

February 22, 2011

**VIA ELECTRONIC FILING**

Marlene H. Dortch  
Secretary  
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*

**REDACTED – FOR PUBLIC INSPECTION**

Dear Ms. Dortch:

Consistent with its obligations under the Order approving the above-referenced transaction,<sup>1</sup> and pursuant to the Protective Order for Compliance<sup>2</sup> and the Second Protective Order for Compliance,<sup>3</sup> Comcast Corporation, for itself and on behalf of NBCUniversal Media, LLC, hereby submits a redacted, public version of a letter reporting on certain information. The [ ] symbols denote where Confidential Information has been redacted, and the { } symbols denote where Highly Confidential Information has been redacted. The Confidential and Highly Confidential versions of this submission are being filed simultaneously by hand with the Secretary's Office.

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<sup>1</sup> *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. For Consent to Assign Licenses and Transfer Control of Licensees, Memorandum Opinion and Order, MB Docket No. 10-56, FCC 11-4 (2011).*

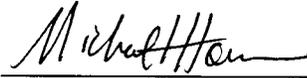
<sup>2</sup> *Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensee, Protective Order for Compliance, MB Docket No. 10-56 (MB Feb. 22, 2011).*

<sup>3</sup> *Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc. for Consent to Assign Licenses or Transfer Control of Licensee, Second Protective Order for Compliance, MB Docket No. 10-56 (MB Feb. 22, 2011).*

Ms. Marlene H. Dortch  
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Should you have any questions, please do not hesitate to contact me.

Sincerely yours,



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Michael H. Hammer  
*Counsel for Comcast Corporation*

Enclosure

cc (via e-mail): Marcia Glaberman  
Deputy Chief, Industry Analysis Division  
Media Bureau

Hillary De Nigro  
Chief, Investigations & Hearings Division  
Enforcement Bureau



Comcast Corporation  
300 New Jersey Avenue, NW  
Suite 700  
Washington, DC 20001

February 22, 2011

Ms. Marlene H. Dortch  
Secretary  
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 and Transfer Control of Licenses*, MB Docket No. 10-56

**REDACTED – FOR PUBLIC INSPECTION**

Dear Ms. Dortch:

In accordance with the provisions of the Memorandum Opinion and Order adopted in the above-referenced proceeding,<sup>1</sup> Comcast Corporation (“Comcast”), for itself and on behalf of NBCUniversal Media, LLC (“NBCUniversal”) (collectively, “C-NBCU”), hereby submits the following information:

1. Pursuant to FCC Order Appendix A § IV.C.4, C-NBCU is required to “submit to the Commission documentation evidencing that its interest in Hulu is purely economic.” C-NBCU has taken the action necessary to change NBCUniversal’s interest in Hulu to a purely economic interest. A letter evidencing this change is attached hereto as Exhibit A.<sup>2</sup>
2. Pursuant to FCC Order Appendix A § IV.D.3, Comcast is required to provide an annual report describing compliance with FCC Order Appendix A §IV.D.1 regarding Comcast’s provision of standalone Broadband Internet Access Service and certain additional

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<sup>1</sup> *In the Matter of Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. For Consent to Assign Licenses and Transfer Control of Licensees*, Memorandum Opinion and Order, MB Docket No. 10-56, FCC 11-4 (rel. Jan. 20, 2011) (“FCC Order”).

<sup>2</sup> The attachments to that letter, consisting of copies of Appendix A of the FCC Order and the Department of Justice’s [Proposed] Final Judgment, have been omitted here.

**REDACTED – FOR PUBLIC INSPECTION**

information.<sup>3</sup> The information below and in the attached Exhibit B reflects Comcast's compliance with the applicable requirements.

Comcast offers standalone Broadband Internet Access Service to customers throughout its service area. Those offerings include a standalone tier of Broadband Internet Access Service in each of its markets under the name "Performance Starter" that is provisioned for 6 Mbps downloads at the retail price of \$49.95. Comcast also offers other standalone tiers of Broadband Internet Access Service, at reasonable market-based prices, with speeds that correspond to those offered in its bundled offerings in the relevant service area. Such standalone offerings are available on equivalent terms and conditions to the comparable Broadband Internet Access Service available in bundled offerings. Further detail is available in Exhibit B.

The aggregate number of standalone Broadband Internet Access Service lines provisioned by Comcast as January 21, 2011 was [[ ]].

Parts I and II of Exhibit B set forth the standalone and bundled Broadband Internet Access Service speeds and pricing offered by Comcast to customers in Comcast's top 30 markets as of January 31, 2011. The information reflects post-promotional pricing, and assumes that the customer continues to subscribe to one other product (video or voice) or all three products (video, voice, and Internet), as applicable, in the bundled offerings.

Part III of Exhibit B sets forth, by company, the post-promotional standalone Broadband Internet Access Service offerings of Comcast's predominant competitors as of January 31, 2011, to the best of Comcast's knowledge after review of those companies' websites.

In addition, Comcast reports the following:

Ombudsman

Comcast has designated an Ombudsman as described in Comcast's January 16, 2011 ex parte report concerning discussions with Commissioner Mignon Clyburn.<sup>4</sup> The Ombudsman is Justin Smith, Chief Joint Venture Compliance Officer, Comcast Corporation. Mr. Smith's e-mail address is FCC\_ombudsman@comcast.com. This contact information will be posted to Comcast's website by March 1, 2011.

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<sup>3</sup> In addition, "upon any price adjustment of a standalone Broadband Internet Access Service," Comcast will submit updated pricing information for the relevant market. *See* FCC Order, Appendix A § IV.D.3.

<sup>4</sup> Letter from Kathy Zachem, Vice President, Regulatory and State Legislative Affairs, Comcast Corporation, to Marlene H. Dortch, Secretary, FCC, MB Docket No. 10-56 (Jan. 16, 2011).

Ms. Marlene H. Dortch  
February 22, 2011  
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**REDACTED – FOR PUBLIC INSPECTION**

Please do not hesitate to contact me should you have any questions.

Sincerely yours,



Lynn R. Charytan  
Vice President, Legal Regulatory Affairs  
Comcast Corporation

# EXHIBIT A

**NBCUniversal**

February 17, 2011

**Re: Delegation and Relinquishment of Certain Rights Relating to Hulu LLC Pursuant to the January 18, 2011 [Proposed] Final Judgment of the Department of Justice and Certain States (“DOJ Final Judgment”) and Memorandum Opinion and Order of the Federal Communications Commission (“FCC Order”)**

Hulu, LLC  
12312 W. Olympic Boulevard  
Los Angeles, CA 90064  
Attention: Chief Executive Officer

To Whom It May Concern:

NBCUniversal Media, LLC (formerly known as NBC Universal, Inc.) and its wholly owned subsidiary NBCU New Site Holdings LLC (collectively, “NBCUniversal”) hereby delegate and relinquish certain rights relating to Hulu, LLC (“Hulu”) as and to the extent required by the DOJ Final Judgment and the FCC Order (copies of which are attached hereto). In particular, NBCUniversal:

1. delegates to Hulu all voting rights that it holds pursuant to its ownership interest in Hulu to be cast in an amount and manner proportional to the { votes cast in the aggregate by the other Hulu Members [REDACTED] [REDACTED] (the “LLC } Agreement”)), and in connection with the foregoing, NBCUniversal:
  - { { a. [REDACTED] in accordance with Section } }  
3.4(b) of the LLC Agreement;
  - { { b. [REDACTED] pursuant to Section } }  
3.4(e) of the LLC Agreement and in accordance with the delegation of voting rights herein;
  - { { c. [REDACTED] pursuant to Section 3.4(g) } }  
of the LLC Agreement and in accordance with the delegation of voting rights herein; and
  - { { d. [REDACTED] } }

{ [REDACTED] or }  
otherwise in accordance with the DOJ Final Judgment and the FCC  
Order; and

2. relinquishes (and for purposes of Section 6.6(b) of the LLC Agreement, ceases to have) all rights under Section 3.4(h) and Article VI of the LLC Agreement and any other veto rights and other rights to influence, control, or participate in the governance or management of Hulu.

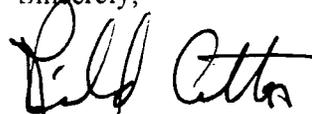
{ { In addition, effective immediately, [REDACTED]  
[REDACTED] hereby resign from the Hulu Board of Directors, and [REDACTED]  
[REDACTED] } }

NBCUniversal also hereby requests that Hulu not share or communicate any confidential or competitively sensitive information with NBCUniversal or any of its direct or indirect parents or subsidiaries or Comcast Corporation, except (i) regularly prepared financial statements; (ii) information necessary for NBCUniversal to purchase advertising inventory from Hulu; and (iii) information necessary to comply with Section IV.G of the DOJ Final Judgment, including information relating to NBCUniversal's own licensing arrangements with Hulu.

As permitted by the DOJ Final Judgment and the FCC Order, NBCUniversal retains its economic interest in Hulu, including, but not limited to, the attendant rights set forth in Articles IV, VII, VIII, X, XI, XII, XIII, and XIV of the LLC Agreement, except as delegated to Hulu or relinquished above. If NBCUniversal divests any of its ownership interest in Hulu to a person that is not an affiliate of NBCUniversal, the delegation and relinquishment of any applicable rights described above will terminate automatically with respect to any ownership interest held by such person.

Please contact me if you have any questions about the foregoing. We would be happy to discuss these matters with Hulu and its Members and will work with you to ensure that the DOJ Final Judgment and the FCC Order are fully implemented as required.

Sincerely,



Rick Cotton  
Executive Vice President,  
General Counsel, and Secretary  
NBCUniversal Media, LLC

cc: ABC Enterprises Acquisition, LLC  
Fox-Hulu Holdings, Inc.  
PEP Hulu LLC  
(with copies as per Ex. A of the LLC Agreement)

Attachments

# EXHIBIT B

Part I

Top 30 Markets - HSD Pricing (Stand Alone) - alphabetical order

(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Standalone Pricing
Atlanta	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Ultra	22 Mbps/5 Mbps	\$79.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Baltimore Metro	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Bay Area	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Central PA/Harrisburg Area	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Chesapeake Bay/Eastern Shore	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Chicago	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Connecticut/Hartford Area	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Denver	Economy	1.5 Mbps/384 kbps	\$39.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95

Part I

Top 30 Markets - HSD Pricing (Stand Alone) - alphabetical order

(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Standalone Pricing
Greater Boston Region	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Houston	Economy	1.5 Mbps/384 kbps	\$39.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
Indianapolis Region	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Jacksonville	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$60.95
	Blast	20 Mbps/2 Mbps	\$70.95
	Ultra	22 Mbps/5 Mbps	\$79.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Knoxville	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Ultra	22 Mbps/5 Mbps	\$79.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
Western New England/Manchester	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Michigan	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	6 Mbps/1 Mbps	\$59.95
	Performance Plus	8 Mbps/2 Mbps	\$69.95
Nashville	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$60.95
	Blast	20 Mbps/2 Mbps	\$70.95
	Ultra	22 Mbps/5 Mbps	\$79.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
New Jersey - North (Union/Central NJ)	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95

Part I

Top 30 Markets - HSD Pricing (Stand Alone) - alphabetical order

(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Standalone Pricing
<b>New Jersey - South (Cherry Hill/Pleasantville/Vineland)</b>	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Philadelphia Metro</b>	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Pittsburgh</b>	Economy	1.5 Mbps/384 kbps	\$38.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$57.95
	Blast	20 Mbps/4 Mbps	\$67.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Portland</b>	Economy	1.5 Mbps/384 kbps	\$39.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Richmond</b>	Economy	1.5 Mbps/384 kb[s	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Sacramento/Central CA</b>	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Salt Lake City</b>	Economy	1.5 Mbps/384 kbps	\$37.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$57.95
	Blast	20 Mbps/2 Mbps	\$67.95
	Extreme 50	50 Mbps/10 Mbps	\$111.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Seattle</b>	Economy	1.5 Mbps/384 kbps	\$37.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$57.95
	Blast	20 Mbps/4 Mbps	\$67.95
	Extreme 50	50 Mbps/10 Mbps	\$111.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>South Florida/Miami</b>	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Ultra	22 Mbps/5 Mbps	\$79.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
Extreme 105	105 Mbps/10 Mbps	\$199.95	

Part I

Top 30 Markets - HSD Pricing (Stand Alone) - alphabetical order

(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Standalone Pricing
SW FL - Sarasota	Economy	1.5 Mbps/384 kbps	\$41.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95
	Ultra	22 Mbps/5 Mbps	\$79.95
	Extreme 50	50 Mbps/10 Mbps	\$116.95
Twin Cities (Minneapolis/St. Paul)	Economy	1.5 Mbps/384 kbps	\$39.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$57.95
	Blast	20 Mbps/2 Mbps	\$67.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Washington DC Metro/Tri County/NVA	Economy	1.5 Mbps/384 kbps	\$40.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/2 Mbps	\$59.95
	Blast	20 Mbps/4 Mbps	\$69.95
	Extreme 50	50 Mbps/10 Mbps	\$114.95
	Extreme 105	105 Mbps/10 Mbps	\$105 - \$199.95
West Palm	Economy	1.5 Mbps/384 kbps	\$36.95
	Performance Starter	6 Mbps/1 Mbps	\$49.95
	Performance	12 Mbps/1 Mbps	\$59.95
	Blast	20 Mbps/2 Mbps	\$69.95

**Part II**  
**Top 30 Markets - HSD Pricing (Multi Product) - alphabetical order**  
(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Multi-Product Pricing
<b>Atlanta</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Ultra	22 Mbps/5 Mbps	\$64.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Baltimore Metro</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/4 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
	<b>Bay Area</b>	Economy	1.5 Mbps/384 kbps
Performance		12 Mbps/2 Mbps	\$44.95
Blast		20 Mbps/2 Mbps	\$54.95
Extreme 50		50 Mbps/10 Mbps	\$99.95
Extreme 105		105 Mbps/10 Mbps	\$199.95
<b>Central PA/Harrisburg Area</b>		Economy	1.5 Mbps/384 kbps
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/4 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
	<b>Chesapeake Bay/Eastern Shore</b>	Economy	1.5 Mbps/384 kbps
Performance		12 Mbps/2 Mbps	\$44.95
Blast		20 Mbps/4 Mbps	\$54.95
Extreme 50		50 Mbps/10 Mbps	\$99.95
Extreme 105		105 Mbps/10 Mbps	\$199.95
<b>Chicago</b>		Economy	1.5 Mbps/384 kbps
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
	<b>Connecticut/Hartford Area</b>	Economy	1.5 Mbps/384 kbps
Performance		12 Mbps/2 Mbps	\$44.95
Blast		20 Mbps/2 Mbps	\$54.95
Extreme 50		50 Mbps/10 Mbps	\$99.95
Extreme 105		105 Mbps/10 Mbps	\$199.95
<b>Denver</b>		Economy	1.5 Mbps/384 kbps
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
	<b>Greater Boston Region</b>	Economy	1.5 Mbps/384 kbps
Performance		12 Mbps/2 Mbps	\$44.95
Blast		20 Mbps/4 Mbps	\$54.95
Extreme 50		50 Mbps/10 Mbps	\$99.95
Extreme 105		105 Mbps/10 Mbps	\$199.95

Part II

Top 30 Markets - HSD Pricing (Multi Product) - alphabetical order

(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Multi-Product Pricing
Houston	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$57.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
Indianapolis Region	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Jacksonville	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$45.95
	Blast	20 Mbps/2 Mbps	\$55.95
	Ultra	22 Mbps/5 Mbps	\$62.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Knoxville	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Ultra	22 Mbps/5 Mbps	\$62.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
Western New England/Manchester	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Michigan	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	6 Mbps/1Mbps	\$44.95
	Performance Plus	8 Mbps/2 Mbps	\$54.95
Nashville	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$45.95
	Blast	20 Mbps/2 Mbps	\$55.95
	Ultra	22 Mbps/5 Mbps	\$62.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
New Jersey - North (Union/Central NJ)	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$45.95
	Blast	20 Mbps/4 Mbps	\$55.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
New Jersey - South (Cherry Hill/Pleasantville/Vineland)	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$45.95
	Blast	20 Mbps/4 Mbps	\$55.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
Philadelphia Metro	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$45.95
	Blast	20 Mbps/4 Mbps	\$55.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95

Part II

Top 30 Markets - HSD Pricing (Multi Product) - alphabetical order

(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Multi-Product Pricing
<b>Pittsburgh</b>	Economy	1.5 Mbps/384 kbps	\$24.95
	Performance	12 Mbps/2 Mbps	\$42.95
	Blast	20 Mbps/4 Mbps	\$52.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Portland</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/4 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Richmond</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/4 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Sacramento/Central CA</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Salt Lake City</b>	Economy	1.5 Mbps/384 kbps	\$24.95
	Performance	12 Mbps/2 Mbps	\$42.95
	Blast	20 Mbps/2 Mbps	\$52.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Seattle</b>	Economy	1.5 Mbps/384 kbps	\$24.95
	Performance	12 Mbps/2 Mbps	\$42.95
	Blast	20 Mbps/4 Mbps	\$52.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>South Florida/Miami</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Ultra	22 Mbps/5 Mbps	\$62.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>SW FL - Sarasota</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95
	Ultra	22 Mbps/5 Mbps	\$62.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
<b>Twin Cities (Minneapolis/St. Paul)</b>	Economy	1.5 Mbps/384 kbps	\$24.95
	Performance	12 Mbps/2 Mbps	\$42.95
	Blast	20 Mbps/2 Mbps	\$52.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$199.95
<b>Washington DC Metro/Tri County/NVA</b>	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/2 Mbps	\$44.95
	Blast	20 Mbps/4 Mbps	\$54.95
	Extreme 50	50 Mbps/10 Mbps	\$99.95
	Extreme 105	105 Mbps/10 Mbps	\$105 - \$199.95**

\*\* Testing price points

**Part II**

**Top 30 Markets - HSD Pricing (Multi Product) - alphabetical order**

(as of Jan 31, 2011)

Market	Tier	Speed (Upstream/Downstream)	Multi-Product Pricing
West Palm	Economy	1.5 Mbps/384 kbps	\$26.95
	Performance	12 Mbps/1 Mbps	\$44.95
	Blast	20 Mbps/2 Mbps	\$54.95

**National Triple Play Bundles**

(as of Jan 31, 2011)

<u>Triple Play 4.0 Bundles</u>	EDP**
Starter	
- Performance	\$129.99
Preferred	
- Performance	\$139.99
HD Preferred	
- Performance	\$149.99
HD Preferred Plus	
- Performance Plus - D2 markets	\$169.99
- Blast - D3 Markets	\$169.99
HD Premier	
- Performance Plus - D2 markets	\$199.99
- Blast - D3 Markets	\$199.99

\*\* High speed service not separately priced



**Part III****Predominant Competitors Standalone Pricing**

(as of January 2011)

<b>Market</b>	<b>Competitor (s)</b>
Atlanta	AT&T DSL & Uverse (BellSouth)
Baltimore Metro	VZ DSL & FiOS
Bay Area	AT&T DSL & Uverse (SBC), VZ DSL & FiOS
Central PA/Harrisburg Area	VZ DSL & FiOS
Chesapeake Bay/Eastern Shore	VZ DSL & FiOS
Chicago	AT&T DSL & Uverse (SBC), Frontier, RCN, WOW
Connecticut/Hartford Area	AT&T DSL & Uverse (SBC)
Denver	Qwest
Greater Boston Region	VZ DSL & FiOS
Houston	AT&T DSL & Uverse (BellSouth), VZ DSL & FiOS
Indianapolis Region	AT&T DSL & Uverse (SBC), Frontier
Jacksonville	AT&T DSL & Uverse (BellSouth)
Knoxville	AT&T DSL & Uverse (BellSouth), Frontier
Western NE/Manchester	VZ DSL & FiOS
Michigan	AT&T DSL & Uverse (SBC), Frontier
Nashville	AT&T DSL & Uverse (BellSouth)
New Jersey - North (Union/Central NJ)	VZ DSL & FiOS
New Jersey - South (Cherry Hill/Pleasantville/Vineland)	VZ DSL & FiOS
Philadelphia Metro	VZ DSL & FiOS
Pittsburgh	VZ DSL & FiOS
Portland	Frontier, Qwest
Richmond	VZ DSL & FiOS

**Part III**

**Predominant Competitors Standalone Pricing**

(as of January 2011)

Market	Competitor (s)
Sacramento/Central CA	AT&T DSL & Uverse (SBC), VZ DSL & FiOS
Salt Lake City	Qwest
Seattle	Frontier, Qwest
South Florida/Miami	AT&T DSL & Uverse (BellSouth), VZ DSL
SW FL - Sarasota	VZ FiOS, AT&T DSL (BellSouth)
Twin Cities (Minneapolis/St. Paul)	Qwest
Washington DC Metro/Tri County/NVA	VZ DSL & FiOS, RCN
West Palm	AT&T DSL & Uverse (BellSouth)

Part III

Predominant Competitors Standalone Pricing

(as of January 2011)

Verizon		Verizon DSL			
Package		Fast Plan	Faster Plan	Fastest Plan	Ultimate Plan
Access Speed	Downstream	768 kbps to 1 Mbps	1.5 to 3 Mbps	4 to 7 Mbps	10 to 15 Mbps
	Upstream	Up to 384 kbps	Up to 768 kbps	Up to 768 kbps	Up to 1 Mbps
Monthly Base Price		\$34.99/mo	\$49.99/mo	\$54.99/mo	\$69.99/mo

Verizon		Verizon FiOS			
Package		FiOS Fast	FiOS Faster	FiOS Fastest	FiOS Ultimate
Access Speed	Downstream	Up to 15 Mbps	Up to 25 Mbps	Up to 50 Mbps	Up to 150 Mbps
	Upstream	Up to 5 Mbps	Up to 25 Mbps	Up to 20 Mbps	Up to 35 Mbps
Monthly Base Price		\$74.99/mo	\$84.99/mo	\$164.95/mo	\$214.99/mo

ATT		AT&T DSL (SBC)			
Package		AT&T High Speed Internet Direct Basic	AT&T High Speed Internet Direct Express	AT&T High Speed Internet Direct Pro	AT&T High Speed Internet Direct Elite
Access Speed	Downstream	768 kbps	1.5 Mbps	3 Mbps	6 Mbps
	Upstream	384 kbps	384 kbps	512 kbps	768 kbps
Monthly Base Price		\$29.95/mo	\$35.00/mo	\$40.00/mo	\$45.00/mo

ATT		AT&T U-verse (SBC)				
Package		AT&T U-verse High Speed Internet Pro	AT&T U-verse High Speed Internet Elite	AT&T U-verse High Speed Internet Max	AT&T U-verse High Speed Internet Max Plus	AT&T U-verse High Speed Internet Max Turbo
Access Speed	Downstream	3 Mbps	6 Mbps	12 Mbps	18 Mbps	24 Mbps
	Upstream	1 Mbps	1 Mbps	1.5 Mbps	1.5 Mbps	3 Mbps
Monthly Base Price		\$35.00/mo	\$40.00/mo	\$45.00/mo	\$55.00/mo	\$65.00/mo

ATT		AT&T DSL (BellSouth)			
Package		FastAccess DSL Direct 768k (Lite)	FastAccess DSL Direct 1.5M (Ultra)	FastAccess DSL Direct 3.0M (Xtreme)	FastAccess DSL Direct 6.0M (Xtreme 6.0)
Access Speed	Downstream	768 kbps	1.5 Mbps	3 Mbps	6 Mbps
	Upstream	128 kbps	256 kbps	384 kbps	512 kbps
Monthly Base Price		\$29.95/mo	\$37.95/mo	\$42.95/mo	\$47.95/mo

ATT competitive pricing represented for former Bell South & SBC markets.

ATT		AT&T U-verse (BellSouth)				
Package		AT&T U-verse High Speed Internet Pro	AT&T U-verse High Speed Internet Elite	AT&T U-verse High Speed Internet Max	AT&T U-verse High Speed Internet Max	AT&T U-verse High Speed Internet Max
Access Speed	Downstream	3 Mbps	6 Mbps	12 Mbps	18 Mbps	24 Mbps
	Upstream	1 Mbps	1 Mbps	1.5 Mbps	1.5 Mbps	3 Mbps
Monthly Base Price		\$38.00/mo	\$43.00/mo	\$45.00/mo	\$55.00/mo	\$65.00/mo

ATT competitive pricing represented for former Bell South & SBC markets.

Part III

Predominant Competitors Standalone Pricing

(as of January 2011)

Qwest		Qwest						
Package		256kbps	Ultimate Start Up	Essential	Advanced	Extreme	VDSL2 (40/5)	VDSL2 (40/20)
Access Speed	Downstream	Up to 256kbps	Up to 1.5 Mbps	Up to 7 Mbps	Up to 12 Mbps	Up to 20 Mbps	Up to 40 Mbps	Up to 40 Mbps
	Upstream	N/A	896 kbps	896 kbps	896 kbps	896 kbps	5 Mbps	20 Mbps
Monthly Base Price		\$31.99/mo	\$49.99/mo	\$59.99/mo	\$69.99/mo	\$79.99/mo	\$119.99/mo	\$129.99/mo

RCN		RCN			
Package		1.5 Mbps Internet	10 Mbps Internet	20 Mbps Internet	60 Mbps Internet
Access Speed	Downstream	Up to 1.5 Mbps	Up to 10 Mbps	Up to 20 Mbps	Up to 60 Mbps
	Upstream	384 kbps	800 kbps	2 Mbps	6 Mbps
Monthly Base Price		\$35.00/mo	\$60.00/mo	\$85.00/mo	N/A

WOW		Wide Open West			
Package		Xcite	Xpress	Xtreme	Xtreme Turbo
Access Speed	Downstream	Up to 2 Mbps	Up to 8 Mbps	Up to 15 Mbps	Up to 15 Mbps
	Upstream	512 kbps	512 kbps	1 Mbps	2 Mbps
Monthly Base Price		\$40.99/mo	\$57.99/mo	\$67.99/mo	\$72.99/mo

Frontier		Frontier DSL (Seattle, WA)			Frontier FiOS (Seattle, WA)			Frontier (Rochester, NY)	
Package		Starter Plan	Power Plan	Turbo Plan	FiOS Fast	FiOS Faster	FiOS Fastest	FrontierFast Lite 768k	FrontierFast Max 10M
Access Speed	Downstream	768 kbps to 1 Mbps	1.5 to 3 Mbps	5 to 7 Mbps	Up to 15 Mbps	Up to 25 Mbps	Up to 50 Mbps	up to 768 kbps	up to 10 Mbps
	Upstream	Up to 384 kbps	Up to 768 kbps	Up to 768 kbps	Up to 5 Mbps	Up to 25 Mbps	Up to 20 Mbps	N/A	N/A
Monthly Base Price		\$34.99/mo	\$49.99/mo	\$54.99/mo	\$69.99/mo	\$79.99/mo	\$159.95/mo	\$25.99/mo	\$44.99/mo

Source: Company Websites