

Cablefax Daily™

Monday — March 12, 2018

What the Industry Reads First

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Liberty-GCI: Deal at the Finish Line as Alaska Recession Continues

Nearly a year after **Liberty Interactive** announced plans to combine Alaskan operator **GCI's** business with certain **Liberty Ventures Group** assets, the deal was set to close Friday. GCI Liberty's Class A common stock and preferred stock are expected to commence trading in the regular way under the symbols "GLIBA" and "GLIBP" on Monday. Class B shares won't be listed on the **Nasdaq**, instead appearing on the **OTC Markets** "as promptly as possible." Speaking at Liberty Interactive's final earnings call last week, CEO *Greg Maffei* said that GCI's business continues to perform well despite the ongoing recession in Alaska. For 4Q, GCI posted revenue of \$236mln, up \$3mln from 4Q16. Pro forma EBITDA was down \$8mln YOY coming in at \$76mln. GCI lost 500 cable modem customers, 2600 video subs and 4100 wireless customers in the quarter. The company said the recession was a significant contributing factor in subscriber headwinds, with wireless losses exacerbated by seasonal prepaid disconnects. Liberty was well aware of the state's financial status going into the deal as the recession started in late 2015. Since this is a Liberty transaction, there are plenty of complicated maneuvers—such as a \$1bln margin loan against some **Liberty Broadband** shares as part of the GCI reattribution and split off. Other moves include Liberty Interactive renaming itself **Qurate Retail Group** once the GCI split off wraps. Execs have said there are no current plans to merge GCI Liberty with Liberty Broadband, which consists primarily of interest in **Charter**. "After a year passes, they have enough common ownership [that] it's not inconceivable that it could happen," Liberty Interactive CFO *Mark Carleton* told analysts and investors, stressing there's no current intent. "It's probably suboptimal on management time and board time to have two." With Liberty Interactive going away, **QVC Group** common stock will no longer trade as "QVCA" and "QVCB," with "QRETA" and "QRETB" set to be the new tickers as of Monday. QVC CEO *Mike George* will lead Qurate, which includes the brands of QVC, **HSN**, **zulily**, **Ballard Designs**, **Frontgate**, **Garnet Hill** and **Grandin Road and Improvements**.

Presidential Question: A number of former **DOJ** officials are questioning if *President Trump* had an improper influence over the agency's decision to sue and block the **AT&T-Time Warner** merger. The group, which includes former US attorney for the Southern District of New York *Preet Bharara* (who was fired by Trump), submitted a federal

Cablefax TOP LAWYERS DINNER

We invite the law firms and companies that helped shape these attorneys into the influential forces they are today to bring their rising stars and other team members to help us celebrate this amazing group of leaders.

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Join the Legal Leaders!
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The National Press Club

March 19, 2018
6:30 - 9 PM



A Letter from the Publisher

Cablefax

These are confusing times for media executives as they devise winning strategies amid a chaotic environment subject to constantly changing rules and regulations. And if there's one thing every successful company needs to navigate all of this uncertainty ... it's a good lawyer.

That's why Cablefax's editors have compiled the definitive list of Top Lawyers whose influence and expertise continues to guide companies and executives within this industry as it manages blurring lines between traditional and new media, the challenges of regulatory compliance, and the necessity of legal strategies that serve company, client and consumer.

Here are a few specific traits that Cablefax's editors sought in their search for the industry's Top Lawyers.

- **Position** – A powerful seat at top law firm or company involved in media and communications.
- **Influence** – A proven ability to influence policymakers and others.
- **Experience** – Years of legal training and real-world experience.
- **Reputation** – A devotion to putting clients first and finding creative legal arguments in any situation.

Next week, we will feature these fine attorneys in a special issue of Cablefax Daily. Each profile will strive to give peers, clients and industry observers some insight into the contributions these often-unsung heroes bring to this industry.

In addition, Cablefax will host a dinner at the legendary National Press Club in Washington, D.C., on March 19 to bring these incredible legal minds together in one room, break bread, catch up with friends and colleagues, and impart some much-deserved recognition. As a bonus, C-SPAN's Steve Scully will join us to discuss evolving political coverage in Washington, the upcoming mid-term elections, and of course how the battle-lines for the 2020 Presidential election might shape up.

We invite the law firms and companies that helped shape these attorneys to bring their rising stars and other team members to help us celebrate this amazing group of leaders. Meet the Cablefax editors. Network with colleagues. Share war stories. And, of course, celebrate as we recognize the power of sober counsel in an increasingly chaotic business environment.

Sincerely,



Michael Grebb
Publisher, Cablefax

2018 Cablefax Top Lawyers

- **Elizabeth Biley Andrion**, Charter Communications
- **Rick Baker**, Viacom
- **Bruce Beard**, Cinnamon Mueller
- **Jeff Blum**, DISH
- **Catherine Bohigian**, Charter Communications
- **Burt Braverman**, Davis Wright Tremaine
- **Matthew Brill**, Latham & Watkins LLP
- **Rudy Briccohe**, Comcast Corporation
- **Kerry Brockhage**, NBCUniversal
- **Hunt Brown**, Charter Communications
- **Diane Burstein**, NCTA
- **Lynn Charytan**, Comcast Corporation
- **Rick Chessen**, NCTA
- **Michelle Cohen**, Ifrah PLLC
- **Bruce Collins**, C-SPAN
- **David Connolly**, Altice USA
- **Christa D'Alimonte**, Viacom
- **Seth Davidson**, Mintz Levin
- **Tom Davidson**, Akin Gump Strauss Hauer & Feld LLP
- **Kyle Dixon**, Time Warner Inc.
- **Yaron Dori**, Covington & Burling
- **Maurita Coley Flippin**, Multicultural Media Telcom and Internet Council
- **Susan Fox**, Walt Disney Company
- **Rob Freeman**, Proskauer
- **Jamie Gallagher**, AMC Networks
- **Angela Giancarlo**, Mayer Brown
- **Paul Giist**, Davis Wright Tremaine
- **Neal Goldberg**, NCTA
- **Ilene Knable Gotts**, Wachtell, Lipton, Rosen & Katz
- **Nathaniel Hardy**, Marashlian & Donahue PLLC
- **Cliff Harris**, Charter Communications
- **Kimberley Harris**, NBCUniversal
- **Jennifer Hightower**, Cox Communications
- **Henry Hoberman**, A+E Networks
- **Kimberly Hulse**, Scripps Networks Interactive
- **Rick Kaplan**, NAB
- **DeDe Lea**, Viacom
- **Ross Lieberman**, ACA
- **Jennifer Manner**, EchoStar Corporation
- **Gwen Marcus**, Showtime Networks Inc.
- **Barbara Meili**, Greenberg Taurig
- **Scott Miller**, Turner
- **Francisco Montero**, Fletcher Heald & Hildreth
- **Matthew Murchison**, Latham & Watkins LLP
- **Keith Murphy**, Viacom
- **Elizabeth Newell**, Discovery Communications
- **Reta Peery**, UP TV and Aspire
- **Endi Piper**, TV One
- **Stephanie Plasse**, A+E Networks
- **Robyn Polashuk**, Covington & Burling
- **Tom Power**, CTIA
- **Rob Rader**, Ovation LLC
- **Jennifer Richter**, Akin Gump Strauss Hauer & Feld LLP
- **Richard Rosen**, Arnold & Porter
- **Faiza Saeed**, Cravath, Swaine & Moore
- **Louise Sams**, Turner Broadcasting Company
- **Austin Schlick**, Google
- **Tom Shebar**, Greenberg Traurig
- **Jared Sher**, 21st Century Fox
- **Claudia Teran**, Fox Networks Group
- **Paresh Trivedi**, Proskauer
- **Rita Tuzon**, Fox Networks Group
- **Lauren Wallace**, Layer3 TV
- **Joseph Young**, Mediacom

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court filing Thursday asking for an examination into whether the White House forced the DOJ to file the lawsuit as a retaliatory action for **CNN's** critical coverage of Trump. The DOJ filed the suit in November to block AT&T's \$85.4bln proposed acquisition of Time Warner. "President Trump has urged a criminal investigation of his political rivals; he has suggested that he can instruct the Department to halt investigations into his associates; and he has claimed an 'absolute right to do what I want to do with the Justice Department,'" the filing reads. The group points to comments from President Trump's campaign rallies, including one statement in 2016 where he stated any AT&T-Time Warner deal would be "a deal we will not approve in my administration." The trial is set to begin March 19 and is estimated to last 15 days.

Iger's Compensation: Disney shareholders turned down an executive compensation package for CEO *Bob Iger* in a non-binding vote Thursday. Some 52% of shareholders voted against it, while 44% were in favor. Another 4% abstained. *Reuters* said the package could give Iger up to \$48.5mln a year over four years, plus about a \$100mln equity grant. The Board said it accepts the result of the non-binding vote and will take it under advisement for future CEO compensation, though it added that it believes Iger's stewardship is essential for the **21st Century Fox** deal. Shareholders agreed with the board in rejecting two shareholder proposals, one regarding lobbying disclosure and the other regarding the Company's proxy access bylaw.

Ovation Upfront: **Ovation** delivered its upfront presentation on Thursday, giving advertisers a look at its "Power of Art" branding. The event, held at the Soho Grand Hotel, also served as a showcase for Ovation's ad-supported TV Everywhere app **Journey**, which will be coming to additional digital platforms beyond **Xumo** and **Roku** later this year. Shifting to Ovation TV, "X Company," currently in its first season, will air its second season premiere on May 7. Attendees were then shown a clip from the upcoming season of "Versailles," which returns for its third and final season on October 6. *Julia Stiles* spoke of her role in "Riviera," coming in February 2019, and *Joe Fattorini* of "The Wine Show" gave attendees a crash course in how to become a wine expert.

Down the Slopes: **Netcracker Technology** will sponsor alpine skier *Andrew Kurka* at the 2018 Paralympic Winter Games in PyeongChang, South Korea from March 9-18. Netcracker will also be sponsoring Kurka at the **Adaptive Spirit** 2018 event from April 5-8 in Vail, Colorado. The cable-backed event raises funds for the US National Paralympic Ski and Snowboard teams. Netcracker has sponsored Kurka at Adaptive Spirit since his first appearance in 2015.

March Madness: **Hulu** is ready for March Madness, preparing a personalized viewing experience for sports fans. Starting Monday, Hulu with Live TV subscribers will be able to choose their favorite **NCAA** men's and

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6:00 PM General Reception and Silent Auction **7:30 PM** Dinner and Program (Business Attire) **9:00 PM** After-Party

**For further information, please contact Maria Ducheine at
mducheine@projectsplusinc.com or at (212) 204-8947.**

women's teams and the UI will be customized based on their preferences. Live March Madness coverage will be available across **TBS, CBS, TNT** and **truTV**. Hulu is adding game start notifications on **iOS** and **Android** this season, delivering mobile alerts when the selected teams' games are about to begin.

Programming: TNT will not renew "The Librarians" for a fifth season. Series ep *Dean Devlin* announced the cancelation on Twitter, also saying he is aiming to find a new home for the drama. Its fourth season and TNT series finale aired February 7. -- **CuriosityStream's** "Dream The Future" will take audiences to the year 2050 with the help of 100 visionary experts. *Sigourney Weaver* will narrate the ten-episode first season of the docuseries, debuting March 15 on CuriosityStream's streaming and on-demand platform. -- **Pop** renewed "Schitt's Creek" for a fifth season, increasing the order to 14 eps from 13. Season 4's finale debuts April 11, with the season recording double-digit increases in viewers and young adults over Season 3.

People: *Ameesh Paleja* is joining the **Starz** family as the company's CTO. Paleja steps into the newly-created role after spending four years at **Atom Tickets**, where he served as co-founder and CEO. He'll continue to serve on the company's board and as an advisor and head of innovation.

Cablefax Dashboard

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Research

- 74% of respondents spend 4-7+ hours/day on their phones and 85% watch 0-3 hours of video each day.
- 46% claim Verizon as their wireless carrier while only 22% use T-Mobile.
- Only 8% stream video more than any other activity on their mobile devices (apps, music, etc.).
- 65% of millennials pay their own mobile phone bill.

(Source: *Macquerie Research Proprietary Poll "Millennial Mobile Madness"*)

Up Ahead

- March 12-15 - **SATELLITE 2018**
- March 13-14 - **US Senate Committee on Commerce, Science and Transportation Convenes on Infrastructure Proposal**
- March 14 - **Skills for Success: Own the Room** - WICT NY
- March 19 - **Cablefax Top Lawyers Awards Dinner** - Washington, DC
- March 20-22 - **The ACA Summit, ACA's 25th Anniversary Celebration**

Quotable

"The way the MSOs are coming to market is they're looking to complement and, I would say, reinforce their core businesses, rather than essentially an assault on the wireless business. This is more about their business and their relationship with customers... And I've seen that in markets across Europe."

Verizon Wireless evp, group president Ronan Dunne speaking about Verizon's cable MVNO arrangements at the Deutsche Bank investor conference.

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