}}

- **Interests Identified in Response to Request 28.** Comcast's interest in thePlatform, as described in response to Request 28, will not be contributed to the joint venture because it is not part of Comcast's content business and Comcast considers thePlatform ancillary to its distribution service.

- **Interests Identified in Response to Request 29.** Comcast's interest in iN DEMAND, LLC, as described in response to Request 29, will not be contributed to the joint venture because it is not part of Comcast's content business and Comcast considers the pay-per-view and VOD offerings provided by iN DEMAND to be ancillary to Comcast's distribution service.

20. 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.

Copies of online rights agreements covering long-form content are being produced herewith.

Copies of retransmission consent agreements containing online rights provisions are being produced herewith.

Comcast has online rights agreements for the use of short-form content, such as brief clips or show segments. This short-form content is generally offered by entertainment programming providers for promotional purposes and made universally available to distributors. Comcast also receives some short-form content in the news and sports categories. A list of such short-form agreements is provided in Excel spreadsheet format as Exhibit 20.1,[9] which is included on the enclosed compact disc labeled "Comcast Exhibits." Examples of short-form agreements covering multiple programming genres are being produced herewith.

In addition, there are a significant number of programming affiliation agreements that include most favored nation ("MFN") clauses that potentially implicate online rights or other clauses that briefly mention online rights. The MFN provisions generally require that Comcast receive the benefit of whatever rights a programmer may grant to other distributors. These MFNs can be read to require a programmer to offer Comcast access to the same online distribution rights, if any, that the programmer offers to another MVPD. The provisions that briefly address online rights are generally standard "boilerplate." {{

}} A list of affiliation agreements containing MFN or boilerplate online rights provisions is provided in Excel spreadsheet format as Exhibit 20.2, which is included on the enclosed compact disc labeled "Comcast Exhibits." Examples of agreements with such provisions are being produced herewith. Per discussions with Commission staff, a list of affiliation agreements from certain programmers containing MFN or boilerplate online rights provisions, as well as examples of such provisions, are being produced herewith.

21. 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.

Any responsive documents have been produced herewith.

22. 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 Hulu, Boxee, YouTube, Amazon, and iTunes. Identify all Persons, including their respective positions and organization, involved in such decisions, deliberations, analyses, or discussions.

I. National and Regional Non-Sports Networks

A. Authenticated Services.

As this platform is still an emerging technology, Comcast's current strategy for entering into authenticated service distribution agreements with MVPDs is to provide content on a test basis with relatively short terms and renewal periods. Comcast's strategy for online

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9 Pursuant to discussions with the Commission staff, Comcast's response is limited to the video programmers listed in Appendix E.

streaming has always been to limit distribution to short-form content, except for distribution to authenticated MVPD subscribers. For instance, distribution to any ad-supported streaming service on an unauthenticated basis will include only short-form content. Since authenticated services by definition only make content available to linear service subscribers, long-form content is distributed in this manner, and an analysis of delivery requirements, programming, security, and advertising strategy must be undertaken on a case-by-case basis.

All of these negotiations take place with current linear distribution partners. Assuming a Comcast network possesses all of the necessary rights to provide Online Video Programming to OVPDs in the first place, the key points that determine whether or not a deal can be completed with such distributors include: {{

}} The major technical limitation in this category is the lack of ability to measure accurately audience and "ratings." Currently, there is no reliable way to include authenticated views into Nielsen ratings numbers.

The chart below provides some examples of some of the agreements and ongoing negotiations between various Comcast networks and providers of online authentication services.

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Service	Distributor	Type of Platform	Key terms at issue	Agreement reached?	Notes

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Service	Distributor	Type of Platform	Key terms at issue	Agreement reached?	Notes

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Service	Distributor	Type of Platform	Key terms at issue	Agreement reached?	Notes

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B. Ad-supported Services

All of Comcast's networks take a similar approach regarding distribution via ad-supported services, and that is to pursue opportunities that can deliver substantial viewership, positive brand exposure, and revenue potential. Comcast's content strategy is very simple in this space – like other content owners that rely on affiliate licensing fees, Comcast's networks limit distribution to short-form clips only in recognition of the fact that MVPDs and MVPDs' customers pay for this content. Another factor in Comcast's content strategy for this space is the type of restrictions that are placed on Comcast's networks by its MVPD affiliate agreements. Many of those agreements state that Comcast's networks cannot allow full episodes of current programming to stream online on ad-supported services on an unauthenticated basis.

In determining whether or not to make content available online to these services, Comcast's networks make a thorough analysis of the target service's audience demographics and reach, the competitive networks available on the service, and programming and delivery requirements. Economic terms are the most significant factors in ad-supported services negotiations. Specifically, {{

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Almost all of the negotiations undertaken in this category are independent of any linear carriage relationships. For the most part, these online services are owned and operated independently of linear MVPDs. {{

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The chart below provides several examples of negotiations between Comcast networks and ad-supported services that successfully reached agreement and examples in which Comcast networks and ad-supported services did not reach agreement.

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Service	Distributor	Type of Platform	Key terms at issue	Agreement reached?	Notes

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{{

Service	**Distributor**	**Type of Platform**	**Key terms at issue**	**Agreement reached?**	**Notes**

}}

C. <u>Subscription Services</u>

Comcast's networks' strategy in this category is to determine where distribution opportunities exist, put together compelling long-form content offerings, and make proposals to secure agreements on a case-by-case basis. Similar to Comcast's networks' strategy with regard to ad-supported services, a primary objective is to protect the linear economic model.

Most agreements in this category are structured economically around a cost per subscriber ("CPS"). Assuming all of the other factors have been successfully negotiated, if the online service's subscriber base (or potential subscriber base) is high, then a reasonable CPS will suffice. If the subscriber base is limited or potential growth is unproven, then the CPS needs to be supplemented by a minimum guarantee from the OVPD that will offset the cost and risk (to linear viewership or affiliate agreements) associated with delivery of the content by the network.

Almost all of the negotiations undertaken in this category are independent of linear carriage relationships. For the most part, these services are owned and operated independently of linear MVPDs. {{

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The chart below provides several examples of negotiations between Comcast networks and subscription services that did, and did not, conclude in an agreement. It also provides examples of negotiations that are ongoing.

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Service	Distributor	Type of Platform	Key terms at issue	Agreement reached?

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D. Transactional Services

For transactional services such as electronic sell-through and Pay-Per-View VOD, Comcast's networks' strategic vision is to offer long-from content directly to consumers through outlets and storefronts that: (i) fit with its brands, (ii) are able to create ancillary revenue streams for Comcast's library content; and (iii) are able to add value to its audience. Due to the cost associated with delivering the content required by these services, the single most important factor in determining whether or not to make the content available is the revenue potential. If a service has a large enough user base and a demographic make-up that fits with the Comcast network's content, then a successful agreement can be reached. In Comcast's experience, negotiations for these services are independent of linear carriage negotiations.

The chart below provides several examples of successful negotiations between a Comcast network and a transactional service.

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Service	Distributor	Type of Platform	Key terms at issue	Agreement reached?	Notes

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II. Regional Sports Networks

A. Online Distribution Rights

RSNs' rights to exhibit games of local professional teams are by definition local in nature, limited to the teams' respective local television territories, and otherwise subject and subordinate to applicable league rules and agreements. Although a Comcast RSN generally seeks to obtain all media distribution rights, including online distributions rights, for their package of games within the applicable licensed territory, even where an RSN has obtained such rights directly from a team, the grant of such rights is in most cases made subject to the rules of the applicable sports league, which reserves and retains for itself those rights to grant to its own licensees (or retain) in such league's own discretion.

In the case of the NBA, effective as of the 2008-09 season, the NBA granted RSNs, including Comcast's RSNs, rights to engage in online distribution of games (to the extent authorized by the team) and to exploit certain ancillary rights, including the right to exhibit game highlights and certain team-related ancillary programming online, subject to certain conditions (including without limitation that the stream be geo-targeted) and in exchange for specified consideration. No streaming occurred until the 2009-10 NBA season. During that season, two RSNs, namely, CSN-Philadelphia and CSN-Chicago, attempted to stream live games of their local NBA teams via the Internet (the first on a fee subscription basis and the second at no additional charge, in each case only to website users who were "authenticated" by their respective MVPD as being subscribers to the applicable linear network), which is described further below. Discussions continue at varying levels with the NHL and MLB, {{

}}

RSNs sometimes utilize online promotional vehicles such as YouTube in order to promote themselves; however, this promotional usage is not based on an official relationship with YouTube, and because of the above-referenced rights limitations, the RSNs will utilize their own original content and do not use licensed game footage for such purposes.

B. <u>NBA Authentication Rights</u>

In November 2009 (for CSN-Philadelphia) and in February and March of 2010 (for CSN-Chicago), Comcast Network's affiliate sales team offered to each of CSN-Philadelphia's MVPD affiliates ({{ }}) and CSN-Chicago's MVPD affiliates ({{ }}) the opportunity to participate in the respective RSNs' "In-Market Streaming Product," to be offered to participating affiliates' subscribers.

For CSN-Philadelphia, the In-Market Streaming Product consisted of a paid subscription product of Internet streaming (served from the Comcast SportsNet website), on a simulcast basis, of 67 2009-10 season Philadelphia 76ers games (beginning on or after November 18, 2009) that were telecast live on the linear, standard definition feed of CSN-Philadelphia (the "CSN-P In-Market Streaming Product"). The CSN-P In-Market Streaming Product was offered to participating affiliates' authenticated subscribers on a subscription basis, and {{

}} [[

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For CSN-Chicago, the In-Market Streaming Product consisted of an Internet streaming product (served from the CSN-Chicago website), on a simulcast basis, of six 2009-10 regular season games and all three 2010 first round playoff games of the Chicago Bulls that were also telecast live on the linear, standard definition feed of CSN-Chicago (the "CSN-C In-Market Streaming Product"). The CSN-C In-Market Streaming Product was offered at no additional charge to participating affiliates' authenticated subscribers. [[

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In each case, the In-Market Streaming Products were made available only to customers of CSN-Philadelphia's or CSN-Chicago's MVPDs who were "authenticated" by such MVPDs as being subscribers who receive the applicable RSN's linear service. Affiliates were required to authenticate their subscribers through Comcast SportsNet's third party authentication agent, {{ }}. No subscriber information was to be provided to Comcast SportsNet.

The number of participating affiliates ([[ ]] participating affiliates out of a total of approximately [[ ]] {{

}}). The primary explanation for non-participation received from affiliates was that the affiliates were not technically and/or strategically ready to enter into online video. Many affiliates indicated that they would be inclined to reconsider their participation next season, if offered.

23. Identify and describe all negotiations since January 1, 2006 between the Company and any other Person, relating to carriage, licensing, or distribution of any Video Programming carried by the Company's (1) MVPD and (2) Online Video Programming Distributor that did not result in an agreement.

For purposes of this request, Comcast understands "negotiations" to mean interactions between Comcast Cable and a video programmer in which there was at least preliminary interest in reaching an agreement and give-and-take discussions about carriage, licensing, or distribution occurred. Similarly, for purposes of this request, Comcast understands "did not result in an agreement" to mean that negotiations have ceased without any agreement and that there are no ongoing discussions regarding an agreement between the parties.

It is rare for Comcast to enter into negotiations with a video programmer and then fail to reach an agreement. Because Comcast wants to avoid inefficient use of its resources, prior to entering into such negotiations, Comcast generally will have made an initial assessment about whether the programmer is offering content that may present an appealing value proposition. In addition, Comcast must consider a programmer's ability to actually deliver the content (Comcast is frequently approached by parties that have an idea for a network, but lack the funding or expertise needed to turn the idea into an actual network). There have been several occasions in the past four years where Comcast expended the resources to enter into carriage agreements with programmers that to date have not launched their networks. When Comcast enters into negotiations with a programmer, it works hard to reach a result that is mutually agreeable to both parties, even if it takes months or years to finalize an affiliation agreement. See the Response to Request 45 for a further discussion of the process by which Comcast makes carriage decisions.

There are several instances where Comcast has engaged in preliminary discussions with a programmer but no agreement has yet been reached. Productive discussions are ongoing, but it is not possible to say at this time whether the negotiations will succeed or not. Examples of programmers that fall under this category during the relevant timeframe include: {{

}}

While most of Comcast's negotiations resulted in agreements, going back to Jan. 1, 2006, a small number of negotiations concluded without resulting in an agreement:

- WealthTV. WealthTV sought broad carriage on Comcast systems for a long term with significant rates over time. Comcast believed the network would have limited subscriber appeal and that the significant cost and bandwidth commitment WealthTV requested made its carriage proposition unattractive (among other factors). Nonetheless, in a good-faith effort to engage in negotiations in order to settle potential litigation, in 2008 Comcast offered to enter into a "hunting license" agreement[10] and to distribute WealthTV in one of its larger markets. WealthTV declined these offers and decided to terminate negotiations and file a program carriage complaint.

- Right Network On Demand. Right Network sought a video-on-demand distribution deal with Comcast. {{

  }} In April 2010, Right Network publicly stated that it was partnering with Comcast, but there was no such agreement. Comcast has no partnership with this venture and has no plans to launch or distribute this network.

- {{

[10] For a definition of "hunting license" agreements, *see* Response to Request 45.

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24. Identify and describe all negotiations since January 1, 2006 between the Company and any (1) MVPD, and (2) Online Video Programming Distributor, regarding carriage, licensing or distribution of any Video Programming owned or controlled by the Company that did not result in an agreement.

For purposes of this request, Comcast understands "negotiations" to mean interactions between a Comcast Non-Broadcast Programming Network and an MVPD or OVPD in which there was at least preliminary interest in reaching an agreement and give-and-take discussions about such carriage occurred. Similarly, for purposes of this request, Comcast understands "did not result in an agreement" to mean that negotiations have ceased without any agreement and that there are no ongoing discussions regarding an agreement between the parties.

Comcast's networks generally enter into negotiations with the goal of selling their programming as widely as possible on the most favorable economic terms and the intention of reaching agreement. It is very rare for a Comcast network to enter into negotiations with an MVPD or OVPD and then fail to reach an agreement. When Comcast enters into negotiations, it works hard to reach a result that is mutually agreeable to both parties. Negotiations typically result in agreements – for Comcast's national networks, regional non-sports networks, and regional sports networks ("RSNs"). Because of the unique characteristics of RSNs, they are dealt with separately below.

A. <u>National Networks' and Regional Non-Sports Networks</u>

1. <u>MVPD Distribution</u>

Comcast's national linear networks and regional non-sports networks all take a similar approach to MVPD distribution: after determining where there is distribution to be gained, the networks will make proposals in writing and in person to attempt to gain distribution. These proposals generally set out key terms, including: [[

]] While Comcast's networks are willing to negotiate on all of these key terms, the networks are mindful that any material deviation from standard terms may require that the network give similar terms to other MVPDs under MFNs and general market pressures, which may impose costs beyond the proposed carriage that exceed the benefits of the proposed carriage. Generally, negotiations do not commence unless the parties agree in principle on the network's standard minimum rates and carriage levels for a fixed period.

While Comcast's national and regional non-sports networks have hundreds of agreements in place with MVPDs across the country, inevitably some negotiations break down. On the rare occasion that the parties do not reach an agreement, there are several common reasons for the breakdown. First, if the network, in the course of its evaluation of the MVPD, learns that the target MVPD is incapable of consistently maintaining signal quality or security or that affiliation with the MVPD is not permitted by the network's underlying rights agreements, the network may abandon the negotiations. [[

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}} [[

]] Described below, on a network-by-network basis, are three situations where a Comcast network was negotiating with an MVPD for carriage but ultimately failed to reach an agreement.

First, {{

}}

Second, {{

}}

2. OVPD Distribution

Because distribution of video content to OVPDs is still in the early stages of development, Comcast's national networks have generally approached Internet rights in the larger context of carriage agreements with MVPDs. In that context, a Comcast network has never entered into negotiations with an MVPD that were terminated as a result of an impasse over Internet distribution rights.

Comcast networks do have many agreements with OVPDs that do not have a traditional cable product and are not based on a linear carriage agreement. Generally, the Comcast networks do not provide distribution rights to same kind, or the same amount, of content to OVPDs; the majority of the programming licensed is in the form of clips. Key terms of these negotiations include: [[

]] As with the linear negotiations, the vast majority of negotiations that Comcast's national networks enter into with OVPDs result in agreement. Nevertheless, some of these negotiations have ultimately not resulted in an agreement. [[

]] Following are brief descriptions of six negotiations between a Comcast network and an OVPD that failed to reach an agreement.

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Service	**Distributor**	**Negotiation Dates/Outline**	**Type of Platform**	**Key terms at issue**	**Agreement reached?**	**Brief Description**

}}

{{

Service	Distributor	Negotiation Dates/Outline	Type of Platform	Key terms at issue	Agreement reached?	Brief Description

}}

B. Regional Sports Networks

1. MVPD Distribution

Comcast's RSNs are widely carried by MVPDs in the RSNs' respective footprints. Because Comcast's RSNs have an incentive to be widely carried to maximize subscriber license fees and advertising revenues, it is rare for them to fail to reach an agreement for carriage with an MVPD. Indeed, Comcast's RSNs are carried by hundreds of distributors across the country.

Because Comcast's RSNs conduct scores of carriage negotiations each year, however, there are inevitably negotiations where the parties fail to reach an agreement – just like in any industry.

Described below, on a network-by-network basis, are the situations where a Comcast RSN was negotiating with an MVPD for carriage but ultimately failed to reach an agreement.

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2. OVPD Distribution

As described in response to Request 22 above, RSNs are typically restricted by the terms of their rights agreements with teams (including overriding league rules) from televising live games or highlights over the Internet or outside of a specific geographic territory. Given the nature of online video programming distribution, the terms of these underlying rights agreements and league rules (including the condition that distribution of content be "geo-targeted" (i.e. limited to the applicable team's local territory)) effectively prohibit distribution via OVPDs. Therefore, there are no failed negotiations with OVPDs to describe in response to this part of the Request.

25. Provide all strategic plans, policies, analyses, and presentations prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, relating to the Company's entry into the distribution of Video Programming over the Internet, including but not limited to the TV Everywhere and Fancast Xfinity TV initiatives.

Any responsive documents have been produced herewith.

26. To the extent not provided in response to Request #25, submit all documents prepared for, presented to, reviewed by, discussed by, or considered by the Company's board of directors or the Company's executive management, or any member thereof, discussing competition in the provision of Video Programming on the Internet, including, but not limited to, market studies, forecasts, and surveys, and all other documents relating to:

a. The sales, market share, or competitive position of the Company or its competitors;

b. The relative strength or weakness of companies, including the Company and its competitors that are currently providing or are planning to engage in online video distribution; and

c. Current and projected advertising rates, subscription fees, revenues, and costs, relating to the Company's distribution of Video Programming over the Internet.

Any responsive documents have been produced herewith.

27. Define and describe in detail the TV Everywhere and Fancast Xfinity TV initiatives, including how these initiatives are related to one another.

<u>Fancast Xfinity TV</u>

Fancast Xfinity TV[11] is an authenticated, online video-on-demand service that gives Comcast video subscribers access to high-quality content that, in the absence of a viable business model, would not otherwise be made available online. Through Fancast Xfinity TV, Comcast's cable customers obtain online access at no additional charge to content associated with their individual video subscription levels. For example, using Fancast Xfinity TV, an eligible Comcast cable customer who subscribes to HBO will be able to access over the Internet programming that HBO has made available for the Fancast Xfinity TV platform.

Fancast Xfinity TV, which is now in national beta release,[12] affords authenticated Comcast Cable subscribers online access to a vast library of content – from blockbuster movies to TV shows – at no additional charge. Fancast Xfinity TV represents a key

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11 The "Fancast" website also provides some ad-supported and transactional video content on an unauthenticated basis, and the "Fancast Xfinity TV" brand also sometimes denotes this larger suite of online video products. For the purposes of this response, "Fancast XFinity TV" refers to the authenticated service only.

12 *See* Press Release, Comcast Corp., Comcast Makes On Demand Online Video Entertainment Experience Available Nationally (Dec. 15, 2009), *available at* http://www.comcast.com/About/PressRelease/PressReleaseDetail.ashx?PRID=946.

component of "Project Infinity," Comcast's broader initiative to deliver exponentially more video content to consumers.[13]

Comcast launched an initial technical trial of its authentication platform, then named On Demand Online, in July 2009. As part of the technical trial, approximately 5,000 customers were able to access premium long-form content online. On December 15, 2009, Comcast renamed the service Fancast Xfinity TV and announced that it had made its On Demand Online experience available nationally in beta at no additional cost to the customer.[14] Comcast is moving ahead in 2010 to the next phase of authentication trials to provide consumers with "anytime, anywhere" access to video content. To that end, Comcast is working this year to provide its cable customers with the ability to access Fancast Xfinity TV content using the network of any Internet service provider ("ISP") or, for a particular content owner's content, from that owner's website.[15]

When Comcast released its national "beta" version of Fancast Xfinity TV in late 2009, eligible Comcast customers were able to watch authenticated content from 30 networks. While Comcast has been pleased with the progress of Fancast Xfinity TV to date, these 30 networks represent only a small fraction of the hundreds of networks from which Comcast had obtained cable distribution rights. Comcast continues to negotiate with other content providers to make additional content available to its customers online.

TV Everywhere

"TV Everywhere" refers to a set of broad principles developed by Comcast in partnership with Time Warner Inc.'s ("Time Warner") programming company. The principles, announced in June 2009, are designed to bring broadband customers substantially more television content (much of which would not be otherwise available online), more choice,

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13 While Comcast's announcement of Project Infinity more than two years ago focused particularly on expansion of VOD choices, Comcast's vision explicitly encompasses expanding consumers' choices on TV, online, and on other platforms. *See* Press Release, Comcast Corp., *Comcast CEO Brian L. Roberts Announces Project Infinity: Strategy to Deliver Exponentially More Content Choice On TV* (Jan. 8, 2008), *available at* http://www.comcast.com/About/PressRelease/PressReleaseDetail.ashx?PRID=724. Brian Roberts has explained that "Project Infinity plans to give consumers the best and most content they will find On Demand anywhere – more HD, more sports, more movies, kids' programs and network TV. Project Infinity builds on our commitments to bring more content to people across all platforms at home and on the go, and we'll work with our partners, programmers and video producers to deliver on this vision." *Id.*

14 Press Release, Comcast Corp., Comcast Makes On Demand Online Video Entertainment Experience Available Nationally (Dec. 15, 2009), *available at* http://www.comcast.com/About/PressRelease/PressReleaseDetail.ashx?PRID=946.

15 *See generally* Steve Donohue, Comcast to Expand 'Xfinity' to DSL Subs, Light Reading, Jan. 12, 2010, *available at* http://www.lightreading.com/document.asp?doc_id=186603&site=cdn&f_src=lightreading_gnews.

and more HD programming in a manner that is consumer-friendly, pro-competitive, and non-exclusive. The TV Everywhere Principles are as follows:

- Bring more TV content, more easily to more people across platforms.
- Video subscribers can watch programming from their favorite TV networks online for no additional charge.
- Video subscribers can access this content using any broadband connection.
- Programmers should make their best and highest-rated programming available online.
- Both networks and video distributors should provide high-quality, consumer-friendly sites for viewing broadband content with easy authentication.
- A new process should be created to measure ratings for online viewing. The goal should be to extend the current viewer measurement system to include advertiser ratings for TV content viewed on all platforms.
- TV Everywhere is open and non-exclusive; cable, satellite or telco video distributors can enter into similar agreements with other programmers.[16]

The Fancast Xfinity TV service, described above, is Comcast's implementation of the TV Everywhere principles.

The TV Everywhere principles developed by Comcast and Time Warner were designed to be simple, attractive principles that other programmers and video distributors could elect to implement as part of their own bilateral distribution arrangements.[17] Since Comcast and Time Warner announced TV Everywhere principles in June 2009, other programmers and video distributors have introduced or announced plans to introduce their own authenticated, online video-on-demand services. In February 2010, Verizon FiOS and HBO announced the launch of HBO Go, a service that provides Verizon HBO subscribers access to more than 600 hours of HBO shows and movies.[18] Satellite

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16 See Comcast Corp., Press Release, Time Warner Inc. Announces Widespread Distribution of Cable TV Content Online, Jun. 24, 2009, *available at* http://www.comcast.com/About/PressRelease/PressReleaseDetail.ashx?PRID=883 ("*TV Everywhere Press Release*").

17 The TV Everywhere model was "designed to be simple and attractive for any programmer and any video distributor to elect to adopt." *TV Everywhere Press Release* at 1.

18 Press Release, Home Box Office, Inc. & Verizon Communications Inc., *HBO and Verizon FiOS TV Introduce HBO GO* (Feb. 17, 2010), *available at* http://www.timewarner.com/corp/newsroom/pr/0,20812,1964714,00.html.

companies DirecTV and Dish Network and telco provider AT&T have also announced plans to introduce their own authenticated online services. In August 2009, DirecTV announced that it had "been in active discussions with an array of programmers for some time" relating to the launch of such a service.[19] In May 2010, Dish Network announced that it planned to launch a Internet destination as soon as this summer that will enable its subscribers to watch television programming on a range of devices.[20] AT&T has likewise announced that it plans to offer U-verse television customers the ability to log in to U-verse Online for access "to even more TV content choices and features" at no extra charge.[21]

28. Describe in detail the business operations and strategies of thePlatform, the services provided by it, and the Company's rationale for purchasing it. Describe the nature and extent of the Company's role in the management of thePlatform, including whether the Company has any board representation, management rights, voting rights, and/or veto power. Describe in detail how the Company's initiatives for TV Everywhere relate to thePlatform. List all of thePlatform's clients, and provide copies of each current contract between thePlatform and its clients.

Business Operations and Strategies of thePlatform

thePlatform is an independently managed subsidiary of Comcast based in Seattle, Washington. Comcast purchased thePlatform in June 2006. Comcast had previously been a client of thePlatform, and continues to be a client. thePlatform provides a "white-label," backend technology for video management and publishing that facilitates the distribution of video online. This technology allows thePlatform's clients to manage, monetize, and syndicate professional video content on all platforms, including PCs, mobile devices, and TV.

Services Provided by thePlatform

Core Product – MPS

thePlatform provides a Media Publishing System ("MPS") that permits:

19 Michael Learmonth, *DirecTV to Join TV Everywhere*, Advertising Age, Aug. 6, 2009, *available at* http://adage.com/mediaworks/article?article_id=138328.

20 Todd Spangler, *CES 2010: Dish, EchoStar Sling Up "TV Everywhere" Strategy*, Multichannel News, Jan. 6, 2010, *available at* http://www.multichannel.com/article/442599-CES_2010_Dish_EchoStar_Sling_Up_TV_Everywhere_Strategy.php.

21 Todd Spangler, *AT&T Renames Video Portal "U-verse Online,"* Multichannel News, May 5, 2010, *available at* http://www.multichannel.com/article/452300-AT_T_Renames_Video_Portal_U_verse_Online_.php.

1. content producers to manage and syndicate content through a number of content distributors, and

2. content distributors to manage significant quantities of content from numerous content providers.

Specifically, thePlatform provides clients with tools to upload and manage videos in thePlatform's system; manage files locally; convert media files into the necessary formats; store and deliver content; syndicate video content to different outlets; manage advertising content; and design video players and user interfaces.

TV Everywhere Features in MPS

In November 2009, thePlatform added a suite of features to MPS designed to facilitate TV Everywhere implementation, including the "Authentication Adaptor." The Authentication Adaptor permits a content provider to interface with the numerous backend authentication systems provided by content distributors to verify user credentials across many content distributors. More detail about thePlatform's TV Everywhere solution may be found on thePlatform's website: http://theplatform.com/tv_everywhere.

While thePlatform provides services to both content providers and content distributors, thePlatform's authentication solution operates so that its clients can provide content to, or accept content from, those who do not use thePlatform's services (i.e., a content provider does not need to be a client of thePlatform's to syndicate content to a content distributor that uses thePlatform and vice versa).

Custom Development Work

From time-to-time, thePlatform provides custom development services for its clients.

Rationale for Purchase of thePlatform

There are a number of rationales for Comcast's purchase of thePlatform:

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Management of thePlatform

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Relationship of Comcast's TV Everywhere Initiative to thePlatform

In 2009, Comcast engaged thePlatform to perform discrete backend development projects related to its TV Everywhere initiative, including: providing content ingestion and syndication services through its MPS system; developing a process for end-users to register viewing devices and enable them to access video; and working with a third-party technology service provider to develop a solution to allow that third-party to access a file management product provided by thePlatform. Comcast compensated thePlatform for these development projects in accordance with its standard pricing structure.

Apart from this backend development work, Comcast has not used thePlatform's TV Everywhere services, including its Authentication Adaptor. To the extent a content provider chooses to utilize thePlatform's "Authentication Adaptor" product from among the many authentication solutions available, Comcast will, at the request of the content provider, receive credential verification requests from the content provider through thePlatform's Authentication Adaptor. Comcast is not involved in content providers' decisions in choosing an authentication service provider, does not have any contracts in place with thePlatform to provide authentication services for any content provider, and does not have any financial relationship with thePlatform to provide authentication services for any content provider.

thePlatform's Clients

thePlatform's clients consist of content providers and online video distributors. Some of thePlatform's clients have required that their use of or plans to use thePlatform's services be kept strictly confidential for competitive and other commercially sensitive reasons. The following is a list of thePlatform's clients who have agreed to be publicly identified:

1. 4Kids Entertainment
2. Associated Press
3. BBC
4. Big Ten Network
5. Cablevision
6. CBS College Sports
7. Cisco Systems
8. Comcast
9. Comcast Media Center
10. Comcast NECN (New England Cable News)
11. Comcast.net
12. Corus Entertainment
13. Cox Communications
14. CNBC
15. Daily Candy
16. E! Entertainment Television
17. Exercise TV
18. Fancast
19. Fandango
20. Fearnet
21. Fox Sports Network
22. G4
23. Golf Channel
24. Hit Entertainment
25. In Demand Networks
26. MyStyle.com
27. News Corporation
28. NBC Local Media
29. PBS
30. PBS KIDS Sprout
31. Rogers Communications
32. Sony BMG
33. CSN-Mid-Atlantic (csnbaltimore.com and csnwashington.com)
34. CSN-Chicago
35. CSN-New England
36. CSN-Bay Area

37. CSN-Philadelphia
38. The Mtn.
39. Starz Play
40. Style Network
41. Time Warner Cable
42. Travel Channel Media
43. TruTV
44. Verizon Wireless
45. VERSUS
46. WPS (Women's Professional Soccer)

thePlatform Client Contracts

thePlatform uses a standard form contract for its MPS services. A copy of that form contract, including schedules for specific services and related standard pricing structures, is being produced herewith. thePlatform has two contracts relating to its provision of TV Everywhere services, also being produced herewith.

29. Describe in detail the structure and ownership of iN DEMAND, LLC, including the percent the Company owns in iN DEMAND, and the identity and percentage of ownership of each other owner. Describe the Company's operation, management, and/or control rights in iN DEMAND, including its ability to appoint officers and directors as well as its veto right(s) over business decisions.

iN DEMAND, LLC ("iN DEMAND") is an aggregator of pay-per-view and video-on-demand content, such as movies, concerts and sporting events, which it supplies to various cable companies. iN DEMAND is owned by the following companies: Bright House Networks ([[ ]]), Comcast (53.7%), Cox Communications, Inc. ([[ ]]), and Time Warner Cable, Inc. ([[ ]]). As discussed below, Comcast does not control iN DEMAND, and its interest is not consolidated for financial reporting purposes.

iN DEMAND's CEO manages the day-to-day operations of the company. [[

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