



**TWENTY-THIRD AMENDED APPLICATION OF
COMCAST CABLE COMMUNICATIONS MANAGEMENT, LLC
FOR AN AMENDED CALIFORNIA STATE VIDEO FRANCHISE
CALIFORNIA PUBLIC UTILITIES COMMISSION**

Definitions for the purposes of this Application:

- A. "Access" means that the holder is capable of providing video service at the household address using any technology, other than direct-to-home satellite service, providing two-way broadband Internet capability and video programming, content, and functionality, regardless of whether any customer has ordered service or whether the owner or landlord or other responsible person has granted access to the household. If more than one technology is utilized, the technologies shall provide similar two-way broad band Internet accessibility and similar video programming.
- B. "Affiliate" means any company 5 per cent or more of whose outstanding securities are owned, controlled, or held with power to vote, directly or indirectly either by a state video franchise holder or any of its subsidiaries, or by that state video franchise holder's controlling corporation and/or any of its subsidiaries as well as any company in which the state video franchise holder, its controlling corporation, or any of the state video franchise holder's affiliates exert substantial control over the operation of the company and/or indirectly have substantial financial interests in the company exercised through means other than ownership.
- C. "Applicant" means any person or entity that files an application seeking to provide Video Service in the state pursuant to a State Video Franchise.
- D. "Application" means the form prescribed by the Commission through which an Applicant may apply for a State Video Franchise or amend its Video Service Area.
- E. "Application Fee" means any fee that the Commission imposes to recover its actual and reasonable costs of processing an Application.¹
- F. "Area" means a set of contiguous (i) collections of census block groups or (ii) regions that are mapped using geographic information system technology.
- G. "Broadband" or "Broadband Service" means any service defined as Broadband, or having advanced telecommunications capability, in the most recent Federal Communications Commission inquiry pursuant to Section 706 of the Telecommunications Act of 1996 (P.L. 104-104).²

¹ CAL. PUB. UTIL. CODE § 5840(c). This fee is not levied for general revenue purposes, consistent with Public Utilities Code § 5840(c).

² *Id.* at § 5830(a). The Federal Communications Commission currently uses the term "broadband" and "advanced telecommunications capability" to describe services and facilities with an upstream (customer-to-provider) and downstream (provider-to-customer) transmission speed of more than 200 kilobits per second. FEDERAL COMMUNICATIONS COMMISSION,

- H. "Census Block Group" has the same meaning as used by the U.S. Census Bureau.
- I. "Census Tract" has the same meaning as used by the U.S. Census Bureau.³
- J. "Census Tract Basis" means pursuant to the reporting standards articulated in Appendix D and Appendix E, Section II of D.07-03-014.
- K. "Commission" means the Public Utilities Commission.
- L. "Company" means the Applicant and its Affiliates.
- M. "Consultant" means the third party source of census household projections including low income household projections.
- N. "DIVCA" means Assembly Bill 2987, the Digital Infrastructure and Video Competition Act of 2006 (Ch. 700, Stats. 2006).
- O. "Household" means, consistent with the U.S. Census Bureau, a house, apartment, a mobile home, a group of rooms, or a single room that is intended for occupancy as separate living quarters.⁴ Separate living quarters are those in which the occupants live and eat separately from any other persons in building and which have direct access from the outside of the building or through a common hall.⁵
- P. "Local Entity" means any city, county, city and county, or joint powers authority within the state within whose jurisdiction a State Video Franchise Holder may provide Video Service.⁶
- Q. "Low-Income Household" means a residential Household where the average annual Household income is less than \$35,000, as based on U.S. Census Bureau estimates adjusted annually to reflect rates of change and distribution through January 1, 2007.⁷
- R. "State Video Franchise" means a franchise issued by the Commission pursuant to DIVCA.⁸
- S. "State Video Franchise Holder" means a person or group of persons that has been issued a State Video Franchise from the Commission pursuant to Division 2.5 of DIVCA.⁹

AVAILABILITY OF ADVANCED TELECOMMUNICATIONS CAPABILITY IN THE UNITED STATES, FOURTH REPORT TO CONGRESS, FCC 04-208, 10 (Sept. 9, 2004). This definition, however, is under review by the Commission, and it may evolve in response to rapid technological changes in the marketplace. Id.

³ CAL. PUB. UTIL. CODE at § 5960(a).

⁴ Id. at § 5890(j)(1).

⁵ Id.

⁶ Id. at § 5830(k).

⁷ Id. at § 5890(j)(2) (defining "low-income households" for the purposes of imposing build-out requirements).

⁸ Id. at § 5830(p).

- T. "Telephone Service Area" means the area where the Commission has granted an entity a Certificate of Public Convenience and Necessity to provide telephone service.
- U. "Telephone Corporation" means a telephone corporation as defined in Public Utilities Code § 234.
- V. "Video Service" means video programming services, cable service, or open-video system service provided through facilities located at least in part in public rights-of-way without regard to delivery technology, including Internet protocol or other technology. This definition does not include (1) any video programming provided by a commercial mobile service provider defined in Section 322(d) of Title 47 of the United States Code, or (2) video programming provided as part of, and via, a service that enables users to access content, information, electronic mail, or other services offered over the public Internet.¹⁰
- W. "Video Service Area" means the area proposed to be served under a State Video Franchise.
- X. "Video Service Provider" means any entity providing Video Service.¹¹

⁹ Id. at § 5830(i).

¹⁰ Id. at § 5830(s).

¹¹ Id. at § 5830(t).

PLEASE TYPE ALL INFORMATION UNLESS INSTRUCTED OTHERWISE.

Type of Application

1. Check as appropriate:

New Franchise Amended Franchise (Please indicate type of amendment below)

Increasing Video Service Area

Decreasing Video Service Area

Applicant Information

2. Applicant's State Video Franchise number (if seeking an amended Franchise):

#021

3. Applicant's full legal name:

Applicant is Comcast Cable Communications Management, LLC, a Delaware limited liability company, on behalf of Comcast of Sacramento I, LLC. This application seeks to reduce Comcast's state video franchise footprint.

4. Name under which the Applicant does or will do business in California:

Comcast

5. Legal name and contact information of Applicant's parent companies, including the ultimate parent:

Parent's Full Legal Name: **Comcast Cable Communications Holdings, Inc.**
Ultimate Parent: **Comcast Corporation**

Address: **1 Comcast Center
1701 John F. Kennedy Boulevard
Philadelphia, PA 19103**

Phone: **(215) 286-1700**

6. Applicant's principal place of business:

Address: **3055 Comcast Pl.
Livermore, CA 94551**

Phone: **(925) 424-0100**

7. Contact information for the person responsible for ongoing communication with the Commission about Video Service business:

Name: **John A. Gutierrez**

Title: **Director, Government Affairs
Comcast Cable**

Address: **3055 Comcast Pl.
Livermore, CA 94551**

Phone (Business and mobile if any): **(925) 424-0164 (business)
(925) 336-1946 (mobile)**

Fax: **(925) 424-0426**

Email: **john_gutierrez@cable.comcast.com**

8. Attach as Appendix A the names and titles of the Applicant's principal officers.

The names and titles of each of the Applicant's principal officers are listed in Appendix A.

Build-Out Information

Answer questions 9 through 12 only if the Applicant or one of its Affiliates is a Telephone Corporation. Other Applicants should go to Question 13.

9. Does the Applicant alone or together with its Affiliates have more than 1,000,000 telephone customers in California?
 Yes No
10. Does the Video Service Area include areas outside of the Telephone Service Area of the Applicant and its Affiliates?
 Yes No
11. Is the Applicant primarily deploying fiber optic facilities to the customer's premise?
 Yes No
12. Excluding direct-to-home satellite, is Video Service currently offered by another Video Service Provider in the Video Service Area proposed in this Application?
 Yes No

Existing Local Cable or Video Franchise Holder Information

13. Does the Applicant alone or together with its Affiliates currently hold a local franchise, or has the Applicant held a local franchise in the Video Service Area in the last six months?
 Yes No

If "Yes," then download and complete the electronic template available at <http://www.cpuc.ca.gov/video/application>.

Video Service Area Information

14. Utilizing the template provided at <http://www.cpuc.ca.gov/video/application> (as applicable), provide a geographic description of the Video Service Area and input the expected date for the deployment of each Area in the Video Service Area. Please select the method by which the geographic description shall be detailed:
- A collection of U.S. Census Bureau Census Block Groups, or
 - If Applicant chooses "a," then download and complete the electronic template available at <http://www.cpuc.ca.gov/video/application>*
 - A geographic information system digital boundary meeting or exceeding national map accuracy standards.
 - If Applicant chooses "b," then submit the geographic information system digital boundary in digital format electronically to the Commission*

The information called for by Question 14 indicating the proposed decrease in Comcast's state franchised video footprint is provided in the GIS documents submitted with this Twenty-Third Amended Application.

15. Socioeconomic status information of residents within the Video Service Area.
- *If applicable, the Applicant shall provide this information utilizing the templates available at <http://www.cpuc.ca.gov/video/application>.*
 - a. Provide the following baseline description of residents in the Video Service Area:
 - i. *Number of Households:* The number of Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.
 - ii. *Number of Low-Income Households:* The number of Low-Income Households in each Census Tract included in the Video Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.
 - b. Provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Video Service Area on a Census Tract Basis:
 - i. *Wireline Broadband:*
 1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
 2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.
 - ii. *Non-Wireline Broadband:*
 1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
 2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
 3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards, provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available.
 - iii. *Video service:* The number of Households in each Census Tract that are offered Access by the Company.
 - iv. *Low-Income (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households):* The number of Low-Income Households that are offered Access by the Company.

The information called for by Question 15 is provided in the Microsoft Excel document submitted contemporaneously with this Twenty-Third Amended Application.

16. Socioeconomic status information of residents within the Telephone Service Area.
- *If applicable, the Applicant shall provide this information utilizing the templates available at <http://www.cpuc.ca.gov/video/application>.*
 - a. If the Applicant or any of its Affiliates is a Telephone Corporation, provide the following baseline description of residents in the Telephone Service Area:
 - i. *Number of Households:* The number of Households in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of households available as of January 1 of the year the Application is submitted to determine the number of Households.
 - ii. *Number of Low-Income Households:* The number of Low-Income Households in each Census Tract included in the Telephone Service Area. Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households.
 - b. If the Applicant or any of its Affiliates is a Telephone Corporation, provide or attest in the attached Affidavit that Applicant shall provide, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, the following description of residents in the Telephone Service Area:
 - i. *Wireline Broadband:*
 1. The number of Households in each Census Tract to which the Company makes wireline Broadband available.
 2. The number of Households in each Census Tract that subscribe to wireline Broadband that the Company makes available.
 - ii. *Non-Wireline Broadband:*
 1. If the Company uses non-wireline technology to provide Broadband, specify the type(s) of technology used in each Census Tract.
 2. The number of customers in each Census Tract that subscribe to non-wireline Broadband that the Company makes available.
 3. Using geographic information system digital boundaries that meet or exceed national map accuracy standards, provide maps that delineate (i) Census Tract boundaries and (ii) where the Company typically makes non-wireline Broadband available.
 - iii. *Video service:* The number of Households in each Census Tract that are offered Access by the Company.

- iv. *Low-Income* (Utilize the most recent U.S. Census projections of low-income households available as of January 1, 2007 to determine the number of Low-Income Households): The number of Low-Income Households that are offered Access by the Company.

The information called for by Question 16 is provided in the Microsoft Excel document submitted contemporaneously with this Twenty-Third Amended Application.

- 17. If a consultant was used to compile the geographic description data, please provide the following:

Comcast compiled this data using its own internal resources, so this question is not applicable.

Consultant Company's Full Legal Name:

Address:

Phone:

Financial, Legal, and Technical Qualifications

- 18. Provide or attest in the attached Affidavit that Applicant shall provide a copy of a fully executed bond in the amount of \$100,000 per 20,000 households in the Video Service Area, with a \$100,000 minimum and a \$500,000 maximum per State Video Franchise Holder, to the Executive Director prior to initiating video service and no later than 5 business days after the date of the Commission's issuance of a State Video Franchise to the Applicant. The bond must list the Commission as obligee and be issued by a corporate surety authorized to transact a surety business in California.

Since this is a request to decrease Comcast's state video franchise footprint, this requirement is inapplicable. However, in connection with Applicant's Original Application, which this Twenty-Third Amended Application seeks to amend, a bond in the amount of \$500,000 was provided to the Commission.

Local Entity Contact Information

19. Utilizing the template provided at <http://www.cpuc.ca.gov/video/application>, the Applicant shall provide the contact name and information for a representative from each Local Entity within the Video Service Area.

The information called for by Question 19 is provided in the Microsoft Excel document submitted contemporaneously with this Twenty-Third Amended Application.

Application Fee

20. Attach to this Application a check in the amount of \$2,000 made payable to the "California Public Utilities Commission."

No additional fee is required in connection with this Twenty-Third Amended Application, as specified in General Order 169, Section VI(C).

Affidavit

21. Complete and submit the affidavit attached as Appendix B to this Application.

A completed Appendix B is attached hereto.

A COMPLETE APPLICATION MUST INCLUDE:

<input checked="" type="checkbox"/>	Completed Application form
<input checked="" type="checkbox"/>	CD(s) containing completed templates available on the Commission website
<input checked="" type="checkbox"/>	Appendix A: Applicant's Principal Officers
<input checked="" type="checkbox"/>	Appendix B: Affidavit
<input type="checkbox"/> N/A	Check in the amount of \$2,000

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Brian L. Roberts	Chairman
Neil Smit	President
Steven A. White	President - West Division
Bill Connors	President - Central Division
Kevin M. Casey	President - NorthEast Division
Charles W. Thurston	President – Spotlight
William Stemper	President - Business Services
	Senior Vice President - Cable Division
Steven M. Heeb	President - Conditional Access Licensing
	Vice President – Devices
Samuel Schwartz	President - Comcast Converged Products
David N. Watson	Chief Operating Officer
	Executive Vice President
David A. Scott	Chief Financial Officer
	Executive Vice President - Finance and Administration
Andrew Baer	Chief Information Officer
	Senior Vice President
Andrew Olson	Chief Operating Officer - Comcast Converged Products
	Senior Vice President - Comcast Converged Products
Gerard J. Lewis, Jr.	Chief Privacy Officer
	Vice President - Content, Technology and Information
	Deputy General Counsel

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Tony G. Werner	Chief Technology Officer
	Executive Vice President
David L. Cohen	Executive Vice President
	Assistant Secretary
Michael J. Angelakis	Executive Vice President
Dan Finnerty	Executive Vice President - Comcast Network Distribution
David A. Juliano	Executive Vice President - Marketing and Product Strategy
John D. Schanz	Executive Vice President - National Engineering and Technology Operations
Arthur R. Block	Senior Vice President
	Assistant Treasurer
	Secretary
Douglas Gaston	Senior Vice President
	General Counsel
	Assistant Secretary
Ernest A. Pighini	Senior Vice President
	Controller
Lawrence J. Salva	Senior Vice President
Peter Kiriacoulacos	Senior Vice President
	Chief Procurement Officer
William E. Dordelman	Senior Vice President
	Treasurer
Henry M. Oster	Senior Vice President - Ad Sales

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Steven H. Feingold	Senior Vice President - Ad Sales Operations
Mark E. Hess	Senior Vice President - Advanced Product and Business Development
Aljit Joy	Senior Vice President - Business Strategy
Timothy P. Collins	Senior Vice President - Cable Management
Mike DeCandido	Senior Vice President - Call Center Operations
John Williamson	Senior Vice President - Comcast.com
Martha S. Soehren	Senior Vice President - Comcast University
	Chief Learning Officer
Alan Dannenbaum	Senior Vice President - Content Acquisition
Jennifer T. Gaiski	Senior Vice President - Content Acquisition
Robert S. Pick	Senior Vice President - Corporate Development
Steven Reynolds	Senior Vice President - CPE and Home Networking
Patrick H. O'Hare	Senior Vice President - Customer Care
Thomas A. Karinshak	Senior Vice President - Customer Experience
Richard D. Germano	Senior Vice President - Customer Operations
Raymond E. Dombroski	Senior Vice President - Development, Deployment and Operations
Ronald Phillips	Senior Vice President - Employee Engagement
Timothy T. Nester	Senior Vice President - Finance and Accounting
Sharon T. Desmond	Senior Vice President - Finance and Business Operations
Ronald J. Hartz	Senior Vice President - Financial Operations
Sheila R. Willard	Senior Vice President - Government Affairs
Richard C. Gasloli	Senior Vice President - Group Technical Advisor

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Celestine S. Waters	Senior Vice President - Human Performance, National Customer Operations
J. Lindsay Johnston	Senior Vice President - Human Resources
Robert A. Gunn	Senior Vice President - Human Resources
William Strahan	Senior Vice President - Human Resources
Franklyn A. Athias	Senior Vice President - IP Communication and Services
Andrew C. Topping	Senior Vice President - Labor Relations, HR Compliance and Policy Administration
Thomas R. Nathan	Senior Vice President – Litigation
	Deputy General Counsel
	Assistant Secretary
Terry T. Yu	Senior Vice President - Marketing, Planning and Product Development
Peter Intermaggio	Senior Vice President - Marketing Communications
Sree Kotay	Senior Vice President - NE&TO Chief Software Architect, Comcast Converged Products
Charlotte I. Field	Senior Vice President - NE&TO Operations and Testing
Sam Chernak	Senior Vice President - Network Architecture
John Olander III	Senior Vice President - Network Services and Operations
John G. Leddy	Senior Vice President - Networking, Comcast Converged Products
J. Mitchell Bowling	Senior Vice President and General Manager - Online Services and Operations
Raymond E. Celona	Senior Vice President - Planning and Implementation
Charles D. Herrin	Senior Vice President - Product Development and Management, CIM

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Mark Muehl	Senior Vice President - Product Engineering
Gregory R. Butz	Senior Vice President - Product Marketing and Development
Steven R. Bouchard	Senior Vice President - Sales and Marketing
Robert J. Calabro	Senior Vice President - Sales and New Product Deployment
Terrence Connell	Senior Vice President - Sales and Sales Operations
Robert K. Faught	Senior Vice President - Retail and Indirect Sales
Richard Woundy	Senior Vice President - Software and Applications
Paul Struhsaker	Senior Vice President - Software Engineering
David Kelly	Senior Vice President – Spotlight
Jonathan L. Ozor	Senior Vice President – Spotlight
Mark A. Coblitz	Senior Vice President - Strategic Planning
Kristine A. Dankenbrink	Senior Vice President – Taxation
Gerard Kunkel	Senior Vice President - User Experience and Product Design
Todd Walker	Senior Vice President - Video Product Development
Catherine Avgiris	Senior Vice President and General Manager - Communications and Data Services
Thomas F. Nagel	Senior Vice President and General Manager - Wireless Services
Matthew E. Strauss	Senior Vice President and General Manager - CIM
Jim Fahrny	Senior Fellow - Comcast Converged Products
Brian Rankin	Vice President
	Chief Regulatory Counsel- Cable Division
	Deputy General Counsel
Duane Amendola	Vice President

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

	Assistant Controller
Kathryn Koles	Vice President
	Deputy General Counsel
Sarah Gitchell	Vice President
	Deputy General Counsel
	Chief Content Acquisition Counsel
Jorge Salinger	Vice President - Access Architecture, Comcast Converged Products
Charles A. Meehan	Vice President - Ad Sales
Peter B. Heisinger	Vice President and General Manager - Ad Sales
Stephen D. Flaim	Vice President and General Manager - Ad Sales
Mark Ebetino	Vice President - Ad Sales Technical Operations
Karen Dougherty Buchholz	Vice President – Administration
Anthony Duran	Vice President - Alternate Channel Sales
Brian Lanier	Vice President - Application Engineering, Com cast Converged Products
Matt Scully	Vice President – Architecture
Rick Rioboli	Vice President - Architecture
Michael Nissenblatt	Vice President - Broadcast Relations, Content Acquisition
James J. Henderson, Jr.	Vice President - Business Development
Kevin P. Smith	Vice President - Business Development
Eric Budin	Vice President - Business Development Internet Products
Kevin O'Toole	Vice President - Business Products and Strategy

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Jason Welz	Vice President - Business Services
Jeffrey Alan Freyer	Vice President - Business Services
Jeffrey Michael Buzzelli	Vice President - Business Services
John Whalen	Vice President - Business Services
Peter Marsh	Vice President - Business Services
Scott W. Hansen	Vice President - Business Services
Steven Flaks	Vice President - Business Services Operations
Michael Krynock	Vice President - Business Services Product Deployment
Michael Connelly	Vice President - Business Strategy and Product Planning
Michael Bradshaw	Vice President - Capacity Planning and Modeling
Michael Clancy	Vice President - Carrier Management
Patricia M. Thorell	Vice President - Cash Management
Michael Delciello	Vice President - Business Development, Comcast Converged Products
Curtis Odom	Vice President - Comcast University
David A. Jensen	Vice President - Content Acquisition
Debra G. Brodsky	Vice President - Contract Rights Management
Paul D. Beatty	Vice President - Corporate Systems
James M. Rustad	Vice President - Customer Service Comcast University
Robert B. Horan	Vice President - Customer Service Development
Heidy A. Kelley	Vice President - Customer Service Fulfillment
Gary Aron	Vice President - Data Center Management
Robert Ivins	Vice President - Data Products

**APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS**

Thomas C. Hoffmann	Vice President - Deployment and Implementation
Marshall H. Strickland	Vice President - Direct Sales Operations
Deric Bomar	Vice President - Employee Engagement
Marie MacMillan	Vice President - Employee Relations
Esteban Sandino	Vice President – Engineering
Jack Birnbaum	Vice President - Engineering
Kenneth D. Falkenstein	Vice President - Engineering
Mark Miller	Vice President - Engineering
Labeeb Ismail	Vice President - Engineering, CPE/Comcast Converged Products
James Capps	Vice President - Engineering and Development
Charlie Kennamer	Vice President - Engineering Policy and Industry Affairs
Stephen Walsh	Vice President - Enterprise Direct Sales
Martha Tate	Vice President - Enterprise Sales
Jeffrey S. Ossowski	Vice President - Finance
Nancy Capocasale	Vice President - Finance, Comcast Converged Products
Andrew Marte	Vice President - Finance and Accounting
Bruce A. Davis	Vice President - Finance and Accounting
Sarah Bryant	Vice President - Finance and Accounting
Susan L. Gibbs	Vice President - Finance and Accounting
Chris Gaiski	Vice President - Finance and Business Operations
Gary E. Rostick	Vice President - Finance and Business Operations
James Boles	Vice President - Finance and Planning Analysis

**APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS**

James D. Carney	Vice President - Financial Operations
Joseph F. DiTrolino	Vice President - Financial Operations
Jay M. Madara	Vice President - Finance and Planning Analysis
Donna F. Gapen	Vice President - Human Resources
Melanie A. Penna	Vice President - Human Resources
Michael J. Pascale	Vice President - Human Resources, Marketing, Product Development and Business Services
Lysa Dahlin	Vice President - Human Resources, National Engineering and Technical Operations
Dina A. Galeotafiore	Vice President - Human Resources, Programming
Barry Tishgart	Vice President - Internet Services
John Douglas	Vice President - Labor Relations
Patrick Battel	Vice President - Labor Relations
Sandie Zeigler	Vice President - Learning and Development Operations
Mark Dellinger	Vice President - Licensing Acquisition
Corey Eng	Vice President - Marketing
Jeffrey E. Smith	Vice President - Marketing, Facilities and General Operations
	Deputy General Counsel
Eileen Diskin	Vice President - Marketing Communications and Brand Experience
Suzanne McFadden	Vice President - Marketing, Product Marketing and Strategy
John Vonk	Vice President - Marketing, Product Planning
Carla A. Simonet	Vice President - Marketing Sciences
William F. Revell	Vice President - MDU Sales

**APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS**

Kavita Vazirani-Helsel	Vice President - Media Services
William Solis	Vice President - National Activation and Service Repair
Kevin McElearney	Vice President - NE&TO Backbone Engineering
Jim Scott	Vice President - NE&TO System Integration and Testing
Karen L. Gaines	Vice President - New Products Support
Charles L. Cerino	Vice President - New Services Technology
Brian K. Mossor	Vice President - OE and Technology
John Dougherty	Vice President - Online, Video Operations
Michael J. Nocitra	Vice President – Operations
Randal Burke	Vice President - Operations
Simon Cao	Vice President - Operations
Kevin Hill	Vice President - Partnership Marketing
Jingyu Zhou	Vice President - Patent Engineering
Daniel M. Dolan	Vice President - Payroll and Accounts Payable
David Lorenzi, Jr.	Vice President - Physical HFC Network
Wil Colon	Vice President - Plant Performance
Ted Grauch	Vice President - Premise Video Devices
Sherita Ceasar	Vice President - Product Engineering, Planning and Strategy
Robert Slinkard	Vice President - Product Management
Mark Dawson	Vice President - Product Management, Comcast Converged Products
Daniel Herscovici	Vice President - Product Management, Online Services
Abigail Caspar	Vice President - Product Planning Internet Products

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Ramesh Sepehrrad	Vice President - Quality Assurance and Risk
Benedetto Pietrabella	Vice President - Quality Assurance and Test
Gerald C. O'Brien	Vice President - Real Estate
Loretta L. Simon	Vice President - Real Estate
Robert Rockell	Vice President - Regional Network Engineering
Dan Wang	Vice President - Research and Development
Michael Cook	Vice President - Research and Development
Christopher E. Caffrey	Vice President - Retail Sales
Rebecca A. Scilingo	Vice President - Risk and Resource Planning
Eric Schaefer	Vice President – Sales
Michael Maloney	Vice President - Sales
Gabrielle Ingram	Vice President - Sales, Learning and Development
Mark O'Leary	Vice President - Sales and Marketing
Randall B. Hounsell	Vice President - Search and Discovery
Ken Countway	Vice President - Service Integration and Migration
Anthony Fox	Vice President - Software Program Management
Deborah Lucas	Vice President - Solution and Initiation Management, Business Operations
Robert C. Irwin	Vice President - Special Projects
John F. Gibbs	Vice President - State Government Affairs
Jennifer Yohe Wagner	Vice President - Strategic Business Procurement
James R. Anthony	Vice President - Strategic Business Support
James J. Finnegan	Vice President - Strategic Intellectual Property

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Amy Stipandic	Vice President - Strategic Process Engineering and Deployment Effectiveness
Barbara Gee	Vice President - Strategic Sales Alliances
Susan Jin Davis	Vice President - Strategic Services
Tahir Qazi	Vice President - Strategic Systems
Jonathan L. Palmatier	Vice President - Strategy and Business Development
John Carvalho	Vice President - Strategy Planning, Wireless Product Development
Richard J. Hertz	Vice President - System Integration and Testing
Robert K. Reynolds	Vice President - System Integration and Testing
Grace A. Killelea	Vice President - Talent Management and Leadership Initiatives
Thomas J. Donnelly	Vice President – Taxation
Sean Wechter	Vice President - Technical Operations, Comcast Converged Products
Mark Vickers	Vice President - Technology
Donald F. Williams	Vice President - Technical Operations
Diana Wechsler Kerekes	Vice President - Video Content Management
Gregory Thomson	Vice President - Video Product Development
Melanie E. Means	Vice President - Video Product Development
Mark Swan	Vice President - Video Product Development, Video On Demand
Jay Kreiling	Vice President - Video Services Product Management
Greg Horn	Vice President - Wireless New Business Development
William Stephens	Vice President - Wireless Products Manager
T. M. Davidson	Vice President – XOC

**APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS**

Brian Field	Fellow
Harry J. Reichert, Jr.	Fellow
Mark Francisco	Fellow
Weidong Mao	Fellow - Comcast Converged Products
David A. Eng	Distinguished Engineer
Michael J. O'Reirdan	Distinguished Engineer
Louis A. Toth	Managing Director - Comcast Interactive Capital
Myrna Soto	Division Senior Vice President
Susan P. Adams	Division Senior Vice President - Engineering
Mark E. Reilly	Division Senior Vice President - Government and Public Relations
Kerri St. Jean	Division Senior Vice President - Human Resources and Organizational Effectiveness
Scott Calloway	Division Senior Vice President – Operations
John R. Waddell	Division Senior Vice President - Sales and Marketing
Roland Trombley	Division Vice President - Ad Sales
Edward S. Gallagher	Division Vice President - Business Services
Robert Carter	Division Vice President - Business Services
David J. Kowolenko	Division Vice President - Voice Services
LeAnn Talbot	Regional Senior Vice President
Thomas Coughlin	Regional Senior Vice President
Curt L. Henninger	Regional Senior Vice President - Cable Management
Ronald Hummel	Regional Vice President - Business Operations
David Linch	Regional Vice President - Business Services

APPENDIX A
APPLICANT'S PRINCIPAL OFFICERS

Steve Schmitz	Regional Vice President - Business Services
Ted D. Girdner	Regional Vice President - Business Services
Rachelle B. Chong	Regional Vice President - Government Affairs
Barbara A. Hagen	Market Vice President
John Gauder	Market Vice President
Terry W. Kennedy	System Vice President/General Manager
Trevor Yant	System Vice President/General Manager
Valerie L. Gillespie	System Vice President/General Manager

APPENDIX B

AFFIDAVIT

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

My name is James L. Lewis. I am VP-Government Affairs for Comcast's West Division. My personal knowledge of the facts stated herein has been derived from my employment with Comcast Cable Communications Management, LLC.

I swear or affirm that I have personal knowledge of the facts stated in this Application for a California State Video Franchise to provide Video Service, I am competent to testify to them, and I have the authority to make this Application on behalf of and to bind the Company.

I further swear or affirm that Comcast Cable Communications Management, LLC shall fulfill the following requirements:

1. Applicant has filed or will timely file with the Federal Communications Commission all forms required by the Federal Communications Commission before offering Video Service in this state.
2. Applicant agrees to comply with all lawful city, county, or city and county regulations regarding the time, place, and manner of using the public rights-of-way, including but not limited to, payment of applicable encroachment, permit, and inspection fees.
3. Applicant will concurrently deliver a copy of this Application to any Local Entity in the Video Service Area.
4. Applicant possesses the financial, legal, and technical qualifications necessary to construct and operate the proposed system and promptly repair any damage to the public rights-of-way caused by Applicant.
5. Applicant is not in violation of any final nonappealable order relating to either the Cable Television and Video Providers Customer Service and Information Act (California Public Utilities Code Article 3.5 (commencing with § 53054) of Chapter 1 of Part 1 of Division 2 of Title 5 of the Government Code) or the Video Customer Service Act (California Public Utilities Code Article 4.5 (commencing with § 53088) of Chapter 1 or Part 1 of Division 2 of Title 5 of the Government Code).
6. If it has not done so in the Application, Applicant shall provide the Commission, no later than 90 calendar days after the date of the Commission's issuance of a State Video Franchise to the Applicant, a complete description of residents' socioeconomic status information, as required by and detailed in Questions 14 and 15 of the Application.
7. In connection with its original application for a state video franchise, Applicant has already provided a copy of a fully executed bond in the amount of \$500,000 to the Executive Director. The bond lists the Commission as obligee and was issued by a corporate surety authorized to transact a surety business in California. No further bond is required in connection with this application for an amendment to Applicant's current franchise.

APPENDIX B

AFFIDAVIT

I further swear or affirm that Comcast Cable Communications Management, LLC agrees to comply with all federal and state statutes, rules, and regulations, including, but not limited to, the following:

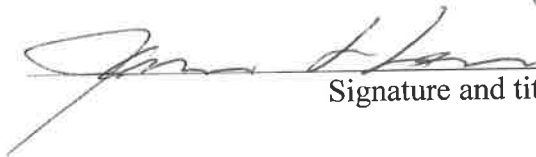
1. As provided in Public Utilities Code § 5890, Applicant will not discriminate in the provision of Video Service.
2. Applicant will abide by all applicable consumer protection laws and rules as provided in Public Utilities Code § 5900.
3. Applicant will remit the fee required by California Public Utilities Code § 5860(a) to the Local Entity.
4. Applicant will provide public, educational, and governmental access channels and the required funding as required by Public Utilities Code § 5870.
5. Applicant and any and all of its Affiliates' operations in California now and in the future shall be included for the purposes of applying Public Utilities Code §§ 5840, 5890, 5960, and 5940. Applicant specifically attests to the following:
 - a. Reporting Requirements: Either (i) Applicant or (ii) the parent company of Applicant shall produce Commission-mandated reports for and on behalf of Applicant and any and all of its Affiliates that operate in California. Only one report required pursuant to Public Utilities Code § 5960 shall be filed annually, such report to include all pertinent data for the Company.
 - b. Antidiscrimination:
 - i. If Applicant and its Affiliates together have more than 1,000,000 telephone customers in California, Applicant shall satisfy the build-out requirements set forth in Public Utilities Code § 5890(b) & (e).
 - ii. If Applicant and its Affiliates together have less than 1,000,000 telephone customers in California, Applicant shall satisfy any build-out requirements established pursuant in Public Utilities Code § 5890(c).
 - c. Cross-subsidization: If Applicant or its Affiliates provide stand-alone, residential, primary-line basic telephone service, Applicant shall refrain from using any increase of the rate of this service to finance the cost of deploying a network to provide video service.
 - d. "Affiliate," as referenced herein, means any company 5 per cent or more of whose outstanding securities are owned, controlled, or held with power to vote, directly or indirectly either by a state video franchise holder or any of its subsidiaries, or by that state video franchise holder's controlling corporation and/or any of its subsidiaries as well as any company in which the state video franchise holder, its controlling corporation, or any of the state video franchise holder's affiliates exert substantial control over the operation of the company and/or indirectly have substantial financial interests in the company exercised through means other than ownership.

APPENDIX B

AFFIDAVIT

- 6. Applicant shall fulfill all other requirements imposed by the Digital Infrastructure and Video Competition Act.
- 7. Comcast Cable Communications Management, LLC is a single identifiable entity that is qualified to do business in California and has verifiable assets. This entity shall accept service of process, either directly or through an agent, and submit to the jurisdiction of California courts.

I swear or affirm that all of the statements and representations made in this Application are true and correct.



 Signature and title

James L. Lewis, West Division, VP-Government Affairs
 (Typed or printed name and title)

State of California *see attached form*

County of _____

Subscribed and sworn to (or affirmed) before me on this _____ day of

20_____, by, _____ personally known to me or

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Seal _____

Signature _____

CALIFORNIA JURAT WITH AFFIANT STATEMENT

GOVERNMENT CODE § 8202

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)

1 _____
 2 _____
 3 _____
 4 _____
 5 _____
 6 _____

Signature of Document Signer No. 1 _____ Signature of Document Signer No. 2 (if any) _____

State of California
 County of Alameda

Subscribed and sworn to (or affirmed) before me
 on this 7th day of March, 2013,
Date Month Year
 by
 (1) James Lewis
Name of Signer



proved to me on the basis of satisfactory evidence
 to be the person who appeared before me (.) (,)
 (and
 (2) _____
Name of Signer

proved to me on the basis of satisfactory evidence
 to be the person who appeared before me.)

Signature Jennifer C. Klepperich
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: Franchise Application

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT OF SIGNER #1
 Top of thumb here

RIGHT THUMBPRINT OF SIGNER #2
 Top of thumb here