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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

November 1, 1993

\*MASSACHUSETTS BAR ONLY

+NEW JERSEY AND NEW YORK BARS ONLY

VIA HAND DELIVERY

William F. Caton  
Federal Communications Commission  
1919 M Street, N.W.  
Washington, DC 20554

Re: Ex Parte Filing  
Implementation of the Cable Television  
and Consumer Protection Act of 1992  
Broadcast Signal Carriage Issues  
MM Docket No. 92-259

Dear Mr. Caton:

Transmitted herewith, on behalf of Post-Newsweek Cable, Inc., are two copies of "Supplemental Comments in Support of Petitions for Reconsideration" in the above-referenced proceeding. On November 1, 1993, a copy of this document was sent to Chairman James H. Quello. Please associate this material with the above-referenced docket.

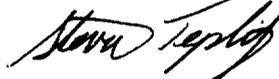
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November 1, 1993  
Page 2

Should there be any questions regarding this matter, please communicate directly with the undersigned.

Sincerely,



Steven N. Teplitz

cc: Commissioner Barrett  
Commissioner Duggan  
John Hollar  
Byron Marchant  
Maureen O'Connell  
Roy Stewart  
William Johnson  
Marcia Glauberman  
Elizabeth Beaty

Enclosure

11095

# FLEISCHMAN AND WALSH

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AARON I. FLEISCHMAN

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November 1, 1993

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## VIA HAND DELIVERY

The Honorable James H. Quello, Chairman  
Federal Communications Commission  
1919 M Street, N.W.  
Washington, DC 20554

Re: Ex Parte Filing  
Implementation of the Cable Television  
and Consumer Protection Act of 1992  
Broadcast Signal Carriage Issues  
MM Docket 92-259

Dear Mr. Chairman:

On behalf of Post-Newsweek Cable, Inc. ("Post-Newsweek"), please find the enclosed "Supplemental Comments in Support of Petitions for Reconsideration" in the above-referenced proceeding. Specifically, Post-Newsweek urges the Commission to modify Section 76.62(a) of its Rules, which requires cable systems to carry the entirety of the program schedule of every television station carried, regardless of whether the station is carried pursuant to the mandatory carriage or retransmission consent provisions of the 1992 Cable Act. As explained herein, Post-Newsweek believes that the rigid application of this rule will cause cable subscribers to suffer a reduction in their current level of service. Accordingly, Section 76.62(a) as written is contrary to the public interest and should be modified on reconsideration.

November 1, 1993  
Page 2

Should there be any questions regarding this matter, please communicate directly with the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Steven N. Teplitz". The signature is written in a cursive style with a large, stylized initial "S".

Steven N. Teplitz

Enclosure

11096

BEFORE THE

**Federal Communications Commission**

WASHINGTON, D.C. 20554

In the Matter of )  
 )  
Implementation of the ) MM Docket 92-259  
Cable Television Consumer )  
Protection and Competition )  
Act of 1992 )

Broadcast Signal Carriage Issues

To: The Commission

**SUPPLEMENTAL COMMENTS IN SUPPORT OF  
PETITIONS FOR RECONSIDERATION**

Arthur H. Harding  
Steven N. Teplitz

**Fleischman and Walsh**  
1400 Sixteenth Street, N.W.  
Washington, D.C. 20036  
(202) 939-7900

Counsel for Post-Newsweek  
Cable, Inc.

Date: November 1, 1993

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**SUMMARY**

Section 76.62(a) of the Commission's Rules requires cable systems to carry the entirety of the program schedule of every television station carried, regardless of whether the station is carried pursuant to the mandatory carriage or retransmission consent provisions of the 1992 Cable Act. Post-Newsweek and others believe that the rigid application of this rule will unjustifiably cause cable subscribers to suffer a reduction in their current level of service.

For example, where a network affiliate does not clear all network programming, a cable operator will often import a distant signal to ensure its subscribers have access to the full array of network programming. As written, this arrangement would be prohibited by Section 76.62(a). Such a result harms cable subscribers and is contrary to the Commission's traditional policy of encouraging the delivery of the maximum amount of programming to the public. As applied to retransmission consent stations, Section 76.62(a) simply does not serve the public interest.

Importantly, there is nothing in the 1992 Cable Act that

expressly requires Section 76.62(a) to have any applicability other than to commercial television stations which elect to assert their mandatory carriage rights pursuant to Section 614 of the 1992 Cable Act. Moreover, applying Section 76.62(a) to both must-carry and retransmission consent stations distorts the market based approach to retransmission consent intended by Congress by forcing the parties to deal on an "all or nothing" basis. A true marketplace approach can be effectuated only if broadcasters and cable operators are free to bargain for carriage of such portions of the signal as are mutually agreed upon pursuant to retransmission consent negotiations.

The Commission wisely issued a stay of Section 76.62(a) pending its current reconsideration of this provision. A temporary stay, however, is not enough. Post-Newsweek urges the Commission to modify Section 76.62(a) in a manner that will foster the widest possible dissemination of programming and better serve the public interest by ensuring that cable subscribers are afforded access to a full array of programming options.

BEFORE THE  
**Federal Communications Commission**

WASHINGTON, D.C. 20554

In the Matter of )  
 )  
Implementation of the ) MM Docket 92-259  
Cable Television Consumer )  
Protection and Competition )  
Act of 1992 )

Broadcast Signal Carriage Issues

To: The Commission

**SUPPLEMENTAL COMMENTS IN SUPPORT OF  
PETITIONS FOR RECONSIDERATION**

Post-Newsweek Cable, Inc. ("Post-Newsweek"), by its attorneys, hereby submits the following Supplemental Comments in support of various petitions for reconsideration in the above-referenced proceeding seeking authority to enter into arrangements for part-time carriage of television broadcast stations pursuant to the retransmission consent provisions of the Cable Television Consumer Protection and Competition Act of 1992 ("1992 Cable Act"), 47 U.S.C. §325(b). Section 76.62(a) of the Commission's Rules, as recently amended by the Commission's Report and Order in the above-captioned proceeding, requires cable systems to carry the entirety of the program schedule of every television station carried, regardless of whether the station is carried pursuant to the mandatory carriage or

retransmission consent provisions of the 1992 Cable Act.<sup>1</sup> Newhouse Broadcasting Corporation and Columbia International, L.P. have requested reconsideration of this rule, and supporting comments were filed by Media-Com Television, Inc. ("Media-Com").

In response to a Petition seeking a temporary waiver of Section 76.62(a) filed by Media-Com, the Commission issued an order staying the implementation of 76.62(a) on its own motion.<sup>2</sup> The Commission did so because it believed that "there may be other similar arrangements between broadcasters and cable operators which have long benefitted the subscribers of the cable systems and which would be affected in the same manner as Media-Com."<sup>3</sup> Post-Newsweek offers these supplemental comments to demonstrate that similar situations do exist, and urges the Commission to modify Section 76.62(a) as necessary to ensure that cable subscribers are afforded access to a full array of network and nonnetwork programming options.

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<sup>1</sup>See Implementation of the Cable Television Consumer Protection and Competition Act of 1992, Signal Carriage Issues, Report and Order in MM Docket No. 92-259, FCC 93-144 (released March 29, 1993) ("Report and Order").

<sup>2</sup>See Stay Order in MM Docket 92-259, FCC 93-467 (released October 5, 1993). Section 76.62(a) was scheduled to take effect on October 6, 1993.

<sup>3</sup>Stay Order at ¶ 7

### DISCUSSION

Post-Newsweek operates a cable system serving subscribers in Sioux City, Iowa and surrounding communities.<sup>4</sup> KMEG-TV ("KMEG") is a CBS affiliate licensed to Sioux City. Although KMEG has exclusive broadcast rights to CBS television network programming within 35 miles of Sioux City, it does not clear all programming offered by the CBS network. In order to provide its cable subscribers in Sioux City with CBS programming not broadcast by KMEG, Post-Newsweek has for many years imported the signal of KELO-TV ("KELO"), a CBS affiliate licensed to Sioux Falls, South Dakota.

One example of programming imported from KELO is "The Late Show with David Letterman," an extremely popular program among Post-Newsweek's Sioux City cable subscribers. Part-time carriage of David Letterman and other non-cleared network programming enables Post-Newsweek's Sioux City subscribers to receive programming which would be otherwise unavailable. By letter dated August 23, 1993, KMEG confirmed its continued consent for part-time carriage, and specifically recognized Post-Newsweek's interest in providing the David Letterman show to its subscribers. KMEG wrote:

[I]n those few instances where KMEG-TV does not clear a particular CBS program, you will, of course, still be entitled to provide that programming to your subscribers by importing

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<sup>4</sup>Post-Newsweek's Sioux City cable system serves the following communities: Sioux City, Iowa; Sergeant Bluff, Iowa; North Sioux City, South Dakota; and Dakota Dunes, South Dakota.

the signal of another CBS affiliate. That will certainly be the case Monday through Friday with the Dave Letterman show.<sup>5</sup>

In order to meet subscriber demand for non-cleared CBS network programming and pursuant to the 1992 Cable Act, Post-Newsweek sought and obtained retransmission consent to continue importing the signal of KELO on a part time basis.<sup>6</sup> Under the terms of this agreement, Post-Newsweek may import KELO's signal only "during such time as network programming is pre-empted by the Sioux City network affiliate...."<sup>7</sup>

This arrangement is satisfactory to KMEG, KELO, Post-Newsweek, and serves the best interests of Post-Newsweek's subscribers. Nonetheless, absent the current stay, this part-time signal carriage agreement would be in violation of the Commission's newly enacted rules implementing Section 614(b)(3)(B) of the 1992 Cable Act. Specifically, this Section

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<sup>5</sup>See Letter from KMEG to Post-Newsweek dated August 23, 1993, and attached hereto as Exhibit 1.

<sup>6</sup>The 1992 Cable Act provides: "... no cable system or other multichannel video programming distributor shall retransmit the signal of a broadcasting station, or any part thereof, except - (A) with the express authority of the originating station...." 47 U.S.C. § 325(b)(1).

<sup>7</sup>See Retransmission Consent Agreement between KELO and Post-Newsweek dated September 30, 1993 at ¶ 2, and attached hereto as Exhibit 2. The agreement also provides that:

This Agreement shall be of no force and effect unless or until the FCC permits or the Operator obtains a waiver of the FCC rules which will permit part-time carriage of the station.

requires cable operators to "carry the entirety of the program schedule of any television station carried on the cable system . . . ." <sup>8</sup>

There is nothing in the 1992 Cable Act that expressly requires Section 614(b)(3)(B) to have any applicability other than to commercial television stations which elect to assert their mandatory carriage rights pursuant to Section 614. Indeed, the Commission reached the correct conclusion in its Notice of Proposed Rulemaking:

A reading of Section 325(b)(4) and Section 614 in their entirety suggests that the provisions enumerated in the previous paragraph [including Sec. 614(b)(3)(B)] apply only to local stations carried pursuant to an election of must-carry status. <sup>9</sup>

As shown below, the statute lends itself to no other logical interpretation.

First, as the Commission has noted, "Section 614 is captioned 'Carriage of Local Commercial Television Signals' and, by itself, suggests that the provisions appearing thereunder are waived if retransmission consent is elected." <sup>10</sup> Second, and more directly, Section 614(a) expressly provides that:

[e]ach cable operator shall carry on the cable system of that operator, the signals of local commercial television stations and qualified low power stations as provided in

---

<sup>8</sup>47 U.S.C. § 534(b)(3)(B).

<sup>9</sup>Notice of Proposed Rulemaking in MM Docket No. 92-259, 7 FCC Rcd. 8055 (1992) at ¶ 56.

<sup>10</sup>Id.

this section. Carriage of additional broadcast television signals on such system shall be at the discretion of such operator, subject to Section 325(b) (emphasis added).

This language could not be any more clear in its intent that the carriage requirements specified throughout Section 614 apply only to signals which elect to assert their must carry rights, but not to additional stations carried "at the discretion" of the cable operator.<sup>11</sup> Third, and in order to remove any ambiguity on this issue whatsoever, Congress included a parallel provision in Section 325:

If an originating television station elects under paragraph (3)(b) to exercise its right to grant retransmission consent under this subsection with respect to a cable system, the provisions of section 614 shall not apply to the carriage of the signal of such station by such cable system. 47 U.S.C. § 325(b)(4) (emphasis added).

Finally, Section 325(b)(1) expressly provides that, without obtaining retransmission consent, "no cable system or other multichannel video programming distributor shall retransmit the

---

<sup>11</sup>The fact that the rights granted by Section 614, including the right to demand carriage of the entire signal pursuant to Section 614(b)(3)(B), are entirely separate from the rights granted by Section 325 is further confirmed at p. 38 of the Senate Report:

S. 12 provides that the rights granted to stations under sections 614 and 615 will not be affected by the exercise of the right of retransmission consent by another station.... [T]he committee believes that the rights granted to stations under Section 325 and under section 614 and 615 can be exercised harmoniously.

S. Rep. No. 92, 102d Cong., 1st Sess. (1991) ("Senate Report").

signal of a broadcasting station, or any part thereof" (emphasis added). If Congress did not contemplate partial retransmission consent arrangements, the foregoing language would be meaningless.<sup>12</sup> Congressional intent is crystal clear. If a station elects retransmission consent, Section 614 is entirely inapplicable, including Section 614(b)(3)(B).<sup>13</sup>

After erroneously concluding that Section 614(b)(3)(B) applies to all broadcast stations carried by cable systems, not just those electing must carry, the Report and Order, almost as an afterthought and without any further analysis, goes on to conclude that various other provisions of Section 614 designed to protect must carry stations also apply to retransmission consent stations. A careful reading of Section 614 as a whole, however, serves to further highlight the faulty reasoning employed in the

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<sup>12</sup>Further support for the fact that Congress intended to allow broadcasters and cable operators to bargain for partial retransmission consent is found at p. 83 of the Senate Report:

A cable operator is not required to carry in its entirety programming for which it has not received consent to carry such programming as required by this new Section 325(b) (emphasis added).

<sup>13</sup>This interpretation is confirmed at page 37 of the Senate Report:

Section 325 makes clear that a station electing to exercise retransmission consent with respect to a particular cable system will thereby give up its rights to signal carriage and channel positioning established under Section 614 and 615 for the duration of the 3-year period. Carriage and channel positioning for such stations will be entirely a matter of negotiation between the broadcasters and the cable system.

Report and Order. In particular, applicability of Section 614(b)(9) to retransmission consent stations is contrary to express Congressional directives. That provision requires a cable operator to give at least 30 days notice prior to either deleting or repositioning a broadcast station. Obviously, the intent of this subsection was to give must carry stations an opportunity to enforce their carriage and channel positioning rights afforded by Section 614. However, Congress intended that local stations electing retransmission consent would be free to bargain on any aspect of carriage or channel positioning, which might encompass either greater or lesser notice requirements. Such issues were left entirely to negotiation among the parties. See Senate Report at 37. The mechanical "plain language" approach adopted by the Report and Order fails to account for congressional intent, and contravenes the plain language of Section 614(a), Section 325(b)(4) and Section 325(b)(1).

In its Report and Order, the Commission ignores the plain statutory language and relies on legislative history to overrule its initial conclusion and adopt the strained interpretation that Section 614(b)(3)(B) precludes a station and a cable operator from entering into a voluntary, arms-length agreement for partial carriage pursuant to Section 325. The Commission places particular reliance on the House Report which states that subsection (b)(3)(B) prohibits "cherry picking" of programs from television stations. However, reliance on this language is entirely misplaced since the House Bill did not even contain any

retransmission consent provisions. Similarly, the Senate Report merely restates the language of Section 614(b)(3)(B) without providing any guidance as to the applicability of that provision outside the must carry context.

Far more compelling legislative history can be found in the Senate Report accompanying Section 325:

It is the Committee's intention to establish a marketplace for the disposition of the rights to retransmit broadcast signals; it is not the Committee's intention in this bill to dictate the outcome of the ensuing marketplace negotiations.<sup>14</sup>

Section 76.92(a) of the FCC rules as adopted in the Report and Order distorts the market based approach to retransmission consent intended by Congress by forcing the parties to deal on an "all or nothing" basis. A true marketplace approach can be effectuated only if broadcasters and cable operators are free to bargain for carriage of such portions of the signal as are mutually agreed upon pursuant to retransmission consent negotiations. The Senate Report goes on to recognize that there "are established relationships between broadcasters and cable systems" and that the retransmission consent provisions were carefully crafted to "minimize unnecessary disruption to broadcasters and cable operators."<sup>15</sup> The established relationship between Post-Newsweek and KELO for the importation of CBS programming not cleared by KMEG falls squarely within the

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<sup>14</sup>Senate Report at 36.

<sup>15</sup>Id.

above-stated Congressional intent, and rigid application of Section 76.92(a) would result in disruption to Sioux City cable subscribers of their established access to the entire CBS network schedule, precisely the kind of disruption which Congress clearly intended to avoid.

Practical implications also weigh heavily against the Commission's interpretation. As demonstrated by Post-Newsweek's situation in Sioux City, the Commission's rule clearly limits the availability of programming to cable subscribers. Absent a modification of Section 76.62(a), Post-Newsweek will be precluded from providing popular non-cleared network programming. This result directly harms cable subscribers and is contrary to the Commission's traditional policy of encouraging the delivery of the maximum amount of programming to the public.<sup>16</sup> Indeed, former FCC rules which placed severe restrictions on the importation of "distant" broadcast stations by cable systems nevertheless allowed importation of network programming not cleared by the local affiliate:

One of our goals in this proceeding, with which there has been little basic disagreement, has been to assure that all cable subscribers have full network service available. To the extent that network affiliates of the national networks are not available locally, we have permitted carriage

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<sup>16</sup>"[C]onsumer welfare .... is reflected in our concern with assuring that policies adopted tend toward the creation of a communications system that increases the net video service supplied to the public...." Cable Television Syndicated Programming Exclusivity Rules, Report and Order, 48 RR 2d 171 (1980) at ¶ 24. See also Senate Report at 36.

of distant affiliates. (See §§ 76.59(b) and 76.63.) In line with this policy of assuring the availability of full network service, it appears appropriate to permit carriage of those programs offered by the networks but not cleared by local affiliates. This is of particular importance in those cases where the programs not otherwise available include network news or other public affairs programming. In any event, our analysis reveals that primary network affiliates generally carry a high percentage of the programs offered by the networks so that the impact of this rule revision should be limited.

Memorandum Opinion and Order on Reconsideration of the Cable Television Report and Order, 25 RR 2d 1501, 1509-10 (1972).<sup>17</sup>

Despite the compelling evidence set forth above that Section 614(b)(3)(B) applies only in the context of stations electing must carry, if the Commission nevertheless feels unduly constrained by the language of that provision, the Commission could amend subpart F of its regulations to expressly provide that the network nonduplication rules do not apply to network programming not cleared by the local affiliate, and that such non-cleared network programming may be carried with the consent of the distant station and notwithstanding Section 76.62(a) of

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<sup>17</sup>This public policy was carried forward by Congress when it enacted the Copyright Act of 1976. Under Section 111, cable systems are not required to pay any additional royalties for distant programming which represents the carriage of programming not cleared by a local network affiliate. 17 U.S.C. § 111(f). In section 325(b)(6), Congress clearly articulated its intent not to modify the compulsory copyright license established in section 111 of title 17. By attempting to overrule the Copyright Act's express authorization of the importation of non-cleared network programming, Section 76.62(a) as adopted by the Commission again fails to heed Congressional direction.

the Commission's rules. Section 614(b)(3)(B), through its reference to "any successor regulations," expressly contemplated that the Commission might amend subpart F to permit additional importation of network programming. Indeed, the Senate Report provides specific guidance to the Commission in the event any such amendments are considered:

. . . the Committee has relied on the protections which are afforded local stations by the FCC's network non-duplication and syndicated exclusivity rules. Amendments or deletions of these rules in a manner which would allow distant stations to be submitted on cable systems for carriage or local stations carrying the same programming would, in the Committee's view, be inconsistent with the regulatory structure created in S. 12.<sup>18</sup>

The foregoing suggested amendment to subpart F would not allow carriage of additional distant network programming in situations where the local station is carrying the same programming, but only when the local station chooses not to carry the affected network program. Accordingly, the proposed amendment would not contravene the above-quoted admonition in the legislative history.

#### CONCLUSION

Limiting viewing options could not possibly have been the intention of Congress in promulgating Section 614(b)(3)(B). Yet, this perverse result is exactly what the Commission's rule implementing this provision will cause. As applied to

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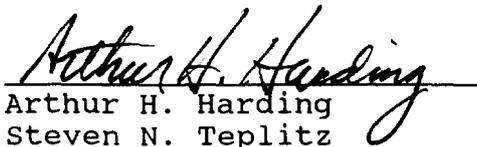
<sup>18</sup>Senate Report at 38.

retransmission consent stations, Section 76.62(a) of the Commission's rules simply does not serve the public interest. In light of these facts, Post-Newsweek's urges the Commission to take appropriate measures in order to avoid a reduction of service to the public.

The Commission wisely issued a stay of Section 76.62(a) pending reconsideration of this provision. A temporary stay, however, is not enough. As written, Section 76.62(a) will preclude Post-Newsweek and other cable operators from maintaining current levels of service to subscribers. Moreover, the language of the 1992 Cable Act provides no basis for requiring the carriage of a retransmission consent station's entire signal. For these reasons, Post-Newsweek urges the Commission to modify Section 76.62(a) in a manner that will foster the widest possible dissemination of programming and better serve the public interest.

Respectfully submitted,

**POST-NEWSWEEK CABLE, INC.**

By:   
Arthur H. Harding  
Steven N. Teplitz

Its Attorneys

**FLEISCHMAN AND WALSH**  
1400 Sixteenth Street, NW  
Washington, D.C. 20036  
(202) 939-7900

November 1, 1993/10583

# **EXHIBIT 1**



700 PLYMOUTH BLVD. • P. O. BOX 677 SIOUX CITY, IA 51101 • 712-271-3744

August 23, 1993

CERTIFIED MAIL -- RETURN RECEIPT REQUESTED

Mr. Peter C. Newell  
Vice President  
Post-Newsweek Cable  
4742 North 24th Street, Suite 270  
Phoenix, AZ 85016

Dear Peter:

RE: Sioux City, Iowa  
Sergeant Bluff, Iowa  
North Sioux City, South Dakota  
Dakota Dunes, South Dakota

As prescribed by law, KMEG-TV is notifying you that we have signed a new contract with the CBS Television Network. Within that agreement is the network non-duplication clause, which gives KMEG-TV exclusive rights to the CBS Television Network product within 55 miles of our city of license.

Your system is within that exclusive zone; and we request, if you are not already doing so, that you begin extending program protection to K'MEG from any other CBS affiliate.

As has always been the case, in those few instances where KMEG-TV does not clear a particular CBS program, you will, of course, still be entitled to provide that programming to your subscribers by importing the signal of another CBS affiliate. That will certainly be the case Monday through Friday with the Dave Letterman show.

Thank you for your attention to this matter.

Respectfully yours,

Bruce Lewis  
Vice President & General Manager

BL:lg  
Encl.

cc: Joe Durham

## **EXHIBIT 2**

**RETRANSMISSION CONSENT  
AGREEMENT**

This Retransmission Consent Agreement (hereinafter "Agreement") is made as of September 30, 1993 by and between ~~Wooten Television of S.D.~~ licenses of television station KELO, with offices at ~~501 S. Phillips Sioux Falls, S.D. 57102~~ (hereinafter "Broadcaster") and Post-Newsweek Cable, Inc., with offices at 4742 N. 24th Street, #270, Phoenix, AZ 85016 (hereinafter "Cable Operator").

WHEREAS, Cable Operator desires to carry the signal of television broadcast station KELO on a part-time basis on its cable television system serving Sioux City, Sergeant Bluff, North Sioux City and the surrounding areas; and

WHEREAS, Broadcaster desires to grant Cable Operator retransmission consent for the part-time carriage of such station by such cable system;

ACCORDINGLY, the parties hereto do hereby agree as follows:

1. Pursuant to 47 U.S.C. 325(b), Broadcaster does hereby grant retransmission consent for the carriage by Cable Operator of the signal of broadcasting station KELO on a part-time basis on Cable Operator's cable television system serving Sioux City, Sergeant Bluff, North Sioux City and surrounding areas.

2. Cable Operator agrees to carry such signal on the above-referenced cable system during such time as network programming is pre-empted by the Sioux City network affiliate, for the term of this Agreement, so long as there is no material increase in the copyright liability which is incurred by Cable Operator due to carriage of such signal by such cable system, and so long as there is no material adverse change in the signal quality of such station as received by Cable Operator at the principal headend of such cable system.

3. This Agreement shall commence as of the date set forth above and remain in force through December 31, 1996 and shall automatically renew for successive three year periods unless a termination notice is sent by either party to the other in accordance with the notice provisions of this Agreement, at least sixty days but no more than ninety days prior to the applicable scheduled renewal date.

4. This Agreement shall be of no force and effect unless or until the FCC permits or the Operator obtains a waiver of the FCC rules which will permit part-time carriage of the station.

5. This Agreement shall be binding on and enure to the benefit of the respective successors or assigns of the parties hereto.

6. Any notices hereunder shall be in writing and sent by prepaid certified or registered mail to the addresses set forth above. Notices shall be deemed effective upon receipt.

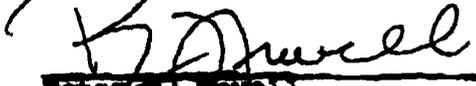
In Witness Whereof, each of the parties hereto has executed this Agreement as of the date first written above.

Broadcaster

By:

 11/1/93  
\_\_\_\_\_  
MIKE BRANDER  
(Print name)  
VP (G.M.)  
\_\_\_\_\_  
Title

Cable Operator  
Post-Newsweek Cable, Inc.

  
\_\_\_\_\_  
Peter C. Howell  
Vice President