

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

In re

KSQA LLC,
Licensee of KSQA (TV)

Topeka, KS

MB Docket No. 15-11
File No. CSR-8899-M

ANSWER OF DIRECTV, LLC

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July 23, 2015

SUMMARY

DIRECTV carries more than 1700 full power television stations in markets throughout the country. Every single one of them transmits signals in compliance with relevant Advanced Television Systems Committee (“ATSC”) standards, as required by the Commission’s rules. KSQA, however, does not. It transmits audio in an older “Musicam” format rather than the required AC-3 format. This violates the Commission’s rules.

When KSQA elected must-carry last fall, DIRECTV responded that: (1) it cannot pass Musicam audio through to its subscribers; and (2) KSQA needed to provide a signal compliant with the Commission’s rules, just like every other station does. Despite DIRECTV’s efforts to find a workable solution, KSQA refused. It instead filed a must-carry complaint, insisting that DIRECTV carry its noncompliant signal and demanding that the Commission make DIRECTV do so.

After receiving KSQA’s complaint, DIRECTV again reached out to KSQA to attempt to find a solution. The parties even reached a tentative agreement in which KSQA would provide DIRECTV specialized equipment. In light of that agreement, the parties jointly asked the Commission to hold this proceeding in abeyance.

When it came time for the parties’ engineers to finalize the engineering and financial details of the tentative agreement, however, KSQA essentially refused to engage. It canceled a meeting between the engineers with no notice and for no reason, and it now refuses to speak with DIRECTV at all—even rejecting DIRECTV’s offer to fly a senior engineer to Topeka or another location of KSQA’s choice to resolve the remaining issues. KSQA has now decided to dissolve the mutually-agreed upon

abeyance in favor of litigation. Under these circumstances, the Commission cannot grant KSQA's complaint:

1. KSQA's audio encoding violates the Commission's rules. Accordingly, KSQA does not provide a "good quality" signal to DIRECTV.
2. DIRECTV cannot carry KSQA's audio feed as its system is now configured. Absent modifications, DIRECTV would deliver no KSQA audio to its subscribers.
3. KSQA's offer to provide "special equipment" fails to solve the problem, both because the equipment will not encode KSQA's audio feed in the proper format and because KSQA wants to make DIRECTV responsible for storing the equipment.

* * *

This dispute should have been resolved months ago. Had KSQA been willing to allow its engineers to talk with DIRECTV's engineers, it would have been resolved months ago. Even now, a variety of cost-effective solutions remain available to help KSQA deliver a compliant signal. Once this happens, DIRECTV would be more than happy to carry KSQA, just as it is required to do.

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Topeka, KS

MB Docket No. 15-11
File No. CSR-8899-M

ANSWER OF DIRECTV, LLC

DIRECTV, LLC (“DIRECTV”) hereby opposes the signal carriage complaint filed by KSQA, LLC, licensee of KSQA (TV), Topeka, KS (“KSQA”).¹ KSQA’s signal fails to comply with the Commission’s rules. KSQA cannot force DIRECTV to carry such a signal. Rather, KSQA should make its signal compliant—as it can do in a number of ways that DIRECTV has suggested—at which point DIRECTV will carry it.

BACKGROUND

DIRECTV carries hundreds of must-carry stations each pleading cycle, as required by the Communications Act and Commission’s rules.² It has processed thousands of must-carry elections over the years. It is fair to say that no must carry station has ever presented challenges such as those presented by KSQA.

¹ Complaint for Carriage of KSQA LLC, MB Docket No. 15-11, File No. CSR-8999-M; Public Notice, Rpt. No. 0426 (released Jan. 16, 2015) (filed Dec. 23, 2014) (“Complaint”). DIRECTV notes that KSQA has failed to include the “good faith” verification required by 47 C.F.R. § 76.6(a)(4), incorporated by reference into the broadcast complaint rules by 47 C.F.R. §§ 76.7(a) and 76.66(m)(3).

² 47 U.S.C. § 338(a); 47 C.F.R. § 76.66.

1. Carriage Issues Prior to This Election Cycle

When KSQA first claimed to commence service in 2011, it sent DIRECTV a must-carry election. DIRECTV noticed, however, that KSQA appeared not to have been licensed at that time. It repeatedly asked KSQA to explain the basis on which it sought carriage,³ which KSQA refused to do, claiming both that DIRECTV unjustifiably sought to delay carriage, and that it had not received DIRECTV's correspondence on the subject (all of which had been sent to the address specified in the Commission's database).

Meanwhile, DIRECTV, in a gesture of good faith and at its own expense, sent a team of engineers to Topeka to ascertain whether KSQA delivered a "good quality signal," as required under the Commission's rules.⁴ The engineers determined that KSQA was not transmitting in accordance with the standards for digital transmissions set forth in the Advanced Television Systems Committee ("ATSC") A/52: "ATSC Standard Digital Audio Compression (AC-3)," as required by the Commission.⁵ Rather, KSQA was transmitting audio in MPEG1 Layer 2 (also known as M1L2 or Musicam) format. As DIRECTV explained to KSQA, its satellite system cannot reliably decode and re-encode the Musicam audio format.

KSQA subsequently sent DIRECTV a letter indicating that it had commenced transmitting in AC-3 format.⁶ DIRECTV then sent a second engineer to Topeka, who confirmed that KSQA had commenced transmitting in AC-3. He reported, however, an

³ Letter from Michael Nilsson to Gregory Talley, May 3, 2012, attached hereto as Exhibit A.

⁴ 47 C.F.R. § 76.66(g).

⁵ 47 C.F.R. § 73.682(d). Letter from Michael Nilsson to Gregory Talley, May 9, 2012, attached hereto as Exhibit B.

⁶ Letter from Gregory Talley to Michael Nilsson, May 25, 2012, attached hereto as Exhibit C.

“additional carrier” (or “spike”) in KSQA’s spectrum, making it impossible for DIRECTV to decode the signal.⁷

DIRECTV then sent a third engineering team to Topeka with more sophisticated equipment in order to investigate. Those engineers reported that, due to the additional carrier in KSQA’s signal, DIRECTV could not decode it at all.⁸ Were DIRECTV to “carry” KSQA under such circumstances, its viewers would see only gibberish. DIRECTV further noted that, given the significant expense it had incurred sending engineers to Topeka, it would not do so again “absent new evidence that would lead a reasonable observer to believe that KSQA is capable of delivering a ‘good quality’ signal to DIRECTV’s receive facility, such that its viewers could actually watch KSQA’s programming were it carried.”⁹

In response, KSQA stated that it made “some adjustments and monitoring,” and that it believed “that whatever issues [DIRECTV had] experienced with the KSQA TV signal have been resolved,” and that “this has been confirmed” by other MVPDs.¹⁰ It did not, however, describe at all what “adjustments” have been made. (In this letter, KSQA also for the first time responded to the licensing questions DIRECTV had raised nearly a year earlier.)

Before sending a fourth engineering team to Topeka, DIRECTV attempted to monitor KSQA’s signal remotely. It discovered that, contrary to KSQA’s prior

⁷ Letter from Michael Nilsson to Gregory Talley, June 12, 2012, attached hereto as Exhibit D.

⁸ Letter from Michael Nilsson to Gregory Talley, June 29, 2012, attached hereto as Exhibit E.

⁹ *Id.*

¹⁰ Letter from Gregory Talley to Michael Nilsson, August 10, 2012, attached hereto as Exhibit F.

representations, the station was once again transmitting in Musicam audio format rather than in AC-3. In light of this finding, DIRECTV declined to send engineers to Topeka to investigate the additional carrier issue.¹¹ DIRECTV stated: “We do not believe the Commission’s rules require us to fly engineers to Kansas on nothing more than your statement that ‘some adjustments’ have been made without knowing what those adjustments are—particularly when we already know that KSQA’s signals are not compliant with respect to its audio feed.”¹²

2. KSQA’s Carriage Election and DIRECTV’s Response

Given its prior course of dealing with KSQA, the very first thing DIRECTV did upon receipt of this cycle’s election was to remotely monitor KSQA’s signal to determine whether it had changed its audio format. It had not. DIRECTV thus wrote KSQA, cited the extensive prior correspondence on the subject, and informed KSQA that, since nothing had changed, DIRECTV would not carry KSQA’s signal.¹³ DIRECTV’s engineering team sent KSQA separate correspondence to the same effect.

KSQA then filed the instant complaint on December 23, 2014. In its complaint, KSQA appears to concede that it still transmits in Musicam, not AC-3. It claims, however, that the Commission’s rules require DIRECTV to carry it anyway.¹⁴

¹¹ Letter from Michael Nilsson to Gregory Talley, Aug. 20, 2012, attached hereto as Exhibit G.

¹² *Id.*

¹³ Letter from DIRECTV Locals to Gregory Talley, Oct. 24, 2014, attached hereto as Exhibit H.

¹⁴ Complaint at 4.

3. DIRECTV's Post-Complaint Attempts to Resolve the Issue with KSQA

On January 23, 2015, counsel for DIRECTV spoke with counsel for KSQA to see if the complaint could be resolved short of litigation. This led to a series of conversations and e-mails over the next several months.¹⁵ Without repeating the entire back-and-forth, the highlights of those discussions include the following:

1. On January 30, KSQA offered to install at its own expense at the DIRECTV local receive facility (1) an antenna to receive KSQA's signal; and (2) a box that would "convert the signal to ATSC."
2. On the same day, DIRECTV accepted KSQA's offer, and provided KSQA certain clarifications related to KSQA's access to DIRECTV's own equipment and the amount of time it would take DIRECTV to send an engineer to Topeka in case of equipment malfunction. Each of these clarifications corresponded with DIRECTV's standard policies and procedures governing such matters.
3. On February 3, the parties filed a Joint Motion to hold the proceeding in abeyance.¹⁶
4. Also on February 3, KSQA raised objections to some of the clarifications, which DIRECTV addressed the same day.
5. More than two weeks later, and only after prompting from DIRECTV's counsel, KSQA responded with additional concerns on February 18. In particular, KSQA indicated for the first time that it did not wish to obtain permission from KTWU (the station at which DIRECTV's Topeka Local Receive Facility is located) to install an antenna on KTWU's roof. Rather, it wanted DIRECTV to handle those negotiations.
6. The next day, February 19, DIRECTV suggested that the parties' lawyers and engineers discuss all of the issues by telephone.

¹⁵ Unless otherwise indicated, each of these exchanges is reflected in a lengthy e-mail thread entitled "DIRECTV and KSQA," the entirety of which is attached hereto as Exhibit I.

¹⁶ The Media Bureau granted the Joint Motion the next day. *See* Letter from Evan Baranoff to Michael Nilsson and James Winston, MB Docket No. 15-11, File No. CSR-8899-M (rel. Feb. 4, 2015).

7. After much back and forth, the parties scheduled a call for March 5. On March 4, however, KSQA cancelled the call because of “a schedule conflict with an unfinished project.”¹⁷ KSQA promised to propose a new date.
8. Three weeks later, on March 31, KSQA responded *not* with a new date but with an e-mail stating that KSQA “believe[s] the discussion is unnecessary.” KSQA provided the make and model of its proposed equipment, stating that, for other MVPDs, “no discussion was needed.” KSQA also reiterated that it did not want to “speak with or negotiate with KTWU,” stating: “It is DirecTV's obligation to make accommodations available for a station willing to pay for specialized equipment.”
9. That same day, counsel for DIRECTV responded and noted the following:
 - According to the equipment manufacturer, the box proposed by KSQA would not in fact convert its signal to AC-3.
 - DIRECTV is not obligated to pay rent to KTWU in order to install KSQA’s antenna.
 - The parties should continue to talk to work out these issues.
10. On June 11, more than two months later and without any substantive interim communication,¹⁸ KSQA’s counsel sent DIRECTV’s counsel an e-mail stating the following: “My client has advised me that they do not believe we can resolve this matter and has asked me to advise the Commission that we have been unable to resolve this.”
11. After some back and forth, counsel for the two parties spoke on June 25. Immediately afterward, DIRECTV’s counsel sent KSQA’s counsel a new proposal. DIRECTV offered to fly a senior engineer to Topeka or another location of KSQA’s choice to resolve the two remaining issues (how to install KSQA’s equipment without requiring KSQA to negotiate with KTWU, and how KSQA’s equipment could provide an AC-3 signal).¹⁹
12. On July 13, more than two weeks later and without substantive interim communication, KSQA’s counsel telephoned DIRECTV’s counsel to say that

¹⁷ This discussion is captured in an e-mail exchange entitled “KSQA Discussion,” attached hereto as Exhibit J.

¹⁸ On April 14, KSQA’s counsel sent an e-mail stating that “people have been out of the office” and that he “expect[ed] to be able to respond soon.”

¹⁹ This exchange is captured in an e-mail discussion entitled “KSQA,” the entirety of which is attached hereto as Exhibit K.

KSQA no longer wished to discuss the matter, and that it would so inform the Commission. DIRECTV's counsel sent a confirmatory e-mail.²⁰

LEGAL STANDARD

Satellite carriers that carry local stations in a particular market must carry “upon request the signals of all television broadcast stations located within that local market,” subject to certain exceptions.²¹ Stations, in turn, must deliver a “good quality signal” to the satellite carrier’s receive facility in order to demand carriage.²² Digital television stations like KSQA must also transmit in an ATSC-compliant format—specifically including audio in AC-3 format.²³ A satellite carrier “is not required to carry a television station that does not agree to be responsible for the costs of delivering a good quality

²⁰ *Id.*

²¹ 47 U.S.C. § 338(a)(1); 47 C.F.R. § 76.66(b)(1).

²² 47 C.F.R. § 76.66(g).

²³ 47 C.F.R. § 73.682(d). Specifically: “Effective October 11, 2011 transmission of digital broadcast television (DTV) signals shall comply with the standards for such transmissions set forth in ATSC A/52: ‘ATSC Standard Digital Audio Compression (AC-3)’, ATSC A/53, Parts 1–4 and 6: 2007 ‘ATSC Digital Television Standard,’ (January 3, 2007), and ATSC A/53 Part 5:2010 ‘ATSC Digital Television Standard: Part 5--AC-3 Audio System Characteristic,’ (July 6, 2010), except for section 6.1.2 (‘Compression Format Constraints’) of A/53 Part 4: 2007 (‘MPEG-2 Video Systems Characteristics’) and the phrase ‘see Table 6.2’ in section 6.1.1 Table 6.1 and section 6.1.3 Table 6.3, and ATSC A/65C: “ATSC Program and System Information Protocol for Terrestrial Broadcast and Cable, Revision C With Amendment No. 1 dated May 9, 2006,’ (January 2, 2006) (all standards incorporated by reference, see § 73.8000).”

signal to the receive facility.”²⁴ Stations, moreover, are responsible for the costs associated with any “specialized equipment” required to deliver a good quality signal.²⁵

DISCUSSION

I. KSQA Does Not Deliver a Good Quality Signal to DIRECTV

Each of the more than 1700 full power stations carried by DIRECTV encodes its audio in AC-3 format, as required by the Commission’s rules.²⁶ KSQA, however, does not. The station admits that it encodes audio in Musicam format, rather than in AC-3.²⁷ And while it claims that the Commission’s rules permit it to do so, this is not the case. KSQA argues that the relevant rule “specifically provides an exception for MPEG-2 transmission” and that KSQA “is in compliance with that section.”²⁸ But “MPEG-2” refers to *video*, not audio. All ATSC transmissions are in MPEG-2 *video*.²⁹ There can thus be no “MPEG-2” exemption to the AC-3 *audio* requirement set forth in the Commission’s rules.³⁰

Despite KSQA’s protestations, Musicam encoding does not comply with the Commission’s rules. Because KSQA’s signal fails to comply with the Commission’s rules, it cannot be considered a “good quality signal” for satellite carriage purposes.³¹

²⁴ 47 C.F.R. § 76.66(g)(3).

²⁵ *E.g., Arkansas 49, Inc. v. EchoStar Comm’s Corp.*, 18 FCC Rcd. 26571, ¶ 8 (MB 2003) (“*Arkansas 49*”).

²⁶ Declaration of William Schully ¶ 3, attached hereto as Attachment 1.

²⁷ Complaint at 4 (seeking waiver of rules if necessary).

²⁸ Complaint at 4.

²⁹ ATSC A/53, Parts 4, 6.1.2.

³⁰ 47 C.F.R. § 73.682(d) (incorporating by reference “ATSC A/53 Part 5:2010 ‘ATSC Digital Television Standard: Part 5--AC-3 Audio System Characteristic’”).

³¹ The satellite carriage rules define “good quality signal” solely in terms of signal strength. 47 C.F.R. § 76.66(g)(2). This, however, must presuppose that the “signal” is in fact a “signal”—

By insisting on continued transmission in Musicam, KSQA essentially asks the Commission to bless—or, in the alternative, waive³²—transmissions that do not comply with the rules. Under common principles of equity, KSQA would be considered to have “unclean hands” and therefore barred from seeking relief.³³ While the Commission has said that it will not invoke the doctrine where the misconduct does not relate to the dispute at hand,³⁴ here, the relation is paramount. The entire basis of KSQA’s complaint is that DIRECTV should be forced to carry a noncompliant signal. This cannot be what the must-carry rules require.

II. DIRECTV’s System as Now Configured Cannot Pass Through KSQA’s Audio Signal

KSQA also argues that DIRECTV should be required to carry its noncompliant signal because DISH and Cox do so.³⁵ Of course, this is not the relevant standard. Just because one provider has the technical ability to carry a signal not of “good quality” does not obligate other providers to do so.

This argument also assumes that DIRECTV’s system works the same way DISH’s and Cox’s systems do. This is certainly not the case with respect to DISH—the

that is, a digital television signal in compliance with the relevant technical standards governing digital television signals. Otherwise, the statutory reference to a “good quality signal” to be delivered by a “television broadcast station” would make no sense. 47 U.S.C. § 338(b).

³² Complaint at 5 (“Moreover, if Commission interprets Section 73.682(d) such that KSQA is deemed not to be in compliance with that section, KSQA requests a waiver of that section.”)

³³ See, e.g., *ABF Freight Sys., Inc. v. N.L.R.B.*, 510 U.S. 317, 329-30 (1994) (The “unclean hands” doctrine “closes the door of a court of equity to one tainted with inequitableness or bad faith relative to the matter in which he seeks relief, however improper may have been the behavior of the defendant.”), citing *Precision Instrument Mfg. Co. v. Automotive Maintenance Machinery Co.*, 324 U.S. 806, 814 (1945).

³⁴ E.g., *Sprint Commc'ns Co. L.P.*, 26 FCC Rcd. 10780, ¶ 20 (2011).

³⁵ Complaint at 3.

system with which DIRECTV is most familiar. DISH, as KSQA acknowledges, uses an “off the shelf Sencore” decoder to receive off air-signals.³⁶ DISH’s system is similar to the one that was used by DIRECTV until October 2012. It has many disadvantages when compared to DIRECTV’s current system. It can, however, decode Musicam audio for presentation to set-top boxes.

DIRECTV’s upgraded system, however, works very differently. It generally does not decode and re-encode audio signals.³⁷ Rather, the off-air audio stream remains basically intact even after DIRECTV decodes and re-encodes the *video* portion of the station’s feed at its local receive facility for transmit to a centralized uplink center. In other words, because the vast majority of DIRECTV set-top boxes receive AC-3 audio themselves, the originating AC-3 audio signal does not change when the video signal is re-encoded. Because DIRECTV does not change the format of off-air audio it receives, it can deliver better audio quality. This also means, however, that it has no opportunity to transform non-AC-3 audio into AC-3 audio. Thus, unless DIRECTV were to modify its system, it would deliver *no* audio from KSQA to the vast majority of its subscribers. This, again, has not been a problem because every single full-power station carried by DIRECTV delivers AC-3 audio, as required under the Commission’s rules.

³⁶ *Id.*

³⁷ A small minority of DIRECTV subscribers receive standard-definition only service. DIRECTV does re-encode AC-3 audio to an older format—PCM Audio—for those customers. While DIRECTV’s encoders can re-encode AC-3 into an older format, they cannot re-encode an older format into AC-3. Rather, if they were to receive anything other than AC-3 as an input, they could not reliably provide audio even to standard-definition boxes. Indeed, when DIRECTV has attempted to use stations’ Musicam audio feed as an input for its standard-definition customers, its system repeatedly failed.

III. KSQA's Proposed "Solution" Does Not Comply With the Commission's Rules

It is KSQA's responsibility to provide either an ATSC-compliant signal to DIRECTV or the "specialized equipment" necessary to fix this problem.³⁸ Perhaps recognizing this, KSQA offers to provide a "Sencore 3187 encoder to DIRECTV."³⁹ In later discussions, since abandoned, KSQA had also offered to provide DIRECTV with an antenna to receive its signal.⁴⁰ It asks the Commission to "order carriage of its signal immediately . . . [u]pon delivery of the equipment."⁴¹

This proposed solution fails to comply with the Commission's rules for two reasons. First, the Sencore model encoder chosen by KSQA will not in fact provide DIRECTV with an AC-3 signal. According to Sencore's representative, the box in question "does not contain audio transcoding circuitry *and thus cannot create an ATSC compliant AC3 audio stream from an MPEG-2 input.*"⁴²

Second, KSQA wants DIRECTV to negotiate for, and presumably pay for, rooftop space for its antenna.⁴³ KSQA, however is "responsible for the costs of delivering a good quality signal to the receive facility."⁴⁴ And KSQA, not DIRECTV, is responsible for the costs associated with any "specialized equipment" required to deliver a good

³⁸ *Arkansas* 49, ¶ 8.

³⁹ Complaint at 5.

⁴⁰ E-mail from James Winston to Michael Nilsson, Jan. 30, 2015, Exhibit I.

⁴¹ Complaint at 5.

⁴² E-mail from Russ Vanderwerff to William Schully, Mar. 31, 2015, attached hereto as Exhibit M (emphasis added).

⁴³ E-mail from James Winston to Michael Nilsson, Feb. 18, 2015, Exhibit I.

⁴⁴ 47 C.F.R. § 76.66(g)(3).

quality signal.⁴⁵ These costs include the time and effort required to secure space to store such equipment.

While KSQA has offered to provide certain equipment to DIRECTV, that equipment will not provide DIRECTV with a compliant signal, and KSQA wants DIRECTV to assume responsibility for some of it. In such circumstances, KSQA's offer to provide "specialized equipment" does not satisfy the Commission's requirements.

⁴⁵ *E.g.*, *Arkansas 49*, 18 FCC Rcd. 26571, ¶ 8.

* * *

KSQA can, if it wishes, deliver a compliant, “good quality” signal to DIRECTV, and it can do so cheaply and quickly. DIRECTV’s engineers have offered to assist KSQA in this endeavor, and they stand ready to do so. If and when KSQA provides a compliant signal, the Commission’s rules require DIRECTV to carry it, and DIRECTV will do so. This, it seems to DIRECTV, is the simplest and best way to resolve this dispute.

Respectfully submitted,

William M. Wiltshire
Michael Nilsson
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Washington, DC 20036
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/s/ _____
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Vice President, Regulatory Affairs
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(202) 383-6300

Counsel for DIRECTV, LLC

July 23, 2015

CERTIFICATION

The undersigned hereby certifies that she has read this submission and, to the best of her knowledge, information, and belief formed after reasonable inquiry, it is well grounded in fact and warranted by existing law or a good faith argument for the extension, modification or reversal of existing law, and that it is not interposed for any improper purpose.

/s/ Stacy Fuller

CERTIFICATE OF SERVICE

I, Sabrina McMillin, certify that on this 23rd day of July, 2015, I have caused a true and correct copy of the foregoing Answer to be served via first class mail, postage paid, upon:

James L. Winston
**RUBIN, WINSTON, DIERCKS,
HARRIS, AND COOKE LLP**
1201 Connecticut Avenue, NW
Suite 200
Washington, DC 20036

/s/ Sabrina McMillin

ATTACHMENT 1

DECLARATION OF WILLIAM (BILL) SCHULLY

I, William (Bill) Schully, hereby declare the following:

1. My name is Bill Schully and I am one of two Managers, Field Engineering and Operations, at DIRECTV. I have held this position for seven years, and have worked in the broadcast industry for more than thirty years. My job responsibilities include supporting the reception and signal delivery of the local broadcast stations that DIRECTV airs nationwide. As such, I have assumed principal responsibility for DIRECTV's engineering discussions with KSQA.
2. I have reviewed DIRECTV's Answer to KSQA's carriage complaint. All assertions therein related to engineering matters, including those related to KSQA's encoding of its audio stream, are true and correct.
3. Each of the more than 1700 full power stations now carried by DIRECTV encodes its audio in AC-3 format, as required by the Commission's rules.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 20th 2015.

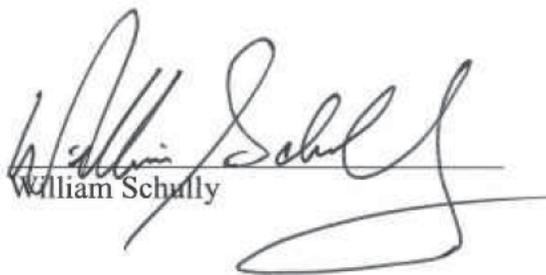

William Schully

EXHIBIT A

May 3, 2012

BY OVERNIGHT MAIL

Mr. Gregory Talley
Operations Manager
KSQA-TV 12
800 SW Jackson Street, #1407
Topeka, KS 66612

Re: KSQA-TV, Topeka KS

Dear Mr. Talley:

I represent DIRECTV, LLC (“DIRECTV”) before the Federal Communications Commission. DIRECTV asked me to respond to your letter of April 18, 2012, in which you accuse DIRECTV of “unjustified delay” in processing KSQA’s must carry election, which was first delivered to us in September, 2011, and threaten to seek relief at the Commission.

I am the person who advised DIRECTV to seek an explanation of the legal basis upon which you believe KSQA can demand mandatory carriage, based on my own review of the relevant materials. So I can personally assure you that DIRECTV intends no unjustified delay in processing your application.

That said, as I read the FCC’s Consolidated Database System (I have attached and annotated the relevant materials), it appears that *on the date KSQA made its carriage election*, KSQA’s construction permit had expired but its license had yet to be granted. Indeed, KSQA’s license appears to have been granted only on November 29, 2011—nearly two months after the election request. This is why the relevant FCC database listed that station as “off air” when DIRECTV first responded to you. Based on these facts, it appears that KSQA attempted to make a carriage election before it had its license. If so, DIRECTV is not required to carry a station pursuant to such an election.¹

¹ See 47 C.F.R. § 76.66(b) (requiring satellite carriers to carry “television broadcast station[s]”) under certain circumstances; *id.* § 76.66(a)(4) (defining “television broadcast station” as, *inter alia*, a “station licensed by the Commission”) (emphasis added). DIRECTV’s second letter to you, dated March 20, referred to questions regarding KSQA’s status as a full-power station. Our questions were based on a Wikipedia entry (which we consulted attempting to learn more about KSQA’s “off air” status). I concede that the FCC’s database and Table of Allotments is controlling for our purposes, and accept your explanation on this point.

This is the basis of DIRECTV's request, which I repeat here, for an explanation of the legal basis for your carriage request. Do you contend that DIRECTV is required to carry a station that is unlicensed on the date of its carriage election? Do you believe that the FCC's database was inaccurate such that KSQA was actually licensed on that date? Or have I misread the database in some way that is material to the issue?

Please note that, were you to seek relief at the FCC based on our correspondence so far, we would almost certainly argue that KSQA made an invalid carriage election. Accordingly, if you believe I have misunderstood the facts or misstated the law, it would benefit all parties if you made that clear beforehand. You are welcome to write me at this address, e-mail me at mnilsson@wiltshiregrannis.com, or call me at 202-730-1300.

In the meantime, and in a good faith effort to move the process along, DIRECTV will send an engineering team to Topeka in the next week or so to conduct a signal strength test.

Sincerely,

A handwritten signature in blue ink, appearing to read "Michael Nilsson", with a stylized flourish at the end.

Michael Nilsson
Counsel to DIRECTV, LLC



United States of America
FEDERAL COMMUNICATIONS COMMISSION
TELEVISION BROADCAST STATION
CONSTRUCTION PERMIT

Authorizing Official:

Official Mailing Address:

KSQA, LLC
7305 S. CONSTANCE
CHICA IL 60649

Kevin R. Harding
Associate Chief
Video Division
Media Bureau

Facility Id: 166546

Grant Date: August 25, 2011

This permit expires 3:00 a.m.
local time, September 19, 2011.

Call Sign: KSQA
Permit File Number: BMPCDT-20110223ABN
This permit modifies permit no.: BMPCDT-20110103AAE

Subject to the provisions of the Communications Act of 1934, as amended,
subsequent acts and treaties, and all regulations heretofore or hereafter



United States of America
FEDERAL COMMUNICATIONS COMMISSION
TELEVISION BROADCAST STATION LICENSE

Official Mailing Address:

KSQA, LLC
7305 S. CONSTANCE
CHICA IL 60649

Facility Id: 166546

Call Sign: KSQA
License File Number: BLCDT-20110919ABN
This license covers permit no.: BMPCDT-20110223ABN

Authorizing Official:

Kevin R. Harding
Associate Chief
Video Division
Media Bureau

Grant Date: November 29, 2011

This license expires 3:00 a.m.
local time, June 01, 2014.

Subject to the provisions of the Communications Act of 1934, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this

Search returned 9 matching applications

Application Search Results

				Call Sign	Service				Details
BAFCDT	20120119ADP	317	E	KSQA	166546	DT	RECEIVED	01/20/2012	Info Application
BLCDT	20110919ABN	302-DTV	E	KSQA	166546	DT	GRANTED	11/29/2011	Info Application - License
BMPCDT	20110223ABN	301	E	KSQA	166546	DT	GRANTED	08/25/2011	Info Application - Modification to CP
BMPCDT	20110103AAE	301	E	KSQA	166546	DT	GRANTED	01/18/2011	Info Application - Modification to CP
BAFCDT	20101208AAY	317	E	KSQA	166546	DT	RECEIVED	12/09/2010	Info Application
BMPCDT	20090810ADA	301	E	KSQA	166546	DT	GRANTED	05/26/2010	Info Application - Modification to CP
BAPCT	20090601AKM	314	E	KSQA	166546	DT	GRANTED	08/10/2009	Info Application - Assignment of Permit
BDTRCT	20080314AAx	387	E	KSQA	166546	TV	ACCEPTED FOR FILING	03/17/2008	Info Application
BNPCT	20060424ADV	301	E	KSQA	166546	DT	GRANTED	08/11/2006	Info Application - Original CP

EXHIBIT B

May 9, 2012

BY OVERNIGHT MAIL

Mr. Gregory Talley
Operations Manager
KSQA-TV 12
800 SW Jackson Street, #1407
Topeka, KS 66612

Re: KSQA-TV, Topeka KS

Dear Mr. Talley:

On May 3, I wrote you a letter with respect to KSQA's request for mandatory carriage on DIRECTV's satellite system. In that letter, I raised certain issues with respect to the status of KSQA's license at the time it made its must carry request. I also stated that DIRECTV would nonetheless send an engineering team to Topeka in the next week or so to conduct a signal strength test, in order to expedite the process while we attempted to resolve the outstanding issues.

DIRECTV has forwarded me the results of that signal strength test. It appears that KSQA is not transmitting in accordance with the standards for digital transmissions set forth in ATSC A/52: "ATSC Standard Digital Audio Compression (AC-3)," as required by the Commission. 47 C.F.R. § 73.682(d). Rather, as the attached demonstrates, it appears that KSQA is transmitting audio in MPEG1 Layer 2 (also known as M1L2 or Musicam) format. Because KSQA's signal is not transmitted in the format mandated by the Commission, it cannot be considered a "good quality signal" for purposes of Section 76.66(g) of the Commission's rules.

This is no mere formality. DIRECTV's satellite system cannot reliably decode and re-encode the Musicam audio format. Under the Commission's rules, moreover, stations are responsible for the costs associated with any "specialized equipment" required to deliver a good quality signal. *E.g., Arkansas 49, Inc. v. EchoStar Comm's Corp.*, 18 FCC Rcd. 26571, ¶ 8 (MB 2003). Accordingly, unless and until KSQA can deliver a signal in the ATSC format specified by the Commission, DIRECTV must decline KSQA's request for carriage.

Please note that DIRECTV does not waive any other objections it may have to such carriage, including those I raised in my previous letter. Should you have any further questions, please do not hesitate to contact me.

WILTSHIRE & GRANNIS LLP

Mr. Gregory Talley
May 9, 2012
Page 2 of 2

Sincerely,

A handwritten signature in blue ink, appearing to read "Michael Nilsson". The signature is stylized with a large initial "M" and a long horizontal stroke at the end.

Michael Nilsson
Counsel to DIRECTV, LLC

Program: 1

- 0 PAT (19.2 kbps / 0.1%)
 - Bitrate: 19,245 bps / 0.1%
 - PCR: No
 - Scrambled: No
 - CC Errors: 0
 - Type: PAT
- 16 Unknown (0 bps / 0.00%)
- 17 Unknown (0 bps / 0.00%)
- 50 PMT (19.2 kbps / 0.1%)
- 4129 MPEG-1 Audio (200 kbps / 1.0%)
- 4130 MPEG-1 Audio (202 kbps / 1.0%)
- 4131 MPEG-2 Video (4.1 Mbps / 21.2%)
 - Bitrate: 4,117,719 bps / 21.2%
 - ES Info
 - PCR: Yes
 - Scrambled: No
 - CC Errors: 1
 - Type: MPEG-2 Video
 - Stream ID: 224
- 8191 Null packets (14.8 Mbps / 76.5%)

Transport stream: 7063 Services (1)

- Program: 1 (4.5 Mbps / 23.3%)
- 4129 MPEG-1 Audio (200 kbps / 1.0%)
 - PID: 4129
 - Bitrate: 200,728 bps / 1.0%
 - Peak Max: 221,577 bps
 - Min: 191,689 bps
 - Peak Min: 177,246 bps
 - ES Info
 - Stream ID: 192
- 4130 MPEG-1 Audio (202 kbps / 1.0%)
 - PID: 4130
 - Bitrate: 202,123 bps / 1.0%
 - ES Info
 - Stream ID: 193
- 4131 MPEG-2 Video (4.1 Mbps / 21.2%)
 - PID: 4131
 - Bitrate: 4,117,719 bps / 21.2%
 - ES Info
 - Stream ID: 224
- Program: 1
- PMT PID: 50
- PCR PID: 4131

Tables

EXHIBIT C



KSQA-TV12 TOPEKA

May 25, 2012

Michael Nilsson Esq.
Wiltshire & Grannis LLP
1200 18th Street NW Suite 1200
Washington, DC 20036

Re: KSQA TV, Topeka

Dear Mr. Nilsson:

This responds to your letter of May 9, 2012, wherein you advise that KSQA is not transmitting audio in the ATSC Standard Digital Audio Compression or AC-3. Our consulting engineer has caused changes and adjustments in our encoding system and confirms that KSQA TV is transmitting in AC-3. Also, we have been advised by independent sources that they have monitored our digital stream and in fact are receiving the AC-3 format.

Your May 9, 2012 letter referenced a May 3 letter in which you state you raised issues as to the status of the KSQA license. We did not receive the May 3 letter and therefore cannot respond with any specificity. As a full power broadcast television station, we timely noticed our election and assertion of must carry rights and have satisfied all regulatory prerequisites for carriage. We also note that the failure to respond to the notices and request for carriage for seven months suggest unnecessary delay.

KSQA requests that Direct TV prior to June 5, 2012, provide us notice that it will commence carriage of the KSQA signal within thirty days thereafter.

Sincerely,


Greg Talley
Operations Manager

EXHIBIT D



June 12, 2012

BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Mr. Gregory Talley
Operations Manager
KSQA-TV 12
800 SW Jackson Street, #1407
Topeka, KS 66612

Re: KSQA-TV, Topeka KS

Dear Mr. Talley:

As you know, I have corresponded with you repeatedly regarding KSQA's request for mandatory carriage on DIRECTV's satellite system. On May 3, I wrote raising certain issues with respect to the status of KSQA's license at the time it made its must carry request. (Federal Express was unable to deliver that letter, which I subsequently resent by certified mail.) On May 9, I wrote with respect to KSQA's audio transmissions, pointing out that KSQA was not at the time transmitting in ATSC Standard Digital Audio Compression (AC-3), as required by the Commission. 47 C.F.R. § 73.682(d). You have since replied, on May 25, that KSQA had commenced transmitting in AC-3. You have yet to reply with respect to licensing issues.

Despite our concerns with licensing issues, I indicated to you that DIRECTV would continue to evaluate KSQA's signal. Accordingly, and at substantial expense to DIRECTV, we sent a second field engineer to Kansas last week. He reported that KSQA had indeed commenced transmitting in AC-3 audio. For that we thank you.

He also, however, reported an "additional carrier" (or a "spike") in KSQA's spectrum. Attached to this letter please find the results of his testing, plainly showing the additional carrier. He was unable to decode the signal because of this additional carrier. We are having an analyzer shipped to the site—again, at our significant expense—so that a senior engineer can investigate further in the next week or so. As we learn more, we hope to be able to work with you cooperatively in order to resolve the situation.

In the meantime, I await a response from you regarding the licensing issues I had raised earlier.

Sincerely,

A handwritten signature in blue ink, appearing to read "Michael Nilsson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Michael Nilsson
Counsel to DIRECTV, LLC

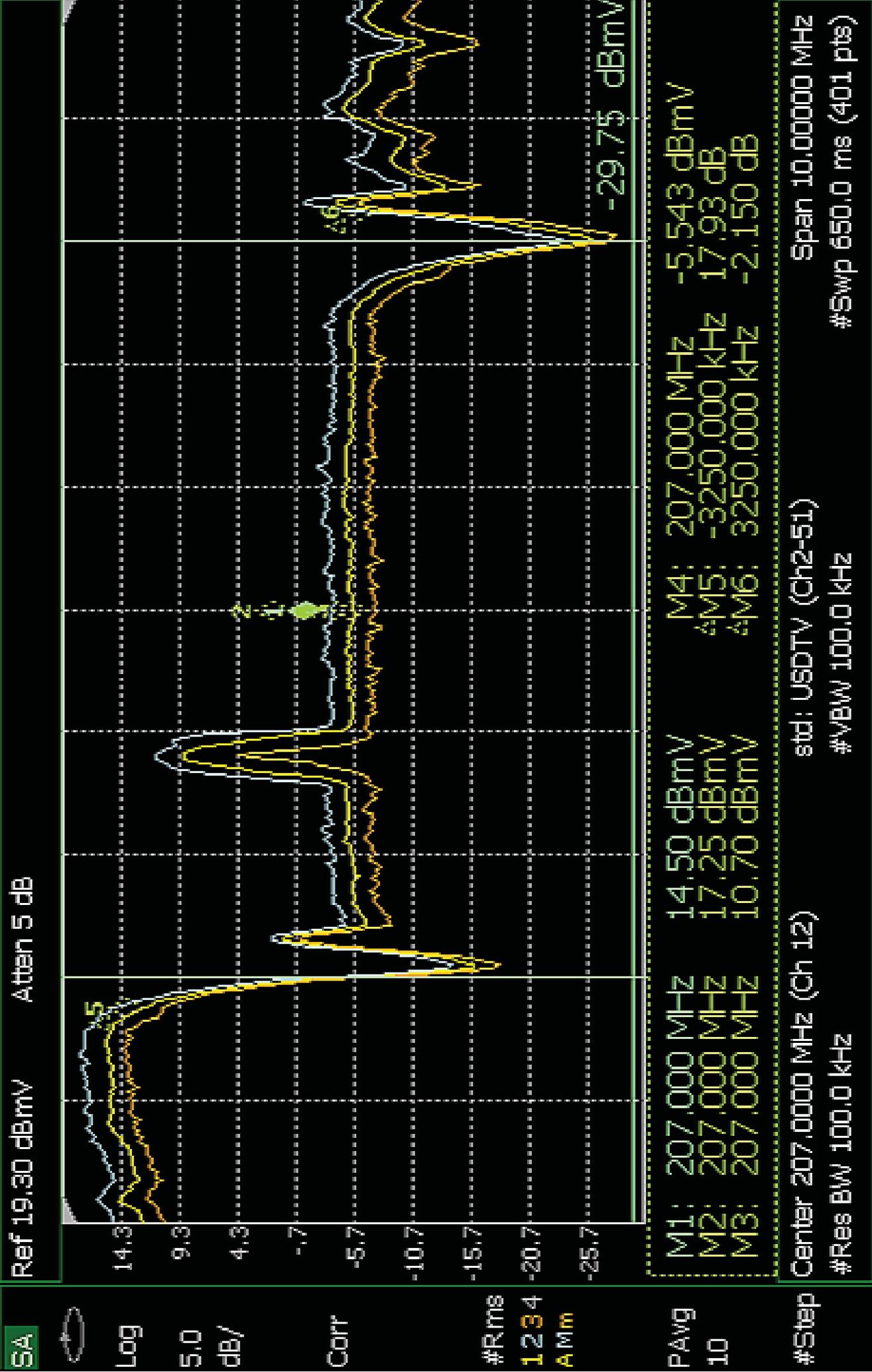


EXHIBIT E

June 29, 2012

BY CERTIFIED AND ELECTRONIC MAIL

Mr. Gregory Talley
Operations Manager
KSQA-TV 12
800 SW Jackson Street, #1407
Topeka, KS 66612
greg@ksqa12.com

Re: KSQA-TV, Topeka KS

Dear Mr. Talley:

We have corresponded repeatedly with respect to KSQA's request for mandatory carriage on DIRECTV's satellite system. In my most recent correspondence I explained that DIRECTV's engineer had found an additional carrier (or a "spike") in KSQA's spectrum, which prevented DIRECTV from decoding the signal at its local receive facility.

DIRECTV's Field Engineers returned to Kansas last week to do more testing. During that time they captured multiple transport streams both at the DIRECTV LRF and at another point in the market. The streams were analyzed using two off-line software tools Sencore's CMA 1820, version 3.7.4 and a DIRECTV proprietary software tool (used to analyze DIRECTV's own streams as well). Both software tools are the most current versions available. Below please find a summary of their findings:

Sample stream was 1-min 37 seconds in duration

Program 1

Video PID 0x0030

Audio PID 0x0103

PID 0x0030

Invalid PES stream ID
PCR essentially missing
PTS Discontinuity (2 errors)
Continuity Counter errors (1,677 errors)
Transport Buffer Overflow (180,104 errors)
Transport Error (35 errors)

PID 0x0103

Invalid PES stream ID
PCR essentially missing
PTS Discontinuity (2 errors)
Continuity Counter errors (96 errors)
Transport Buffer Overflow (23,673 errors)
Transport Error (1 error)

Under the relevant ATSC standard for evaluating digital streams (ATSC Recommended Practice A/78a), KSQA's signal contains at the very least a QOS ("quality of service") level error, and is likely more accurately described as having POA ("program off air") status. In either case, KSQA appears not to be transmitting in accordance with the relevant ATSC standard, as required by 47 C.F.R. § 73.682(d).

More to the point, DIRECTV cannot decode KSQA's signal as currently composed. Indeed, the only way DIRECTV could even *analyze* KSQA's signal for testing purposes was to manually set the program clock reference value for the stream on its analyzers. Were DIRECTV to "carry" KSQA under such circumstances, its viewers would see only gibberish.

DIRECTV is happy to continue corresponding with you. That said, however, DIRECTV has incurred substantial expense in sending engineers back and forth to Kansas to repeatedly test KSQA's signals. Accordingly, DIRECTV will not engage in further testing absent new evidence that would lead a reasonable observer to believe that KSQA is capable of delivering a "good quality" signal to DIRECTV's receive facility, such that its viewers could actually watch KSQA's programming were it carried.

Please note again DIRECTV does not waive any other objections it may have to carriage of KSQA, including those with respect to licensing that I had raised in prior correspondence and to which you have not yet responded. Should you have any further questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in blue ink, appearing to read "Michael Nilsson", with a stylized flourish at the end.

Michael Nilsson
Counsel to DIRECTV, LLC

EXHIBIT F



KSQA-TV12 TOPEKA

August 10, 2012

CERTIFIED MAIL:-Return Receipt Requested

Michael Nilsson
Wiltshire & Grannis LLP
1200 18th Street NW Suite 1200
Washington, D.C 20036

Dear Mr. Nilsson:

After some adjustments and subsequent monitoring over the past weeks, we believe that whatever technical issues Direct TV may have experienced with the KSQA TV signal have been resolved. This has been confirmed with other multichannel providers who have monitored the signal on a recurring basis.

You asked the status of licensing for the station. KSQA commenced broadcasting as a full power station construction permittee on September 29, 2011, pursuant to automatic program test authority. Thereafter, on November 29, 2011, the Commission granted the station a license as a full power broadcast station [File BLCDDT-20110919ABN].

KSQA LLC requests that Direct TV commence carriage of the signal of KSQA TV.

Sincerely,

Gregory Talley
Operations Manager

Copy: James Winston Esq.

EXHIBIT G

August 20, 2012

BY CERTIFIED AND ELECTRONIC MAIL

Mr. Gregory Talley
Operations Manager
KSQA-TV 12
800 SW Jackson Street, #1407
Topeka, KS 66612
greg@ksqa12.com

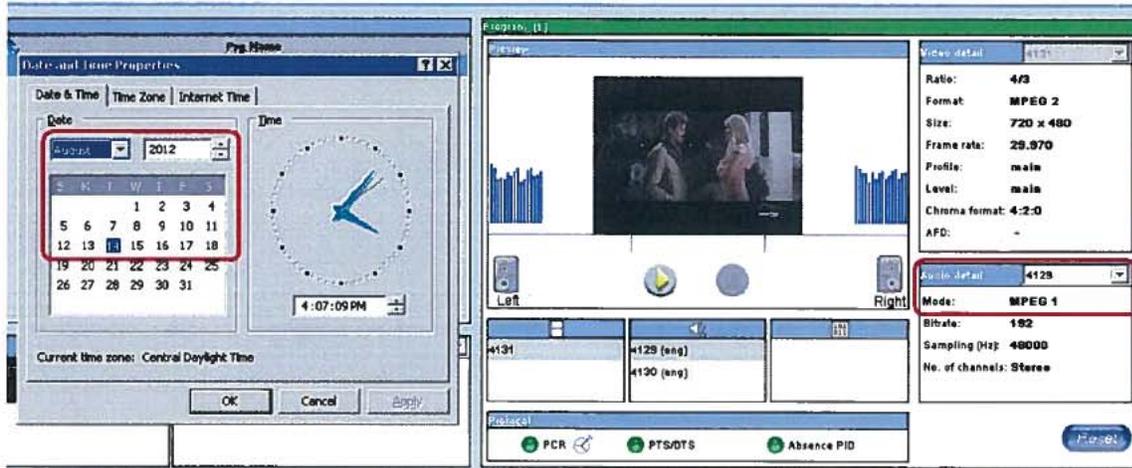
Re: KSQA-TV, Topeka KS

Dear Mr. Talley:

I have received your most recent letter, dated August 10, related to KSQA's request for mandatory carriage on DIRECTV's satellite system. In our prior correspondence, I have described numerous technical problems with KSQA's signal, including: (1) audio transmissions not in the ATSC Standard Digital Audio Compression (AC-3), as required by the Commission, 47 C.F.R. § 73.682(d), and (2) an additional carrier (or a "spike") in KSQA's spectrum, which prevented DIRECTV from decoding the signal at its local receive facility.

In response, you now state that you have made "some adjustments and monitoring," and that you "believe that whatever issues [we] have experienced with the KSQA TV signal have been resolved," and that "this has been confirmed" by other MVPDs. You do not, however, describe at all what "adjustments" have been made.

As a specific matter, it appears that KSQA is still not transmitting in AC-3. Below please find the results of our remote monitoring.



More generally, and as we indicated previously, DIRECTV has incurred substantial expense in flying engineers back and forth to Kansas to repeatedly test KSQA's signals. We indicated to you that DIRECTV will not engage in further testing absent new evidence that would lead a reasonable observer to believe that KSQA is capable of delivering a "good quality" signal to DIRECTV's receive facility, such that its viewers could actually watch KSQA's programming were it carried. We do not believe the Commission's rules require us to fly engineers to Kansas on nothing more than your statement that "some adjustments" have been made without knowing what those adjustments are—particularly when we already know that KSQA's signals are not compliant with respect to its audio feed.

I note that you have also provided a response with respect to licensing issues. Given the technical issues that still appear to remain, I will address those at a later date. At this point, DIRECTV does not waive any other objections it may have to carriage of KSQA, including those with respect to licensing. Should you have any further questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Michael Nilsson'.

Michael Nilsson
Counsel to DIRECTV, LLC

EXHIBIT H



Via FedEx (785-379-0012)

October 24, 2014

KSQA-TV
800 SW Jackson Street #1407
Topeka, KS 66612
Attn: Gregory Talley, Operations Manager

Re: KSQA-TV (DMA: Topeka, KS)

We are in receipt of your letter requesting mandatory carriage for KSQA-TV in the Topeka, KS local market.

Please be advised that per previous correspondence to KQSA from Wiltshire & Grannis LLP, DIRECTV's outside counsel, dated May 9, 2012, the station was informed that it was transmitting audio in MPEG1 Layer 2 (also known as M1L2 or Musicam) format, which was not in compliance with the FCC mandated ATSC format. To date, DIRECTV is unaware of any changes the station may have made to its signal, and believes that the station continues to transmit audio in such format that is not in compliance with the FCC mandated ATSC format.

Accordingly, unless and until KSQA can deliver a signal in the ATSC format specified by the Commission, DIRECTV denies KSQA's request for mandatory carriage in the Topeka, KS local market.

Technical questions and those related to the local receive facility can be forwarded by email to Locals-Technical@directv.com. General correspondence should be sent to Locals-Business@directv.com or:

DIRECTV
Local-Into-Local
2260 E. Imperial Highway, Mail Stop N321
El Segundo, CA 90245

Sincerely,

DIRECTV

EXHIBIT I

Sabrina McMillin

From: James Winston <jwinston@rwdhc.com>
Sent: Thursday, June 25, 2015 7:34 AM
To: Michael Nilsson
Subject: RE: DIRECTV and KSQA

OK.

-----Original Message-----

From: Michael Nilsson [mailto:MNilsson@hwglaw.com]
Sent: Wednesday, June 24, 2015 7:26 PM
To: James Winston
Subject: Re: DIRECTV and KSQA

10:30?

On Jun 24, 2015, at 7:24 PM, James Winston <jwinston@rwdhc.com<mailto:jwinston@rwdhc.com>> wrote:

OK. How about 10 am?

From: Michael Nilsson [mailto:MNilsson@hwglaw.com]
Sent: Wednesday, June 24, 2015 6:33 PM
To: James Winston
Subject: RE: DIRECTV and KSQA

Dear Jim,

I put in a call to you a week or so ago so that I could pass along a proposal that I think will help us resolve all of these issues, including your client's relationship with the landlord. Did you get the message? In any event, are you available for a telephone call tomorrow? Once we speak, I can follow up with something in writing.

Best,

Mike

Michael Nilsson

Please Note New Address
Harris, Wiltshire & Grannis LLP
1919 M Street, NW
Eighth Floor
Washington, DC 20036
tel 202-730-1334
fax 202-730-1301

From: James Winston [mailto:jwinston@rwdhc.com]
Sent: Wednesday, June 24, 2015 6:28 PM

To: Michael Nilsson
Subject: FW: DIRECTV and KSQA

Michael,

As I pointed out in our recent call, KSQA does not believe it is required to negotiate with KTWU regarding placement of equipment for its signal to be received by DirecTV. We believe making the space available is DirecTV's obligation. If DirecTV has to incur an additional cost to make the space available, we would consider paying that cost upon receiving documentation of that additional cost. When we spoke, you said you would discuss this issue with your client.

In addition, we are advised that the manual for the equipment we identified for converting our the signal states that the equipment will convert a signal to AC-3. Is it your engineer's position that the equipment is incapable of being set up to convert our signal to an AC-3 signal or that it does not come out of the box with that capacity?

Jim

From: James Winston [mailto:jwinston@rwdhc.com]
Sent: Tuesday, April 14, 2015 3:13 PM
To: 'Michael Nilsson'
Subject: RE: DIRECTV and KSQA

Michael,

People have been out of the office, and I have not had a chance to get response for you. I expect to be able to respond soon.

Jim

From: Michael Nilsson [mailto:MNilsson@hwglaw.com]
Sent: Tuesday, March 31, 2015 5:01 PM
To: James Winston
Subject: RE: DIRECTV and KSQA

Dear Jim:

The equipment KSQA proposes will not convert the audio into AC-3. So it will not provide an "ATSC-compliant" feed, as KSQA has promised. (Below please find an e-mail that the product manager at Sencore sent to our engineer this afternoon confirming this. Obviously, it's a cut-and-paste, but I can produce the original if need be.) Also, your proposal would require DIRECTV to rent space from KTWU for KSQA's box. The rules do not require DIRECTV to pay rent to "accommodate" KSQA's specialized equipment, or to negotiate for such space with KTWU. That is KSQA's responsibility.

More to the point, do I understand correctly that your client now refuses to even get on the phone to discuss-almost a month after cancelling our prior scheduled telephone call? If so, I'm not sure how to proceed. Again, we are happy to work through these issues with you, and would like to carry KSQA as required by the rules. But not if KSQA refuses to speak with us.

Please let me know how you would like to proceed. It would be a shame to have to explain to the FCC why our clients couldn't work this out.

Best,

Mike

Bill

Thanks for your question. The MRD3187, configured as described with an 8701A ATSC 8VSB receiver card and an 8702 ASI output card, is essentially a digital demodulator. As such, it receives an 8VSB-modulated MPEG transport stream and converts that RF signal into a serial ASI bitstream. During this process the transport stream (and thus any audio and video data therein) is preserved as bit-for-bit identical digital data. The audio and video data therefore will always retain the CODEC with which it was transmitted.

In the context of your question, this means that a TS which enters the MRD with MPEG-2 audio will leave the MRD with MPEG-2 audio. The MRD does not contain audio transcoding circuitry and thus cannot create an ATSC compliant AC3 audio stream from an MPEG-2 input.

Hopefully this clarifies things. Feel free to ask further questions if necessary!

Russel Vanderwerff
Receiver/Decoder Product Manager
Sencore, Inc.

Michael Nilsson

Please Note New Address

Harris, Wiltshire & Grannis LLP

1919 M Street, NW

Eighth Floor

Washington, DC 20036

tel 202-730-1334

fax 202-730-1301

-----Original Message-----

From: James Winston [mailto:jwinston@rwdhc.com]

Sent: Tuesday, March 31, 2015 8:24 AM

To: Michael Nilsson

Subject: RE: DIRECTV and KSQA

Michael,

My client has reviewed your proposed discussion topics. They believe the discussion is unnecessary. They said that whenever they have provided equipment to a MVPD, they have simply provided the equipment and no discussion was needed. Therefore, they are advising DirecTV that they are prepared to deliver to DirecTV:

One antenna, make and model number: Sitco EM8-1-12 Two boxes to convert their signal to ATSC, make and model number: Sencore MRD3187A with 8701A and 8702 Options.

They do not believe they have to speak with or negotiate with KTWU. It is DirecTV's obligation to make accommodations available for a station willing

to pay for specialized equipment.

Jim

-----Original Message-----

From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

Sent: Monday, March 02, 2015 3:41 PM

To: James Winston

Subject: RE: DIRECTV and KSQA

Dear Jim,

My Friday afternoon is now shot, but we are still available on Thursday. As you requested, attached please find my list of proposed topics for discussion. To make everybody's life easier, I also included what I think is our most recent offer, along with what I think is your most recent counter.

Best,

Mike

Michael Nilsson

Please Note New Address

Harris, Wiltshire & Grannis LLP

1919 M Street, NW

Eighth Floor

Washington, DC 20036

tel 202-730-1334

fax 202-730-1301

-----Original Message-----

From: Michael Nilsson

Sent: Wednesday, February 25, 2015 1:45 PM

To: James Winston

Subject: Re: DIRECTV and KSQA

We are both free on Friday.

> On Feb 25, 2015, at 1:40 PM, "James Winston"
<jwinston@rwdhc.com<mailto:jwinston@rwdhc.com>> wrote:

>

> I can't do Wednesday. I can do Thursday or Friday.

>

> -----Original Message-----

> From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

> Sent: Wednesday, February 25, 2015 1:37 PM

> To: James Winston

> Subject: Re: DIRECTV and KSQA

>

> Can we do Wednesday or Thursday at 2:30 EST? I will write up a list

> when I get to a computer.

>

>> On Feb 25, 2015, at 11:58 AM, "James Winston"
<jwinston@rwdhc.com<mailto:jwinston@rwdhc.com>> wrote:

>>

>> Michael,

>>

>> We will have the attorneys on the call. Our people are on the west
coast.

>> Can you propose two or three alternate dates and times for the call

>> next week? Also, we would like a short list of the subjects(s) to be

>> addressed on the call. Thanks.

>>

>> Jim

>>

>> -----Original Message-----

>> From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

>> Sent: Tuesday, February 24, 2015 7:15 PM

>> To: James Winston

>> Subject: RE: DIRECTV and KSQA

>>

>> Got it. I've asked Bill not to call until we can clear up the ground

> rules.

>>

>>

>> Michael Nilsson

>>

>> Please Note New Address

>> Harris, Wiltshire & Grannis LLP

>> 1919 M Street, NW

>> Eighth Floor

>> Washington, DC 20036

>> tel 202-730-1334

>> fax 202-730-1301

>>

>> -----Original Message-----

>> From: James Winston [mailto:jwinston@rwdhc.com]

>> Sent: Tuesday, February 24, 2015 1:35 PM

>> To: Michael Nilsson

>> Subject: Re: DIRECTV and KSQA

>>

>> I will get back to you on this.

>>

>> Sent from my iPad

>>

>>> On Feb 24, 2015, at 10:41 AM, Michael Nilsson
<MNilsson@hwglaw.com<mailto:MNilsson@hwglaw.com>>

> wrote:

>>>

>>> Dear Jim:

>>>

>>> I don't mean to be difficult about this, but it appears that Booker

>>> Wade

>> is a lawyer. Am I correct about that? If so, will he be on the call?

>> If so, I should be on the call--and we will have to move it to early

>> next

> week.

>> If it's just the engineers, Bill S. is available tomorrow morning.

>>>

>>> Best,

>>>

>>> Mike

>>>

>>> Michael Nilsson

>>>

>>> Please Note New Address

>>> Harris, Wiltshire & Grannis LLP

>>> 1919 M Street, NW

>>> Eighth Floor

>>> Washington, DC 20036

>>> tel 202-730-1334

>>> fax 202-730-1301

>>>

>>> -----Original Message-----

>>> From: James Winston [mailto:jwinston@rwdhc.com]

>>> Sent: Monday, February 23, 2015 10:13 PM

>>> To: Michael Nilsson

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Mike,

>>>

>>> My client would prefer to have the call on Wednesday without the

lawyers.

>>> They say that there has never been a conversation between any of the

>> engineers, so there is no bad history.

>>>

>>> I propose that we let them talk on Wednesday. If there is damage to

>>> be

>> repaired, the lawyers can get on a second call. If they work

>> everything out, the lawyers can put the final understanding on paper

>> so that it is perfectly clear.

>>>

>>> Jim

>>>

>>> -----Original Message-----

>>> From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

>>> Sent: Monday, February 23, 2015 5:05 PM

>>> To: James Winston

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Dear Jim:

>>>

>>> Is there any chance you could ask your client to reconsider the

>>> no-lawyers

>> bit? I'm always happy to pass this along, and will do so if you ask

>> me

> to.

>>> Given what I've been told about past interactions among the

>>> engineers, I

>> think this will go much more smoothly with both of us on the telephone.

>>>

>>> That said, I am out of the office Wednesday through Friday, and not

>> available for this call from Wednesday through Friday.

>>>

>>> Best,

>>>

>>> Mike

>>>

>>> Michael Nilsson

>>>

>>> Please Note New Address

>>> Harris, Wiltshire & Grannis LLP

>>> 1919 M Street, NW

>>> Eighth Floor

>>> Washington, DC 20036

>>> tel 202-730-1334

>>> fax 202-730-1301

>>>

>>> -----Original Message-----

>>> From: James Winston [mailto:jwinston@rwdhc.com]

>>> Sent: Monday, February 23, 2015 4:52 PM

>>> To: Michael Nilsson

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Mike,

>>>

>>> My client has agreed to a call. They have requested that your

>>> engineer

>> call their consultant Booker Wade, and he will conference in their

>> engineer, Kelly Quan. Please advise me of your engineer's name.

>>>

>>> They are available for a call at 10 am Wednesday, February 25th at

>>> 10 AM

>> Pacific Time. They have requested that your engineer call Booker at

>> 415-378-6250. They have asked that the lawyers not be on the call.

>>>

>>> Jim

>>>

>>> -----Original Message-----

>>> From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

>>> Sent: Wednesday, February 18, 2015 5:23 PM

>>> To: James Winston

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Dear Jim,

>>>

>>> Our engineer expressed some concerns about the practicalities of

>>> your

>> counterproposal. At this point, I think it makes the most sense to

>> get the two engineers on the phone, with the two of us acting as refs.

>> I know KSQA didn't want to do that before, but we've made a fair bit

>> of progress since then and are really down to short straws. Can you

>> make

> your guy available?

>>>

>>> Best,

>>>

>>> Mike

>>> _____

>>> From: James Winston <jwinston@rwdhc.com<mailto:jwinston@rwdhc.com>>

>>> Sent: Wednesday, February 18, 2015 4:16 PM

>>> To: Michael Nilsson

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Michael,

>>>

>>> My client has two key concerns:

>>>

>>> 1. Your proposal must not require KSQA to get permission from KTWU

>>> for

>> the placement of its antenna on the roof of the building, for the

>> running of coax, or for the placement of equipment inside the

>> facility. All contact with KTWU for the installation and maintenance

>> of the equipment will be by DirecTV.

>>>

>>> 2. We do not want to experience extended equipment outages, since

>>> DirecTV

>> will have sole control over equipment. To address this second issue,

>> KSQA will provide a primary and a backup box that will each be able

>> to convert the signal to ATSC for delivery to DirecTV over coax. In

>> the event of an equipment problem, if the helper, who will arrive

>> within

>> 24 hours, is unable to reboot the primary box, the helper will switch
>> the signal to the backup box. The helper will attempt to diagnose
>> the problem, DirecTV will promptly advise KSQA of the box switch, the
>> helper's diagnosis (if possible), and DirecTV will arrange for KSQA
>> to receive the non-functioning box for repair or replacement by KSQA.

>>>

>>> With these modifications, my client is prepared to accept your proposal.

>>>

>>> Jim

>>>

>>>

>>> From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

>>> Sent: Wednesday, February 18, 2015 4:12 PM

>>> To: James Winston

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Dear Jim,

>>>

>>> I just wanted to check in on this. I understand that you had been

>>> out of

>> the office, but was wondering whether you had heard back from KSQA.

>> I hope you are keeping warm!

>>>

>>> Best,

>>>

>>> Mike

>>>

>>> Michael Nilsson

>>>

>>> Please Note New Address

>>> Harris, Wiltshire & Grannis LLP

>>> 1919 M Street, NW

>>> Eighth Floor

>>> Washington, DC 20036

>>> tel 202-730-1334

>>> fax 202-730-1301

>>>

>>> From: Michael Nilsson

>>> Sent: Tuesday, February 03, 2015 6:02 PM

>>> To: 'James Winston'

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Dear Jim,

>>>

>>> As we discussed, I propose the following modification and

>>> clarification to

>> the equipment repair issue. I've put the new materials in red font.

>> I believe this addresses KSQA's concerns about timeliness while still

>> allowing DIRECTV to manage its field engineer resources in the

>> ordinary course of business.

>>>

>>>

>>> . The Topeka LRF is located at KTWU-TV at 301 SW Wanamaker Rd.,

>>> Topeka, KS 66606.

>>>

>>> . KSQA will provide an ATSC compliant feed to DIRECTV via ASI

> over

>>> coax. (I believe this is what KSQA has proposed, but let's make

>>> sure

>> there is no confusion.)

>>>

>>> . KSQA will be limited to 3RU for its gear, which I understand

>>> should be more than sufficient.

>>>

>>> . Please note that no one is allowed access to DIRECTV's racks

>>> without a DIRECTV field engineer on site, even if KSQA's equipment

>>> fails

>> and KSQA would like to fix it.

>>>

>>> . In the event that KSQA's equipment fails, DIRECTV will proceed

>> as

>>> follows:

>>>

>>> o A "helper" at the LRF selected by DIRECTV will investigate within 24

>>> hours, and will attempt simple remediation steps (reboot, etc.).

>>>

>>> o In the event those steps do not resolve the issue, DIRECTV will so

>>> notify KSQA, and will attempt to send one of its field engineers to

>>> Topeka

>> within 72 hours.

>>>

>>> o If it cannot do so, it will so advise KSQA and provide an

> explanation.

>>> It will then send an field engineer to Topeka as soon as possible.

>>> Deployment time will, however, depend on factors such as (1) where

>> DIRECTV's engineers are then located; and (2) other demands on field

>> engineering resources at the time (such as, for example, the outage

>> of an entire local market, or response to a hurricane or other

>> natural disaster elsewhere).

>>>

>>> o DIRECTV will treat KSQA in a nondiscriminatory fashion as compared

to

>>> other stations in Topeka, including network affiliates, with respect

>>> to

>> repair issues.

>>>

>>> . If KSQA thinks it may need access to its gear in a more timely

>>> fashion than described above, it can instead place the gear

>>> elsewhere and

>> run cable over to DIRECTV's racks. Either solution works for DIRECTV.

>>>

>>> . Please contact Bill Schully at

>>>

wrschully@directv.com<mailto:wrschully@directv.com<mailto:wrschully@directv.com%3cmailto:wrschully@directv.com>> to discuss

logistics.

>>> He is prepared to get started as soon as early next week.

>>>

>>> Best,

>>>

>>> Mike

>>>

>>> Michael Nilsson

>>>

>>> Please Note New Address

>>> Harris, Wiltshire & Grannis LLP

>>> 1919 M Street, NW

>>> Eighth Floor

>>> Washington, DC 20036

>>> tel 202-730-1334

>>> fax 202-730-1301

>>>

>>> From: James Winston [mailto:jwinston@rwdhc.com]

>>> Sent: Tuesday, February 03, 2015 2:35 PM

>>> To: Michael Nilsson

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Michael,

>>>

>>> My client cannot accept the 2-3 weeks for repair if there is an

>>> equipment

>> problem. We need assurance that DirecTV will get an engineer there

>> within

>>> 24 hours. We note that other MVPD providers utilize contract

>>> engineers

>> based in the market.

>>>

>>> Jim

>>>

>>> From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

>>> Sent: Friday, January 30, 2015 5:34 PM

>>> To: James Winston

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Dear Mr. Winston,

>>>

>>> That would be acceptable to DIRECTV, with the following clarifications.

>> All of these come from DIRECTV's standard policies, and I believe

>> none should give KSQA pause.

>>>

>>>

>>> . The Topeka LRF is located at KTWU-TV at 301 SW Wanamaker Rd.,

>>> Topeka, KS 66606.

>>>

>>> . KSQA will provide an ATSC compliant feed to DIRECTV via ASI

> over

>>> coax. (I believe this is what KSQA has proposed, but let's make

>>> sure

>> there is no confusion.)

>>>

>>> . KSQA will be limited to 3RU for its gear, which I understand

>>> should be more than sufficient.

>>>

>>> . Please note that no one is allowed access to DIRECTV's racks

>>> without a DIRECTV field engineer on site, even if KSQA's equipment

>>> fails

>> and KSQA would like to fix it. It can take DIRECTV as long as 2-3

>> weeks to dispatch a DIRECTV field engineer to its racks.

>>>

>>> . If KSQA thinks it may need access to its gear in a more timely

>>> fashion, it can instead place the gear elsewhere and run cable over

>>> to

>> DIRECTV's racks. Either solution works for DIRECTV.

>>>

>>> . Please contact Bill Schully at

>>>

wrschully@directv.com<mailto:wrschully@directv.com<mailto:wrschully@directv.com%3cmmailto:wrschully@directv.com>> to discuss

logistics.

>>> He is prepared to get started as soon as early next week.

>>>

>>> If this is acceptable to you, I propose that we jointly ask the

>>> Commission

>> to stay the proceeding until KSQA installs its equipment and DIRECTV

>> carries it, at which point KSQA would dismiss its complaint. I can
>> draft something for your review on Monday. I further propose that,
>> In the unlikely event that some additional dispute should arise
>> during such installation, and the parties cannot resolve it, the
>> parties agree that DIRECTV would have an additional 20 days to
>> respond to the
> complaint.

>>>

>>> Will this work for KSQA?

>>>

>>> Best,

>>>

>>> Mike

>>>

>>>

>>> Michael Nilsson

>>>

>>> Please Note New Address

>>> Harris, Wiltshire & Grannis LLP

>>> 1919 M Street, NW

>>> Eighth Floor

>>> Washington, DC 20036

>>> tel 202-730-1334

>>> fax 202-730-1301

>>>

>>> From: James Winston [mailto:jwinston@rwdhc.com]

>>> Sent: Friday, January 30, 2015 1:55 PM

>>> To: Michael Nilsson

>>> Subject: RE: DIRECTV and KSQA

>>>

>>> Mike,

>>>

>>> My client is not willing to accept your proposal, but we have a

>>> counteroffer: At its own expense, KSQA will install a reception

>>> antenna

>> at the DirecTV Topeka site, install the box previously offered at the

>> output of the reception antenna, the box will convert the signal to

>> ATSC, and pass the ATSC to DirecTV.

>>>

>>> Jim

>>>

>>>

>>> From: Michael Nilsson [mailto:MNilsson@hwglaw.com]

>>> Sent: Thursday, January 29, 2015 7:05 PM

>>> To: James Winston

>>> Subject: DIRECTV and KSQA

>>>

>>> Dear Jim:

>>>

>>>

>>> Per our earlier conversation, I have been authorized to confirm

>>> that, if

>> KSQA transmits its audio feed in AC-3 format, DIRECTV will carry it
>> (as required by the rules) and will continue to do so for the rest of
>> the carriage cycle, so long as KSQA continues to deliver a good
>> quality
> signal.
>>> DIRECTV can monitor KSQA's audio feed remotely, and thus can
>>> commence
>> carriage within a month of KSQA's transition to AC-3 at the latest,
>> and very likely much sooner than that. I can also make DIRECTV's
>> engineer available by telephone do discuss the relative costs of
>> transitioning to AC-3 versus providing DIRECTV specialized equipment,
>> as well as perceived problems with carriage of AC-3 signals by other
> MVPDs.
>>>
>>> I hope we can resolve this, and think we ought to be able to do so.
>>> As we
>> also discussed, however, in the event we remain at an impasse, we
>> intend to focus on what we view as KSQA's own failure to comply with
>> the FCC's rules regarding audio format, and the fact that (as far as
>> I am aware) KSQA is the sole station in the country to be doing so.
>>>
>>> Please let me know how you would like to proceed. I am always
>>> available
>> to discuss. My mobile number is 202-494-4174, if you would like to
> proceed.
>>>

>>> Best,

>>>

>>> Mike

>>>

>>> Michael Nilsson

>>>

>>> Please Note New Address

>>> Harris, Wiltshire & Grannis LLP

>>> 1919 M Street, NW

>>> Eighth Floor

>>> Washington, DC 20036

>>> tel 202-730-1334

>>> fax 202-730-1301

>

EXHIBIT J

Sabrina McMillin

From: James Winston <jwinston@rwdhc.com>
Sent: Wednesday, March 04, 2015 12:06 PM
To: Michael Nilsson; 'Schully, William R'
Subject: RE: KSQA-DIRECTV discussion

Michael,

Our engineer has developed a schedule conflict with an unfinished project. I will get back in touch with you to propose some dates and times for next week.

Jim

-----Original Appointment-----

From: Michael Nilsson [mailto:MNilsson@hwglaw.com]
Sent: Tuesday, March 03, 2015 10:12 AM
To: Schully, William R (WRSchully@DIRECTV.com); James Winston
Subject: KSQA-DIRECTV discussion
When: Thursday, March 05, 2015 2:30 PM-3:00 PM (UTC-05:00) Eastern Time (US & Canada).
Where: see call in information below

Domestic 1. 877. 746. 4263
Participant:02 33 821#

EXHIBIT K

Sabrina McMillin

From: Michael Nilsson
Sent: Monday, July 13, 2015 4:55 PM
To: James Winston
Cc: 'Fuller, Stacy'
Subject: RE: KSQA

Jim,

Per our conversation, I just want to confirm that KSQA no longer wishes to discuss carriage issues with DIRECTV. I'm obviously sorry to hear that. I will instruct DIRECTV to stand down, and await your letter to the FCC.

Best,

Mike

Michael Nilsson

Please Note New Address

Harris, Wiltshire & Grannis LLP
1919 M Street, NW
Eighth Floor
Washington, DC 20036
tel 202-730-1334
fax 202-730-1301

From: James Winston [mailto:jwinston@rwdhc.com]
Sent: Tuesday, June 30, 2015 8:58 AM
To: Michael Nilsson
Cc: 'Fuller, Stacy'
Subject: RE: KSQA

I am waiting for a response from my client.

From: Michael Nilsson [mailto:MNilsson@hwglaw.com]
Sent: Monday, June 29, 2015 5:45 PM
To: James Winston
Cc: Fuller, Stacy
Subject: RE: KSQA

Dear Jim,

I just wanted to follow up on this. Would this arrangement work for you?

Best,

Mike

Michael Nilsson

Please Note New Address

Harris, Wiltshire & Grannis LLP
1919 M Street, NW
Eighth Floor
Washington, DC 20036
tel 202-730-1334
fax 202-730-1301

From: Michael Nilsson
Sent: Thursday, June 25, 2015 10:44 AM
To: 'James Winston'
Cc: Fuller, Stacy
Subject: KSQA

Dear Jim,

Per our conversation, DIRECTV proposes to fly Bill Schully, the engineer who deals with broadcast issues, to Topeka (or another location of your client's choice) to resolve the two principal issues remaining:

- Whether it is possible to install any KSQA equipment such that KSQA doesn't have to deal with the LRF landlord.
- Whether it is possible to ensure that KSQA's equipment can be set up to convert the signal to AC-3.

We think both issues can be resolved to everybody's satisfaction, and would intend to resolve them definitively at the in-person meeting. We also believe that having Bill meet with your client face-to-face will resolve this issue more quickly than going through you and me—and certainly more quickly than going through the FCC. Please let me know, and we can begin making travel arrangements.

Best,

Mike

Mike

Michael Nilsson

Please Note New Address

Harris, Wiltshire & Grannis LLP
1919 M Street, NW
Eighth Floor
Washington, DC 20036
tel 202-730-1334
fax 202-730-1301

EXHIBIT L

Sabrina McMillin

From: VanDerWerff, Russ <Russ.Vanderwerff@sencore.com>
Sent: Tuesday, March 31, 2015 1:47 PM
To: Schully, William R
Cc: Ver Mulm, Seth
Subject: RE: 3187's

Bill

Thanks for your question. The MRD3187, configured as described with an 8701A ATSC 8VSB receiver card and an 8702 ASI output card, is essentially a digital demodulator. As such, it receives an 8VSB-modulated MPEG transport stream and converts that RF signal into a serial ASI bitstream. During this process the transport stream (and thus any audio and video data therein) is preserved as bit-for-bit identical digital data. The audio and video data therefore will always retain the CODEC with which it was transmitted.

In the context of your question, this means that a TS which enters the MRD with MPEG-2 audio will leave the MRD with MPEG-2 audio. The MRD does not contain audio transcoding circuitry and thus cannot create an ATSC compliant AC3 audio stream from an MPEG-2 input.

Hopefully this clarifies things. Feel free to ask further questions if necessary!

Russel Vanderwerff
Receiver/Decoder Product Manager
Sencore, Inc.