Senate Judiciary Committee Hearing
"Examining the Comcast-Time Warner Cable Merger and the Impact on Consumers"

Questions for the Record Submitted by Senator Al Franken for David Cohen

1. Please identify Comcast's most popular bundled service offering, its most popular cable television offering, and its most popular standalone broadband offering, and, for each of these offerings, please provide the inflation-adjusted consumer price for each year from 1995 to the present. If it is not possible to provide these data on a national basis, please provide them for any Minnesota markets in which Comcast operates and for Comcast's top four markets. Please also provide Comcast's net income and profit margins for those years.

Response: Over the past decades, Comcast has offered multiple packages and options for cable television that have changed significantly in composition over time and have been subject to regional variations. In addition, Comcast has acquired numerous new cable systems. The last major acquisition was the Adelphia transaction in 2006. At around the same time, Comcast began offering digital voice as part of our most popular "triple play" bundle. (Triple play is subscribed to by approximately 36 percent of Comcast customers.) Moreover, in recent years, at any given time, approximately 50 percent of Comcast customers are on promotional packages. Our different bundled product offerings have evolved, as well as the associated equipment rented by consumers to access our services. For these reasons, we cannot provide pricing information in the form requested.

Comcast has compiled pricing information from 2006 to date, based solely on standard "rate cards," for the specified offerings in Minneapolis and the following four top major markets: Boston, San Francisco, Atlanta, and Philadelphia. The information is attached as Exhibit 1, and it includes compounded annual growth rates ("CAGR") and consumer price index ("CPI") data. We would point out that while rate cards offer something of an apples-to-apples comparison of yearly inflation-adjusted prices, they are not an accurate reflection of what most Comcast customers pay; to the extent customers have participated (or are participating) in promotions or other packaging options, their rates may be significantly lower. As noted earlier, approximately 50 percent of Comcast customers are on promotional packages. In addition, it is hard to compare prices over time because even packages with the same name change from year to year with additional channels and customer value propositions (including substantial enhancements in On Demand and TV Everywhere rights and programming over the relevant time period). For example, Comcast has more than tripled the number of VOD choices for its customers over the past six years, from approximately 17,000 choices in January 2008 to approximately 55,000 choices today.

Further, it is important to bear in mind that programming costs are the primary driver of Comcast's cable rates. From 2004 to 2013, Comcast's programming costs per video subscriber have cumulatively increased by over 120 percent, an astonishing amount. *See* Exhibit 2. Meanwhile, in terms of adding more value for customers, it is also important to note that Comcast has increased Internet speeds 13 times in the last 12 years. These

investments are providing unparalleled value to Comcast customers. Comcast customers pay *92 percent less* per megabit of Internet speed on our network today than they paid in 2002. *See* Exhibit 3.

Separately, Exhibit 4 provides Comcast's net income and profit margin data from our SEC Form 10-Ks.

2. The *Star Tribune* has reported that Comcast customers in Eagan, Minnesota, have been subjected to new charges and rising prices since Comcast petitioned the Federal Communications Commission (FCC) to revoke the city's authority to regulate cable rates. For example, the *Star Tribune* reported that customers now are required to pay $2 per month per television for adapters that previously were included in their cable subscriptions. Many consumers are concerned that they will continue to be squeezed, particularly without local safeguards in place.

a. For the past ten years, please identify all instances in which Comcast has challenged or is challenging a local government's authority to regulate cable rates. Please provide a brief description of the nature and outcome of each challenge. For all successful challenges, please state whether Comcast subsequently raised cable prices or imposed new charges in the market.

Response: Comcast has submitted more than 400 effective competition petitions to the FCC under the standards for deregulation that Congress created. The agency has granted over 350 and the rest are pending before the agency. When the FCC finds that effective competition exists in a community, the local franchising authority ("LFA") no longer has jurisdiction to regulate rates. Rate adjustments in these communities have been made as part of Comcast's normal business practices and are consistent with rate adjustments in both regulated and unregulated areas in which Comcast operates.

With respect to Eagan, Minnesota, as part of the transition to all-digital service in 2010, Comcast provided digital adapters ("DTAs") to customers. Initially, Comcast provided two DTAs to non-basic subscribers at no extra charge to help ease the transition, while expressly noting that pricing was subject to change. In 2013, Comcast began charging a $1.99 service fee per DTA, which will help recoup some of the massive investments Comcast made in upgrading the system. Before this charge was assessed, Eagan customers received notices detailing the change and offering a 30-day window during which a customer could change his or her level of service at no additional charge. (Currently, basic-only subscribers pay no additional service fees for up to three DTA outlets.)

b. Please identify all markets in which Time Warner Cable (TWC) or Comcast currently is subject to local rate regulations.

Response: LFAs regulate a county, town, or village, and not a "market" as that term is customarily used in our industry. We can report that as of the end of the

first quarter of 2014, approximately 17 percent of Comcast's total subscriber base is subject to rate regulation by local government – and some additional communities retain authority to regulate but choose not to do so. The communities subject to active rate regulation are listed in Exhibit 5. For purposes of this response, it is my understanding from TWC that, as of December 2013, approximately 15 percent of its footprint consists of systems that are currently subject to rate regulation. TWC has provided a list of these communities, which appears in Exhibit 6.

c. If Comcast is permitted to acquire TWC, will Comcast challenge local regulatory authority in any of the markets listed in Question 2(b)? If so, please explain.

Response: The authority of LFAs is limited to the basic service tier and associated equipment. Congress has determined that this local regulatory authority ceases, as a matter of law, once effective competition is demonstrated in a local franchise area. Congress and the FCC have also established clear statutory and regulatory guidelines for when effective competition exists. *See* 47 U.S.C. § 543; 47 C.F.R. §§ 76.905-907. Comcast will continue to follow these well-established guidelines when petitioning for findings of effective competition.

3. Comcast announced plans to divest systems containing approximately 3 million video customers as part of its proposed acquisition of TWC. Comcast says that the divesture will keep its share of the national multichannel video programming distribution (MVPD) market at or below 30%.

a. Please identify any local markets in which Comcast has at least a 50% share of the MVPD market.

Response: Comcast does not have access to this information because it is not privy to the local subscribership levels of other MVPDs. SNL Kagan collects video market share data for multichannel video subscribers, inclusive of cable, DBS, and telco platform service, as a percentage of aggregate market video subscribers. SNL Kagan compiles these data by Designated Market Areas ("DMAs"), geographic areas in which local broadcast television viewing is historically measured by the Nielsen Company.

According to SNL Kagan, Comcast has subscribers in 120 of the 210 DMAs in the United States.[1] Per SNL Kagan data, Comcast has at least a 50 percent share of the MVPD market in the following 12 DMAs: Peoria-Bloomington, IL (50.0%); Jacksonville, FL (51.7%); Portland, OR (52.4%); Denver, CO (53.0%); Ft. Myers-Naples, FL (54.0%); Philadelphia, PA (54.0%); San Francisco-Oakland-San Jose, CA (55.7%); Harrisburg-Lancaster-Lebanon-York, PA (57.1%); Boston, MA (Manchester, NH) (57.4%); Springfield-Holyoke, MA (60.7%); Lafayette, IN (60.9%); and Seattle-Tacoma, WA (62.5%).

[1] Comcast's share in 32 of those DMAs is *de minimis* at less than 5 percent.

As noted in the Joint Written Statement, the most critical consideration for competitive analysis is whether consumers have a choice of providers for video services. In 2011, 98.6 percent of U.S. homes had access to at least three multichannel video providers, and 35.3 percent had access to at least four.[2] In addition, although DMAs are Nielsen constructs for purposes of providing TV viewership ratings, using this common industry metric as a "market" measure shows that consumers in *all* DMAs have access to two nationwide DBS distributors as well as rapidly growing online video distributors. In fact, there will be *11 or more video MVPDs* in most of the top 19 DMAs where Comcast and TWC currently have systems, and *at least six MVPDs in each* of them, as the chart below indicates.

Video Providers in the Top 20 Designated Market Areas (DMAs)

Rank	DMA	Providers (excluding Comcast and TWC)	Total	Post-Transaction
1	New York, NY	Dish, DirecTV, Verizon, RCN, Cablevision, and 6 others	11	No Change
2	Los Angeles, CA	Dish, DirecTV, Verizon, AT&T, Charter, and 16 others	21	No Change
3	Chicago, IL	Dish, DirecTV, AT&T, RCN, WOW!, and 7 others	12	No Change
4	Philadelphia, PA	Dish, DirecTV, Verizon, RCN, Atlantic Broadband, and 4 others	9	No Change
5	San Francisco-Oakland-San Jose, CA	Dish, DirecTV, AT&T, Charter, WARPSPEED, and 4 others	9	No Change
6	Dallas-Ft. Worth, TX	Dish, DirecTV, Verizon, AT&T, Cable One, and 28 others	33	No Change
7	Washington, DC (Hagerstown, MD)	Dish, DirecTV, Verizon, RCN, Atlantic Broadband, and 8 others	13	No Change
8	Atlanta, GA	Dish, DirecTV, AT&T, Windstream, WOW!, and 9 others	14	No Change
9	Boston, MA (Manchester, NH)	Dish, DirecTV, Verizon, RCN, MetroCast, and 7 others	12	No Change
10	Houston, TX	Dish, DirecTV, AT&T, CenturyLink, Consolidated Communications, and 24 others	29	No Change
11	Phoenix, AZ *(Comcast and TWC have no presence)*	---	13	No Change
12	Detroit, MI	Dish, DirecTV, AT&T, WOW!, Charter, and 5 others	10	No Change
13	Seattle-Tacoma, WA	Dish, DirecTV, Frontier, Coast Communications, Wave, and 11 others	16	No Change
14	Minneapolis-St. Paul, MN	Dish, DirecTV, WOW!, CenturyLink, Consolidated Communications, and 36 others	41	No Change
15	Tampa-St. Petersburg, FL	Dish, DirecTV, Verizon, WOW!, CenturyLink, and 6 others	11	No Change
16	Miami-Ft. Lauderdale, FL	Dish, DirecTV, AT&T, Advanced Cable Communications, Atlantic Broadband, and 2 others	7	No Change
17	Sacramento-Stockton-Modesto, CA	Dish, DirecTV, Sierra Nevada Communications, WARPSPEED, Wave, and 9 others	14	No Change
18	Denver, CO	Dish, DirecTV, Consolidated Communications, Suddenlink, Midcontinent, and 16 others	21	No Change
19	Cleveland, OH	Dish, DirecTV, AT&T, WOW!, Fairpoint, and 4 others	9	No Change
20	Orlando-Daytona Beach-Melbourne, FL	Dish, DirecTV, AT&T, Grande Communications, CenturyLink, and 7 others	12	No Change

Source: GeoResults

Moreover, as discussed in subpart (c) below, if this transaction is approved, Comcast will be divesting certain systems and, post-transaction, will have a presence in 16 of the 20 top DMAs, as is the case today.

b. Please identify any local markets in which Comcast has at least 50% of the total consumers who subscribe to both MVPD services and broadband Internet services.

[2] *See Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming*, Fifteenth Report, 28 FCC Rcd 10496, ¶ 36 (2013).

Response: SNL Kagan does not compile information on broadband providers as a percentage of aggregate market broadband subscribers, and Comcast does not have information on both competing MVPD and broadband Internet services that would be necessary to respond to this request.

c. What criteria will Comcast use to determine which systems to divest? Will average revenue per user be among the factors that Comcast considers?

Response: Subsequent to this Committee's hearing, on April 28, 2014, Comcast announced that it had reached an agreement with Charter Communications to divest and exchange certain Comcast and TWC systems. The systems that will be sold to or exchanged with Charter are already fairly well integrated into regional clusters that fit well within the Charter footprint. As part of the transaction, certain pre-merger TWC systems will also be exchanged with Charter for certain of its systems. Regional clusters help ensure significant operating efficiencies and a smooth customer experience going forward. In addition, Comcast will transfer certain systems to a new, independent, publicly traded MVPD to be called "SpinCo," in which Comcast shareholders, including the former Time Warner Cable shareholders, are expected to hold the majority of the equity while Charter will hold a minority share and provide operating services. *See* Exhibit 7 (showing DMAs involved in divestiture transactions).

d. Will the divested systems be spun off into a new company, sold to competing MVPD companies, or divested in a different manner?

Response: The divestitures will be executed, subject to the completion of the Comcast-TWC transaction, with the following key components.

First, Comcast will sell systems serving approximately 1.4 million existing TWC subscribers directly to Charter for cash.

Second, Comcast and Charter will exchange systems serving approximately 1.6 million existing TWC and Charter subscribers each, improving the geographic presence of both companies, which will lead to greater operational efficiencies and the rationalization of both companies' footprints, thereby enhancing the customer experience.

Finally, Comcast will form and then spin off to its shareholders a new, independent, publicly traded company ("SpinCo") that will operate systems serving approximately 2.5 million existing Comcast subscribers in the Midwest. Comcast shareholders, including former TWC shareholders, are expected to directly own approximately 67 percent of SpinCo, while a new holding company formed by Charter is expected to directly own approximately 33 percent of SpinCo. The Charter holding company will acquire its interest in SpinCo by issuing stock to Comcast shareholders (including former Time Warner Cable shareholders). SpinCo will have a nine-member Board of Directors that will

include six independent directors and three directors appointed by Charter. Comcast will hold no ownership interest in SpinCo (or Charter) and will have no role in managing the SpinCo systems. Charter will provide substantial operational support for the SpinCo systems under a services agreement, although SpinCo will have its own expert independent management team that is unaffiliated with Charter or Comcast.

As a result of these transactions, following the completion of its merger with TWC, Comcast's total number of managed subscribers will be approximately 29 million – less than 30 percent of the total number of MVPD subscribers in the United States and approximately the same share as Comcast's subscriber share after its completion of both the 2002 AT&T Broadband transaction and the 2006 Adelphia transaction.

e. If the divested systems are spun off into a new company, would former TWC executives be disqualified from holding ownership or management interests in the company or otherwise be limited in their ability to profit from the new company?

Response: Comcast shareholders, including former TWC shareholders, are expected to directly own approximately 67 percent of SpinCo. Accordingly, former TWC executives will own shares of SpinCo to the extent they become Comcast shareholders as a result of the Comcast/TWC transaction.

SpinCo will have a nine-member Board of Directors that will include six independent directors and three directors appointed by Charter. Comcast will have no ownership interest in SpinCo (or Charter) and have no role in managing the SpinCo systems. Charter will provide substantial operational support for the SpinCo systems under a services agreement, although SpinCo will have its own qualified independent management team, selected by SpinCo and not by Comcast.

f. Data from Leichtman Research Group indicate that Comcast would have to divest more than 4.5 million MVPD subscribers to keep its national market share below 30% and that a post-acquisition Comcast would hold nearly 32% of the MVPD market if it divested only 3 million consumers. Please describe in detail the calculations that Comcast has used to determine that divesting approximately 3 million customers will fulfill its commitment to control no more than 30% of the national market.

Response: According to SNL Kagan, there are a total of 100.9 million residential MVPD subscribers in the United States. As of March 31, 2014, Comcast had approximately 22 million managed residential subscribers.[3] As a result of the TWC transaction and the divestiture transactions, Comcast will net approximately 7 million managed subscribers. (TWC has approximately 11 million managed

[3] Comcast's publicly reported figure includes both its residential and its commercial subscribers. For purposes of the above calculations, Comcast is using only residential subscribers, consistent with SNL Kagan data.

subscribers, and through the divestiture transaction Comcast is divesting approximately 3.9 million subscribers.) This will bring Comcast's total number of managed residential subscribers post-merger to approximately 29 million (*i.e.*, 22 + 11 - 4) – below 30 percent of all MVPD subscribers and approximately the same share as Comcast's subscriber base after its completion of both the 2002 AT&T Broadband transaction and the 2006 Adelphia transaction.

LRG's reports include only 94.6 million multichannel video subscribers among 13 top cable providers, which LRG explains represents 94 percent of total MVPD subscribers. *See, e.g.*, Leichtman Research Group, Inc., *Research Notes*, at 2-3 (1st Q. 2014). SNL Kagan's report is more comprehensive and indicates a total of 100.9 million residential MVPD subscribers in the United States.

4. With more than 20 million subscribers, Comcast currently holds about 24% of the national broadband market. During a February 13 conference call, you were asked to estimate Comcast's expected post-acquisition percentage of the national broadband market. At the time, you said that you were unable to answer the question because you "ha[d]n't run those numbers." By some estimates, a post-acquisition Comcast would hold approximately 40% of the national broadband market, and Comcast's market share is even higher in many local markets.

a. What percentage of the national broadband market will Comcast hold if it is permitted to acquire TWC? Please describe the methodology and the data used to arrive at your estimate.

Response: If one were to look only at what the FCC calls "fixed" broadband connections, the combined company's share would be below 40 percent of the "fixed" broadband market after the divestitures we plan to make. If one were to include wireless broadband in the calculation (which accounts for about half of all broadband connections), the combined company's share drops to as low as 20 percent after divestitures. These shares are estimated from the FCC's most recent report on "Internet Access Services: Status as of December 31, 2012," which includes data on the total number of U.S. consumers, and from FCC Form 477s for Comcast and TWC, which contain data on the number of broadband customers for each company. These calculations are further explained at pages 31 and 32 of the Declaration of Mark A. Israel, Exhibit 6 to the Applications and Public Interest Statement filed by Comcast and TWC on April 8, 2014, *available at* http://apps.fcc.gov/ecfs/document/view?id=7521097357.

b. Why didn't Comcast estimate its post-acquisition share of the national broadband market before announcing its proposed deal with TWC, as it did with respect to its estimated post-acquisition share of the MVPD market?

Response: Through its prior attempts to impose an "ownership cap" on MVPDs, the FCC has made the issue of limiting a single company's share of the MVPD market a subject of discussion and debate. Prior FCC decisions limiting cable system ownership at a 30 percent share of the MVPD market were premised on a

concern about the ability of a cable company to acquire monopsony power in the purchase of programming at that market share. The D.C. Circuit twice overturned the FCC's decisions after finding that a cable company could not exercise monopsony power at 30 percent or even higher market shares. Given the past interest of the Congress and the FCC in the question of cable ownership caps, Comcast chose to address the issue when it announced the transaction.

With respect to market share of broadband, there is no similar FCC precedent or "cap." And, in any event, national market data are not relevant because the same level of broadband competition will exist post-transaction in each of the Comcast and TWC markets as exists today. Therefore, we had not completed the calculation of the company's national broadband market share on the day we announced the transaction. We completed that calculation (a link to which appears above) later in connection with the filing of our Public Interest Statement with the FCC.

5. A December 2013 FCC report indicates that about 30% of people live in areas with one or fewer providers of Internet service offering downstream speeds of at least 10 mbps and that about 67% of people live in areas with two or fewer such providers.

Response: Comcast uses the FCC's current definition of broadband speed and related Form 477 data in analyzing broadband markets. The FCC defines "broadband speed" as 4 Mbps downstream and 1 Mbps upstream.[4] The FCC's "Broadband Speed Guide" also indicates that 4 Mbps is the minimum download speed required for HD-quality streaming, HD video conferencing, and two-way online gaming in HD.[5]

There is data publicly available from the National Telecommunications and Information Administration (the "NTIA"), which maintains a searchable database (the "National Broadband Map" or "NBM") that can be used to identify where one or more Internet service providers ("ISPs") offer downstream speeds of 10 Mbps or higher. These data are compiled by state, metropolitan statistical area ("MSA"), legislative district, Universal Service Fund study area, and Native Nations. *See* http://www.broadbandmap.gov/speed.

The National Broadband Map identifies the wired and wireless ISPs within each MSA (or other geographic or political subdivision) and the maximum advertised downstream speed for each ISP. To determine this information for the areas currently served by Comcast, the NBM shows where Comcast provides broadband service using a coverage

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[4] *See Inquiry Concerning the Deployment of Advanced Telecommunications Capability to All Americans in a Reasonable and Timely Fashion, and Possible Steps to Accelerate Such Deployment Pursuant to Section 706 of the Telecommunications Act of 1996, Amended by the Broadband Data Improvement Act*, Eighth Broadband Progress Report, 27 FCC Rcd 10342, ¶ 7 (2012); *Inquiry Concerning the Deployment of Advanced Telecommunications Capability to All Americans in a Reasonable and Timely Fashion, and Possible Steps to Accelerate Such Deployment Pursuant to Section 706 of the Telecommunications Act of 1996, Amended by the Broadband Data Improvement Act*, Sixth Broadband Deployment Report, 25 FCC Rcd 9560, ¶ 5 (2010).

[5] *See* https://www.fcc.gov/guides/broadband-speed-guide.

map located at http://www.broadbandmap.gov/about-provider/comcast-corporation/nationwide/. Once an area within Comcast's footprint is identified, the NBM shows the ISPs within the area that provide downstream speeds of 10 Mbps or higher.

An example of how this data is available from the NBM for the Seattle-Tacoma-Bellevue, Washington MSA is shown below.

(1) Starting at the NBM homepage, select "Analyze the Data." On the right-hand side of the screen, select "Provider."

(2) Under *Select Geography*, select "MSA." Choose Washington from the *Select State* drop-down menu.

(3) Under *Enter Geography*, type in "Seattle-Tacoma-Bellevue, WA Metro Area." Under *Enter Provider Name*, type in "Comcast Corporation."

(4) Click "Review Provider." The NBM should navigate to a page with various information about Comcast's service within the Seattle MSA, including Comcast's highest advertised download speeds.

(5) Scroll to the bottom of the page to the *All Providers in MSA* section, then click "View Full List" in the bottom left-hand corner of the table of providers. Click on the name of any of the 26 ISPs other than Comcast. The NBM will navigate to a similar page about that particular ISP's service within the Seattle MSA. Under *Availability Overview*, choose "Highest advertised download speed" from the first drop-down menu, which shows the maximum downstream speed available from that ISP in the Seattle MSA.

(6) The same steps can be followed to determine how many ISPs in the MSA provide downstream service of 10 Mbps or higher.

In this case, the NBM data show that there are 17 wired ISPs and 4 wireless ISPs that offer downstream service of 10 Mbps or higher in the Seattle MSA. *See also* Exhibit 8 (screen shots showing the relevant steps outlined above). More broadly, the NBM data show that, in virtually all of the MSAs in which Comcast provides service, there is at least one additional ISP (and often multiple ISPs) that offer(s) broadband services with speeds of at least 10 Mbps.

In addition, the FCC has developed public data showing the number of ISPs offering various speeds as of December 31, 2012, by census tract. These data are replicated on pages 34 and 35 of the Declaration of Mark A. Israel, Exhibit 6 to the Applications and Public Interest Statement filed by Comcast and TWC on April 8, 2014, *available at* http://apps.fcc.gov/ecfs/document/view?id=7521097357.

a. **Please identify any local markets in which Comcast is the only Internet service provider offering average downstream connection speeds of at least 10 mbps.**

Response: *See* response above.

b. **Please identify any local markets in which Comcast is one of only two Internet service providers offering average downstream connection speeds of at least 10 mbps.**

Response: *See* response above.

c. **Please identify any local markets in which Comcast has at least a 50% of subscribers with average downstream connection speeds of at least 10 mbps.**

Response: *See* response above.

d. **How would your responses to Questions 5(c), (d), and (e) change if you were to exclude competitors that do not also offer MVPD services?**

Response: NTIA and SNL Kagan use different metrics for compiling their competitive data (*e.g.*, NTIA uses states, MSAs for broadband providers, whereas SNL Kagan primarily uses DMAs for MVPDs). Comcast is not aware of available data that would permit the analyses required for this request.

6. **Comcast's net neutrality obligations expire in January 2018. Will you commit to abide by those obligations – including the anti-blocking and anti-discrimination requirements – beyond that date regardless of whether the Federal Communications Commission (FCC) has implemented new net neutrality rules by that time?**

Response: As part of the NBCUniversal transaction, and after Verizon challenged the FCC's Open Internet rules but before the case had been briefed, Comcast agreed to be bound by the rules until 2018 even if they were modified by the courts. The purpose was to give the FCC sufficient time, if necessary, to adopt a legally enforceable, industry-wide approach to net neutrality. We are the only ISP in the country that is currently legally bound by the "no blocking" and non-discrimination rules. These assurances will be extended to millions of additional TWC customers as a result of this transaction.

The FCC is working on new industry-wide rules based on the D.C. Circuit's recent ruling. On April 24, 2014, FCC Chairman Wheeler announced his plan to circulate proposed new rules with the goal of adopting them by the end of this year. *See* http://www.fcc.gov/blog/setting-record-straight-fcc-s-open-internet-rules. We are therefore confident that the FCC will have adopted (and, if necessary, defended) a new, industry-wide approach well before 2018.

7. In light of the D.C. Circuit Court of Appeals' decision in *Verizon v. FCC*, some have suggested that the FCC will be unable to promulgate new net neutrality rules that withstand judicial scrutiny unless the FCC reclassifies broadband service as a telecommunications service, thus subjecting broadband service to common carrier requirements. Comcast has resisted such reclassification, arguing that the FCC should instead attempt once again to promulgate net neutrality rules under section 706 of the Telecommunications Act, despite the apparent challenge of drafting effective rules that prevent broadband service providers from discriminating against content while simultaneously treating those providers as something other than common carriers.

a. Do you agree with the foregoing characterization of the issue and of Comcast's position? If not, please identify those aspects with which you disagree and explain your disagreement.

Response: Comcast supported the FCC's *Open Internet Order* as an appropriate balance of protection of consumer and business interests, and we agreed as part of the NBCUniversal transaction to abide by the Open Internet rules for seven years even if the rules were modified by the courts. Comcast believes that FCC Chairman Wheeler has taken a thoughtful approach to the D.C. Circuit's decision in *Verizon v. FCC* that creates a path for enforceable rules pursuant to the Section 706 authority outlined by the court's findings. Reclassifying broadband as a Title II service would be an abrupt and unnecessary departure from the FCC's longstanding, bipartisan, consensus, "light-touch" policy approach to regulating broadband. Reclassification would pose a very real risk of choking off Internet investment and innovation.

b. Consistent with the *Verizon* decision, please explain how the FCC could draft new and effective net neutrality rules without reclassifying broadband service as a telecommunications service.

Response: FCC Chairman Wheeler recently outlined his plans to draft new and effective net neutrality rules without reclassifying broadband service as a telecommunications service, stating as follows:

"1. The Court of Appeals made it clear that the FCC could stop harmful conduct if it were found to not be 'commercially reasonable.' Acting within the constraints of the Court's decision, the Notice will propose rules that establish a high bar for what is 'commercially reasonable.' In addition, the Notice will seek ideas on other approaches to achieve this important goal consistent with the Court's decision. The Notice will also observe that the Commission believes it has the authority under Supreme Court precedent to identify behavior that is flatly illegal.

2. It should be noted that even Title II regulation (which many have sought and which remains a clear alternative) only bans 'unjust and unreasonable discrimination.'

. . . [T]he 'commercially unreasonable' test will protect against: harm to competition and consumers stemming from abusive market activity."

See http://www.fcc.gov/blog/setting-record-straight-fcc-s-open-internet-rules.

Although the FCC's proposed new rules are not yet available for public review and comment, Comcast believes Chairman Wheeler's statement above indicates a pathway to new and effective Open Internet rules without reclassifying broadband service as a telecommunications service.

8. As noted on page 136 of the Public Interest Statement that Comcast and TWC filed with the FCC, Internet traffic flows along a complex system of Internet backbone networks, content delivery networks (CDN), and Internet service providers' (ISPs) networks. Generally speaking, these networks interact with each other either through peering or transit arrangements.

a. How many peering relationships does Comcast currently have with backbone networks, CDNs, and other ISPs?

Response: Comcast has over 40 settlement-free peering agreements, and thousands of commercial (*i.e.*, paid) connecting arrangements, which include several dozen substantial peering and transit agreements (*e.g.*, with content delivery networks ("CDNs"), ISPs, or larger edge providers).

b. Of the relationships identified in Question 8(a), how many are settlement free?

Response: Comcast has over 40 settlement-free peering agreements.

c. Has the ratio of Comcast's settlement-free peering relationships to its overall peering relationships increased or decreased over time?

Response: When Comcast began interconnecting over two decades ago, nearly all of its arrangements involved Comcast purchasing transit services. As Comcast has built more backbone facilities of its own, particularly over the last decade, we have increasingly interconnected our IP network with other Internet backbone providers on a settlement-free basis.

d. What factors does Comcast take into account when deciding whether to enter into, terminate, or maintain a settlement-free peering arrangement?

Response: Comcast's settlement-free peering policy, which is consistent with industry standards used by all ISPs, including AT&T, Verizon, Cogent, and Level 3, is available at www.comcast.com/peering. The relevant factors describe what is considered fair trade of infrastructure and include criteria around traffic

volumes, geographically diverse interconnection points, backbone size, and relative balance.

e. Please provide an overview of the nature of Comcast's transit relationships, including the number of such relationships, the reasons that Comcast enters into such relationships, the types of networks with which Comcast typically enters into transit relationships, and ways that Comcast expects these relationships to change if it is permitted to acquire TWC.

Response: Comcast has over 8,000 transit connections with CDNs, ISPs, and edge providers, among others. Comcast's transit relationships include two services. Peering services may be "settlement-free," meaning that traffic is exchanged without actual payment (other than "in-kind" trade), or they may be paid. Settlement-free peering is more common when the traffic in each direction is roughly commensurate, or the exchange of network facilities and services each network performs for the other is roughly equal, and paid peering is more common when there is a significant traffic or network imbalance. CDNs, ISPs, and more traditional backbone providers all compete to offer access to ISP networks through a variety of arrangements.

Until this transaction is approved, Comcast is not privy to TWC's transit relationships and thus cannot speculate on potential changes to any of its existing relationships.

f. Have any backbone networks, CDNs, or other ISPs offered to incur the costs necessary to upgrade connections between their network and Comcast's network in exchange for an ongoing settlement-free peering relationship? If so, please identify any such offers and explain the outcome of the offer. If Comcast has rejected any such offers, please explain why.

Response: On limited occasions over the last few years, some operators have offered to supply minimal hardware facilities to expand an existing relationship or to obtain a new settlement-free peering relationship where the relationship would not otherwise qualify for such peering. Under the terms of Comcast's Settlement-Free Interconnection Policy, *available at* www.comcast.com/peering, we have established specific criteria for settlement-free peering that do not include exchanging one-time system upgrades to establish a simple port connection.

9. In its February 2014 USA Internet Service Provider (ISP) Speed Index, Netflix reported an average speed of just 1.68 mbps for Comcast's customers, ranking Comcast 51st out of 60 ISPs in the Index.

Response: In its November 2012 rankings, Netflix ranked Comcast second among major ISPs. We did nothing differently between November 2012 and February 2014 to cause our ranking to fall. Nonetheless, in its most recent index from March 2014, Netflix ranked Comcast fifth among major ISPs with an average speed of 2.5 Mbps – less than 0.5 Mbps slower than the top ranked Cablevision. Setting aside the arbitrariness of these

rankings (discussed further below), the reason for the increase in average speed from February to March is that, during that period, Netflix chose to acquire sufficient capacity for its content – rather than sending huge amounts of traffic through a middleman transit provider that had not acquired the capacity it needed to deliver the service it was selling to Netflix. As a result, our mutual subscribers began to have a better user experience.

The dramatic change in results over the course of one month shows that Netflix's ISP ranking is really a report card grading the decisions Netflix makes about how it delivers its content to ISPs. *In particular, the speeds Netflix measures are based on the speeds at which **it** chooses to deliver **its** content and how **it** decides to route that content*. And Netflix is in exclusive control of the "index" – there is no third-party review to ensure its validity or accuracy.

As one well-regarded industry analyst, Dan Rayburn, has observed: "[T]he ISP ranking that Netflix provides is NOT comparing apples-to-apples nor does it even say what exactly it is defining. As usual, no one seems to question the data that many of these companies present to the market." *See* http://blog.streamingmedia.com/2014/02/netflixs-streaming-quality-based-business-decisions-isps-net-neutrality.html (emphasis in original).

Significantly, a recent independent study comparing Netflix's ISP rankings with U.S. Government data found that "the Netflix ISP Speed Index is *not an accurate measure of capacity*," and that – in fact – Netflix "is showing the aggregate 'demand' on *their service* rather than the 'capacity' of the access network." Sandvine, *Exposing the Technical and Commercial Factors Underlying Internet Quality of Experience*, at 23 (Sept. 2013), https://www.sandvine.com/downloads/general/global-internet-phenomena/2013/exposing-the-technical-and-commercial-factors-underlying-internet-quality-of-experience.pdf (emphasis added). In other words, the Netflix Index gauges Netflix's network performance, not that of the ISPs.

Independent and transparent measurements, including those conducted by the federal government, show that Comcast delivers far superior Internet speeds to its customers than what Netflix's rankings purport to show. Recent measurements show that Comcast delivers Internet traffic at an average speed of 32.15 Mbps, *see* http://www.speedtest.net/isp/comcast (last visited April 28, 2014),[6] compared to Netflix's ranking claim of 1.51 Mbps. Similarly, the FCC consistently has reported that Comcast over-delivers on the speeds it advertises to its subscribers. *See* http://www.fcc.gov/measuring-broadband-america/2013/February (Figure 2); http://www.fcc.gov/measuring-broadband-america/2012/july (Figure 3). These independent reports confirm that if Netflix's traffic was delivered at the lower speeds it claims, it was a result of decisions or actions by Netflix or one of its intermediaries, *not* those of Comcast.

We are pleased our mutual customers are now having a better Netflix experience, but it must be recognized that it is Netflix, not the ISP, that chooses the path through which

[6] This value is the average download speed over the past 30 days and so will vary slightly from visit to visit.

Netflix traffic is delivered to the ISP, and that is highly determinative of the end-user experience.

a. How do these speeds compare to those at which Comcast's customers were able to access streaming programming through Comcast's Xfinity service or other Comcast-affiliated services during this period?

Response: As noted above, independent measurements show that Comcast delivers all Internet traffic at an average speed of 32.15 Mbps, *see* http://www.speedtest.net/isp/comcast (Ookla report), and over-delivers on the speeds it advertises to its subscribers, *see* http://www.fcc.gov/measuring-broadband-america/2013/February (Figure 2). Comcast delivers these speeds without regard to whether a subscriber is accessing affiliated or non-affiliated content.

b. Fifty ISPs, each of which is smaller than Comcast, outperformed Comcast during this period, even though each ISP presumably experienced an approximately similar per customer demand for Netflix traffic. How does Comcast explain its uniquely poor performance during this period?

Response: As noted above, the speeds Netflix measures are based on the speeds at which it chooses to deliver its content and how it decides to route its content. Ultimately it is Netflix, not the ISP, that chooses the path through which Netflix traffic is delivered *to* the ISP, and this decision has a major impact on the customer's experience in the home and the so-called "ISP speeds" that Netflix claims to measure.

Last year, Netflix began routing its traffic over routes that did not include sufficient capacity – capacity it could have supplemented readily from any of Comcast's peers or many other CDNs (as well as directly through Comcast itself). That is why Comcast's ranking on the Netflix Index "fell." But between February and March of this year, Netflix acquired sufficient capacity for its content – and suddenly, Comcast's ranking on the Netflix Index "rose."

One industry observer has explained how these kinds of decisions by Netflix and other content providers can affect the customer experience, noting that "[o]ne of the most clever and devious of all the tactics presented is the Traffic Manipulation Tactic. To understand this tactic you must recognize that the nature of web traffic is asymmetric; that is, small web requests generate comparatively large responses. The Content posters therefore decide[] [over] which of potentially many paths this relatively large proportion of traffic will flow." *See* http://drpeering.net/white-papers/Art-Of-Peering-The-Peering-Playbook.html#9. Dan Rayburn has similarly observed that, "as much as Netflix wants to make this into a net neutrality issue, it's a business issue. Netflix has alternatives, they chose not to use them. . . . . Netflix's motive[] in this whole argument is to protect their business, which is fine, but then they should not portray their argument as one where they are

'fighting for the Internet.'" *See* http://blog.streamingmedia.com/2014/03/netflix-level-3-telling-half-story-wont-detail-changes-want-net-neutrality.html.

c. Does Comcast maintain similar performance data with respect to the speeds at which traffic reaches its customers? If so, does Comcast disclose those data to consumers? If it maintains but does not disclose such data, please explain why this is the case.

Response: Although Comcast monitors the Internet speeds its network delivers, it has no ability to measure the speeds at which Internet traffic is transmitted from the source or as it is routed over the Internet. Comcast customers can use http://speedtest.comcast.net/ to check their individual connection speed. They can also select from available servers for the fastest and most consistent results from their Internet connections. In addition, Comcast customers and other consumers have access to speed data for Comcast and other broadband providers from independent sources, such as the FCC and Ookla reports listed above.

10. In August 2012, the advocacy group Public Knowledge filed a petition with the FCC, challenging Comcast's use of data caps. I share Public Knowledge's concern that data caps could be used to discriminate against nonaffiliated content and to increase consumers' costs.

a. Please explain Comcast's policies with respect to the use of data caps, including the amount of data allowed under the caps and the costs to consumers for data usage above those caps.

Response: Comcast does not currently have any data caps anywhere. We suspended our 250 GB per month data cap in May 2012 to explore more flexible data usage policies. We are currently running pilot programs in select markets to determine which plans consumers prefer. These pilot programs give customers who want to use more data the option to do so, while also allowing customers who want to use significantly less data to receive a discount for doing so. The trials are designed to find fair and flexible alternatives for consumers.

b. How many Comcast customers currently are subject to data caps? If different customers are subject to different caps, please specify that in your answer.

Response: As stated above, Comcast does not have any data caps anywhere and we discontinued our 250 GB per month data cap in May 2012 to explore more flexible data usage policies. Comcast is trialing various usage plans in markets covering approximately 10 percent of its customers.

c. Of customers who are subject to data caps, what percentage of customers exceed the caps? What is the average additional cost to those consumers?

Response: As described above, Comcast does not have any data caps anywhere. For the flexible data plans Comcast is currently trialing, we are finding that about 98 percent of our customers do *not* exceed a threshold of 300 GB of data in a month. Based on customer research, 80 percent of our customers prefer this new approach to our discontinued static cap. We have learned that our customers also like the tools we provide for monitoring their data use, such as a data usage meter and a data usage calculator, and appreciate that we are communicating with them regularly about their data use. These trials take various approaches and involve an element of consumer choice as to what increments of data consumers purchase, so the cost of additional data to any particular consumer will vary.

For example, in Huntsville and Mobile, Alabama; Atlanta, Augusta and Savannah, Georgia; Central Kentucky; Maine; Jackson, Mississippi; Knoxville, Memphis, and Nashville, Tennessee; and Charleston, South Carolina, our monthly data plan for all Xfinity Internet tiers includes 300 GB per month, and customers have the ability to purchase additional gigabytes in increments of 50 GB for $10.

In Tucson, AZ, we took a multi-tier approach that provides higher usage thresholds when customers purchase higher speed tiers. The Internet Essentials, Economy, and Performance Tiers have a 300 GB usage threshold, the Blast! Tier has a 450 GB threshold, the Extreme 50 tier has a 500 GB threshold, and the Extreme 105 tier has a 600 GB threshold. Customers that wish to purchase more data at each tier can buy additional gigabytes in increments/blocks of 50 GB for $10.

In all these markets, as well as Fresno, California, Xfinity Internet Economy Plus customers can choose to enroll in the Flexible-Data Option to receive a $5 credit on their monthly bill if they do not use more than 5 GB per month. If customers choose this option and use more than 5 GB of data in any given month, then they will not receive the $5 credit and will be charged an additional $1 for each gigabyte of data used over the 5 GB included in the Flexible-Data Option.

d. Has Comcast ever exempted Comcast-affiliated content or programs from the data caps that Comcast has imposed on consumers? If so, please explain.

Response: Comcast does not impose data caps on any Internet-delivered streaming service. All data that travel over the public Internet on our Xfinity Internet service, whether affiliated or unaffiliated with Comcast, count as Internet data usage and are counted toward any applicable usage thresholds. Our affiliated Internet services, such as all the videos watched through our Xfinity TV Player/Xfinity TV Go app and online at XfinityTV.com, are counted against a customer's usage threshold and treated exactly the same as any other Internet usage for purposes of the usage plan.

Comcast also provides cable television and voice services that are not and never have been delivered over the public Internet, and are not received using Xfinity

Internet service, so these non-Internet services are not counted against the customer's data usage.

e. If Comcast is permitted to acquire TWC, will it impose data caps on its newly acquired customers?

Response: We will take the same approach with former TWC subscribers as we take with Comcast subscribers – and we do not have data caps anywhere.

f. Has Comcast conducted any studies or analysis to determine whether imposition of data caps result in Comcast receiving increased average revenue per user? If so, what have been the results of those studies or analyses?

Response: Comcast is evaluating various aspects of its usage trials, including the number of subscribers that use data in excess of their usage thresholds and the potential revenue impacts, including both fees from the approximately 2 percent of customers that exceed the thresholds as well as potential subscriber losses.

11. From the day Comcast announced its proposed acquisition of TWC, it has argued that the deal will give Comcast the economies of scale it needs to remain competitive and innovative. However, fewer than six months before the deal was announced, Comcast's Chief Financial Officer (CFO) disavowed those claims in a conference call with a Goldman Sachs analyst, brushing off the suggestion that cable consolidation presented "very accretive opportunities" and saying: "[I]t's a financial decision in terms of getting larger. We think we have scale. I think people who are talking about it are looking for the benefits of scale whether it be on the programming side or the technology side, and I think we've already executed on that." How do you reconcile Comcast's argument before the FCC with its CFO's statements to the Goldman Sachs analyst?

Response: There is no inconsistency between the statements made by Comcast's CFO and the statements made in connection with the TWC transaction. Comcast has scale, as was stated during the referenced conference call. The business rationale for the transaction with TWC is that it will result in *greater* scale by combining the two companies. As more fully explained in the Joint Written Statement, in an industry like ours – with extremely high capital expenditure requirements, rapidly evolving innovation and technology, and the requirement of significant expenditures on R&D – greater scale is truly pro-consumer and pro-competition. There's a simple value cycle at play here. Scale plus Comcast's investment philosophy and track record will lead to accelerated investment in Comcast's and TWC's R&D and infrastructure. That will in turn accelerate the access of TWC's customers to faster Internet speeds and to Comcast's next-generation video services – including our acclaimed X1 entertainment operating system – and to more robust Wi-Fi offerings. Business customers in the combined company's markets will also benefit from a stronger new entrant that offers more choice and better prices.

12. Please identify each instance in which Comcast has been involved in a dispute regarding access to or carriage of a Regional Sports Network in the past ten years. For each case cited, please identify the parties to the dispute and provide a brief description of the dispute and its ultimate resolution.

Response: The following is a description of the handful of program access and carriage disputes for Regional Sports Networks ("RSNs"), where a Comcast entity was a party, involving the initiation of a formal proceeding (such as a demand for arbitration or a complaint). The responses below exclude any situation in which competing offers were resolved in the ordinary course of negotiations without resort to legal process.

In 2005, TCR Sports Broadcasting Holding, L.L.P., doing business as Mid-Atlantic Sports Network ("MASN"), filed a program carriage complaint against Comcast. The parties settled this dispute in 2006, with Comcast carrying MASN in the vast majority of Comcast's systems in MASN's service territory. In 2008, MASN filed a program carriage complaint demanding carriage on Comcast systems serving subscribers in Harrisburg, PA, and Tri-Cities, Roanoke and Lynchburg, VA. After a full evidentiary hearing, the FCC's Enforcement Bureau filed formal comments stating that MASN's complaint was not meritorious, and Comcast and MASN settled the dispute thereafter, before any additional FCC proceedings.

In 2007, after the FCC imposed the program carriage arbitration condition for RSNs in the *Adelphia Order*, The America Channel ("TAC"), which had announced plans to launch as a general interest channel, instead acquired rights to some college sports and filed a demand for program carriage arbitration, claiming that it was now an RSN eligible to use that condition. As TAC had not yet launched, Comcast petitioned the FCC for a declaratory ruling as to whether TAC was a qualified RSN and thus entitled to arbitration. Although the FCC suspended the *Adelphia Order*'s program carriage arbitration condition indefinitely because of its susceptibility to abuse, the FCC nevertheless "grandfathered" TAC to allow it to pursue arbitration. The parties' settlement in October 2007 guaranteed carriage of TAC on Comcast's systems. After more than six years, the network has never launched.

In 2009, DirecTV initiated arbitration proceedings under the *Adelphia Order* to determine the fair market value of renewal carriage of Comcast SportsNet Bay Area, Comcast SportsNet California, Comcast SportsNet Chicago, and Comcast SportsNet New England. The arbitration proceeding involving Comcast SportsNet New England was settled in December 2009, and the remaining proceedings were settled in March 2010.

In December 2009, WaveDivision Holdings, LLC, Horizon Cable TV, Inc., Stanford University, and the City of San Bruno, California, jointly filed a program access complaint seeking to reverse certain changes to the professional sports programming on Comcast SportsNet Bay Area and Comcast SportsNet California, in addition to other relief. Complainants alleged that the realignment of programming on those networks was an unfair practice, that the networks discriminated against Complainants in the price and certain other terms of carriage, and that Comcast Corporation unduly influenced the programming changes. The Comcast entities named in the complaint denied these

allegations and asked for dismissal of the action. The proceeding was settled in late 2010 and the complaint was dismissed with prejudice by the FCC in January 2011.

In 2010, Dish Network ("Dish") initiated arbitration proceedings under the *Adelphia Order* to determine the fair market value of renewal carriage of Comcast SportsNet Bay Area, Comcast SportsNet California, Comcast SportsNet Chicago, and Comcast SportsNet Mid-Atlantic. The Comcast SportsNet California arbitration proceeded first, and the arbitrator awarded Comcast its "final offer" contract for Dish carriage of the RSN. In response to losing the arbitration, Dish dropped the network. The proceeding was ultimately settled, and Dish restored Comcast SportsNet California to Dish subscribers in early 2011. The arbitration proceedings with regard to the three other RSNs were likewise settled in early 2011.

In late 2010, DirecTV initiated arbitration proceedings under the *Adelphia Order* to determine the fair market value of renewal carriage of Comcast SportsNet Mid-Atlantic. The parties settled the dispute, and DirecTV withdrew its arbitration demand in early 2013.

13. In 2012, the *Washington Post* reported that Comcast was prepared to launch the Internet Essentials program in 2009 but chose to delay implementation until Comcast secured regulatory approval for its merger with NBC Universal. The *Washington Post* suggested that Comcast viewed the program as a bargaining chip in the regulatory proceedings, and it quoted you as saying, "I held back because I knew it may be the type of voluntary commitment that would be attractive to the chairman [of the FCC]." Is this quotation accurate?

Response: There was a confluence of events that affected the timing of the launch of *Internet Essentials*. Although I believe that *Internet Essentials* was an attractive commitment to make as part of the NBCUniversal transaction review process, that was only one factor in the timing of its launch. The FCC was preparing its National Broadband Plan around this same time, and we were already developing a program similar to *Internet Essentials* at the time of the NBCUniversal transaction. So the timing of these events dovetailed, and we saw the opportunity to present the idea for the program to the FCC as part of the transaction. In addition, *Internet Essentials* is designed to meet the needs of a specific population – low-income families with school-age children who are not currently connected to broadband Internet at home. This goal comports with the recognition by the President and others that broadband access is important to education. To serve this goal, we wanted to launch the program at the beginning of a school year. In short, it was a win, win, win situation.

Comcast has done more to promote and increase broadband adoption by low-income families than any other entity in the nation, private or governmental. As noted in our Joint Written Statement, in the first 30 months of the program, Comcast has connected more than 300,000 families, representing an estimated 1.2 million low-income Americans, to the power of the Internet at home.

Although *Internet Essentials* began as a voluntary three-year commitment as part of the NBCUniversal transaction, the program has become much more than that – it is now in our DNA. We have continuously and dramatically enhanced the program well beyond our original commitment to the FCC – and recently announced that we are extending *Internet Essentials* indefinitely. If this transaction is approved, the program will apply to all the communities in the TWC markets as well.

14. In June 2012, the FCC entered a consent decree requiring Comcast to implement certain reforms with respect to Comcast's standalone broadband offering. The consent decree was intended to bring Comcast into compliance with a condition imposed as part of the Comcast-NBC Universal deal to mitigate risks of excessive product bundling. The consent decree mandated a program to train employees about Comcast's standalone offering. Nonetheless, during a February 13 conference call with Wall Street analysts, Comcast's CFO said that he was "confident that revenue opportunities exist by including greater bundling penetration in residential," and, on a March 10 conference call, he reiterated that Comcast "would seek to bundle more" and that it would train its call center and service employees to "upsell" and bundle better. Would it be unreasonable for someone to perceive a conflict between the dictates of the consent decree and the intentions reflected in Comcast's CFO's statements?

Response: As part of the NBCUniversal transaction, Comcast committed to offering consumers broadband service on a standalone basis. There was no commitment or condition that prohibited Comcast from offering and promoting bundled services. The FCC required us to provide a 6 Mbps downstream Internet access service for $49.95 per month. In response, we rolled out our Performance Starter offering in just one month – the fastest Comcast has ever deployed a brand new service simultaneously throughout its footprint. Consumers can also order, on a standalone basis, any tier of broadband Internet access service that we offer as part of a bundled or multi-product package. Nonetheless, over half of Comcast's customers prefer two- or three-product bundles to standalone cable, telephone, and broadband services.

As I stated during the hearing, and as noted above, nothing in the *Comcast-NBCUniversal Order* relating to the standalone broadband condition prohibits Comcast from offering and selling product bundles to customers, as our competitors may also do. In fact, the *Comcast-NBCUniversal Order* expressly contemplates our continued selling of bundles, providing that:

> If Comcast offers additional speeds in conjunction with other *bundled service packages*, Comcast shall also offer such speeds on a standalone basis at reasonable, market-based prices. In each case, the standalone offering shall be on equivalent terms and conditions (including but not limited to usage caps) to the most comparable Broadband Internet Access Service offered in a *bundled offering*.

Comcast-NBCUniversal Order, App. A, § IV.D.1. (emphasis added).

15. Municipal broadband networks have the potential to introduce competition in markets where consumers have limited choices for broadband service.

a. Please identify any instance in which Comcast has opposed development of a municipal broadband network or lobbied a state to impose restrictions on such networks and please describe Comcast's rationale for doing so.

Response: Comcast believes that where governments seek to fund or provide broadband service in areas where private providers are already doing so, they risk driving out private investment because competitive providers may find it difficult to compete against a government-subsidized product. Moreover, history shows that most government-owned broadband projects have turned out to be more complicated and more expensive than their proponents would admit – the lesson is often learned too late – and broadband projects require constant investment to remain state-of-the-art.

Comcast engages in discussions at the state and local level to educate policymakers on the potential costs and risks of government-owned networks and to help them determine how best to drive network investment.

Comcast believes that the better option is for communities to work with broadband providers to encourage private investment in broadband by removing barriers to investment, accelerating and streamlining local permitting processes, and avoiding onerous taxation. We welcome initiatives by local communities to reduce barriers to investment.

b. Do you agree that citizens should be able to determine for themselves, through local officials, whether they are offered broadband services through municipal enterprises or public-private partnerships?

Response: We believe that communities should deliberate fully before embarking on a competitive business using public funds, and that citizens should be entitled to vote on these projects.

16. Does Comcast include a binding, pre-dispute arbitration clause in its consumer contracts?

Response: Comcast strives to resolve consumer complaints without resort to arbitration or litigation, and the vast majority of consumer complaints are successfully resolved at the customer service level. In addition, Comcast includes an arbitration clause in consumer contracts as a means of timely and efficient dispute resolution. The arbitration clause comports with settled U.S. Supreme Court precedent concerning the protection of consumer rights and remedies. *See AT&T Mobility LLC v. Concepcion*, 131 S. Ct. 1740 (2011). Comcast customers can also bring actions against the company in small claims courts, which typically have jurisdiction over consumer claims ranging from $10,000 to $20,000. Over the past five years, the number of these court actions has ranged from

approximately 150 to 180 per year, and the vast majority of them have been resolved by settlement.

If so, please answer the following questions:

a. When did Comcast begin using its arbitration clause?

Response: Approximately 15 years ago.

b. Does the arbitration clause include either a class action or class arbitration prohibition?

Response: Yes, starting around 2004.

c. In the five years before Comcast began using its arbitration clause, how many consumer-related complaints were brought against Comcast in court? Of these, how many proceeded as collective or class actions, either to settlement or a final judgment?

Response: Comcast does not have case records going back that far and therefore does not have this information.

d. In the years since Comcast began using its arbitration clause, how many consumer-related complaints have been brought against Comcast in arbitration? Of these, how many proceeded as collective or class actions or as collective or class arbitrations, either to settlement or to final judgment?

Response: As noted above, most customer complaints are resolved without resort to litigation or arbitration. In addition to the small claims court cases described above, over 20 arbitrations have been initiated by customers. The majority of these were settled; approximately nine are currently active. To date, none of these has proceeded to settlement or final judgment as a collective or class action.

e. What is Comcast's rationale for subjecting consumer claims to arbitration instead of giving consumers the option of pressing their claims in court?

Response: In Comcast's experience, arbitration offers a faster, less expensive way for most customers to resolve their complaints than traditional litigation. Comcast pays the filing fee, so there is no cost to the customer to initiate the arbitration; the arbitrations are typically resolved much more quickly – often with only one short filing per side; and the results are binding so both sides avoid the potential costs and delay of appeal. As noted above, however, Comcast customers can forgo the arbitration option and pursue claims against the company in small claims court. In all of these disputes, Comcast strives to resolve customer complaints as efficiently and fairly as possible.

f. Do you agree that class actions or class arbitrations can be an effective way for consumers to hold corporations accountable for relatively low-value claims that otherwise might not be litigated? If not, please explain your answer.

Response: In Comcast's experience, arbitration has proven to be a fairer, more efficient, and more effective remedy for customers to resolve relatively low-value claims than traditional litigation, including class actions that often prove more beneficial for the attorneys involved than for the consumers.

17. Does Comcast currently negotiate with TWC with respect to TWC carriage of Comcast-affiliated programming? If so, how often do those negotiations take place? What are Comcast's objectives during those negotiations?

Response: NBCUniversal negotiates directly and independently with TWC for carriage of the full suite of NBCUniversal programming. Comcast directly owns interests in a handful of cable program networks and services (*e.g.*, MLB Network, NHL Network, and iN Demand). TWC currently carries MLB Network, NHL Network, and content from iN Demand. Comcast does not control distribution or negotiation with respect to this programming with TWC or any other MVPDs.

18. Some content producers may seek out alternative delivery mechanism (ADM) arrangements as a means to gain additional exposure for their work at costs that potentially are lower than those associated with traditional MVPD carriage deals. ADMs could become impractical, however, if MVPD companies' contracts include most favored nation (MFN) provisions, which generally provide that the MVPD company is entitled to the terms that the content producer offers other distributors.

a. Do you agree with the foregoing statement? If not, please identify those aspects with which you disagree and explain your disagreement.

Response: As a general matter, MFN provisions operate to provide material parity between a contracting party and any more favorable or expansive rights negotiated by another party, usually a competitor, although these provisions vary widely from agreement to agreement. It is unclear from the description in this example why an MFN provision that covers ADM arrangements would impair the practicality of them. Instead, the MFN provision could allow an MVPD to gain expanded rights to show content via ADMs, if another distributor is granted such rights, in which case the MVPD's subscribers would have additional choices for where to view the content. The other distributor's rights and the content producer's interests would not be impaired by that result, and consumers would benefit.

b. Does Comcast require content producers to agree to MFNs as a term of carriage on Comcast's distribution platforms?

Response: Under the *Comcast-NBCUniversal Order*, Comcast is permitted to have MFN provisions that ensure that Comcast is treated in material parity with other similarly situated MVPDs with respect to price and non-price terms, except to the extent that any other MVPDs' non-price terms "would frustrate the purpose of" the *Comcast-NBCUniversal Order*, App. A, § IV.B.3.c. Since 2011, Comcast has complied with this provision to the extent that it has obtained MFNs from content producers.

19. MVPD companies generally reserve from the television networks about two minutes per hour of advertising for the MVPD companies to sell. These two minutes per hour generate billions of dollars in annual revenue for the MVPD industry. National advertisers generally purchase advertising time from the MVPD companies through Media, a buying cooperative that represents MVPD companies.

a. Do you agree with the foregoing statement? If not, please identify those aspects with which you disagree and explain your disagreement.

Response: Advertisers that seek to reach a national television audience today generally purchase advertising time from cable and broadcast networks directly from the networks themselves. In addition, many of those advertisers choose to supplement their cable and broadcast network schedules by purchasing advertising in one or more of the 210 DMAs. These purchases can be made directly on local broadcast stations or through about a dozen national representative firms that provide these services for local broadcast stations. MVPDs, in turn, may sell their available local spot advertising time directly to buyers of advertising or indirectly through NCC Media, which places spot advertising time across multiple pay TV providers. MVPDs also accept advertising buys from multiple other firms (*e.g.*, TelAmerica, CTV, Cable Scoop, Cable Time, Zip Tech Media, WorldLink, ITN, Delivery Agent (The Band), AudienceXpress) that, like NCC Media, place spot ads across multiple pay TV providers.

Local spot television advertising is negotiated within these distinct, isolated DMAs. Currently, Comcast and TWC compete against all forms of local advertising, with local broadcast TV being the most direct competitor. The list also includes radio, newspaper, outdoor display advertising, direct mail and Internet advertising. In fact, Internet advertising, including search, display and, especially, video advertising, is growing very rapidly.

As Professor Yoo testified during the April 9 hearing, cable companies represent only 7 percent of the local advertising market based on SNL Kagan data. "If you're a local advertiser, 93 percent of your money is going elsewhere . . . . And a 7 percent concentration level under any antitrust standard is irrelevant." Similarly, even combined, Comcast and TWC will have only approximately 8-11 percent of television viewing saleable impressions. Although our geographic footprint may be larger, our share of the local TV advertising market will still be very small and well below any level that raises antitrust concerns. In fact, as

described in our Joint Written Statement, we believe that the transaction will enhance competition for local and other advertisers.

b. What is Comcast's current ownership interest in NCC Media?

Response: Comcast has a 60 percent ownership interest in NCC Media.

c. If Comcast is permitted to acquire TWC, what will be its ownership interest in NCC Media?

Response: Post-transaction, Comcast will have a 76.7 percent ownership interest.

20. Last year, Comcast was sued for its alleged practice of retaining customers' personal information – including Social Security numbers and credit card numbers – long after customers cancelled their Comcast accounts. What personal data does Comcast collect from its customers? And what are Comcast's policies with respect to retention, minimization, and expungement of such data?

Response: Comcast complies with the stringent privacy requirements of the Cable Act, 47 U.S.C. § 551. Comcast's customer privacy policy for its cable television, high-speed Internet, and phone services is publicly available at http://www.comcast.com/Corporate/Customers/Policies/CustomerPrivacy.html. In addition, and consistent with the Cable Act, Comcast retains customer records pursuant to local, state, and federal requirements and its business purposes.

EXHIBIT 1

Minneapolis									
	2006	2007	2008	2009	2010	2011	2012	2013	2014
Triple Play EDP	N/A	$148.38	$152.88	$149.94	$144.94	$149.99	$159.95	$164.95	$169.95
Digital Preferred EDP		$65.48	$69.98	$74.49	$76.44	$76.44	$84.49	$86.99	$89.99
HD Equipment/Tech Fee		$7.00	$7.00	$7.00	$7.00	$7.00	$10.00	$10.00	$10.00
# of Channels		~201	~221	~242	~244	~305	~312	~327	~332
Subscriber Cost per Channel		$0.36	$0.35	$0.34	$0.34	$0.27	$0.30	$0.30	$0.30
Performance HSD (stand-alone)		$59.95	$59.95	$59.95	$57.95	$57.95	$62.95	$64.95	$66.95
Download Speed		6Mbps	6Mbps	12Mbps	12Mbps	12Mbps	15Mbps	15Mbps	25Mbps
Subscriber Cost per MB		$9.99	$9.99	$5.00	$4.83	$4.83	$4.20	$4.33	$2.68

Notes:
- Triple Play “Every Day Pricing (EDP)” reflects pricing for bundled services as part of a defined Triple Play package or, wher e defined Triple Play packages do not exist, the bundling and associated discounts for equivalent services.
- Digital Preferred “Every Day Pricing (EDP)” reflects monthly pricing for today’s Digital Preferred Tier of service or the his torical equivalent where the Preferred Tier did not exist.
- HD Equipment/Tech Fee reflects monthly pricing for HD services or the equivalent of one HD set -top-box.

Boston									
	2006	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**
Triple Play EDP	$167.45	$174.34	$178.41	$169.99	$149.99	$154.99	$159.99	$164.99	$170.49
Digital Preferred EDP	$60.60	$67.15	$71.27	$75.95	$79.45	$83.20	$87.08	$87.90	$87.90
HD Equipment/Tech Fee	$8.95	$8.79	$8.74	$7.00	$7.95	$8.95	$9.95	$9.95	$9.95
# of Channels	~200	~208	~218	~258	~269	~292	~313	~321	~329
Subscriber Cost per Channel	$0.35	$0.37	$0.37	$0.32	$0.32	$0.32	$0.31	$0.30	$0.30
Performance HSD (stand-alone)	$57.95	$59.95	$59.95	$57.95	$59.95	$59.95	$62.95	$64.95	$66.95
Download Speed	6Mbps	6Mbps	6Mbps	12Mbps	12Mbps	15Mbps	20Mbps	25Mbps	25Mbps
Subscriber Cost per MB	$9.66	$9.99	$9.99	$4.83	$5.00	$4.00	$3.15	$2.60	$2.68

Notes:
- Triple Play “Every Day Pricing (EDP)” reflects pricing for bundled services as part of a defined Triple Play package or, wher e defined Triple Play packages do not exist, the bundling and associated discounts for equivalent services.
- Digital Preferred “Every Day Pricing (EDP)” reflects monthly pricing for today’s Digital Preferred Tier of service or the his torical equivalent where the Preferred Tier did not exist.
- HD Equipment/Tech Fee reflects monthly pricing for HD services or the equivalent of one HD set -top-box.

Philadelphia									
	2006	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**
Triple Play EDP	$168.85	$172.15	$178.65	$159.99	$159.99	$154.99	$159.99	$164.99	$169.99
Digital Preferred EDP	$66.10	$69.15	$72.85	$77.20	$76.70	$80.95	$84.95	$87.90	$87.90
HD Equipment/Tech Fee	$5.00	$5.00	$6.50	$6.50	$9.25	$9.25	$9.95	$9.95	$9.95
# of Channels	~204	~210	~218	~236	~329	~389	~394	~368	~378
Subscriber Cost per Channel	$0.35	$0.35	$0.36	$0.35	$0.26	$0.23	$0.24	$0.27	$0.26
Performance HSD (stand-alone)	$57.95	$59.95	$59.95	$59.95	$59.95	$59.95	$62.95	$64.95	$66.95
Download Speed	6Mbps	6Mbps	6Mbps	12Mbps	12Mbps	15Mbps	20Mbps	25Mbps	25Mbps
Subscriber Cost per MB	$9.66	$9.99	$9.99	$5.00	$5.00	$4.00	$3.15	$2.60	$2.68

Notes:
- Triple Play “Every Day Pricing (EDP)” reflects pricing for bundled services as part of a defined Triple Play package or, wher e defined Triple Play packages do not exist, the bundling and associated discounts for equivalent services.
- Digital Preferred “Every Day Pricing (EDP)” reflects monthly pricing for today’s Digital Preferred Tier of service or the his torical equivalent where the Preferred Tier did not exist.
- HD Equipment/Tech Fee reflects monthly pricing for HD services or the equivalent of one HD set -top-box.

San Francisco									
	2006	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**
Triple Play EDP	$147.84	$151.35	$150.39	$149.94	$144.94	$149.99	$159.95	$164.95	$169.95
Digital Preferred EDP	$64.94	$68.45	$72.94	$76.90	$78.94	$81.94	$82.99	$86.49	$88.49
HD Equipment/Tech Fee	$5.00	$7.00	$7.00	$7.00	$7.00	$8.00	$10.00	$10.00	$10.00
# of Channels	~221	~218	~264	~285	~323	~338	~364	~344	~347
Subscriber Cost per Channel	$0.32	$0.35	$0.30	$0.29	$0.27	$0.27	$0.26	$0.28	$0.28
Performance HSD (stand-alone)	$56.95	$56.95	$58.95	$58.95	$57.95	$59.95	$62.95	$64.95	$66.95
Download Speed	6Mbps	6Mbps	6Mbps	12Mbps	12Mbps	12Mbps	15Mbps	15Mbps	25Mbps
Subscriber Cost per MB	$9.49	$9.49	$9.83	$4.91	$4.83	$5.00	$4.20	$4.33	$2.68

Notes:
- Triple Play “Every Day Pricing (EDP)” reflects pricing for bundled services as part of a defined Triple Play package or, wher e defined Triple Play packages do not exist, the bundling and associated discounts for equivalent services.
- Digital Preferred “Every Day Pricing (EDP)” reflects monthly pricing for today’s Digital Preferred Tier of service or the his torical equivalent where the Preferred Tier did not exist.
- HD Equipment/Tech Fee reflects monthly pricing for HD services or the equivalent of one HD set -top-box.

Atlanta									
	2006	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**
Triple Play EDP	$161.89	$167.10	$170.10	$162.93	$162.93	$149.99	$159.95	$164.95	$169.95
Digital Preferred EDP	$63.25	$65.94	$68.45	$72.70	$74.90	$77.90	$80.90	$83.90	$85.90
HD Equipment/Tech Fee	$5.00	$6.95	$6.95	$6.95	$7.95	$8.50	$9.95	$9.95	$9.95
# of Channels	~211	~217	~229	~236	~295	~301	~321	~327	~334
Subscriber Cost per Channel	$0.32	$0.34	$0.33	$0.34	$0.28	$0.29	$0.28	$0.29	$0.29
Performance HSD (stand-alone)	$57.95	$57.95	$57.95	$59.95	$57.95	$59.95	$62.95	$62.95	$66.95
Download Speed	4Mbps	4Mbps	6Mbps	12Mbps	12Mbps	12Mbps	15Mbps	25Mbps	25Mbps
Subscriber Cost per MB	$14.49	$14.49	$9.66	$5.00	$4.83	$5.00	$4.20	$2.52	$2.68

Notes:
- Triple Play "Every Day Pricing (EDP)" reflects pricing for bundled services as part of a defined Triple Play package or, wher e defined Triple Play packages do not exist, the bundling and associated discounts for equivalent services.
- Digital Preferred "Every Day Pricing (EDP)" reflects monthly pricing for today's Digital Preferred Tier of service or the his torical equivalent where the Preferred Tier did not exist.
- HD Equipment/Tech Fee reflects monthly pricing for HD services or the equivalent of one HD set -top-box.

CPI

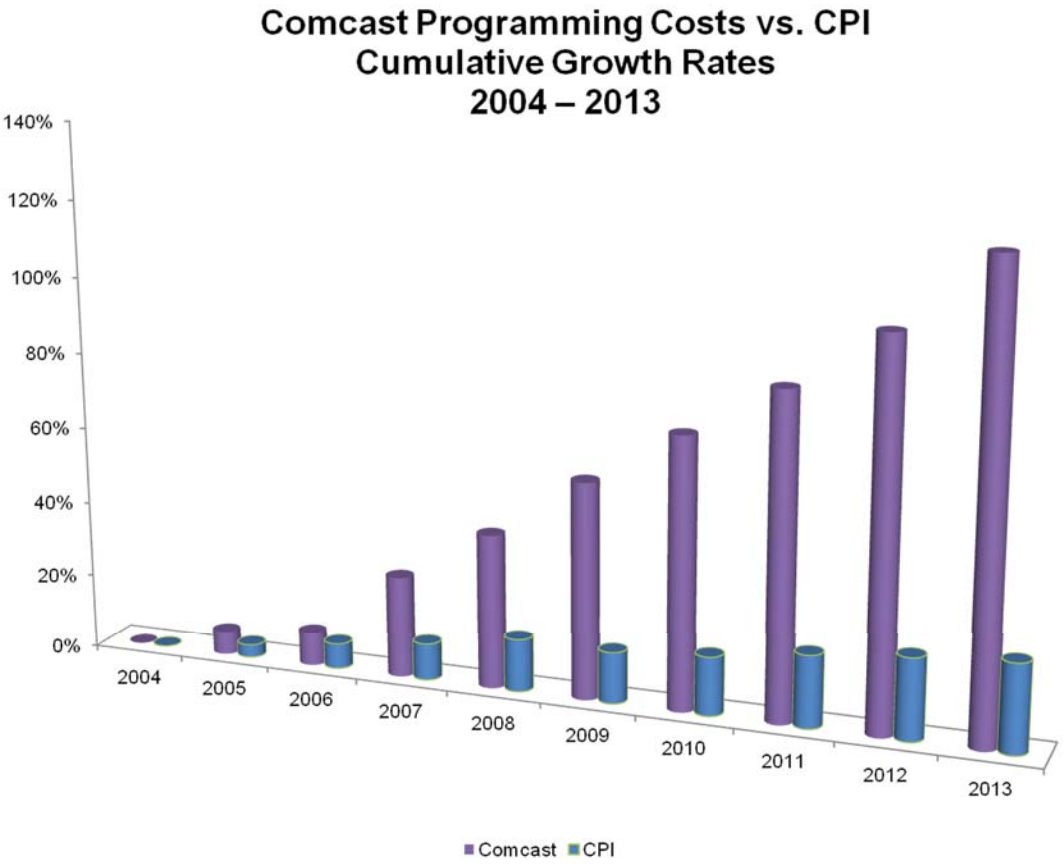
Source: Bureau of Labor Statistics

	2006	2007	2008	2009	2010	2011	2012	2013	2014	CPI CAGR
2006	100.00	102.85	106.80	106.42	108.16	111.58	113.89	115.55		2.1%
2007		100.00	103.84	103.47	105.17	108.49	110.73	112.35		2.0%

	Annual Growth (Actual)									2007 - 2013 CAGR	Adjusted for CPI 2007 - 2013 CAGR
Minneapolis	**2006**	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**		
Triple Play			3.0%	(1.9%)	(3.3%)	3.5%	6.6%	3.1%	3.0%	1.8%	(0.2%)
Dig. Pref.			6.9%	6.4%	2.6%	0.0%	10.5%	3.0%	3.4%	4.8%	3.2%
Perf. HSD			0.0%	0.0%	(3.3%)	0.0%	8.6%	3.2%	3.1%	1.3%	(0.7%)

	Annual Growth (Actual)									2006 - 2013 CAGR	Adjusted for CPI 2006 - 2013 CAGR
Boston	**2006**	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**		
Triple Play		4.1%	2.3%	(4.7%)	(11.8%)	3.3%	3.2%	3.1%	3.3%	(0.2%)	(2.6%)
Dig. Pref.		10.8%	6.1%	6.6%	4.6%	4.7%	4.7%	0.9%	0.0%	5.5%	3.8%
Perf. HSD		3.5%	0.0%	(3.3%)	3.5%	0.0%	5.0%	3.2%	3.1%	1.6%	(0.5%)
Philadelphia											
Triple Play		2.0%	3.8%	(10.4%)	0.0%	(3.1%)	3.2%	3.1%	3.0%	(0.3%)	(2.8%)
Dig. Pref.		4.6%	5.4%	6.0%	(0.6%)	5.5%	4.9%	3.5%	0.0%	4.2%	2.3%
Perf. HSD		3.5%	0.0%	0.0%	0.0%	0.0%	5.0%	3.2%	3.1%	1.6%	(0.5%)
San Francisco											
Triple Play		2.4%	(0.6%)	(0.3%)	(3.3%)	3.5%	6.6%	3.1%	3.0%	1.6%	(0.6%)
Dig. Pref.		5.4%	6.6%	5.4%	2.7%	3.8%	1.3%	4.2%	2.3%	4.2%	2.3%
Perf. HSD		0.0%	3.5%	0.0%	(1.7%)	3.5%	5.0%	3.2%	3.1%	1.9%	(0.2%)
Atlanta											
Triple Play		3.2%	1.8%	(4.2%)	0.0%	(7.9%)	6.6%	3.1%	3.0%	0.3%	(2.1%)
Dig. Pref.		4.3%	3.8%	6.2%	3.0%	4.0%	3.9%	3.7%	2.4%	4.1%	2.3%
Perf. HSD		0.0%	0.0%	3.5%	(3.3%)	3.5%	5.0%	0.0%	6.4%	1.2%	(1.0%)

EXHIBIT 2



Source: Comcast SEC Filings, Federal Reserve Bank of Minneapolis

- FCC data show the price per channel of expanded basic (the most popular tier among consumers) has increased only 0.2% per year from 1995 to 2012, while the Consumer Price Index rose 2.4% per year – twelve times as much.

- Cable is a better value proposition than ever. In fact, the price per channel of expanded basic actually *decreased* in the most recent period studied by the FCC and is the lowest it has been in all the years the FCC has measured it (since 1995), and many customers are receiving promotional discounts that make the value proposition even better.

- As shown in the chart below, cable is still a tremendous consumer value and customers are getting more for their money.

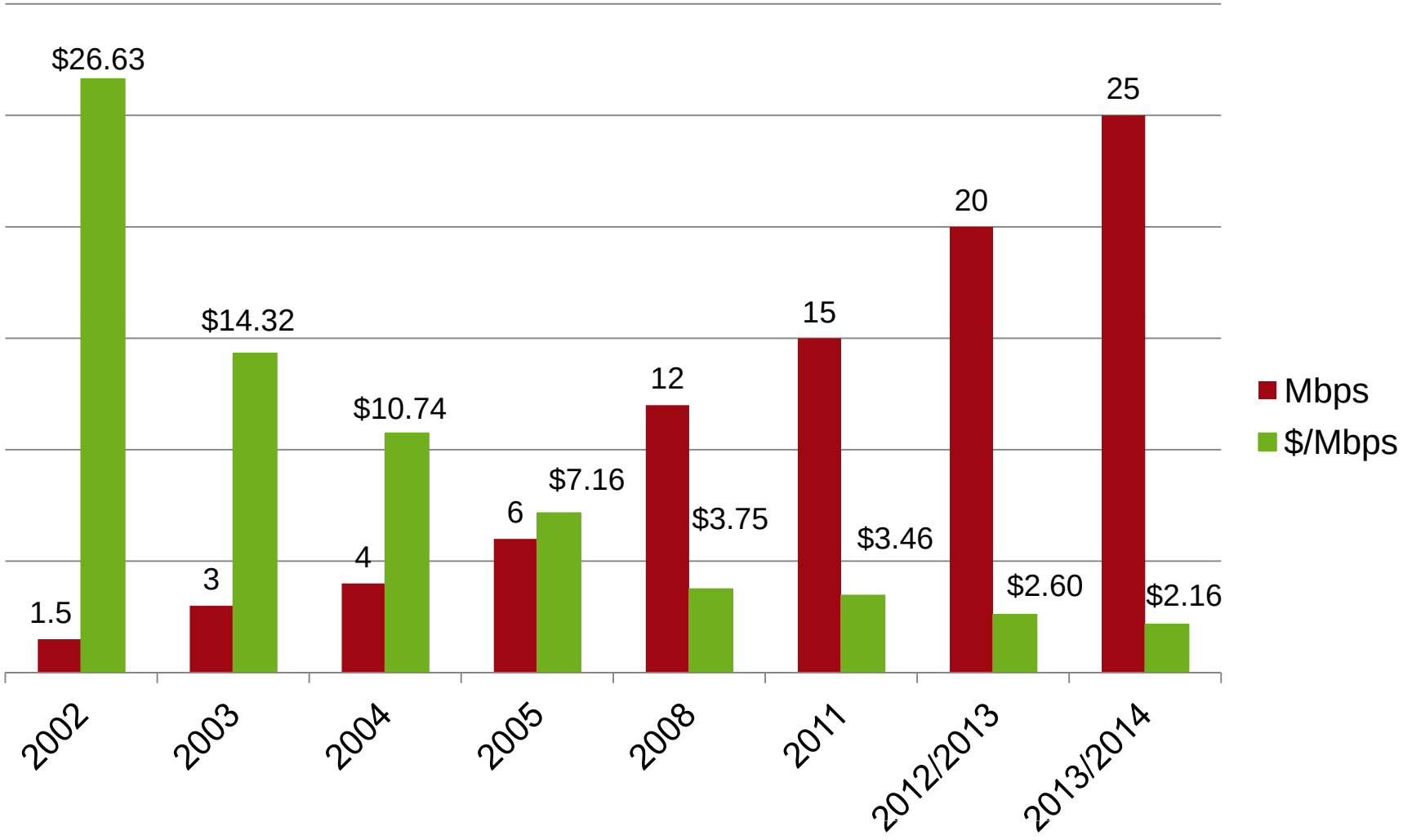
MEASURING THE COST OF ENTERTAINMENT

ESTIMATED COST FOR A FAMILY OF 4 TO ENJOY 3 HOURS OF ENTERTAINMENT.

Source: NCTA

EXHIBIT 3

XFINITY Internet's Most Popular Speed Tier "Performance": Decrease in Cost/Mbps 2002 – 2014



Note: Services subject to availability and may vary.

COMCAST

EXHIBIT 4

Comcast Corporation
Adjusted Consolidated Results

Year Ended December 31	Revenue	OCF	Net Income	Profit Margin	Source	EIN #	
1995	3,363	1,019	(44)	30%	1997 Form 10-K	23-1709202	
1996	3,612	1,047	(54)	29%	1998 Form 10-K	23-1709202	
1997	4,468	1,293	(254)	29%	1999 Form 10-K	23-1709202	
1998	5,419	1,497	943	28%	2000 Form 10-K	23-1709202	
1999	6,529	1,880	1,036	29%	2001 Form 10-K	23-1709202	
2000	8,357	2,458	2,021	29%	2002 Form 10-K	23-1709202	NI does not tie to 2000 10-K - preferred dividends
2001	5,937	1,948	609	33%	2003 Form 10-K	23-1709202	Sale of QVC, Inc. in 9/2003
2002	8,102	2,836	(274)	35%	2004 Form 10-K	27-0000798	Sale of QVC, Inc. in 9/2003
2003	18,348	6,392	3,240	35%	2005 Annual Report	27-0000798	
2004	19,221	7,180	970	37%	2006 Annual Report	27-0000798	
2005	21,075	8,072	928	38%	2007 Form 10-K	27-0000798	
2006	24,966	9,442	2,533	38%	2008 Form 10-K	27-0000798	
2007	31,060	11,786	2,587	38%	2009 Form 10-K	27-0000798	
2008	34,423	13,132	2,547	38%	2010 Form 10-K	27-0000798	
2009	35,756	13,714	3,638	38%	2011 Form 10-K	27-0000798	
2010	37,937	14,596	3,635	38%	2012 Form 10-K	27-0000798	
2011	55,842	18,357	4,160	33%	2013 Form 10-K	27-0000798	
2012	62,570	19,977	6,203	32%	2013 Form 10-K	27-0000798	
2013	64,657	21,434	6,816	33%	2013 Form 10-K	27-0000798	
Three Months Ended March 31, 2014	17,408	5,538	1,871	32%	1Q14 Form 10-Q		

EXHIBIT 5

Comcast Cable Communications
Regulated Communities

Community	State
MODESTO	CA
CONCORD	CA
EL GRANADA	CA
MONTARA	CA
MOSS BEACH	CA
FOSTER CITY	CA
UNINC CONTRA COSTA (N)	CA
UNINC CONTRA COSTA (S)	CA
WALNUT CREEK	CA
CONTRA COSTA	CA
BAY POINT	CA
EL DORADO HILLS	CA
WALNUT CREEK	CA
WALNUT CREEK (A)	CA
GLENDALE CITY	CO
WASHINGTON	DC
LEWES	DE
REHOBOTH	DE
SUSSEX COUNTY (PSC)	DE
FENWICK ISLAND	DE
KENT COUNTY (PSC)	DE
DEWEY BEACH	DE
SUSSEX COUNTY (PSC)	DE
NEW CASTLE COUNTY (PSC)	DE
NEWARK	DE
WILMINGTON	DE
URBANA	IL
BONDVILLE	IL
MACOMB	IL
SPRINGFIELD TOWNSHIP	IL
YARMOUTH	MA
MALDEN	MA
GARDNER	MA
LEOMINSTER	MA
HAVERHILL	MA
BARNSTABLE	MA
HARWICH	MA
DENNIS	MA
MEDFORD	MA
AMESBURY	MA
CHATHAM	MA

Community	State
WINTHROP	MA
SALEM	MA
CHELSEA	MA
NEW BEDFORD	MA
GROVELAND	MA
FALMOUTH	MA
BILLERICA	MA
LOWELL	MA
ORLEANS	MA
FALL RIVER	MA
DARTMOUTH	MA
NORTH ANDOVER	MA
EASTHAM	MA
SAUGUS	MA
PEABODY	MA
BEVERLY	MA
NEWBURYPORT	MA
QUINCY	MA
TEMPLETON	MA
ATTLEBORO	MA
WEYMOUTH	MA
FAIRHAVEN	MA
ACUSHNET	MA
NORTH ATTLEBORO	MA
GLOUCESTER	MA
ROCKPORT	MA
NEWBURY	MA
MAYNARD	MA
CHELMSFORD	MA
SOMERSET	MA
PLAINVILLE	MA
SWANSEA	MA
ESSEX	MA
MANCHESTER	MA
BROCKTON	MA
MILTON	MA
MERRIMAC	MA
DRACUT	MA
NORTON	MA
MILLIS	MA
CLINTON	MA
FOXBOROUGH	MA
MILFORD	MA
MEDWAY	MA
HOLBROOK	MA
PROVINCETOWN	MA

Community	State
WELLFLEET	MA
WHITMAN	MA
STOUGHTON	MA
WRENTHAM	MA
HULL	MA
NORWELL	MA
COHASSET	MA
SCITUATE	MA
SHARON	MA
RANDOLPH	MA
AVON	MA
HANSON	MA
HOPEDALE	MA
WALPOLE	MA
BELLINGHAM	MA
BLACKSTONE	MA
MIDDLETON	MA
ASHLAND	MA
EASTON	MA
RAYNHAM	MA
WEST BRIDGEWATER	MA
HOLLISTON	MA
LANCASTER	MA
HANOVER	MA
NORFOLK	MA
HINGHAM	MA
MENDON	MA
EAST BRIDGEWATER	MA
STOW	MA
MARBLEHEAD	MA
FREETOWN	MA
DIGHTON	MA
BERKLEY	MA
WAYLAND	MA
WESTON	MA
BRIDGEWATER	MA
CONCORD	MA
LAKEVILLE	MA
DANVERS	MA
CAMBRIDGE	MA
TOPSFIELD	MA
CARLISLE	MA
DUXBURY	MA
REHOBOTH	MA
DOVER	MA
PHILLIPSTON	MA

Community	State
AMHERST	MA
GREENFIELD	MA
MONTAGUE	MA
PALMER	MA
WARE	MA
WARREN	MA
HOLYOKE	MA
SOUTH HADLEY	MA
AGAWAM	MA
WESTFIELD	MA
WEST SPRINGFIELD	MA
BUCKLAND	MA
PELHAM	MA
DEERFIELD	MA
SUNDERLAND	MA
NORTHAMPTON	MA
GRANBY	MA
LONGMEADOW	MA
HATFIELD	MA
WILLIAMSBURG	MA
SOUTHWICK	MA
SPRINGFIELD	MA
WESTHAMPTON	MA
BERLIN	MD
OCEAN CITY	MD
SALISBURY	MD
HYATTSVILLE	MD
COLLEGE PARK	MD
EDMONSTON	MD
MOUNT RAINIER	MD
UNIVERSITY PARK	MD
GREENBELT	MD
WASHINGTON GROVE	MD
POOLESVILLE	MD
BARNESVILLE	MD
LAYTONSVILLE	MD
CHEVY CHASE	MD
CHEVY CHASE VILLAGE	MD
CHEVY CHASE VILLAGE SECTION 3	MD
TOPSHAM	ME
BRUNSWICK	ME
KITTERY	ME
BLOOMINGTON CITY	MN
ST. LOUIS PARK CITY	MN
MINNEAPOLIS CITY	MN
EDEN PRAIRIE CITY	MN

Community	State
EDINA CITY	MN
HOPKINS CITY	MN
RICHFIELD CITY	MN
MINNETONKA CITY	MN
COLUMBIA HEIGHTS CITY	MN
HILLTOP CITY	MN
BROOKLYN PARK VILLAGE	MN
BROOKLYN CENTER CITY	MN
OSSEO VILLAGE	MN
NEW HOPE VILLAGE	MN
CRYSTAL CITY	MN
ROBBINSDALE CITY	MN
GOLDEN VALLEY VILLAGE	MN
ARDEN HILLS CITY	MN
FALCON HEIGHTS CITY	MN
LAUDERDALE CITY	MN
LITTLE CANADA CITY	MN
MOUNDS VIEW CITY	MN
NEW BRIGHTON CITY	MN
NORTH OAKS CITY	MN
ROSEVILLE CITY	MN
ST ANTHONY CITY	MN
SHOREVIEW CITY	MN
PLYMOUTH TOWN (MN)	MN
HASTINGS CITY	MN
MAPLE GROVE VILLAGE	MN
BIRCHWOOD VILLAGE CITY	MN
LAKE ELMO CITY	MN
NORTH ST PAUL CITY	MN
OAKDALE CITY	MN
VADNAIS HEIGHTS CITY	MN
WILLERNIE CITY	MN
GRANT TOWNSHIP	MN
WHITE BEAR LAKE CITY	MN
ANOKA CITY	MN
ANDOVER CITY	MN
CHAMPLIN CITY	MN
RAMSEY CITY	MN
BLAINE CITY (MN)	MN
CENTERVILLE CITY	MN
CIRCLE PINES VILLAGE	MN
COON RAPIDS CITY	MN
HAM LAKE CITY	MN
LEXINGTON CITY	MN
LINO LAKES CITY	MN
SPRING LAKE PARK CITY	MN

Community	State
SPRING LAKE PARK CITY	MN
STILLWATER CITY	MN
BAYPORT VILLAGE	MN
OAK PARK HEIGHTS VILLAGE	MN
WOODBURY	MN
COTTAGE GROVE VILLAGE	MN
NEWPORT VILLAGE	MN
DENMARK TOWNSHIP	MN
GREY CLOUD ISLAND TOWNSHIP	MN
ST PAUL PARK VILLAGE	MN
ST. PAUL CITY	MN
INVER GROVE HEIGHTS CITY	MN
LILYDALE CITY	MN
MENDOTA CITY	MN
MENDOTA HEIGHTS CITY	MN
SOUTH ST PAUL CITY	MN
SUNFISH LAKE CITY	MN
WEST ST PAUL CITY	MN
LAKELAND VILLAGE	MN
LAKELAND SHORES VILLAGE	MN
LAKE ST CROIX BEACH VILLAGE	MN
ST MARYS POINT VILLAGE	MN
AFTON CITY	MN
YANCEYVILLE	NC
MERRIMACK	NH
LITCHFIELD	NH
PELHAM	NH
ABSECON	NJ
LINWOOD	NJ
SOMERS POINT	NJ
BRIGANTINE	NJ
STAFFORD	NJ
HACKETTSTOWN	NJ
LAMBERTVILLE	NJ
MANSFIELD	NJ
VINELAND	NJ
MILLVILLE	NJ
HARVEY CEDARS	NJ
AVALON	NJ
MIDDLE TOWNSHIP	NJ
SEA ISLE CITY	NJ
STONE HARBOR	NJ
LONGPORT	NJ
MARGATE CITY	NJ
OCEAN CITY	NJ
WILDWOOD	NJ

Community	State
PENNSVILLE	NJ
SALEM	NJ
GLEN GARDNER	NJ
HAMPTON	NJ
WASHINGTON TOWNSHIP	NJ
WASHINGTON BOROUGH	NJ
BAY HEAD	NJ
BRICK TOWN	NJ
MANTOLOKING	NJ
POINT PLEASANT	NJ
POINT PLEASANT BEACH	NJ
HOPEWELL TOWNSHIP	NJ
EDGEWATER PARK	NJ
WESTAMPTON	NJ
WILLINGBORO	NJ
FRANKLIN	NJ
WASHINGTON TOWNSHIP	NJ
BERKELEY	NJ
BARNEGAT	NJ
CAPE MAY	NJ
WEST CAPE MAY	NJ
CAPE MAY POINT	NJ
LOWER	NJ
MIDDLE TOWNSHIP	NJ
WEST WILDWOOD	NJ
WILDWOOD CREST	NJ
NORTH WILDWOOD	NJ
BRIDGETON	NJ
HAMMONTON	NJ
NORTHFIELD	NJ
RIVERSIDE	NJ
BURLINGTON TOWNSHIP	NJ
UPPER TOWNSHIP	NJ
BURLINGTON CITY	NJ
PINE BEACH	NJ
OCEAN GATE	NJ
SOUTH TOMS RIVER	NJ
GLOUCESTER CITY	NJ
LACEY	NJ
MONMOUTH BEACH	NJ
LIVINGSTON	NJ
WEST CALDWELL	NJ
WEST ORANGE	NJ
BROOKLAWN	NJ
MOUNT EPHRAIM	NJ
AUDUBON PARK	NJ

Community	State
OAKLYN	NJ
EAGLESWOOD	NJ
TUCKERTON	NJ
LITTLE EGG HARBOR	NJ
FAIRFIELD	NJ
VERONA	NJ
MAPLEWOOD	NJ
HARRISON TOWN	NJ
HADDON	NJ
CALDWELL	NJ
ROSELAND	NJ
ISLAND HEIGHTS	NJ
LINDENWOLD	NJ
COLLINGSWOOD	NJ
HILLSIDE	NJ
ESSEX FELLS	NJ
BELLMAWR	NJ
RUNNEMEDE	NJ
MILLBURN	NJ
WESTFIELD	NJ
LINDEN	NJ
MAGNOLIA	NJ
WOODLYNNE	NJ
SUMMIT	NJ
DEPTFORD	NJ
WOODBURY HEIGHTS	NJ
WOODBURY	NJ
SPRINGFIELD	NJ
MONTCLAIR	NJ
SHREWSBURY	NJ
RUTHERFORD	NJ
LYNDHURST	NJ
NORTH ARLINGTON	NJ
KEARNY	NJ
SOMERDALE	NJ
RIVERTON	NJ
CINNAMINSON	NJ
PALMYRA	NJ
STRATFORD	NJ
BERLIN BOROUGH	NJ
GLOUCESTER	NJ
WESTVILLE	NJ
INDEPENDENCE	NJ
CLEMENTON	NJ
MAPLE SHADE	NJ
MOORESTOWN	NJ

Community	State
VOORHEES	NJ
CRESTWOOD	NJ
BERKELEY HEIGHTS	NJ
NEW PROVIDENCE	NJ
BERLIN TOWNSHIP	NJ
MOUNT LAUREL	NJ
GIBBSBORO	NJ
HI-NELLA	NJ
PITMAN	NJ
MERCHANTVILLE	NJ
PLAINSBORO	NJ
PINE HILL	NJ
SCOTCH PLAINS	NJ
CLARK	NJ
EVESHAM	NJ
LAUREL SPRINGS	NJ
EAST ORANGE	NJ
GLASSBORO	NJ
FANWOOD	NJ
WEST DEPTFORD	NJ
WENONAH	NJ
HAINESPORT	NJ
MEDFORD LAKES	NJ
NORTH HANOVER	NJ
MOUNTAINSIDE	NJ
EAST WINDSOR	NJ
HAZLET	NJ
MEDFORD	NJ
MANTUA	NJ
HIGHTSTOWN	NJ
NATIONAL PARK	NJ
GREENWICH	NJ
HELMETTA	NJ
SOUTH BRUNSWICK	NJ
DELANCO	NJ
DELRAN	NJ
BEVERLY	NJ
WASHINGTON CITY	NJ
MONROE	NJ
WINSLOW	NJ
BORDENTOWN TOWNSHIP	NJ
WATERFORD	NJ
HILLSBOROUGH	NJ
HIGHLANDS	NJ
UPPER TOWNSHIP	NJ
BUENA	NJ

Community	State
SHILOH	NJ
ALLENHURST	NJ
LOCH ARBOUR	NJ
NEWFIELD	NJ
EWING	NJ
LAWRENCE TOWNSHIP	NJ
PRINCETON BOROUGH	NJ
PRINCETON TOWNSHIP	NJ
LEBANON	NJ
CLINTON TOWN	NJ
READINGTON	NJ
CLINTON TOWNSHIP	NJ
LONG HILL	NJ
LOGAN	NJ
SWEDESBORO	NJ
WOODSTOWN	NJ
MANCHESTER	NJ
LAKEHURST	NJ
BRANCHBURG	NJ
BERNARDSVILLE	NJ
FLEMINGTON	NJ
RARITAN	NJ
ROOSEVELT	NJ
CHATHAM	NJ
FRANKLIN	NJ
BORDENTOWN CITY	NJ
WOOLWICH	NJ
OLDMANS	NJ
HARRISON TOWNSHIP	NJ
PILESGROVE	NJ
PENNS GROVE	NJ
COMMERCIAL	NJ
DOWNE	NJ
MAURICE RIVER	NJ
ELK	NJ
ELMER	NJ
FRANKLIN	NJ
PITTSGROVE	NJ
UPPER PITTSGROVE	NJ
SOUTH HARRISON	NJ
WEST WINDSOR	NJ
GLEN RIDGE	NJ
MENDHAM BOROUGH	NJ
PEAPACK-GLADSTONE	NJ
PENNINGTON	NJ
HOPEWELL BOROUGH	NJ

Community	State
UPPER DEERFIELD	NJ
MENDHAM TOWNSHIP	NJ
LAUREL LAKE	NJ
LAWRENCE TOWNSHIP	NJ
MANAHAWKIN	NJ
BEDMINSTER	NJ
CHESTER BOROUGH	NJ
CHESTER TOWNSHIP	NJ
TEWKSBURY	NJ
MONTGOMERY	NJ
ROCKY HILL	NJ
HOPEWELL TOWNSHIP	NJ
FOLSOM	NJ
BUENA VISTA	NJ
CHESILHURST	NJ
HARDING	NJ
EAST AMWELL	NJ
FRANKLIN	NJ
STOCKTON	NJ
WEST AMWELL	NJ
UNION	NJ
FAIRFIELD	NJ
DEERFIELD	NJ
UPPER DEERFIELD	NJ
MILLSTONE	NJ
BETHLEHEM	NJ
ALLOWAY	NJ
ELSINBORO	NJ
QUINTON	NJ
DELAWARE TOWNSHIP	NJ
MULLICA	NJ
DELAWARE TOWNSHIP	NJ
MANNINGTON	NJ
FAR HILLS	NJ
LOWER ALLOWAYS CREEK	NJ
WASHINGTON TOWNSHIP	NJ
BOROUGH OF PINE VALLEY	NJ
BOROUGH OF TAVISTOCK	NJ
PATTERSON	NY
PAWLING TOWN	NY
PAWLING VILLAGE	NY
CARMEL	NY
HERITAGE HILLS	NY
KENT	NY
SOUTHEAST	NY
BREWSTER	NY

Community	State
PUTNAM VALLEY	NY
BEEKMAN	NY
RAYLAND	OH
PORTLAND	OR
CORVALLIS	OR
SALEM	OR
LAKE OSWEGO	OR
EUGENE	OR
CLACKAMAS	OR
MARION	OR
WEST LINN	OR
PORTLAND	OR
ALOHA-REEDVILLE	OR
MILWAUKIE	OR
LAKE OSWEGO	OR
GRESHAM	OR
WOOD VILLAGE	OR
TROUTDALE	OR
FAIRVIEW	OR
MULTNOMAH	OR
UNINC MULTNOMAH	OR
UNINC PORTLAND AREA	OR
UNINC AREAS OF MULTNOMAH COUNT	OR
UNINC AREAS OF CLACKAMAS	OR
BRISTOL	PA
MIDDLETOWN	PA
PENNDEL	PA
PHILADELPHIA AREA 1	PA
MARPLE	PA
HAVERFORD	PA
CHELTENHAM	PA
MORRISVILLE	PA
DOYLESTOWN BOROUGH	PA
WEST WHITELAND	PA
MALVERN	PA
NETHER PROVIDENCE	PA
YARDLEY	PA
LANGHORNE	PA
LOWER MAKEFIELD	PA
EAST MARLBOROUGH	PA
WARRINGTON	PA
NEWTOWN	PA
DOYLESTOWN TOWNSHIP	PA
PHILADELPHIA (NE)	PA
PHILADELPHIA (NW)	PA
PHILADELPHIA AREA 2	PA

Community	State
FERGUSON	PA
STATE COLLEGE	PA
MOUNT UNION	PA
DAUPHIN	PA
EAST PENNSBORO	PA
HAMPDEN	PA
HIGHSPIRE	PA
LEMOYNE	PA
LOWER PAXTON	PA
MIDDLETOWN	PA
MIDDLE PAXTON	PA
SUSQUEHANNA	PA
SWATARA	PA
WORMLEYSBURG	PA
GALLITZIN	PA
DONORA	PA
MCKEESPORT	PA
WHITE OAK	PA
SPRINGDALE	PA
TRAFFORD	PA
HEMPFIELD	PA
IRWIN	PA
BRADDOCK HILLS	PA
FOREST HILLS	PA
JEFFERSON HILLS	PA
SHALER	PA
SCOTT	PA
HEIDELBERG	PA
GREENTREE	PA
SOUTH PARK	PA
ASPINWALL	PA
PLEASANT HILLS	PA
O HARA	PA
KENNEDY	PA
HAMPTON	PA
SEWICKLEY HILLS	PA
TRENTON	SC
CHARLOTTESVILLE	VA
ALEXANDRIA	VA
GALAX	VA
OLYMPIA	WA
MUKILTEO	WA
KENT	WA
RENTON	WA
SEATTLE	WA
BELLEVUE	WA

Community	State
UNINC KING COUNTY (S)	WA
UNINC KING COUNTY (N)	WA
AUBURN	WA
MCCLEARY	WA
MERCER ISLAND	WA
SEATTLE	WA
UNINC AREAS OF KING COUNTY	WA
DES MOINES	WA
ISSAQUAH	WA
BELLEVUE	WA
UNINC AREAS OF KING COUNTY	WA
REDMOND	WA
LAKE FOREST PARK	WA
LACEY	WA
UNINC AREAS OF KING COUNTY	WA
LYNNWOOD	WA
TUKWILA	WA
MOUNTLAKE TERRACE	WA
SPOKANE	WA
UNINC AREAS OF KING COUNTY	WA
KIRKLAND	WA
BRIER	WA
BELLEVUE (NORTHERN)	WA
MILL CREEK	WA
VASHON ISLAND	WA
BURIEN	WA
FEDERAL WAY	WA
LAKE FOREST PARK	WA
FEDERAL WAY	WA
SEATTLE (N)	WA
ISSAQUAH	WA
PRESCOTT	WI
HUDSON	WI
NORTH HUDSON	WI
RIVER FALLS	WI
MORGANTOWN	WV

EXHIBIT 6

Time Warner Cable
Communities Subject to Rate Regulation
4/28/2014

MUNICIPALITY	STATE
Enterprise, City of	AL
Maui County	HI
Bowling Green, City of	KY
Briarwood, City of	KY
Cambridge, City of (JCLCCC)	KY
Druid Hills, City of	KY
Goose Creek, City of	KY
Heritage Creek, City of (fka Minor Lane Heights)	KY
Highland Heights, City of (CCCB)	KY
Hollow Creek, City of (JCLCCC)	KY
Hollyvilla, City of	KY
Hurstbourne Acres, City of (JCLCCC)	KY
Kingsley, City of (JCLCCC)	KY
Lincolnshire, City of	KY
Newport, City of	KY
Norbourne Estates, City of	KY
Plum Springs, City of	KY
Richlawn, City of	KY
Riverwood, City of	KY
Silver Grove, City of (CCCB)	KY
Strathmoor Village, City of	KY
Wellington, City of	KY
Woodburn, City of	KY
Adams, Town of	MA
Clarksburg, Town of	MA
Dalton, Town of	MA

Lee, Town of	MA
Lenox, Town of	MA
North Adams, City of	MA
Pittsfield, City of	MA
Richmond, Town of	MA
Stockbridge, Town of	MA
Williamstown, Town of	MA
Brewer, City of	ME
Camden, Town of	ME
Cumberland, Town of	ME
Hermon, Town of	ME
Orono, Town of	ME
Portland, City of	ME
Rockland, City of	ME
South Portland, City of	ME
Thomaston, Town of	ME
Yarmouth, Town of	ME
Adams, Village of	NY
Afton, Village of	NY
Albany, City of	NY
Altamont, Village of	NY
Amsterdam, City of	NY
Amsterdam, Town of	NY
Antwerp, Town of	NY
Argyle, Village of	NY
Ballston Spa, Village of	NY
Bath, Village of	NY
Bethlehem, Town of	NY
Binghamton, City of	NY
Black River, Village of	NY
Bloomingburg, Village of	NY

Brighton, Town of	NY
Broadalbin, Town of	NY
Broadalbin, Village of	NY
Brockport, Village of	NY
Brownville, Town of	NY
Brownville, Village of	NY
Brunswick, Town of	NY
Brushton, Village of	NY
Cambridge, Village of	NY
Camden, Village of	NY
Canajoharie, Village of	NY
Candor, Village of	NY
Castleton-on-Hudson, Village of	NY
Castorland, Village of	NY
Cayuga Heights, Village of	NY
Cazenovia, Village of	NY
Celoron, Village of	NY
Charlton, Town of	NY
Chenango, Town of	NY
Cherry Valley, Village of	NY
Chittenango, Village of	NY
Clayville, Village of	NY
Clifton Park, Town of	NY
Clinton, Village of	NY
Cobleskill, Village of	NY
Cohoes, City of	NY
Cold Brook, Village of	NY
Colonie, Town of	NY
Conklin, Town of	NY
Constableville, Village of	NY
Cooperstown, Village of	NY

Corning, City of	NY
Corning, Town of	NY
Cornwall-on-Hudson, Village of	NY
Crawford, Town of	NY
Croghan, Village of	NY
Day, Town of	NY
De Witt, Town of	NY
Delaware, Town of	NY
Dickinson, Town of	NY
East Greenbush, Town of	NY
East Rochester, Village of	NY
Ellenville, Village of	NY
Elmira Heights, Village of	NY
Elmira, City of	NY
Elmira, Town of	NY
Erwin, Town of	NY
Fair Haven, Village of	NY
Fonda, Village of	NY
Fort Ann, Village of	NY
Fort Plain, Village of	NY
Franklin, Village of	NY
Freeville, Village of	NY
Fultonville, Village of	NY
Galway, Town of	NY
Galway, Village of	NY
Glens Falls, City of	NY
Glenville, Town of	NY
Goshen, Village of	NY
Granville, Village of	NY
Greene, Village of	NY
Greenwich, Village of	NY

Guilderland, Town of	NY
Hagaman, Village of	NY
Halfmoon, Town of	NY
Hannibal, Village of	NY
Herkimer, Village of	NY
Heuvelton, Village of	NY
Highland Falls, Village of	NY
Holley Village, Village of	NY
Hoosick Falls, Village of	NY
Hornell, City of	NY
Horseheads, Town of	NY
Horseheads, Village of	NY
Hurley, Town of	NY
Ithaca, City of	NY
Ithaca, Town of	NY
Johnson City, Village of	NY
Jordan, Village of	NY
Kinderhook, Village of	NY
Kingston, City of	NY
Kingston, Town of	NY
Kirkwood, Town of	NY
Lacona, Village of	NY
Lake George, Village of	NY
Lake Placid, Village of	NY
Liberty, Village of	NY
Lisle, Village of	NY
Lowville, Village of	NY
Maine, Town of	NY
Malone, Village of	NY
Malta, Town of	NY
Manlius, Village of	NY

Mannsville, Village of	NY
Marcellus, Village of	NY
Marcy, Town of	NY
Massena, Village of	NY
Maybrook, Village of	NY
Mayfield, Town of (Gloversville and Schnectady)	NY
Menands, Village of	NY
Mexico, Village of	NY
Middleville, Village of	NY
Milford, Village of	NY
Minetto, Town of	NY
Montgomery, Village of	NY
Monticello, Village of	NY
Montour Falls, Village of	NY
Moreau, Town of	NY
Morris, Village of	NY
Morrisville, Village of	NY
Murray, Town of	NY
New Hartford, Town of	NY
New Hartford, Village of	NY
New Paltz, Town of	NY
New Paltz, Village of	NY
New Scotland, Town of	NY
New Windsor, Town of	NY
New York Mills, Village of	NY
Newark Valley, Village of	NY
Nichols, Village of	NY
Niskayuna, Town of	NY
North Elba, Town of	NY
North Greenbush, Town of	NY
Northville, Village of	NY

Odessa, Village of	NY
Ogden, Town of	NY
Oneida Castle, Village of	NY
Oneida, City of	NY
Oneonta, City of	NY
Oneonta, Town of	NY
Onondaga, Town of	NY
Oriskany, Village of	NY
Oswego, City of	NY
Oswego, Town of	NY
Otego, Village of	NY
Owego, Town of	NY
Oxford, Village of	NY
Painted Post, Village of	NY
Palatine Bridge, Village of	NY
Parish, Village of	NY
Parma, Town of	NY
Penfield, Town of	NY
Perinton, Town of	NY
Perth, Town of	NY
Phoenix, Village of	NY
Pittsford, Town of	NY
Pittstown, Town of	NY
Pleasant Valley, Town of	NY
Port Henry, Village of	NY
Port Leyden, Village of	NY
Poughkeepsie, City of	NY
Queensbury, Town of	NY
Red Hook, Town of	NY
Remsen, Village of	NY
Rensselaer, City of	NY

Richfield Springs, Village of	NY
Richmondville, Village of	NY
Riverside, Village of	NY
Rochester, City of	NY
Rotterdam, Town of	NY
Sackets Harbor, Village of	NY
Salem, Village of	NY
Sand Lake, Town of	NY
Sandy Creek, Village of	NY
Saranac Lake, Village of	NY
Saratoga Springs, City of	NY
Saratoga, Town of	NY
Saugerties, Town of	NY
Saugerties, Village of	NY
Schaghticoke, Village of	NY
Schenectady, City of	NY
Schroon, Town of	NY
Schuylerville, Village of	NY
Scriba, Town of	NY
Shandaken, Town of	NY
Sharon Springs, Village of	NY
Sherburne, Village of	NY
Sidney, Village of	NY
Skaneateles, Village of	NY
Smyrna, Village of	NY
South Corning, Village of	NY
South Glens Falls, Village of	NY
St. Johnsville, Village of	NY
Stillwater, Village of	NY
Sullivan, Town of	NY
Sweden, Town of	NY

Syracuse, City of	NY
Tannersville, Village of	NY
Ticonderoga, Town of	NY
Trumansburg, Village of	NY
Ulster, Town of	NY
Unadilla, Village of	NY
Union, Town of	NY
Utica, City of	NY
Voorheesville, Village of	NY
Walden, Village of	NY
Washingtonville, Village of	NY
Waterford, Town of	NY
Waterford, Village of	NY
Watertown, City of	NY
Waterville, Village of	NY
Watervliet, City of	NY
Watkins Glen, Village of	NY
Wayland, Village of	NY
Weedsport, Village of	NY
Wellsburg, Village of	NY
West Winfield, Village of	NY
Whitehall, Village of	NY
Whitesboro, Village of	NY
Whitestown, Town of	NY
Wilton, Town of	NY
Woodridge, Village of	NY
Woodstock, Town of	NY
Yorkville, Village of	NY
Yellow Springs, Village of	OH
Elkland, Borough of	PA
Lawrenceville, Borough of	PA

Nelson Township	PA
Shinglehouse, Borough of	PA
Arcadia Lakes, Town of	SC
Berkeley County	SC
North Myrtle Beach, City of	SC

EXHIBIT 7

DMAs involved in Divestiture Transactions

DMAs	Comcast to SpinCo	Pre-Merger TWC to Charter	Charter DMAs to Comcast
Detroit, MI	x		New York, NY
Lansing, MI	x		Albany-Schenectady-Troy, NY
Grand Rapids	x		Burlington, VT-Plattsburgh, NY
Flint-Saginaw-Bay City, MI	x		Boston, MA (Manchester, NH)
Minneapolis-St. Paul, MN	x		Providence, RI-New Bedford, MA
NE Ohio (Cleveland-Akron, OH - Erie, PA)		x	Springfield-Holyoke, MA
Columbus - Toledo, OH	x	x	Hartford & New Haven, CT
Cincinnati - Dayton, OH	x	x	Los Angeles, CA
Ironton OH		x	San Francisco, CA
Wisconsin (Milwaukee, Green Bay)	x	x	Sacramento, CA
Indianapolis, IN	x		Fresno-Visalia, CA
Evansville, IN	x	x	Santa Barbara, CA
Ft. Wayne, IN	x		Monterey-Salinas, CA
Terre Haute, IN	x	x	Chico-Redding, CA
Lafayette, IN	x		Eureka, CA
Chattanooga, TN	x		Atlanta, GA
Tri-Cities, TN-VA	x		Macon, GA
Birmingham, AL	x		Raleigh-Durham, NC
Mobile, AL	x		Charlotte, NC
Huntsville, AL	x		Greensboro, NC
Dothan, AL	x	x	Greenville, NC
Bowling Green, KY	x	x	Wilmington, NC
Other KY		x	Seattle, WA
Louisville, KY	x	x	Spokane, WA
Lexington, KY		x	Yakima, WA
Paducah, KY	x		Portland OR
			Eugene, OR
			Medford, OR
			Dallas, TX
			Houston, TX
			Richmond, VA
			Norfolk VA
			Salisbury, MD
			Nashville, TN
			Knoxville, TN
			Jackson, TN
			Memphis, TN

EXHIBIT 8

National Broadband Map

How connected is my community?

Please enter any address | Find Broadband

Explore the Maps | or | Analyze the Data

The **National Broadband Map** is a tool to search, analyze and map broadband availability across the United States.
Created and maintained by the **NTIA**, in collaboration with the **FCC**, and in partnership with 50 states, five territories and the District of Columbia.

Analyze

Use the tools below to rank an area by a specific broadband attribute, generate summaries of broadband availability for a given area and download reports containing popular statistics.

Rank »

Use this tool to compare broadband availability in different areas. Generate a national list of states, counties, Metropolitan Statistical Areas (MSA), Congressional Districts, census designated places or Universal Service Fund (USF) study areas by broadband speed, technology, number of broadband providers or demographic information. The tool also generates ranked lists within a state, including by county, census designated place, Congressional District, state legislative district, MSA and USF study area.

Rank your geography >>

Example Searches:

- All States within Nation
  - with Speed Download Greater Than 3mbps Upload Greater Than 0.768mbps
- All Counties within Nation
  - with Speed Download Greater Than 25mbps, more than 2 Wireline Providers, and age demographics
- All Congressional Districts within Nation
  - All Congressional Districts and Percent of Housing Units with Fiber to the Home Available
- Metropolitan Statistical Areas in California
  - and percent population with higher education, and download speeds from 3MBPS to 1GBPS

Summarize »

Use this tool to generate an overview of broadband availability for any state, county, state legislative district, Metropolitan Statistical Area (MSA), Universal Service Fund (USF) study area, or Native Nations.

Summarize your geography >>

Example Searches:

- Nationwide
- State > California
- Native Nations > Navajo Nation
- County > Hennepin

Provider »

Use this tool to generate an overview of a broadband provider's availability for any state, county, state legislative district, metropolitan statistical area (MSA), Universal Service Fund (USF) study area, census place or Native Nation.

Popular Reports »

View and download popular reports.

- Broadband Availability in Urban vs. Rural Areas
- Number of Providers by Speed Tier

Share »

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Short URL »

Tweet

Like 13

Map »

Map my community

Rank »

Rank my community

Summarize »

View statistics about my community

Provider »

View statistics about providers

Broadband Classroom »

Learn more about broadband

Engage »

Build a better map for my community

Blog »

Working to Provide a Better National Broadband Map
posted by Anne Neville on February 20, 2014

Updates »

Sign up and receive updates about the National Broadband Map

National Broadband Map
How connected is my community?

Homepage • Analyze • Map • Developer • About • Native Nations

About Provider »

Use this tool to generate an overview of a broadband provider for any state, county, state legislative district, metropolitan statistical area (MSA), Universal Service Fund (USF) study area, or Native Nation.

1 Select Geography

NATIONWIDE | NATIVE NATIONS | STATE | COUNTY | CONGRESSIONAL DISTRICTS
CENSUS PLACES | STATE LEGISLATIVE DISTRICTS - UPPER/SENATE
STATE LEGISLATIVE DISTRICTS - LOWER/HOUSE | MSA | USF STUDY AREAS

1

2 Select State

WASHINGTON

2

3 Enter Geography

Seattle-Tacoma-Bellevue, WA Metro Area

3

4 Enter Provider Name

Comcast Corporation

4

5 Review Provider

Share »

Share this page with my community

Short URL »

Tweet
Like 3

Map »

Map my community

Rank »

Rank my community

Summarize »

View statistics about my community

Provider »

View statistics about providers

Broadband Classroom »

Learn more about broadband

Engage »

Build a better map for my community

Blog »

Working to Provide a Better National Broadband Map
posted by Anne Neville on February 20, 2014

Updates »

Sign up and receive updates about the National Broadband Map

Please enter a provider name | Review

About Provider »

Metropolitan Statistical Area »
Seattle-Tacoma-Bellevue, WA Metro Area

This page provides an overview of the percent of population with access to broadband, technology, and maximum advertised speeds for any given provider. The information is displayed according to the unit of geography (nation, state, county, etc.) selected on the previous page. Broadband data are collected by SBI grantees and are current as of June 30, 2013.

Methodology and Source · Export · API

Comcast Corporation

Coverage Map

This provider offers Cable Modem - DOCSIS 3.0 broadband technologies to an approximate population of 3,374,836 (out of a total population of 3,569,322).

States/Territories where this provider offers service: 40 (click to expand).

Availability Overview

Population
3,374,836

Housing Units
1,460,317

Total area (sq miles)
1,245

Population Density (people per sq mile)
2,354

Most common advertised download speed

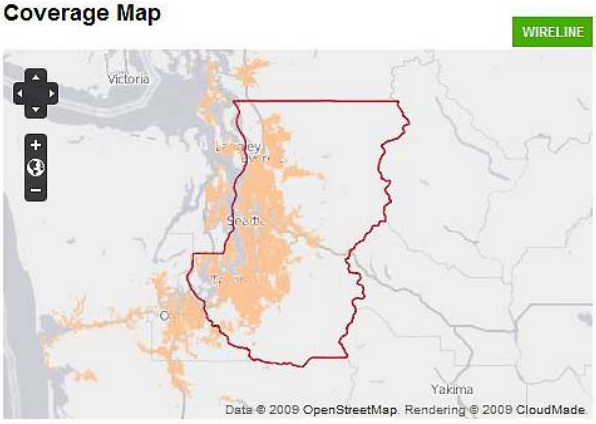
100 - 1 Gbps — 94.6% of population served

Most common advertised upload speed

10 - 25 — 94.6% of population served

Methodology & Source

Coverage Map



Open Coverage Map »

All Providers in MSA

Description: Below is a list of all broadband providers that offer service in this geography.

Provider Name
AT&T Inc.
CenturyLink, Inc.
City of Tacoma
Cogent Communications Group
Comcast Corporation
Community Fiber Network LLC
Cyberdyne Networks, Inc.
FairPoint Communications, Inc.
Frontier Broadband
Frontier Communications Corporation
Hat Island Telephone Company
Integra Telecom Holdings, Inc.
Iron Goat Networks, LLC
Level 3 Communications, LLC
Mashell Inc.
Mason County PUD #3
Platinum Equity, LLC
Sawtooth Technologies
Sprint Nextel Corporation
StarTouch Broadband
T-Mobile
Telephone and Data Systems, Inc.
Verizon Communications Inc.
WaveDivision Holdings
XO Holdings, Inc.
Zayo Group, LLC
tw telecom inc.

Source - API Call

Map »
Map my community

Broadband Classroom »
Learn more about broadband

Summarize »
View statistics about my community

National Broadband Map
How connected is my community?

Homepage • Analyze • Map • Developer • About • Native Nations

Please enter a provider name | Review

About Provider »

Metropolitan Statistical Area »
Seattle-Tacoma-Bellevue, WA Metro Area

This page provides an overview of the percent of population with access to broadband, technology, and maximum advertised speeds for any given provider. The information is displayed according to the unit of geography (nation, state, county, etc.) selected on the previous page. Broadband data are collected by SBI grantees and are current as of June 30, 2013.

Methodology and Source · Export · API

Share »

Share this page with my community

Short URL »

Tweet
Like 0

AT&T Inc.

Coverage Map

This provider offers Terrestrial Mobile Wireless - Licensed broadband technologies to an approximate population of 3,543,046 (out of a total population of 3,569,322).

States/Territories where this provider offers service: 53 (click to expand).

Availability Overview

Population
3,543,046

Housing Units
1,527,048

Total area (sq miles)
2,357

Population Density (people per sq mile)
700

Methodology & Source

Highest advertised download speed

10 - 25

91.8% of population served

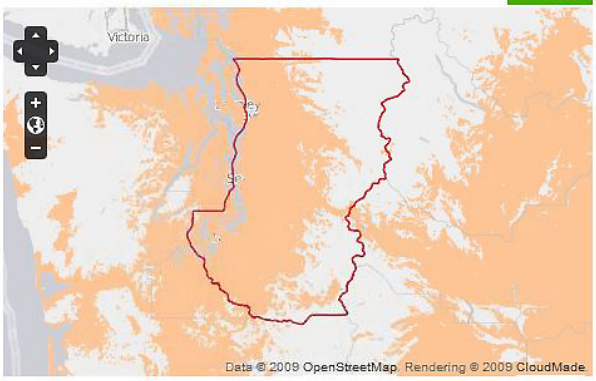
Most common advertised upload speed

768 - 1.5

99.3% of population served

Coverage Map

WIRELESS



Open Coverage Map »