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Federal Communications Commission
Federal Communications Commission
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Office of the Secretary

By Hand Delivery

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

Re: MB Docket No. 14-57
Applications of Comcast Corporation, Time Warner Cable Inc., Charter Communications, Inc., and SpinCo for Consent to Assign or Transfer Control of Licenses and Authorizations

Dear Ms. Dortch:

Pursuant to the Second Amended Modified Joint Protective Order in this proceeding[1] and the instructions set out in the Commission's letter and accompanying "Request for Information" dated February 25, 2015,[2] CBS Corporation hereby submits the enclosed ***unredacted, Highly Confidential Information*** in response to the Request for Information.

The enclosed response consists entirely of ***Video Programming Confidential Information***. Accordingly, the submission is entitled to protection from disclosure to any third parties and is being made available for inspection and review solely by Commission staff

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[1] *Applications of Comcast Corporation and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, Second Amended Modified Joint Protective Order, 20 FCC Rcd 13799 (Nov. 12, 2014) (the "Second Amended Modified Joint Protective Order").

[2] Letter from William T. Lake, Chief, Media Bureau, to Larry Tu and attached Request for Information to CBS Corporation (Feb. 25, 2015) (collectively, "Request for Information").

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pursuant to the terms of the Second Amended Modified Joint Protective Order and the order of the U.S. Court of Appeals for the D.C. Circuit in *CBS Corp. v. Federal Communications Commission*, No. 14-1242 (Nov. 21, 2014).

Separately, also pursuant to the Second Amended Modified Joint Protective Order, CBS Corporation is submitting (1) two unredacted copies of the response to Vanessa Lemmé of the Media Bureau, and (2) a redacted, public version of this response *via* ECFS.

Please direct any questions regarding this submission to the undersigned.

Respectfully submitted,

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Enclosure

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RESPONSE TO FCC REQUEST FOR INFORMATION DATED FEBRUARY 25, 2015

This submission constitutes the response ("Response") of CBS Corporation and its subsidiaries (the "Company") to the Request for Information (the "Request") issued to the Company by the Federal Communications Commission ("FCC") on February 25, 2015.

INTRODUCTION

CBS Corporation is a mass media company that creates and distributes industry-leading content across a variety of platforms to audiences around the world. The Company has businesses with origins that date back to the dawn of the broadcasting age as well as new ventures that operate on the leading edge of media. The Company owns the most-watched television network in the U.S. and one of the world's largest libraries of entertainment content, making its brand—"the Eye"—one of the most recognized in business. The Company's businesses include, but are not limited to, twenty-nine owned-and-operated full power television broadcast stations, the CBS Television Network, Showtime Networks, CBS Sports Network, Smithsonian Networks, The CW (a joint venture between CBS Corporation and Warner Bros. Entertainment) and POP (a joint venture between CBS Corporation and Lionsgate).

OBJECTIONS

The Company asserts the following objections to the FCC's Request, definitions and instructions, which are incorporated by reference in the specific responses set forth below. These objections are neither waived nor limited by the specific responses.

1. The Company reserves all objections that may be available to it in any proceeding, hearing or trial or on any motion to the use or admissibility of any information provided.

2. The Company objects to each Specification to the extent that it seeks information protected from discovery by the attorney-client privilege, the work-product doctrine, the joint defense or common interest privilege, or any other applicable privilege, exemption or immunity, or information protected from discovery because it reflects the impressions, conclusions, opinions, legal research or theories of the Company's counsel.

3. The information disclosed herein represents information currently available and known to the Company following a reasonable and diligent search, and may be subject to amendment, revision or modification pending further investigation or the discovery of new information.

4. The Company objects to the Definitions and Instructions as a whole to the extent they render the Request overly broad and unduly burdensome.

5. The Company objects to the term "Announced OVD Services" on the grounds that it is vague and ambiguous. The Company will interpret the term "Announced OVD Services"

to mean Video Programming services provided through over-the-top ("OTT") delivery by those distributors listed in the definition of "Announced OVD Services."

6. The Company objects to Instruction 4 on the grounds that it is vague, ambiguous, overly broad and unduly burdensome.

7. The Company objects to Instruction 5 as overly broad and unduly burdensome, and the Company objects to any requirement that it produce information after the FCC reaches a decision on the applications relevant to MB Docket No. 14-57.

RESPONSES TO INDIVIDUAL SPECIFICATIONS

SPEC. 1. *Identify and list each agreement between (a) the Company and an Applicant, or (b) the Company and the Announced OVD Services, relating to the licensing of the Company's Video Programming that has been effective at any time during the period beginning January 18, 2011, through the date of this Request.*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

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[END HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]

SPEC. 2. *Identify any provision in each agreement listed in response to Specification 1(a) that limits or reduces the Company's incentive or ability to:*

a. *license its Video Programming to an OVD (including an Announced OVD Service) or to offer Video Programming directly to consumers via the Internet, including, but not limited to, any economic or non-economic Most-Favored-Nations obligations, provisions relating to exclusive distribution or further distribution by another Person or through the use of windows, limits on distribution on a specific platform (e.g. Cable System, via the Internet), limits on the Applicant's subscribers' ability to view the Company's Video Programming through an authentication process or on a particular device, limits on the number of promotions, stunts or clips that the Company can distribute, and limits on the number of Video Programming networks that can be aggregated on a single website or single application; and*
b. *sell advertising for, or otherwise monetize its Video Programming through distribution to an OVD or by the Company offering its Video Programming via the Internet directly to consumers.*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]

SPEC. 3. *Describe each provision identified in response to Specification 2, and describe:*

a. *the negotiation of the provision;*
b. *the events or acts that trigger the application of the provision, and the acts taken or the restriction imposed when the provision is triggered or otherwise becomes effective;*
c. *the efforts taken by the relevant Applicant, if any, to enforce the provision, including but not limited to discussions between the Company and the Applicant about the enforcement of the provision, the Company's response thereto and the results of those efforts; and*
d. *whether similar provisions exist in the Company's agreements with other MVPDs.*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]

SPEC. 4. *Describe all provisions relating to restrictions or limitations on distribution of the Company's Video Programming, including but not limited to windowing, device approval, and authentication that were proposed by an Applicant during negotiations that the Company successfully sought to exclude from the Video Programming distribution agreement it ultimately entered into with the Applicant, and the reason given by the Applicant for the provision.*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

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SPEC. 5. *Describe all oral and written communications relating to any statement by Comcast that the provisions identified in response to Specification 2 were either no longer effective or would not be enforced as a result of the Comcast-NBCU Order or the Final Judgment entered in U.S. v. Comcast Corp. and NBC Universal, Inc., Civ. Action No. 1:11-cv-00106 (D.D.C. 2011).*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]

SPEC. 6. *If an action by the Company triggered any of the Most-Favored-Nations provisions identified in response to Specification 2, identify the provision and describe the acts taken by the Company to comply with the requirements of the provision, and the Applicant's response thereto.*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]

SPEC. 7. *For each provision identified in response to Specification 2 that prevented, affected or limited the nature or scope of the license for Video Programming that the Company entered, was willing to enter, or was able to enter with the Announced OVDs, identify the provision and describe in detail how the provision influenced the Company's licensing decision. Describe all communications between the Company and the relevant Applicant relating to negotiation of any agreement listed in response to Specification 1(b), including, but not limited to, negotiations to modify the impact of any provision identified in response to this Specification on the Company's ability to license the Video Programming covered by the provision to an Announced OVD, and the results of those discussions.*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

[END HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]

SPEC. 8. *Identify each provision identified in response to Specification 2 that could inhibit the Company's ability to license its Video Programming to an OVD which proposes to employ new or different business models than those that have been offered to consumers to date, and describe the provision's effect and impact on the Company's licensing practices.*

Response: **[BEGIN HIGHLY CONFIDENTIAL/VIDEO PROGRAMMING CONFIDENTIAL INFORMATION]**

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