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June 28, 2010

**BY EMAIL AND OVERNIGHT MAIL**

Catrice C. Williams  
Secretary  
Department of Telecommunications and Cable  
1000 Washington Street  
Boston, MA 02118-2218

Re: CoxCom, Inc., d/b/a Cox Communications  
D.T.C. 09-7

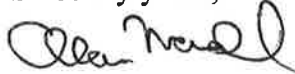
Dear Secretary Williams:

Enclosed please find for filing in the above matter an original and three (3) copies the following:

1. Responses of Cox to the First Set of Information Requests of the Department, Form 1240 requests 1, 6 and 7 and Form 1205 requests 1, 2, 4 and 6 (public)
2. Motion of Cox for a Protective Order regarding confidential information contained in responses to Form 1240 Information Requests 6 and 7 (the confidential responses are being provided under seal to the Hearing Officer only)
3. Affidavit of Richard J. Warren and Declaration of John High in support of Cox's Motion for a Protective Order

Additional responses will be filed as soon as practicable. Do not hesitate to contact me if the Department has any questions concerning this filing. Thank you for your assistance.

Sincerely yours,



Alan D. Mandl

Enclosures

cc: James Wettlaufer, Town of Holland  
Betsy Whittey-Hearing Officer

Review of Proposed Basic Service  
Tier Programming, Equipment and  
Installation Rates of CoxCom, Inc. d/b/a  
Cox Communications New England

**DATE:** June 28, 2010

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

\_\_\_\_\_  
Review of Proposed Basic Service  
Tier Programming, Equipment and  
Installation Rates of CoxCom, Inc. d/b/a  
Cox Communications New England  
\_\_\_\_\_

Docket No. D.T.C. 09-07

**RESPONSES OF COXCOM, INC., D/B/A COX COMMUNICATIONS NEW ENGLAND  
TO THE DEPARTMENT'S FIRST SET OF INFORMATION REQUESTS**

***FCC Form 1240***

**INFORMATION REQUEST NO. 6:** Provide detailed calculations for the "Cost of Programming for Channels" in Worksheet 7, line 701 for the True Up Period.

**RESPONSE:** The "Cost of Programming for Channels" in Worksheet 7, line 701 for the True Up Period was derived by taking per subscriber programming rates per channel during each applicable month in the True Up Period and multiplying these rates times the number of subscribers as shown in the Form 1240 filing. The calculation is as follows: **[BEGIN CONFIDENTIAL INFORMATION]**

<u>Channel</u>	<u>True-up Period Cost</u>
2 WSHM Ch.3/CBS/Hartford	[ ]
3 Cox Sports Television	[ ]
5 WEDH Ch.24/PBS/Hartford	[ ]
6 WTIC Ch. 61/FOX/Hartford	[ ]
7 WTNH Ch. 8/ABC/New Haven	[ ]
8 QVC	[ ]
9 MyTV9	[ ]
10 WBZ Ch.4/CBS/Boston	[ ]
11/WTXX Ch.20/CW/Waterbury	[ ]
12 TBS	[ ]
13 CT-N	[ ]
14 WWLP Ch.22/NBC/Springfield	[ ]
15 Public Access	[ ]
16 WGBH Ch.2/PBS/Boston	[ ]

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

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Review of Proposed Basic Service	)
Tier Programming, Equipment and	)
Installation Rates of CoxCom, Inc. d/b/a	)
Cox Communications New England	)

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Docket No. D.T.C. 09-07

**RESPONSES OF COXCOM, INC., D/B/A COX COMMUNICATIONS NEW ENGLAND  
TO THE DEPARTMENT'S FIRST SET OF INFORMATION REQUESTS**

Response to Form 1240 Information Request 6 (continued) **[CONFIDENTIAL INFORMATION]**

<u>Channel</u>	<u>True-up Period</u>
17 WGBY Ch.57/PBS/Springfield	[            ]
18 WUVN Ch. 18/UVI/Hartford	[            ]
19 TV Guide Channel	[            ]
20 WUNI Ch. 27/UNI/Boston	[            ]
21 C-SPAN	[            ]
22 C-SPAN 2	[            ]
23 WGGB Ch.40/ABC/Springfield	[            ]

**[END CONFIDENTIAL INFORMATION]**

**RESPONSIBLE PERSON:** Mike Patrie  
**DATE:** June 28, 2010

Review of Proposed Basic Service  
Tier Programming, Equipment and  
Installation Rates of CoxCom, Inc. d/b/a  
Cox Communications New England

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Docket No. D.T.C. 09-07

<u>Channel</u>	<u>Projected Period Cost</u>
2 WSHM Ch.3/CBS/Hartford	[ ]
3 Cox Sports Television	[ ]
5 WEDH Ch.24/PBS/Hartford	[ ]
6 WTIC Ch. 61/FOX/Hartford	[ ]
7 WTNH Ch. 8/ABC/New Haven	[ ]
8 QVC	[ ]
9 MyTV9	[ ]
10 WBZ Ch.4/CBS/Boston	[ ]
11/WTXX Ch.20/CW/Waterbury	[ ]
12 TBS	[ ]
13 CT-N	[ ]
14 WWLP Ch.22/NBC/Springfield	[ ]
15 Public Access	[ ]
16 WGBH Ch.2/PBS/Boston	[ ]
17 WGBY Ch.57/PBS/Springfield	[ ]

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Docket No. D.T.C. 09-07

**RESPONSES OF COXCOM, INC., D/B/A COX COMMUNICATIONS NEW ENGLAND  
TO THE DEPARTMENT'S FIRST SET OF INFORMATION REQUESTS**

***FCC Form 1205***

**INFORMATION REQUEST NO. 1:**      Provide a copy of Cox's rate card that includes all regulated equipment and installation rates for the Town of Holland.

**RESPONSE:** A copy of Cox's rate card is attached.

**RESPONSIBLE PERSON:** Mike Patrie

**DATE:** June 28, 2010

# COX TV Channel Lineup - Holland

Effective April 1, 2010. Visit [www.cox.com](http://www.cox.com) for the most up-to-date lineup.

## COX LIMITED BASIC

- 2 Cox Sports Television
- 3 WSHM Ch. 3/CBS
- 5 WEDH Ch. 24/PBS
- 6 WTIC Ch. 61/FOX
- 7 WTNH Ch. 8/ABC
- 8 QVC
- 9 MyTV9 - MyNetworkTV
- 10 WBZ Ch. 4/CBS
- 11 WTXH Ch. 20/CW
- 12 TBS
- 13 CT-N
- 14 WWLP Ch. 22/NBC
- 15 Public Access
- 16 WGBH Ch. 2/PBS
- 17 WGBY Ch. 57/PBS
- 18 WUVN Ch. 18/UVI
- 19 TV Guide Network
- 20 WGGH Ch. 40/ABC
- 21 C-SPAN1

## LIMITED DIGITAL BASIC\*

- 71 Leased Access
- 72 Leased Access
- 73 Leased Access
- 74 Leased Access
- 76 C-SPAN1
- 77 C-SPAN2
- 78 C-SPAN3
- 81 Shop NBC
- 82 WGN America
- 805 WGBY PBS Create
- 806 WGBY PBS Kids
- 807 WGBY PBS World
- 811 this TV

\*Requires a digital receiver or CableCARD rental. TV sets with a built-in (Clear QAM) digital tuner will receive local broadcast channels without equipment rental.

## EXPANDED BASIC

- 24 FX
- 25 TNT
- 26 Discovery
- 27 Spike TV
- 28 ESPN
- 29 ESPN2
- 30 HSN
- 31 truTV
- 32 NESN
- 33 CNN
- 34 USA

## EXPANDED BASIC *continued*

- 35 The Weather Channel
- 36 TLC
- 37 ABC Family
- 38 AMC
- 39 Food Network
- 40 Comedy Central
- 41 Lifetime Television
- 42 A&E
- 43 Disney Channel
- 44 Nickelodeon
- 45 MSNBC
- 46 CNBC
- 47 Fox News
- 48 BET
- 49 E! Entertainment
- 50 EWTN
- 51 Comcast SportsNet
- 52 MTV
- 53 Headline News
- 54 HGTV
- 55 Syfy
- 56 Bravo
- 57 Travel Channel
- 58 Cartoon Network
- 59 History
- 60 Animal Planet
- 61 VH1
- 70 TV Land
- 96 Cox Shopping Channel

### Cox TV

Cox Standard Service .....	\$ 48.99
Cox Limited Basic .....	\$ 10.27
Cox Expanded .....	\$ 38.72

### Cox Advanced TV

Digital Choice .....	\$ 16.99
(Includes Sports & Information and Variety)	
Sports & Information Package .....	\$ 10.99
Variety Package .....	\$ 10.99
Digital Gateway .....	\$ 3.99

### Paquete Latino .....

\$ 25.99  
Includes Limited Basic Cable, Digital Gateway, over 20 Hispanic channels, digital receiver and remote control.

### DVR (Digital Video Recorder) service .....

\$ 11.99  
**Cox Digital Premium Channels**  
(HBO, Cinemax, Starz, Showtime)

One Premium .....	\$ 13.99
Two Premiums .....	\$ 23.99
Three Premiums .....	\$ 29.99
Four Premiums .....	\$ 34.99
Playboy .....	\$ 14.99
Epix .....	\$ 11.99

### Cox Digital International Channels

RAI International .....	\$ 9.99
TV5Monde .....	\$ 9.99

### On DEMAND/Pay-Per-View

Movies .....	\$1.99 - \$4.99
Events .....	Prices Vary
Adult (each title available for 6 hours) .....	\$14.99 per title
Adult Pay-Per-View .....	\$14.99/4 hr block

### On Demand Subscriptions

Anime Network .....	\$ 6.99
Disney Family Movies .....	\$ 6.99
Faith & Family Movies .....	\$ 6.99
Here! .....	\$ 6.99
WWE Classics .....	\$ 6.99
The Jewish Channel .....	\$ 6.99
Bollywood Hits .....	\$ 9.99
Howard TV .....	\$ 13.99
Too Much For TV .....	\$ 14.99

### IN DEMAND Sports Pkgs .....

Prices vary  
MLB Extra Innings, ESPN Game Plan, ESPN Full Court, NBA League Pass, NHL Center Ice, MLS Direct Kick  
Call 888-809-4993

### Equipment Rental<sup>1</sup>

DVR/High Definition Receiver <sup>2</sup> .....	\$ 4.98
Digital Receiver .....	\$ 4.98
Remote .....	\$ .17
Close Caption Receiver .....	\$ 4.98
CableCARD .....	\$ 1.99

### Miscellaneous Charges

Returned Check Fee .....	\$ 25.00
Collection Fee .....	\$ 30.00
Interruption of Service Fee .....	\$ 15.00
Itemizations .....	\$ 25.00
Field Collection Fee .....	\$ 15.00
Late Fee .....	\$ 4.00
Disconnect Transaction Fee .....	\$ 1.99
Payment Processing Fee .....	\$ 5.00

Cox Service Assurance Plan .....	\$ 3.95
Name Change .....	\$ 5.00
Credit Card Denial .....	\$ 10.00

### Cable Service and Installation Charges<sup>3</sup>

Primary Installation (Unwired) .....	\$ 54.40
Primary Installation (Wired) .....	\$ 29.70
Fast Connect/Quick Connect Install .....	\$ 17.00
Fast Connect/Quick Connect Tech Assist Install .....	\$ 22.96
Add/Move/Reconnect Additional Outlet at Initial Installation .....	\$ 21.23
Outlet after Initial Installation .....	\$ 30.15
Upgrade from Cable to Digital Cable .....	\$ 29.70
High Definition Installation .....	\$ 49.95
Additional High Definition Outlet Same Trip .....	\$ 30.99
Separate Trip .....	\$ 49.95
Change of Service (Home Visit) .....	\$ 22.96
Change of Service (In Office) .....	\$ 1.99
Service Visits unrelated to Cox Equipment or signal delivery .....	\$ 22.96
Unreturned Plug-and-Play equipment .....	\$ 82.50
Equipment Pick up .....	\$ 17.00

Service and installation pricing effective April 1, 2010

Channel lineup is effective 4/1/10 and subject to change. For the most up-to-date lineup, visit [www.cox.com](http://www.cox.com). Service available only to residential customers in Cox wired, serviceable locations. Cox Advanced TV requires rental of remote and digital receiver and separate subscription to Cox Standard Service. Digital receiver and service required to receive Music Choice, On DEMAND and Pay-Per-View. Paid subscription required to receive HBO, Cinemax, Showtime or Starz On DEMAND channels. Some On DEMAND programming may be additional. Cox Basic Service required for local HD channels. Cox Advanced TV and Standard Service required for standard HD channels. Cox Advanced TV and paid subscription to Digital HBO, Cinemax, Starz, Showtime or a Cox Digital service tier required for HBO HD, Showtime HD, Cinemax HD, Starz HD or other digital channels' HD programming. An HDTV and an HD or HD-DVR receiver or CableCARD required for HD service. \*An HDTV set and a HD receiver or CableCARD rental required. Clear QAM HDTV sets will receive local HD broadcast channels without equipment rental. Pricing is effective April 1, 2010 and is subject to change. Prices do not include state sales tax, FCC user fee or franchise fees (gross receipt tax). Prices are for residential service only. Commercial service prices and content may be different. All programming services may not be available in all areas. 1) Additional digital receiver & remote required for each additional outlet with digital programming. 2) Customer must have a High Definition Television and subscribe to both Cox Advanced TV and Cox High Definition Service in order to receive High Definition programming. 3) Non Standard installation charges apply to above-ground installation exceeding 150 feet of wiring from nearest utility pole to customer's home and installation requiring underground wiring. Prices based on time and materials. Installation charges are the same for Digital Cable. Charge for service visits based on 30 minute timeframe. Rates are subject to change and limitations apply. Other restrictions apply. ©2010 CoxCom, Inc., d/b/a Cox Communications New England. All rights reserved.

For customer service, call **1-800-955-9515** or visit [www.cox.com](http://www.cox.com).



## Sports & Information

### VIEWERS FAVORITES

- 1 On DEMAND
- 100 Science Channel
- 101 Planet Green
- 102 ID
- 103 The Military Channel
- 104 Discovery Kids
- 105 Nick Jr.
- 106 Discovery Health
- 107 National Geographic
- 129 MLB Network
- 986 Kids Zone
- 987 News Zone
- 988 Sports Zone

### NEWS & KNOWLEDGE

- 115 HI
- 116 BIO
- 118 CNNi
- 120 G4 TV
- 121 Bloomberg
- 122 Fox Business News

### SPORTS

- 130 GoTV
- 131 Fox Soccer Channel
- 132 ESPN Classic
- 133 ESPNEWS
- 134 ESPN
- 135 CBS College Sports Net
- 136 NBA TV
- 137 NFL Network
- 138 NHL Network
- 139 Versus
- 140 Fuel
- 141 Speed
- 142 Golf Channel
- 143 FitTV

## Variety

### VIEWERS FAVORITES

- 1 On DEMAND
- 100 Science Channel
- 101 Planet Green
- 102 ID
- 103 The Military Channel
- 104 Discovery Kids
- 105 Nick Jr.
- 106 Discovery Health
- 107 National Geographic
- 129 MLB Network
- 986 Kids Zone
- 987 News Zone
- 988 Sports Zone

### POPULAR CULTURE

- 150 DIY
- 151 Fine Living
- 152 LOGO
- 153 Style
- 154 SoapNet
- 155 GSN
- 157 Chiller
- 158 BBC America
- 159 TV One

### MOVIES & WOMEN

- 162 Turner Classic Movies
- 163 Sundance
- 164 IFC
- 165 Lifetime Movies
- 166 Oxygen
- 167 WE TV

## Variety *continued*

### FAMILY & FAITH

- 170 Hallmark
- 171 Halogen
- 172 Inspiration Network
- 173 TBN

### KIDS OF ALL AGES

- 181 Disney XD
- 182 Boomerang
- 183 Nicktoons Network
- 184 TeenNick
- 185 PBS KIDS Sprout

### MUSIC & MORE

- 188 VH1 Classic
- 189 MTV2
- 190 MTV Hits
- 191 MTV Jams
- 192 mtvU
- 193 MTV TR3S
- 194 Mun2
- 195 FUSE
- 196 CMT
- 197 CMT Pure Country
- 198 Great American Country
- 900 SWRV

## High-Definition

- 700 WWLP HD^ - NBC
- 701 WFSB HD^ - CBS
- 702 WGGB HD^ - ABC
- 703 WGBY HD^ - PBS
- 704 WTIC HD^ - FOX
- 705 WTXN HD^ - CW
- 710 HD Theater
- 711 ESPN HD
- 712 ESPN2 HD
- 713 NBA TV HD
- 714 TNT HD
- 715 Universal HD
- 716 National Geographic HD
- 717 A&E HD
- 718 History HD
- 719 Lifetime HD
- 720 HBO HD
- 721 Showtime HD
- 722 Cinemax HD
- 723 starz HD
- 725 NESN HD
- 726 NFL HD
- 727 Comcast SportsNet HD
- 728 NHL HD
- 729 Versus HD
- 730 Golf Channel HD
- 731 Speed HD
- 732 FoxNews HD
- 733 CNBC HD
- 734 USA HD
- 735 CNN HD
- 736 TBS HD
- 737 Spike HD
- 738 AMC HD
- 739 BIO HD
- 740 HGTV HD
- 741 Food Network HD
- 742 FX HD
- 743 ABC Family HD
- 744 Planet Green HD
- 745 Discovery HD
- 746 TLC HD
- 747 Animal Planet HD
- 748 Science Channel HD
- 749 Travel Channel HD
- 750 MSNBC HD
- 751 Palladia HD
- 752 MTV HD
- 753 Fuse HD
- 754 Comedy Central HD
- 755 Syfy HD

## High-Definition *Continued*

- 756 G4 HD
- 757 CMT HD
- 758 HI HD
- 759 ID HD
- 760 BBC America HD
- 761 VH1 HD
- 762 WE HD
- 763 Bravo HD
- 764 Lifetime Movie Network HD
- 765 Hallmark Movies HD
- 766 E! HD
- 767 Fox Business News HD
- 768 MLB HD
- 770 Nickelodeon HD
- 771 Cartoon HD
- 772 Disney HD
- 773 Disney XD HD
- 778 IFC HD
- 779 BET HD
- 780 ESPNU HD
- 781 ESPNEWS HD
- 782 Tennis Channel HD
- 793 Epix HD
- 794 Starz Edge HD
- 795 tmc HD
- 796 MoreMAX HD
- 797 HBO2 HD
- 798 encore HD
- 799 Pay-Per-View Events HD

## Hispanic Channels

- 300 CNN en Español
- 301 Discovery en Español
- 302 Fox Sports en Español
- 303 Canal Sur
- 304 Galavisión
- 305 Boomerang
- 306 CineLatino
- 307 ESPN Deportes
- 308 De Película
- 309 De Película Clásico
- 312 Nick 2
- 313 Nicktoons Network
- 314 Disney XD en SAP
- 315 Sorpresa
- 318 EWTN Español
- 319 History en Español
- 320 GoTV
- 324 TV Chile
- 325 TV Colombia
- 328 MTV TR3S
- 330 Ritmoson Latino
- 331 Mun2
- 332 TV Dominicana
- 333 WAPA America

## Digital Premiums

- 199 HBO On Demand
- 200 HBO
- 201 HBO2
- 202 HBO Signature
- 203 HBO West
- 204 HBO2 West
- 205 HBO Family
- 206 HBO Zone
- 207 HBO Comedy
- 208 HBO Latino
- 219 Cinemax On Demand
- 220 Cinemax
- 221 MoreMAX
- 222 ActionMAX
- 223 ThrillerMAX
- 224 5-StarMAX
- 225 @MAX
- 226 WMAX
- 227 OuterMAX
- 239 Showtime On Demand
- 240 Showtime

## Digital Premiums *Continued*

- 241 Showtime Too
- 242 Showtime Showcase
- 243 Showtime Extreme
- 244 Showtime Beyond
- 246 Flix
- 259 tmc On Demand
- 260 the movie channel
- 261 the movie channel xtra
- 279 starz On Demand
- 280 starz
- 281 starz edge
- 282 starz in black
- 283 starz kids & family
- 284 starz cinema
- 285 starz comedy
- 286 encore love stories
- 287 encore drama
- 288 encore action
- 289 encore mystery
- 290 encore westerns
- 291 encore war
- 292 encore
- 293 Epix
- 592 Playboy

## International Premiums

- 297 RAI ITALIA
- 298 TV5Monde

## Music Choice

- 901 Hit List
- 902 Hip-Hop and R&B
- 903 MC MixTape
- 904 Dance/Electronica
- 905 Rap
- 906 Hip-Hop Classics
- 907 Throwback Jamz
- 908 R&B Classics
- 909 R&B Soul
- 910 Gospel
- 911 Reggae
- 912 Classic Rock
- 913 Retro Rock
- 914 Rock
- 915 Metal
- 916 Alternative
- 917 Classic Alternative
- 918 Adult Alternative
- 919 Soft Rock
- 920 Pop Hits
- 921 90's
- 922 80's
- 923 70's
- 924 Solid Gold Oldies
- 925 Party Favorites
- 926 Stage & Screen
- 927 Kidz Only!
- 928 Toddler Tunes
- 929 Today's Country
- 930 True Country
- 931 Classic Country
- 932 Contemporary Christian
- 933 Sounds of The Season
- 934 Soundscapes
- 935 Smooth Jazz
- 936 Jazz
- 937 Blues
- 938 Singers & Swing
- 939 Easy Listening
- 940 Classical Masterpieces
- 941 Lite Classical
- 942 Musica Urbana
- 943 Pop Latino
- 944 Tropicales
- 945 Mexicana
- 946 Romances

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

Review of Proposed Basic Service	)
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Docket No. D.T.C. 09-07

**RESPONSES OF COXCOM, INC., D/B/A COX COMMUNICATIONS NEW ENGLAND  
TO THE DEPARTMENT'S FIRST SET OF INFORMATION REQUESTS**

***FCC Form 1205***

**INFORMATION REQUEST NO. 2:**

Regarding Schedule A ("Capital Costs of Service Installation and Maintenance of Equipment and Plant"), explain the reasons for the decreases in the amounts reported in the Advantax Mobile Radio column on lines B, C, D, E, I, J, and K of this year's filing as compared to last year's Form 1205 filing.

**RESPONSE:** The decrease in Advantax Mobile Radio is due to the disposal and write-off of \$2 million in old Work Force Administration (Field Service Dispatching) equipment.

**RESPONSIBLE PERSON:** Mike Patrie  
**DATE:** June 28, 2010

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

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**RESPONSES OF COXCOM, INC., D/B/A COX COMMUNICATIONS NEW ENGLAND  
TO THE DEPARTMENT'S FIRST SET OF INFORMATION REQUESTS**

***FCC Form 1205***

**INFORMATION REQUEST NO. 4:**      Regarding Schedule C ("Capital Costs of Leased Customer Equipment"), explain the reason(s) for the increase in the Grand Total amount (line L) from \$311,518,085.26 (as reported in last year's Form 1205 filing) to \$331,718,519.13 (as reported in this year's filing).

**RESPONSE:** The increase in the Grand Total amount (line L) is primarily related to the increase in capital costs for addressable boxes. Cox customers are moving towards the usage of higher end digital and HD boxes and shifting away from lower cost analog boxes.

**RESPONSIBLE PERSON:** Mike Patrie  
**DATE:** June 28, 2010

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

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Docket No. D.T.C. 09-07

**RESPONSES OF COXCOM, INC., D/B/A COX COMMUNICATIONS NEW ENGLAND  
TO THE DEPARTMENT'S FIRST SET OF INFORMATION REQUESTS**

*FCC Form 1205*

**INFORMATION REQUEST NO. 6:**

To the extent not addressed above, confirm that Cox continues to offer basic-only subscribers a converter at no charge consistent with Cox's representation by letter dated April 28, 2006 to the Department's predecessor agency, the Department of Telecommunications and Energy. Also, state whether digital video recorder and non-addressable converters are offered in Holland.

**RESPONSE:** Cox continues to offer basic-only subscribers a converter at no charge. Also, Cox offers digital video recorders and non-addressable converters in Holland.

**RESPONSIBLE PERSON:** Mike Patrie

**DATE:** June 28, 2010

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

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Review of Proposed Basic Service	)
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Cox Communications New England	)

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Docket No. D.T.C. 09-7

**MOTION OF COXCOM, INC., D/B/A COX COMMUNICATIONS NEW  
ENGLAND FOR PROTECTIVE ORDER**

**INTRODUCTION**

Pursuant to G.L.c.25, §5D and 801 C.M.R. 1.01(8), CoxCom, Inc., d/b/a Cox Communications New England (“Cox”), moves for a protective order seeking that programming cost information requested by the Cable Television Division in Department Form 1240 Information Request Nos. 6 and 7 be protected from public disclosure and maintained on a confidential basis.<sup>1</sup>

On June 7, 2010, the Department issued its First Set of Information Requests to Cox. Form 1240 Request No. 6 asked that Cox provide detailed calculations for the “Cost of Programming for Channels” in Worksheet 7, line 101 for the True-Up Period. Form 1240 Request No. 7 asked that the Company provide detailed calculations for the “Cost of Programming for Channels” in Worksheet 7, line 101 for the Projected Period.

In this Motion, Cox explains why per channel programming cost information, submitted under seal, should be granted confidential treatment under G.L.c. 25, §5D,

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<sup>1</sup> Cox also has provided a public, redacted response that lists programmers and redacts any programmer-specific cost information. The names of Basic Service Tier programmers are public in the Company’s Form 1240 filing and the only information redacted is the highly confidential per channel programming cost information.

related Department standards of review and past Department precedent. The Company also requests that the Department maintain the confidentiality of the Company's programming cost information for a period of five years, with an opportunity afforded to Cox to request an extension of confidential treatment of its programming cost information.

## **ARGUMENT**

### **A. DEPARTMENT CONFIDENTIALITY STANDARDS**

Information filed with the Department or its Divisions may be protected from public disclosure pursuant to G.L.c.25, §5D, which states in part that:

The department may protect from public disclosure trade secrets, confidential, competitively sensitive or other proprietary information provided in the course of proceedings conducted pursuant to this chapter. There shall be a presumption that the information for which such protection is sought is public information and the burden shall be on the proponent of such protection to prove the need for such protection. Where such a need has been found to exist, the department shall protect only so much of the information as is necessary to meet such need.

The exemption afforded pursuant to G.L.c.25, §5D is an exemption recognized under G.L.c.4, §7, cl. twenty-sixth (a) ("specifically or by necessary implication exempted from disclosure by statute").

The Department has applied a 3 part standard in applying G.L.c.25, §5D. First, the information for which protection has been sought must constitute the type of information that can be exempted from public disclosure (e.g., confidential, competitively sensitive or other proprietary information). Second, the party seeking protection must prove the need for its non-disclosure as public information. Third, where such a need has been demonstrated, protection will be accorded only to so much of that information as is necessary to meet the established need and the length of time such protection may be in

effect may be limited. *Time Warner Cable, Inc.*, CTV 03-4 (July 1, 2004)( Order on Request for Confidential Treatment). *CoxCom, Inc., d/b/a Cox Communications*, DTC 07-10(May 30, 2008 ) (Order on Request for Confidential Treatment). *CoxCom, Inc., d/b/a Cox Communications*, DTC 08-8 (June 23, 2009) (Hearing Officer Ruling on Motion for Protective Order).

For the reasons below, the information provided by Cox under seal and supporting evidence and argument meet the legal standards for an exemption from public disclosure of this information.

## **B. PROGRAMMING COST INFORMATION IS CONFIDENTIAL**

### **1. Programming Cost Information Has Been Treated as Confidential Information by Both the Department and the Federal Communications Commission**

Both the Department and the FCC have classified programming contracts (and programming cost information contained therein) as exempt from public disclosure. The FCC permits programming contracts to be filed under seal without the need for a request for confidential treatment. 47 CFR §§0.457, 0.459.<sup>2</sup> The Department has specifically ruled that programming costs are confidential information and exempt from public disclosure under G.L.c.25, §5D. *See, e.g., Time Warner Cable*, CTV 05-4 (June 12, 2006) at 5, note 2; *Time Warner Cable*, CTV 03-4 (Order on Request for Confidential Treatment dated July 1, 200404). *CoxCom, Inc., d/b/a Cox Communications*, D.T.C. 07-10 (May 30, 2008)( Order on Request for Confidential Treatment). *CoxCom, Inc., d/b/a*

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<sup>2</sup> Cox acknowledges that in the context of ratemaking concerning basic service tier programming costs, the FCC has affirmed the obligation of cable operators to provide the requested information and made the determination of confidentiality of this information subject to state laws. *See, e.g., In the Matter of Tele-Media Company of Virginia*, 10 FCC Rcd. 3862 (DA 95-339)(Released February 24, 1995); *In the Matter of TCI Cablevision of the Metroplex, Inc.*, 10 FCC Rcd. 12210 (DA-95-2275)(Released November 9, 1995)(noting that the cable operator producing programming contract cost information need not associate specific contract information with an identified programmer).

*Cox Communications*, DTC 08-8 (June 23, 2009)( Hearing Officer Ruling on Motion for Protective Order).

The Department should find that the per channel programming cost information produced by Cox under seal constitutes confidential information, based upon its past decisions regarding programming cost information.

**2. The Requested Programming Cost Information is Confidential Commercial Information**

Programming cost information constitutes confidential, competitively sensitive and proprietary information. This information is among Cox's and the programmers' most highly confidential information. As the affidavits of programmers attest, programmers regard programming cost information as highly sensitive commercial information, the public disclosure of which would result in significant commercial and competitive harm. Any disclosure is subject to confidentiality requirements contained in Cox's programming contracts. (Affidavit of Richard J. Warren at 2-4; Declaration of John High at 2-4).

Also, the requested information is not in the public domain. Cox and the programmers treat such information as highly confidential and competitively sensitive, according to Cox's representations, the attached affidavit of Mr. Warren and the attached declaration of Mr. High. The requested information is treated as confidential information within Cox and is not generally available within the Company. Only those employees with a need to know have access to this information. In addition, the requested information is not made public in the ordinary course of business and restrictions on any disclosure by Cox are imposed under its programming contracts.



As noted in Mr. Warren's affidavit at 2,3and Mr. High's declaration at 2, 3 , programmers maintain strict confidentiality of programming cost information internally and do not make any public disclosure of this information. They have non-disclosure requirements in contracts with cable operators.

In other proceedings, the Department has granted an exemption from public disclosure in the case of gas and electricity contract pricing provisions. *Re Verizon New England, Inc., d/b/a Verizon Massachusetts*, D.T.E. 01-31-Phase I (Interlocutory Order on Verizon Massachusetts' Appeal of Hearing Officer Ruling Denying Motion for Protective Treatment)(citing rulings in *Standard of Review for Electric Contracts*, D.P.U. 96-39 at 2, Letter Order dated August 30, 1996), and *Colonial Gas Co.*, D.P.U. 96-18 at 4 (1996). Reasoned consistency requires that confidential treatment be accorded to the requested per channel program cost information.

For these reasons, programming contract cost information should continue to be recognized as confidential and proprietary information.

**3. The Requested Programming Cost Information is Competitively Sensitive and its Disclosure Would Result in Substantial Competitive Harm to Cox as well as the Affected Programmers**

The per channel programming cost information requested by the Department also is competitively sensitive in nature. Cox would be placed at a competitive disadvantage if this information were made available to its competitors.<sup>3</sup> The availability of channel by channel programming cost information would cause significant competitive harm to Cox because information about its cost structure could be used by competitors in fashioning marketing and pricing plans.

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<sup>3</sup> The Department has acknowledged the competitive environment in which Cox operates.

The supporting affidavit of Mr. Warren at 3,4 and declaration of Mr. High at 3,4, accompanying Cox's Motion, demonstrate that public disclosure of this cost information also would subvert the competitive interests of cable programmers who conduct negotiations with multiple cable operators. Actual per channel charges or very close approximations could be readily backed out from the cost information provided by simply dividing that cost data by the publicly available average number of subscribers.

The Department's legitimate needs to investigate rate filings and the legitimate interests of Cox and programmers in keeping programming cost information confidential can effectively be balanced by granting a protective order with regard to programming cost information on per channel basis.<sup>4</sup>

For these reasons, Cox has demonstrated that (1) the information being produced falls within the categories of information that can be exempted from public disclosure and (2) a need for protection of that information from public disclosure exists in this case.

#### **4. Federal Treatment of Programming Contracts Supports the Classification of the Requested Information as Exempt From Public Disclosure Under State Law**

The classification of the requested information as the type of information entitled to protection from public disclosure is supported by the FCC's determination that programming contracts, in their entirety, are confidential information. Such information is automatically given confidential treatment by the FCC and may be filed under seal, without any requirement that the producing party make a request for confidential treatment. 47 CFR §§0.457, 0.459, 76.9. While FCC treatment of programming contract

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<sup>4</sup> As noted above, at least one franchising authority has allowed per channel cost information to be produced without disclosing the identity of the specific programmers, thus providing the cost information needed to verify programming cost increases without tying specific costs to a specific programmer. Given the Department's requirement that parties limit confidential information to the maximum extent, Cox has not requested this greater safeguard.

information is not determinative of the Department's findings and rulings under applicable state law, it should be taken into account. The Department's continued recognition of programming cost information as proprietary, as a matter of state law, would achieve consistency of treatment of programming cost information as confidential under federal practice and G.L.c.25, §5D.

**5. The Request for Protection of Programming Cost Information is Narrowly Limited to Meet an Established Need for Protection**

The information for which a protective order has been requested is limited in nature and necessary to meet the established need for protection. Cox has provided public responses to all of the Department's Information Requests and sought protection only regarding limited portions of two responses consisting of proprietary, confidential and competitively sensitive information. G.L.c. 25, §5D.<sup>5</sup> See note 1, *supra*. Thus, the third standard applied by the Department is satisfied.

For these reasons, programming cost information should continue to be recognized as confidential and proprietary information.

**C. THE DEPARTMENT'S PROTECTIVE ORDER SHOULD CONTAIN CONTINUING SAFEGUARDS FOR PROTECTING THE SECRECY OF CONFIDENTIAL INFORMATION**

The Department should adopt a protective order in this matter to: (1) classify programming cost information as exempt from public disclosure under G.L.c.25, §5D; (2) include specific safeguards against public disclosure of this information; and (3)

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<sup>5</sup> Cox appreciates the Department's tailoring its information request to a narrow form, predicated on its need for confirmation of programming cost information used to derive the Form 1240 Maximum Permitted Rate. See, 47 C.F.R. §76.938; *In the Matter of TCI Cablevision of San Jose* 10 FCC Rcd. 12,581 (DA-95-2270)(Released November 15, 1995)(emphasizing that franchising authorities "...should be judicious in their requests for proprietary data, make sure that such information is needed, and narrow their requests, if appropriate, to permit cable operators to submit only the specific information requested.").

provide an opportunity to Cox to seek an extension of confidential treatment of this information at the end of a five year period of confidentiality.

The Department should make findings and rulings to confirm that the programming cost information provided by Cox is confidential information that shall be exempt from public disclosure pursuant to G.L.c.25, §5D. Next, the Department should explain how it maintains the confidentiality of information accorded confidential treatment as part of its order. Finally, the Department's order should provide that Cox's programming cost information will be accorded confidential treatment for five (5) years from the date of its production, with an opportunity given to Cox to seek an extension of the period of confidentiality based upon a showing of need for continuing protection against public disclosure.<sup>6</sup>

A five year period of protection is appropriate because of the long-term relationships that have existed between Cox and the programmers and the likelihood of continuing relationships with its programmers. The increased competition in the cable industry is a further reason for providing a longer period of confidentiality.

While Cox understands that the Department will not afford it notice of any third party request for its per channel programming cost information in advance of its ruling on such a request and also understands that during the period of confidentiality granted the Department will maintain the confidentiality of Cox's information, Cox respectfully

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<sup>6</sup> The Department has employed this protection for a period of five years in other cases. *CoxCom, Inc., d/b/a Cox Communications*, DTC 08—8 (June 23, 2009)(Order on Motion for Protective Order).

. The Department has adopted measures to enable an affected party to seek a further protection of confidential information in instances where the Department has accorded confidential treatment for a period of years and not in perpetuity. In *Re Verizon New England, Inc., d/b/a Verizon Massachusetts*, D.T.E. 01-31-Phase I (Interlocutory Order on Verizon Massachusetts' Appeal of Hearing Officer Ruling Denying Motion for Protective Treatment), the Department granted confidentiality of information for two years, but provided that after that time, Verizon would have the opportunity to move the Department to further extend such protection accompanied by adequate proof of the need to do so.

requests that in its grant of protection in this matter, the Department include notice to Cox after it rules on any such third party request. Such notice will enable Cox to inform its programmers of any requests for public disclosure, as it is obligated to do as a matter of contract. Given that the third party requester may appeal the Department's denial of a public record request, Cox and its programmers have an interest in being aware of any attempts to force public disclosure of what they regard as highly confidential, proprietary and competitively sensitive information.<sup>7</sup>

### **CONCLUSION**

For the reasons above, based upon the information provided under seal and supporting affidavits, the Department should treat per channel programming cost information as confidential information not subject to public disclosure, in accordance

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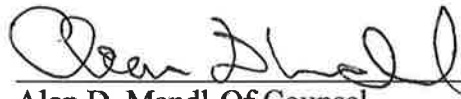
<sup>7</sup> Cox notes that in protective agreements filed by parties in adjudicatory proceedings, it is commonly provided that in the event that the Department rules that information provided as confidential, but subject to reclassification by the Department at the request of a party, the producing party is afforded a reasonable period of time to seek judicial protection against public disclosure before public disclosure is made by the Department. Knowledge of a Department ruling would put Cox on notice of a possible appeal, enable it to notify programmers that a third party has tried to obtain public disclosure, and afford it an opportunity to take steps to protect its interests in the event of any appeal from a Department refusal to allow public disclosure.

with G.L.c.25, §5D, and adopt the protective order terms requested by the Company and supported by its programmers.

Respectfully submitted,

COXCOM, INC., D/B/A COX COMMUNICATIONS  
NEW ENGLAND

By its attorneys,

A handwritten signature in black ink, appearing to read "Alan D. Mandl", written over a horizontal line.

Alan D. Mandl-Of Counsel  
Smith & Duggan LLP  
Lincoln North  
55 Old Bedford Rd.  
Lincoln, MA 01773  
(617) 228-4464

Dated: June 29, 2010

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

Review of Proposed Basic Service  
Tier Programming, Equipment and  
Installation Rates of CoxCom, Inc. d/b/a  
Cox Communications New England

Docket No. D.T.C. 09-7

**AFFIDAVIT OF RICHARD J. WARREN**

Richard J. Warren, who having personally appeared before the undersigned officer, duly authorized by law to administer oaths, having been first duly sworn according to law, deposes and states as follows:

1.

I voluntarily and freely make this affidavit of my own personal knowledge for use as evidence in the above-styled action and for any other use or purpose authorized by law. I am over the age of twenty-one years, am suffering from no legal disability, and am competent and authorized to make this affidavit and testify to the statements and facts contained herein.

2.

I currently am Senior Vice President and Associate General Counsel of Turner Network Sales, Inc. ("TNS"), a subsidiary of Turner Broadcasting System, Inc. ("TBS") (TNS and TBS are sometimes hereinafter collectively referred to as "Turner").

3.

TNS, among other things, is responsible for negotiating and administering agreements for the carriage and distribution of TBS's cable television programming

services ("affiliation agreements"). In my capacity as Senior Vice President and Associate General Counsel, I am personally familiar with Turner's policies and practices regarding affiliation agreements, including the price information contained in those agreements.

4.

TNS negotiates affiliation agreements with a number of television programming distributors, including numerous cable operators. These affiliation agreements address the carriage terms of TBS's cable television programming services that appear on the distributors' basic service tier as well as other tiers. TNS receives subscriber fees from distributors under the terms of its affiliation agreements with those distributors. These subscriber fees are negotiated with the distributors.

5.

The information included in Turner's affiliation agreements, including price terms, is confidential, proprietary and competitively sensitive to Turner and Turner intends to and does treat that information as confidential, proprietary and competitively sensitive. Information contained in Turner's affiliation agreements is not made available to the public. In addition, information contained in Turner's affiliation agreements is not disclosed to anyone other than employees and agents of Turner and TBS's parent who have a reason to have access to the information, and the distributor with which Turner has entered into the agreement. Each of Turner's affiliation agreements contain a confidentiality provision that prohibits the public disclosure of any information contained in the affiliation agreement.



6.

Turner strictly maintains the confidentiality of the information contained in the affiliation agreements and takes steps to protect the confidentiality of that information from public disclosure.

7.

Additionally, the information contained in Turner's affiliation agreements, including price information for each programming service, is maintained as confidential after the term of an affiliation agreement expires and a new affiliation agreement is negotiated.

8.

The information contained in Turner's affiliation agreements, including the price information, has unique value to Turner. In particular, the terms of Turner's affiliation agreements with specific distributors are the subject of negotiation, and Turner derives value from the unique formulation of the terms contained in the affiliation agreements, including price terms.

9.

Public disclosure of the price terms for TBS's programming services would result in substantial harm to Turner's competitive position in the marketplace and would provide substantial benefit to Turner's competitors and to distributors with which Turner negotiates its affiliation agreements.

10.

Among other things, public disclosure of price terms in TBS's affiliation agreements would aid distributors in their negotiation of the terms contained in affiliation

agreements regarding the carriage of specific programming services. Such disclosure also would aid other programmers with which Turner competes for access to a distributor's platform.

11.

Public disclosure of the information contained in Turner's affiliation agreements would impair Turner's ability to negotiate terms in its affiliation agreements with individual distributors now and in the future.

12.

Given the ongoing need for confidential treatment of price information for each of Turner's programming services, it is my good faith belief that the information provided by Cox to the Department under seal should remain confidential on an ongoing basis until such time as Cox and Turner mutually agree that such confidential treatment is no longer necessary. At a minimum, it is critical that Cox be afforded an opportunity to seek an extension of any confidential treatment granted by the Department for a period of years.

13.

I am aware that the Department has requested that Cox provide pertinent pricing information for each programming service included in Cox's basic service tier offered in Holland, Massachusetts. Certain of Turner's programming services are provided, not only to Cox subscribers in Holland, but also to Cox subscribers located in other communities in other states as well as to other distributors and their subscribers within and outside of Massachusetts.

14.

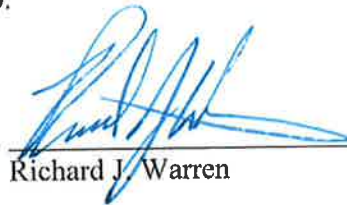
I am aware of the information provided by Cox to the Department under seal and do not believe that any portion of that information can be released publicly without causing substantial harm to Turner.

15.

In prior proceedings by the Department, *Review of Proposed Basic Service Tier Programming, Equipment and Installation Rates of CoxCom, Inc. d/b/a Cox Communications New England*, Docket Nos. D.T.C. 07-10, and D.T.C. 08-08, the Hearing Officer afforded ongoing confidential treatment to the same type of information being requested in the instant matter.

Further Affiant sayeth not.

This 14<sup>th</sup> day of June, 2010.

  
Richard J. Warren

Sworn to and subscribed  
before me this 14<sup>th</sup> day  
of June, 2010.

  
Notary Public

My commission expires:



**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE**

Review of Proposed Basic Service	)
Tier Programming, Equipment and	)
Installation Rates of CoxCom, Inc. d/b/a	)
Cox Communications New England	)

Docket No. D.T.C. 09-7

**DECLARATION OF JOHN HIGH**

1. My name is John High. My business address is 530 E. Swedesford Rd., Suite 100, Wayne, PA 19087. I serve as Senior Vice President of Affiliate Sales for TV Guide Network ("TVGN"), which is operated by TV Guide Networks, LLC ("TV GUIDE NETWORK"), with responsibilities for domestic sales of products and services to multi-channel video programming distributors ("MVPD"). I have personal knowledge of the facts contained herein.

2. The purpose of this declaration is to discuss the TVGN programming cost information that the Commonwealth of Massachusetts Department of Telecommunications and Cable ("DTC") has requested Cox Communications New England ("Cox") to provide in this rate review proceeding, and explain why the public disclosure of such per channel programming cost information ("Rate Information") would provide a competitive advantage to TVGN's competitors and result in substantial commercial harm to TV GUIDE NETWORK. All damages experienced by TV GUIDE NETWORK as a result of such disclosure, would have an equivalent negative impact on TV GUIDE NETWORK's parent company Lions Gate Entertainment Corporation.

3. TVGN is the premiere television entertainment network for viewers seeking the latest information on the best programs, hottest stars and latest trends on television. The network combines original programming with comprehensive program listings information.

4. Cox is barred from making public disclosure of the programming cost information as a matter of contract. Such restriction in the contract between Cox and TV GUIDE NETWORK is consistent with TV GUIDE NETWORK's routine treatment of such pricing information as confidential, proprietary and competitively sensitive. TV GUIDE NETWORK does not customarily release such information outside of the company, and when such pricing data is included within a contract, it is for the purpose of reflecting a mutually agreed business relationship between an MVPD (in this instance Cox) and TV GUIDE NETWORK for the carriage of TVGN.

6. The financial terms that TV GUIDE NETWORK offers to MVPDs such as Cox are developed specifically for each MVPD, taking into consideration a variety of factors including the operator's size, the penetration of analog (through the use of digital to analog converters) and digital cable, and other TV GUIDE NETWORK affiliated services offered by the MVPD, among others. Given the account-specific nature of the financial terms, this information is not available to parties outside of the MVPD that is party to the contract (in this instance Cox) and TV GUIDE NETWORK and in fact, is limited to only senior members of the relevant MVPD's (in this instance Cox) and TV GUIDE NETWORK management teams. This approach is intentionally used to control access to such sensitive financial information and limit the potential for its disclosure.

Given the customized nature of the financial terms, this information is also not readily available through third parties such as Nielsen or Kagan.

7. If the programming cost information were made public such disclosure would also cause substantial damage to TV GUIDE NETWORK by providing a competitive advantage to other programming services. Although all MVPDs will eventually offer their entire channel line-up on digital platforms, the large number of digital programming services carried will make it easy for a network to get lost in the digital programming line-up shuffle. Accordingly, services carried on the analog platform, occurring through the use of digital to analog converters by subscribers without set-top digital boxes imbedded with an interactive programming guide, such as TVGN, have enjoyed a distinct advantage of creating consumer loyalty to the service prior to the digital move and continuing after the digital migration of June 12, 2009. Therefore, analog carriage, as described above, remains incredibly valuable to networks such as TVGN and program licensors such as TV GUIDE NETWORK.

8. Additionally, as “analog platforms” (utilized by viewers with digital to analog converters) are currently distributed to more subscribers than digital platforms, networks carried on analog platforms can command higher advertising rates for ads placed on their programming service. As advertising is a key revenue component for many programming services, including TVGN, TVGN faces substantial competition from a large number of programming services for the highly desired analog channel positions, which offer the highest number of subscribers and impact ad revenue potential accordingly.

9. As TVGN is offered nationally, access to the Rate Information would allow TVGN's competition not only within the New England area, but across the nation, to customize their financial offers according to TV GUIDE NETWORK's confidential pricing information in order to undercut TV GUIDE NETWORK's rate and improve their competitive position. Accordingly, disclosure of such pricing information would be damaging to TV GUIDE NETWORK and TVGN if disclosed, as it would, among other negative impacts, place TVGN's desired channel positioning at risk.

10. Disclosure of the Rate Information could similarly disadvantage TVGN in its negotiations and relationships with its current/potential affiliate partners. Affiliates could, and likely would, use the competitively sensitive financial information to request more attractive terms than they had previously considered, which would adversely affect TVGN's financial performance. For example, as TVGN's contracts end at varying times, depending upon when the agreements were entered into, TVGN is routinely in the process of negotiating new agreements. An MVPD's knowledge of TV GUIDE NETWORK's rate with any MVPD in the nation would give that potential customer a point of reference as to TV GUIDE NETWORK's pricing, even if the disclosed rate were several years old. This would inevitably provide that MVPD with an unfair competitive advantage in its negotiations with TV GUIDE NETWORK.

11. The Rate Information should be afforded confidential treatment on an ongoing basis because a competitor's knowledge of TV GUIDE NETWORK's current rate would allow a competitor to project TV GUIDE NETWORK's rate changes over time, in a manner that would allow the competitor to continuously undercut TV GUIDE NETWORK's rates without providing an equivalent or better service for such rate. Thus,

the competitively sensitive nature of the Rate Information is not diminished over time. As such, the Rate Information should remain permanently confidential to avoid both the affiliate and competitively unfair issues raised above.

12. For the above reasons, the Rate Information should be treated confidentially on a permanent basis. In the alternative, if the DTC decides to set a limited confidentiality period for the Rate Information, if anyone seeks to have the information de-classified from its protected status during the confidentiality period, TV GUIDE NETWORK should be advised in advance of any disclosure and afforded an opportunity to determine and advise the DTC at that point in time of the impact of disclosure of such financial information at that specific point in time. Additionally, TV GUIDE NETWORK should also be afforded an opportunity to file a motion for protective order shortly before the confidentiality period is scheduled to end, in order to further advise the DTC at that point in time of why the Rate Information warrants continued confidentiality beyond the designated confidentiality period.

13. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

June 11, 2010

Respectfully submitted,

By:



John High