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ACC/TEMPO COMPETITIVE SAFEGUARDS

The following conditions should be imposed on the DBS permit of TEMPO, ACC and/or Primestar in the event that the transfer of ACC's permit to TEMPO is reinstated, or ACC's channels are assigned to TEMPO/TCI/Primestar for the provision of high-power DBS service, which should be defined to include the provision of programming, including pay-per-view programming, information and interactive services, and the distribution system, including satellite capacity, receiving equipment, customer service and billing services ("DBS Service"):

(1) In general.

The cable MSO parent companies of either Primestar or TEMPO, or any affiliate of such parent companies, Primestar or TEMPO, which provide cable television service ("Affiliated MSOs") may provide high-power DBS Service only through a separate subsidiary (the "DBS Subsidiary").

(2) Transaction Requirements.

Any transaction between the DBS Subsidiary and Affiliated MSOs shall be conducted on an arm's-length basis in the same manner as the Affiliated MSOs conduct business with non-affiliated persons, and shall not be based on any preference or discrimination in favor of the DBS Subsidiary arising from the affiliation of the DBS Subsidiary with Affiliated MSOs.

(a) In particular, the DBS Subsidiary may not aggregate its subscribers with those of Affiliated MSOs or affiliates thereto in order to obtain volume discounts from programmers or equipment suppliers.

(3) Proprietary Information.

The DBS Subsidiary, each Affiliated MSO and affiliates thereto have a duty to protect the confidentiality of proprietary information relating to other multichannel video distributors, equipment manufacturers and customers. An Affiliated MSO or affiliates thereto may not share customer proprietary information with the DBS Subsidiary or any other Affiliated MSO or affiliate thereto unless this information is available to other persons and providers on the same terms and conditions, and shall take all necessary measures to ensure that such customer proprietary information is not improperly disclosed.

(4) Non-Discrimination.

In areas served by cable systems owned or controlled by Affiliated MSOs or affiliates, the DBS Subsidiary shall not offer or provide DBS Service that would allow subscribers of Affiliated Cable Systems to receive the DBS Subsidiary's DBS Service under terms and conditions different from those offered or provided to consumers who are not subscribers to Affiliated Cable Systems.

(5) Separate Commercial Activities.

The DBS Subsidiary shall carry out its marketing and sales directly and separate from any Affiliated MSO or any affiliate thereof. The services of the DBS Subsidiary and any Affiliated MSO or affiliate thereof may not be marketed or sold jointly.

- (a) In areas served by Affiliated MSOs or affiliates thereto, the DBS Subsidiary shall not offer or provide DBS Service to subscribers of such Affiliated MSO systems exclusively or primarily as an ancillary or supplementary tier of cable service (*i.e.*, TEMPO, ACC and Primestar would be prohibited from restricting the marketing of DBS Service primarily to Affiliated Cable Systems, who in turn would sell that service as an additional program offering to cable subscribers.)

(6) Books, Records and Accounts.

The DBS Subsidiary shall maintain books, records and accounts in a manner prescribed by the FCC which shall be separate from the books, records and accounts maintained by an Affiliated MSO or any affiliate thereof.

(7) Prevention of Cross-Subsidies.

Affiliated MSOs or affiliates thereof shall establish and administer a cost allocation system that prohibits any cost of providing DBS Service from being subsidized by revenue from Affiliated MSO cable operations. The cost allocation system shall employ a formula that ensures that --

- (a) the rates for cable service charged by Affiliated MSOs are no greater than they would have been in the absence of such investment in DBS Service (taking into account any declines in the real costs of providing such DBS services); and
- (b) such DBS Service shall bear a reasonable share of the joint and common costs of facilities used to provide DBS Services.

(8) FCC Review.

The DBS Subsidiary will be subject to FCC review of its structure, rates and business practices.