

VIA ELECTRONIC FILING

September 29, 2010

William T. Lake
Chief, Media Bureau
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

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, Request for Enhanced Confidential Treatment

Dear Mr. Lake:

Comcast Corporation (“Comcast”) and General Electric Company, together with NBC Universal, Inc. (“NBCU”) (collectively “Applicants”), pursuant to Section 1.41 of the Commission’s rules¹ and the *Second Protective Order* in the above-referenced proceeding,² submit this letter to request enhanced confidential treatment for certain information and documents to be provided by Applicants in response to a request by the Commission.³ As discussed below, the documents, data, and analyses for which Applicants seek Highly Confidential treatment fit within categories already afforded Highly Confidential treatment in this proceeding.

All of the documents, data, and analyses for which Highly Confidential treatment is sought constitute some of Applicants’ most sensitive business information, is information that Applicants typically do not disclose, and is the type of information that the Commission has previously afforded heightened confidential protection. Disclosure of this material to Applicants’ competitors and/or parties with whom Applicants do business – some of whom are parties in this proceeding – would have a serious negative effect on Applicants’ businesses and place Applicants at a significant competitive disadvantage. Accordingly, Applicants request that the Commission confirm that the categories of information and documents identified below may be designated as “Highly Confidential Information” under the *Second Protective Order* and thereby made available solely to Outside Counsel of Record, their employees, and *bona fide* Outside Consultants and experts who have signed the *Second Protective Order*.⁴

¹ 47 C.F.R. § 1.41.

² *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensees*, Second Protective Order, MB Docket No. 10-56, DA 10-371 ¶ 3 (MB rel. Mar. 4, 2010) (“*Second Protective Order*”).

³ Collectively, the “Submissions.”

⁴ *Second Protective Order* ¶¶ 3, 5.

Pursuant to the procedures set forth in the *Second Protective Order*,⁵ this letter describes the documents, data, and analyses for which Applicants seek heightened protection and explains the need and justification for such protection. For each document or set of documents, the letter identifies the applicable category of Highly Confidential Information already established in the *Second Protective Order* and the Commission's April 30, 2010,⁶ June 11, 2010,⁷ June 18, 2010,⁸ and July 20, 2010⁹ letters supplementing the *Second Protective Order*.

A. *Comcast's Video Programming and Carriage Agreement Terms and Conditions:*
By the terms of the *Second Protective Order*, as supplemented, the Commission has granted enhanced protection for Comcast's video programming and carriage agreement terms and conditions, including:

- Information relating to the details of video programming and carriage agreements, programming rights, retransmission agreements, linear carriage agreements, video-on-demand agreements, and online distribution agreements, including information regarding the details of the negotiation for such agreements; analyses of such agreements or negotiations.

In the forthcoming Submissions, Applicants will be providing the actual terms or detailed data and analyses regarding the terms and conditions of Comcast programming carriage and online distribution agreements. Such data includes highly sensitive information about subscriber license fees, rights fees, and other economic consideration, and often reveal the terms of extremely sensitive business negotiations. This type of information is closely guarded; disclosure to competitors would undermine Comcast's ability to negotiate programming agreements and have significant anticompetitive effects. Therefore, Applicants respectfully request that the Commission confirm that these Comcast documents, data, and analyses to be filed in connection with these Submissions may be treated as "Highly Confidential Information" under the *Second Protective Order*.

⁵ *Id.* ¶ 3.

⁶ 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, and David H. Solomon, Wilkinson Barker Knauer, LLP, MB Docket No. 10-56, DA 10-635 (Apr. 30, 2010) ("*April 30 Supplement*").

⁷ 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, and David H. Solomon, Wilkinson Barker Knauer, LLP, MB Docket No. 10-56, DA 10-1068 (June 11, 2010) ("*June 11 Supplement*").

⁸ 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, and David H. Solomon, Wilkinson Barker Knauer, LLP, MB Docket No. 10-56, DA 10-1093 (June 18, 2010).

⁹ 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, and David H. Solomon, Wilkinson Barker Knauer, LLP, MB Docket No. 10-56, DA 10-1344 (Jul. 20, 2010).

B. Comcast's Current and Forward-Looking Business Strategies and Plans: By the terms of the *Second Protective Order*, as supplemented, the Commission has granted enhanced protection for Comcast's current and forward-looking business strategies and plans, including:

- Information relating to current and forward-looking business strategies and marketing plans, including detailed business models, projections and plans relating to the proposed Comcast-NBCU joint venture.

The forthcoming Submissions will contain Comcast's highly sensitive internal business plans, internal company communications, and competitive analyses. Such documents reveal the company's analyses of particular sectors of the media and communications industry; they detail perceived trends, possible business initiatives to respond to those trends, customer analyses, and the like. Such internal deliberations and plans are among the company's most closely guarded materials. Disclosure to a competitor would allow such competitor to learn valuable information about Comcast's business plans and strategies and formulate responsive strategies, to the detriment of competition. Therefore, Applicants respectfully request that the Commission confirm that these documents, data, and analyses may be treated as "Highly Confidential Information" under the *Second Protective Order*.

C. Comcast's Detailed Customer Data: By the terms of the *Second Protective Order* as supplemented, the Commission has granted enhanced protection for Comcast's detailed customer data, including:

- Customer data that is disaggregated by (i) DMA, city and sub-city units, (ii) video, voice, and Internet service, and (iii) periods of time such that competitors could discern trends over time. Additionally, documents that (a) provide data, presented on a granular geographic basis, covering the number of homes passed as well as the number of Comcast's actual subscribers, (b) provide details of new customers broken down by the number of services they take provided such data is disaggregated on a monthly basis, (c) show the number of customers who were offered and the number who accepted minimum term contracts, on an actual and projected basis, and (d) show detailed monthly churn data, disaggregated by the length of time that customers have been subscribers and describing the reason that the customer discontinued service.¹⁰
- Customer data disaggregated by Designated Market Area or other limited geographical area, by service, and by period of time, such that competitors could discern trends over time, including: month, quarter, or year.¹¹

In the forthcoming Submissions, Applicants will be including Comcast's granular customer data disaggregated by geographic unit, service, and/or time period, as well as data

¹⁰ *Second Protective Order* ¶ 6.

¹¹ *June 11 Supplement* at 3.

about homes passed, new customers, and customer churn. This is highly sensitive data that is closely guarded from competitors. Applicants respectfully request that the Commission confirm that this information may be treated as “Highly Confidential Information” under the Second Protective Order.

D. Comcast Detailed Financial Data: By the terms of the *Second Protective Order*, as supplemented, the Commission has granted enhanced protection for Comcast’s detailed financial information, including:

- Granular information relating to costs for video-on-demand and online distribution technology, including capital expenditures and operating costs; granular information relating to programming budgets for programming networks, disaggregated on a network-by-network basis.¹²
- Cost and revenue data, disaggregated by DMA, city, sub-city unit, sub-region, or at the individual subscriber level, and separately stated for video, voice and Internet services that is further broken down by month, year or several years, including budget information for 2010.¹³

Applicants will be submitting granular data about, among other things, Comcast’s programming budgets, expenditures associated with customer acquisition, costs ascribed to specific business sectors and network expenditures, and revenues by business unit. This type of information is not available to the public or competitors and is closely guarded by the company. Disclosure of financial metrics and detailed budgetary information would allow competitors to discern Comcast’s pricing, investment, and other strategies and allow them to formulate strategies to undercut Comcast’s business dealings. Therefore, Applicants respectfully request that the Commission confirm that the Comcast documents, data, and analyses to be filed in connection with these Submissions may be treated as “Highly Confidential Information” under the *Second Protective Order*.

E. NBCU’s Strategy for Retransmission Consent Negotiations: By the terms of the *Second Protective Order*, as supplemented, the Commission has granted enhanced protection for NBCU’s strategy for retransmission consent negotiations, including:

- Information relating to NBCU’s future retransmission consent negotiations to the extent that the information concerns profits and per-subscriber fees.

Applicants will be providing documents that include highly sensitive details regarding NBCU’s strategies for retransmission consent negotiations including financial analyses of retransmission consent arrangements and presentations regarding negotiation strategies. Disclosure of such information to competitors would significantly impair NBCU’s competitive

¹² *Second Protective Order* ¶ 6.

¹³ *June 11 Supplement* at 2.

posture by undermining its ability to negotiate retransmission consent agreements. Therefore, Applicants respectfully request that the Commission confirm that these documents, data, and analyses to be filed in connection with these Submissions may be treated as “Highly Confidential Information” under the *Second Protective Order*.

F. NBCU’s Video Programming and Carriage Agreement Terms and Conditions: By the terms of the *Second Protective Order*, as supplemented, the Commission has granted enhanced protection for NBCU’s video programming and carriage agreement terms and conditions, including:

- Information relating to the details of video programming and carriage agreements, including linear carriage agreements, video-on-demand agreements, and online distribution agreements, including information regarding the details of the negotiation for such agreements; analyses of such agreements or negotiations.¹⁴

Applicants will be providing highly sensitive information about the details of negotiations with multichannel video programming distributors, including draft term sheets, analyses and potential deal terms, and internal company communications between NBCU executives regarding negotiating strategies and evaluations of proposed deal terms. This type of information is closely guarded by the company, and disclosure to competitors would have significant anticompetitive effects. Therefore, Applicants respectfully request that the Commission confirm that these documents, data, and analyses to be filed in connection with these Submissions may be treated as “Highly Confidential Information” under the *Second Protective Order*.

G. NBCU’s Current and Forward-Looking Business Strategies and Plans: By the terms of the *Second Protective Order*, as supplemented, the Commission has granted enhanced protection for NBCU’s current and forward-looking business strategies and plans, including:

- Information relating to current and forward-looking business strategies and marketing plans, including detailed business models and projections, and plans relating to the proposed Comcast-NBCU joint venture.¹⁵

Applicants will be submitting highly sensitive internal NBCU business plans and presentations including documents related to entities in which NBCU has a partial ownership interest, and internal company communications between NBCU executives, which reveal the company’s internal deliberations and plans regarding its content distribution strategies, analyses of the business and competitive environment, and analyses related to the proposed Comcast-NBCU joint venture. Such internal deliberations and plans are very closely guarded by the company. Disclosure to a competitor would allow such competitor to learn valuable information about NBCU’s business plans and strategies, to the detriment of NBCU’s competitive position.

¹⁴ *April 30 Supplement* at 2.

¹⁵ *Id.* at 3.

Therefore, Applicants respectfully request that the Commission confirm that these documents, data, and analyses to be filed in connection with these Submissions may be treated as “Highly Confidential Information” under the *Second Protective Order*.

* * *

In sum, Applicants respectfully request that the Commission confirm that the specific categories of information and documents discussed herein may be treated as “Highly Confidential Information” under the *Second Protective Order*, as supplemented, and made available solely to Outside Counsel of Record, their employees, and *bona fide* Outside Consultants and experts who have signed the *Second Protective Order*. Disclosure to Applicants’ competitors of the highly sensitive and proprietary commercial documents, data, and analyses described above would cause Applicants significant competitive harm. Enhanced confidential treatment would protect Applicants’ legitimate interests in their sensitive business data and guard against misuse of such data, while still allowing authorized third parties in this proceeding access to such information through outside counsel.¹⁶

If you have any questions concerning the foregoing, do not hesitate to contact the undersigned.

Respectfully submitted,

Michael H. Hammer

Michael H. Hammer
WILLKIE FARR & GALLAGHER LLP
1875 K Street, NW
Washington, DC 20006
(202) 303-1000
Counsel for Comcast Corporation

A. Richard Metzger, Jr.

A. Richard Metzger, Jr.
LAWLER, METZGER, KEENEY & LOGAN, LLC
2001 K Street, NW, Suite 802
Washington, DC 20006
(202) 777-7700
Counsel for General Electric Company

¹⁶ See *In the Matter of Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee*, Order, 20 FCC Rcd 20073, 200075-76 (2002) (recognizing that the right to meaningfully participate in a proceeding is not damaged by the grant of enhanced confidential protection for highly sensitive and confidential information).

William T. Lake
September 29, 2010
Page 7

David H. Solomon
David H. Solomon
WILKINSON BARKER KNAUER, LLP
2300 N Street, NW, Suite 700
Washington, DC 20037
(202) 783-4141
Counsel for NBC Universal, Inc.

cc: Jessica Almond
Jim Bird
Neil Dellar
Bill Freedman
Marcia Glauberman
Vanessa Lemmé
Virginia Metallo
Joel Rabinovitz
Jennifer Tatel
Best Copy and Printing, Inc.