

SCHEDULE 1(b)
LIST OF PREDECESSOR EMPLOYEES TO DOCUMENT CUSTODIANS

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 1(c)
LIST OF AGENTS AND REPRESENTATIVES RETAINED FOR THE PROPOSED
TRANSACTION

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 2(a)
COMPANY SUBSCRIBER DATA BY DMA, ZIP CODE, AND CENSUS BLOCK
GROUP [3 FILES]

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 3
PROGRAMMING PACKAGES INFORMATION [32 FILES]

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(a)
HOUSEHOLDS IN THE US BY ZIP CODE AND DMA [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(b), (h)
ACCOUNT-LEVEL DATA ON SUBSCRIBERS' PACKAGE TYPE [27 FILES]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(c)-(f)
NEW AND DISCONTINUED SUBSCRIBERS [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(e)-(f)
TOTAL SUBSCRIBERS PER YEAR [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(g)
NEW CUSTOMER OFFERS, PACKAGES, AND RETENTION OFFERS
[5 FILES AND 3 FOLDERS]

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(i)
PER-SUBSCRIBER ACQUISITION COSTS [24 FILES]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(j)-(k)
VENDOR PAYMENTS, RATES, AND CHANNEL ASSIGNMENTS [3 FILES]

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(I)
VALUE OF EACH ADDITIONAL SUBSCRIBER [2 FILES]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 4(m)
GEOGRAPHICAL LOCATION OF MSO, TELECOM, AND SATELLITE
COMPETITOR FOOTPRINTS [3 FILES]

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 5(b), (d)
NUMBER OF STANDALONE AND BUNDLE SUBSCRIBERS [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 6(a)
NUMBER OF CUSTOMERS FOR EACH VOD AND PPV SERVICE [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 8(a)-(b)
PERCENT OF SUBSCRIBERS VIEWING VIDEO BY COMPANY OVD SERVICE AND
HOURS VIEWED [1 FILE]

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 9(b)-(c)
SYNTHETIC BUNDLE INFORMATION
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 14(a)-(d)
SUBSCRIBER INFORMATION [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 15
SALES, PRICE, MARGIN, COSTS, IP, R&D, LICENSING, ETC. FOR EACH
RELEVANT SERVICE

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 16(a)-(j)
CUSTOMER ARPU CREDIT PROFILE [2 FILES]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 16(g)
TOTAL SAC BY CUSTOMER ACCOUNT NUMBER BY MONTH [21 FILES]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 16(i)
NON-RECURRENT CHARGES AND CREDITS BY CUSTOMER [38 FILES]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 17
MVPD SERVICE PLAN CODE DATA [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 21
ENTITIES THAT HAVE “ENTERED OR ATTEMPTED TO ENTER, OR EXITED FROM” A RELEVANT SERVICE

EXIT FROM THE PROVISION OF RELEVANT SERVICES

Company	Address	Product or Service, and Key Dates	Facility
Microsoft Xbox Entertainment Studios	One Microsoft Way Redmond, WA 98052	Video Programming <ul style="list-style-type: none"> • Employed 200-people at Xbox Entertainment studios • Launched Studios division to produce original video content for the Xbox game business • Announced wind-down of Xbox Studios in 2014 	Studio in Santa Monica
Intel Media	2200 Mission College Rd Santa Clara, CA 95054	OTT Service <ul style="list-style-type: none"> • OnCue set-top box and service • Sold remaining assets and staff to Verizon in January, 2014 for reported \$200m 	Built a team and facility on Intel's Santa Clara Campus
Boxee	122 W 26th St, 8 th Floor New York, NY 10001	OTT Service <ul style="list-style-type: none"> • Cloud DVR service and hardware provider • Attempted to launch a national consumer offering in 2013 • Sold remaining assets to Samsung in July 2013 	New York and Tel Aviv offices
Cox	1400 Lake Hearn Dr. Atlanta, GA 30319	OTT Service <ul style="list-style-type: none"> • Flare Watch tested online video consumer offering in Orange County, California only • Appears to have abandoned testing in 2013 	

Aereo	455 Broadway, 4 th Floor New York, NY 10013	OTT Service <ul style="list-style-type: none"> Nationwide online video offering of broadcast channels Launched February 2012 Appears to be winding down, depending on results of post-Supreme court litigation June 2014 	Local collection facilities for antennae array in each market
-------	---	---	---

ENTRY OR PROPOSED ENTRY TO THE PROVISION OF RELEVANT SERVICES

Company	Address	Product or Service, and Key Dates	Facility
Verizon	One Verizon Way Basking Ridge, NJ 07920	OTT Service <ul style="list-style-type: none"> Verizon's CEO announced plans to launch an OTT video service. Possibly leveraging assets from OnCue acquisition Expected launch 2015 	Unknown
Sony Network Entertainment	6080 Center Dr, 10 th Floor Los Angeles, CA 90045	OTT Service <ul style="list-style-type: none"> Has finalized terms with Viacom to distribute 22 channels as part of a planned OTT video service May be distributed as part of the PlayStation ecosystem and possibly other devices Expected launch late 2014/early 2015 	Unknown
Cablevision	1111 Stewart Ave Bethpage, NY 11714	OTT Service <ul style="list-style-type: none"> Specifics unknown Reportedly to be launched in select areas, launch TBD 	Unknown

<p>DISH Network</p>	<p>9601 S Meridian Blvd Englewood, CO 80112</p>	<p>OTT Service</p> <ul style="list-style-type: none"> Reportedly a general market video entertainment service targeted at millennials (a “personal streaming service” or PSS) Reportedly to be launched by end of 2014 Has secured digital programming rights from Disney and Scripps 	<p>Unknown</p>
<p>CenturyLink</p>	<p>100 CenturyLink Dr Monroe, LA 71203</p>	<p>Internet Traffic</p> <ul style="list-style-type: none"> Launched a PSB (Programmable Services Backbone) which provisions hyper-local CDN/other OTT-type services into PSB as Guest via Secure-Integration point to Tier 3 Orchestration Systems with single API and Portal/”pane of glass.” Will deploy services in CenturyLink Cloud and CenturyLink Network Launched in Second Quarter, 2014 	<p>Super POPs in Florida</p>
<p>Zayo</p>	<p>707 Wilshire Blvd Los Angeles, CA 90017</p>	<p>Internet Traffic</p> <ul style="list-style-type: none"> Launched 100 GB backbone network to offer wavelength services for transporting high quality channels across all DMAs Launched in December 2012 	

SCHEDULE 22
ENTITIES THAT HAVE “POSSIBLE NEW ENTRANTS INTO PROVISION OF OR A
SUBSTITUTE FOR” A RELEVANT SERVICE

Company	Product/Service	Date
Amazon <i>410 Terry Ave N Seattle, WA 98109</i>	With the launch of the FireTV and its Amazon Instant Video and Prime products, Amazon has the resources, business model and assets to potentially launch a broader OVD service.	Nothing explicit announced or reported
Apple <i>1 Infinite Loop Cupertino, CA 95014</i>	With its Apple TV and iTunes properties, Apple has long hinted at a bigger potential role in the video space.	Nothing explicit announced or reported
Google <i>1600 Amphitheatre Pkwy Mountain View, CA 94043</i>	With its fiber network and MVPD video services, YouTube web video property, and Google TV (and Chromecast) OTT devices, Google has all the tools, resources and business model to launch new OVD video services into the market.	Nothing explicit announced or reported
Kumo Network <i>Los Angeles, CA</i>	Los Angeles-based start-up currently raising \$50million to launch an OTT general entertainment video service	Announcement in 2014
Multiple: AMC, FoxNow, Watch ESPN, HBO GO...	Select programmers with their own first party Internet apps are potentially exploring going outside the traditional pay TV bundle to launch direct to consumer OTT apps	Various 2013-14

SCHEDULE 25(a)-(d)
PROGRAMMING NETWORKS OWNED, OPERATED, OR MANAGED BY THE
COMPANY

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 25(e)
SUBSCRIBERS RECEIVING RSNS BY ZONE AND ZIP CODE [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 26(a)
PROGRAMMING NETWORK DISTRIBUTOR INFORMATION [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 26(b)
PROGRAMMING NETWORK DISTRIBUTOR LICENSE FEES [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 26(c)
PROGRAMMING NETWORK ADVERTISING REVENUE [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 29
AGREEMENTS WITH PROGRAMMING NETWORKS THAT CARRY SPORTING
EVENTS

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 31(a)-(c)
LICENSE FEE AND ADVERTISING REVENUE FOR RSN DISTRIBUTION

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 31(d)
NUMBER OF SUBSCRIBERS FOR RSN DISTRIBUTION
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 34
RSN ARBITRATION PROCEEDINGS

Parties Involved	Nature of Dispute	Resolution of Arbitration
Armstrong Utilities, Inc. and DIRECTV Sports Net Pittsburgh, LLC (“DSNP”)	Dispute relating to continuing carriage	<p>Armstrong forwarded a notice of intent to arbitrate, dated June 29, 2010, and filed a Demand for Arbitration with the American Arbitration Association on July 29, 2010.</p> <p>Thereafter, the parties submitted their Final Offers and engaged in an arbitration proceeding. The Arbitrator selected Armstrong’s Final Offer and rendered her Award, dated March 14, 2011.</p> <p>DSNP filed a Petition with the FCC seeking <i>de novo</i> review of the Arbitrator’s Award, and the Chief of the Media Bureau released its Order on Review on August 10, 2011, denying DSNP’s Petition.</p> <p>DSNP filed an Application for Review with the FCC, and the Commission released its Memorandum Opinion and Order on July 16, 2014, denying DSNP’s Application.</p>

SCHEDULE 36(d)
NFL SUNDAY TICKET SUBSCRIBERS [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 37(a)-(b)
CHANNELS CARRIED ON EACH PROGRAMMING PACKAGE [5 FILES]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 38
LOCAL BROADCAST INFORMATION [1 FILE]
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 39
CARRIAGE REQUEST INFORMATION
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 43
LIST OF AGREEMENTS FOR DISTRIBUTION OF VIDEO PROGRAMMING
CARRIED BY MVPD AND OVD SERVICE

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 44(a-c), (e-f)
LIST OF AGREEMENTS FOR ACQUISITION AND DISTRIBUTION OF VIDEO
PROGRAMMING

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 44(d)
EXAMPLES OF VARIOUS CONTRACTUAL PROVISIONS

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 45
LIST OF NEGOTIATIONS FOR ACQUISITION AND DISTRIBUTION OF VIDEO
PROGRAMMING

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 46(a)
LIST OF INSTANCES RESULTING IN REDUCTIONS IN PER-SUBSCRIBER FEES
[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 48(a)
LIST OF DEVICES AND APPLICATIONS WITH TV EVERYWHERE
AUTHENTICATION

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 48(b)
LIST OF NEGOTIATIONS FOR TV EVERYWHERE AUTHENTICATION FOR
DEVICES AND APPLICATIONS

[REDACTED FOR PUBLIC INSPECTION]

SCHEDULE 51
LIST OF DOCUMENTS RELIED UPON BY DECLARANTS

- Tony Lenoir, *Cable's triple-play penetration of basic video subs doubled in the last 5 years*, SNL KAGAN (Sept. 12, 2013)
- Press Release, J.D. Power & Associates, 2013 Digital Lifestyle Study (Aug. 21, 2013), <http://www.jdpower.com/content/press-release/qEdZ9q3/2013-digital-lifestyle-study.htm>.
- PEW RESEARCH CENTER, THE WEB AT 25 IN THE U.S., (Feb. 2014), *available at* http://www.pewinternet.org/files/2014/02/PIP_25th-anniversary-of-the-Web_0227141.pdf.
- *Pay TV Trends: Cord-Cutting and Cord-Shaving on the Rise*, MARKETINGCHARTS.COM (Jan. 21, 2014), <http://www.marketingcharts.com/wp/television/pay-tv-trends-cord-cutting-andcord-shaving-on-the-rise-39291/>.
- SNL KAGAN, INTERNET VIDEO-ON-DEMAND REVENUE PROJECTIONS, 2009-2012 (Nov. 2012).
- FCC, Fact Sheet: Internet Growth & Investment (Feb. 19, 2014), http://transition.fcc.gov/Daily_Releases/Daily_Business/2014/db0219/DOC-325653A1.pdf.
- HOROWITZ ASSOCIATES, INC., AN IN-DEPTH LOOK AT ALTERNATIVE PLATFORM CAPABILITY & USAGE (Nov. 2013).
- EXPERIAN MARKETING SERVICES, CROSS-DEVICE VIDEO ANALYSIS (2013), *available at* <http://www.experian.com/assets/marketing-services/brochures/cross-device-video-analysis-2014.pdf>.
- MORGAN STANLEY, CABLE/SATELLITE, FIRST ANNUAL BROADBAND SURVEY FULL OF SURPRISES (Sept. 30, 2013)
- FCC OFFICE OF ENGINEERING & TECHNOLOGY AND CONSUMER & GOVERNMENTAL AFFAIRS BUREAU, 2013 MEASURING BROADBAND AMERICA (Feb. 2013), *available at* <http://www.fcc.gov/measuring-broadband-america/2013/February>.
- AKAMAI'S STATE OF THE INTERNET, Q4 2013 REPORT, *available at* <http://www.akamai.com/dl/akamai/akamai-soti-q413.pdf>.

SCHEDULE 58
SYNTHETIC BUNDLE DATA [11 FILES AND 1 ZIP FILE]
[REDACTED FOR PUBLIC INSPECTION]