the scores of regional networks, thousands of VOD choices, and millions of online options) – there are reasonably close substitutes for all the different types of programming carried on Comcast’s Non-Broadcast Programming Networks. Comcast did not state, nor did Comcast mean to suggest, that any one television program is a perfect substitute for another, or that any one network fully replicates another; even when one network offers reasonably substitutable programming to another network for a portion of a day, other portions of the daily schedule may be quite different.

Nonetheless, for simplicity’s sake, Comcast provides below a network-by-network tabulation, identifying for each of the national linear cable networks in which NBCU or Comcast has an interest, a set of corresponding linear networks that, in Comcast’s reasonable judgment, carry certain programming that is substitutable for certain programming carried by these networks. The networks listed in the right-hand column are representative, not exhaustive.

[[

| <b>Comcast Networks</b>                                     |   |
|---|---|
| <b>Networks in which Comcast has a controlling interest</b> |   |
| <b>Network Owned in Whole or in Part by Comcast</b>         | <b>Networks Carrying Certain Reasonably Substitutable Programming</b> |
|   |   |
|   |   |

]]

| <b>Comcast Networks</b>                                     |   |
|---|---|
| <b>Networks in which Comcast has a controlling interest</b> |   |
| <b>Network Owned in Whole or in Part by Comcast</b>         | <b>Networks Carrying Certain Reasonably Substitutable Programming</b> |
|   |   |
|   |   |
|   |   |
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| <b>Comcast Networks</b>                                     |   |
|---|---|
| <b>Networks in which Comcast has a controlling interest</b> |   |
| <b>Network Owned in Whole or in Part by Comcast</b>         | <b>Networks Carrying Certain Reasonably Substitutable Programming</b> |
|   |   |

[[

]]

| <b>Comcast Networks</b>   |   |
|---|---|
| <b>Networks in which Comcast does not have a controlling interest</b> |   |
| <b>Network Owned in Whole or in Part by Comcast</b>                   | <b>Networks Carrying Certain Reasonably Substitutable Programming</b> |
|   |   |

[[

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