<u>EXHIBIT B</u>

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
Applications of Comcast Corporation,	)	
General Electric Company, and NBC	)	MB Docket No. 10-56
Universal, Inc. to Assign and Transfer	)	
Control of FCC Licenses	)	

DECLARATION OF STEVE FRIEDMAN

1. My name is Steve Friedman. I am Chief Operating Officer of Wave Broadband ("Wave"). My business address is 401 Kirkland Parkplace, Suite 500, Kirkland, Washington 98033.

2. Wave is a cable, Internet and phone services company currently serving more than 171,000 customers in Washington, Oregon and California. Based in Kirkland, Washington, Wave employs more than 600 individuals. The communities Wave serves vary from urban to rural areas. Thus, in some service areas Wave's facilities pass fewer homes per square mile than large urban service providers. This increases the cost to construct, upgrade and operate Wave's systems in such areas.

3. I also currently serve as Chairman of the American Cable Association ("ACA"), a trade organization representing nearly 900 smaller and medium-sized independent cable companies that provide services to more than 7 million cable subscribers primarily located in rural and smaller suburban markets across the United States.

4. As a cable television service provider, Wave must contract with broadcast and cable programming providers – including both NBC Universal ("NBCU") and Comcast – to obtain the programming its subscribers desire.

5. Certain networks distribute "must have" programming for Wave in each of its cable markets. In Wave's view, "must have" programming is programming that, if absent from Wave's channel line-up, would have a significant impact on Wave's competitive position in the market and hence its subscribership levels .

6. Comcast's Regional Sports Networks ("RSN's") are "must have" programming for Wave, which carries Comcast SportsNet Bay Area and Comcast SportsNet California in its San Francisco and Sacramento cable TV service areas and Comcast SportsNet Northwest in its Oregon and Washington service areas. The individuals who tune in to the games carried by these RSNs are not casual television viewers. They typically are dedicated fans who are passionate about the local games they are watching and thus demand to see them live. For them, there is no close substitute for such an experience. By way of example, the RSNs in San Francisco and Sacramento show San Francisco Giants and Oakland Athletics major league baseball games, Golden State Warriors and Sacramento Kings NBA basketball games, and San Jose Sharks hockey games along with many popular college sporting events and other live sports programming. Comcast SportsNet Northwest carries the Portland Trailblazers NBA basketball games as well as football and basketball from the University of Oregon. Should Wave fail to offer its subscribers the opportunity to view these sporting events in its cable service areas, it would lose a significant number of subscribers.

7. The local broadcast channels that are owned and operated or are affiliated with one of the Big 4 networks (CBS, Fox, ABC and NBC) in each of Wave's cable service areas also

are "must have" programming. This is both because they carry the prime-time programming that most subscribers would not be willing to forego and because most subscribers view the local news, weather, and sports reporting done locally as essential. Hence, a significant percentage of those subscribers would not remain subscribers of Wave if they could not obtain access to this local broadcast programming.

8. In addition, several national cable networks own networks that, either individually or when combined, constitute "must have" programming for Wave. For example, NBCU's cable networks USA, MSNBC and CNBC, Time Warner's CNN, TBS, and TNT, and Viacom's MTV, VH1 and Nickelodeon are cable programming that customers expect to have access to when they subscribe to Wave's cable service.

9. Owners of national cable networks prefer to negotiate for carriage of this cable programming in bundles of affiliated networks, which when viewed in aggregate have substantial interest for subscribers. For example, NBCU prefers to negotiate pricing for a large package that includes such networks as USA, MSNBC, CNBC, CNBC World, mun2, Sleuth, Oxygen, Shop NBC, Syfy and Bravo as well as the broadcast station retransmission consent rights for each of the NBC owned and operated stations and rights to carry Olympics programming. The prices offered by NBCU for this bundle of programming are less than the prices offered for the networks should NBCU choose to make them available individually. Thus, Wave is effectively compelled to purchase the bundle and to pay for and carry all of this NBCU programming, whether or not it believes its customers desire to view and pay for the entire bundle. The bundled price ties VOD and HD carriage rights.

10. Other than foregoing the opportunity to carry programming and suffer what are sure to be catastrophic subscriber losses, Wave has no effective control over its programming

costs. With only 136,000 video subscribers, Wave is a small cable company with virtually no leverage to bring to bear when negotiating with large national cable and broadcast entities who typically won't provide pricing discounts or more favorable terms and conditions unless the cable operator serves in excess of 1,000,000 cable subscribers.

11. The fees Wave must pay producers for programming has been steadily increasing each year. I estimate that the average yearly increase in programming costs borne by Wave over the past 4 years is approximately 10 percent. My expectation is that in general this trend of significant yearly increases will continue for the foreseeable future and, given the continued consolidation of programming vendors, it is possible the annual price increases in programming will be even greater.

12. Because of their control of "must have" programming, I believe the combined market power of Comcast and NBCU will result in significantly higher than anticipated future increases in Wave's programming costs.

13. Wave faces significant competition from other programming distributors. DirecTV and Dish Network compete with Wave throughout its cable service territories. In addition, Comcast and AT&T are direct competitors to Wave in Wave's San Francisco service area. In its other California service areas and in its Oregon and Washington service areas, Wave faces direct completion from AT&T, Verizon, SureWest and a number of other local exchange carriers. Each of these competitors is orders of magnitude larger than Wave and, consequently, able to negotiate more favorable pricing, terms and conditions from programming vendors.

14. Because of the competition faced by Wave, Wave cannot pass through to its subscribers the entire amount of programming cost increases it experiences. I estimate that, on

average, on an annual basis Wave passed through only 60 percent of the programming cost increases it encounters.

15. As a direct result of Wave's inability to pass through the entire amount of its programming cost increases, Wave's margins have shrunk significantly. This has negatively impacted the funds available to Wave for basic system maintenance, system upgrades and improvements, and expansion, such as offering higher speed broadband in more areas.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my information and belief.

Executed on June 18, 2010

Steve Friedman

EXHIBIT C

Before the
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DECLARATION OF ROBERT GESSNER

1. My name is Robert Gessner. I am President of Massillon Cable TV, Inc. ("Massillon"). My business address is 814 Cable Court NW, Massillon, OH 44647.

2. Massillon is a family-owned and operated telecommunications provider delivering advanced video, data, and voice services to more than 45,000 homes in Stark and Wayne Counties in Ohio.

3. As a cable television service provider, Massillon must contract with broadcast and cable programming providers, including both NBC Universal ("NBCU") and Comcast, to obtain the programming its subscribers' desire.

4. Certain networks represent "must have" programming for Massillon in each of its cable markets. "Must have" programming is programming that, if absent from Massillon's program line-up, would have a significant impact on Massillon's subscribership levels and hence its competitive position in the market.

5. The local broadcast channels that are owned and operated or are affiliated with one of the Big 4 networks (CBS, Fox, ABC and NBC) in Massillon's cable TV service area are "must have" programming. This is both because they carry the prime-time programming that

most subscribers would not be willing to forego and because most subscribers view local news, weather, and sports reporting as essential. Hence, a significant percentage of those subscribers would not remain subscribers of Massillon if they could not obtain access to this local broadcast programming.

6. Moreover, regional sports networks are "must have" programming for Massillon. The local professional teams in the region have strong followings and fans expect to be able to watch their teams play live on television. The rising cost of tickets makes television the only affordable source for most fans. Since the vast majority of professional sports games are now available only on regional sports networks, pay television (from one of the four competitors in our market) is a "must have" for sports fans. If Massillon did not carry Fox Sports Net Ohio which has rights to the Cleveland Cavaliers basketball games or Sports Time Ohio which has rights to the Cleveland Indians baseball games, Massillon would stand to lose a significant number of customers.

7. In addition, several programming conglomerates own national networks that, when combined, constitute "must have" programming for Massillon. The NBCU cable networks include USA, SyFy, Bravo, MSNBC, CNBC, The Weather Channel, Universal HD and the Olympic Games. Time Warner's cable networks include TNT, TBS, HBO and CNN. Viacom's cable networks include MTV, VH1, Showtime, and Nickelodeon. Disney's cable networks include ESPN, ESPN2, and the Disney channel. These networks are cable channels that customers expect to have access to when they subscribe to Massillon's cable service.

8. Our experience has been that increasingly over the past 20 years, owners of national cable networks prefer to negotiate for delivery of cable programming in blocks of affiliated networks which, when viewed in the aggregate, have substantial interest for

subscribers. In this process, the carriage of newer or less viewed networks is often linked to more popular networks. This has the double impact of raising consumer prices and occupying spectrum that would otherwise be available for other program networks, networks that typically do not have the leverage of "must have" programming.

9. As new networks have been acquired by programming conglomerates (for example, the acquisition of the independently-owned Classic Sports network by Disney's ESPN), these owners of national networks have sought to negotiate for their networks as a group. Moreover, programming conglomerates who own local broadcast TV stations also seek to include distribution of their national program networks when they negotiate retransmission consent agreements for their local broadcast TV stations.

10. The negotiation process for program distribution has become more complex and difficult to administer for Massillon as a result of programmers' insistence on negotiating for blocks of programming. This complexity has caused Massillon to rely heavily on the National Cable Television Cooperative to manage program negotiations.

11. Massillon has virtually no control over its programming costs. Massillon is a small cable company with no leverage that it can bring to bear when negotiating with large national cable and broadcast entities. The fees Massillon must pay for programming has been steadily increasing each year. In 2005, Massillon paid $18.72 per subscriber per month for Basic Cable program networks. In 2010, that cost is $30.85; a $12.13, or 65% increase. This increase in program cost is due to a combination of steady annual increases, prices being "reset" at the time of contract renewal and new program networks being added, typically as part of contract negotiations for blocks of program networks. As a result, Massillon's profit margins for video

services have shrunk significantly. My expectation is that in general this trend will continue for the foreseeable future.

12. Massillon faces significant competition from other programming distributors. DirecTV and Dish Network compete with Massillon throughout its cable service territory. AT&T also competes directly with Massillon for video, data and voice customers.

13. Massillon's competitors are significantly larger than Massillon. It is my belief that, due to their size, they benefit from significantly lower rates for program services. Because program providers like NBCU are willing to provide significant price discounts to these larger competitors, Massillon must operate with lower margins and is thus less able to generate the funds needed for system upgrades and new products and services.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my information and belief.

Executed on June 18, 2010.

Robert Gessner

Robert Gessner