UPLIFTING
ENTERTAINMENT

September 29, 2014

ELECTRONIC COMMENT FILING SYSTEM

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: Applications of Comcast Corporation and Time Warner Cable, Inc. Charter Communications Inc. and SpinCo, for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-57; Applications of AT&T, Inc. and DIRECTV for Consent to Assign Licenses or Transfer Control of Licensees, MB Docket No. 14-90

Dear Ms. Dortch:

UP Entertainment, LLC ("UP Entertainment") responds to the Media Bureau's ("Bureau") Public Notice requesting comment on the procedures for maintaining the confidentiality of affiliation or licensing agreements with multichannel video programming distributors ("MVPDs") produced in these dockets. *Media Bureau Seeks Comment on Issues Raised by Certain Programmers and Broadcasters Regarding the Production of Certain Documents in Comcast-Time Warner Cable-Charter and AT&T-DIRECTV Transaction Proceedings*, MB Docket Nos. 14-57 & 14-90, DA 14-1383 (rel. Sept. 23, 2014) ("Public Notice").

UP Entertainment produces and distributes "UP," a 24-hour, advertiser-supported video programming service featuring uplifting family entertainment. UP's unique brand of uplifting and family-friendly entertainment is reflected in its programming, which includes original movies, series and music specials. UP reaches approximately 70 million homes on cable systems throughout the United States. UP also distributes "gmovies," a leading faith-friendly movie service.

UP Entertainment has received notices suggesting that several of its affiliation agreements have been requested by the Department of Justice ("DOJ") or Federal Communications Commission ("Commission") in connection with these transactions. In response to the Public Notice, UP Entertainment believes that the confidentiality procedures in the current protective orders are insufficient to protect its commercially-sensitive agreements

with these MVPDs. UP Entertainment respectfully requests that the Bureau accord its affiliation agreements enhanced protection by removing them from the public record in these proceedings and maintaining the agreements at the DOJ for review by Commission staff.

UP Entertainment endorses the views expressed by the "Content Companies" in their September 23, 2014 letter. *See* Letter of Mace Rosenstein to Marlene H. Dortch, MB Docket Nos. 14-57 &1 4-90 (Sept. 23, 2014) on behalf of CBS Corporation, Discovery Communications, The Walt Disney Company, Twenty First Century Fox, Inc., Scripps Interactive, Inc., Time Warner Inc., Viacom Inc. and Univision Communications Inc. ("Content Companies"). UP Entertainment's affiliation agreements with MVPDs essentially constitute its programming distribution business. Each affiliation agreement contains highly-confidential and negotiated terms and conditions of carriage for the distribution of UP by a particular MVPD. The disclosure of any of the confidential and proprietary provisions of these affiliation agreements would cause UP Entertainment significant commercial harm in the competitive programming distribution marketplace.

UP Entertainment therefore urges the Commission to require the MVPD applicants to deliver the affiliation agreements subject to the pending document requests to the custody of the DOJ. While under DOJ custody, the affiliation agreements would be available for confidential review by Commission staff. UP Entertainment agrees with the Content Companies that excluding the affiliation agreements from the documents produced in response to the pending document requests represents the most effective method of safeguarding the agreements from disclosure. I understand that, based upon the recognition of the sensitivity of these agreements, these procedures were used and were effective in the Comcast Corporation-NBC Universal, Inc. merger proceeding. Consequently, there already is a track record demonstrating the effectiveness of this procedure. The "additional or different" measures offered by the Bureau (Public Notice at 2) which maintain third party access to affiliation agreements, such as making the affiliation agreements available at the offices of applicants' counsel or through a remote document review platform, will not provide comparable enhanced confidentiality protection to the agreements.

Please contact the undersigned if you have any questions regarding UP Entertainment's comments in response to the Public Notice.

Respectfully submitted

/s/

Reta Peery
Executive Vice President/General Counsel
for UP Entertainment, LLC

cc: Ms. Vanessa Lemme
Mr. Ty Bream
Mr. William Dever
Mr. Jim Bird
Best Copy and Printing, Inc.