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June 6, 2002

ORIGINAL

FOR PUBLIC INSPECTION

Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
444 12th Street S.W.
Washington, D.C. 20554

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JUN - 6 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: *Consolidated Application of EchoStar Communications Corporation, Hughes Electronics Corporation, and General Motors Corporation for Authority to Transfer Control (CS Docket No. 01-348)*

Dear Ms. Dortch:

On May 30, 2002, representatives from DIRECTV, Inc. ("DIRECTV") participated in a telephone conference (the "Call") with representatives from the Commission, including Marcia Glauber, C. Anthony Bush, James Bird, David Sappington, Alex Belinfante, Tracy Waldon, and Donald Stockdale. Applicants filed an *ex parte* notice the day after the Call.

During the Call, DIRECTV agreed to supplement the record in response to several questions raised by Commission representatives. This letter supplementing the record is designated as highly confidential under the Second Protective Order adopted by the Cable Services Bureau on April 25, 2002. Pursuant to that Order, DIRECTV is concurrently filing a redacted public version of this letter.

I. Importance Of Local Channels

In the Merger Application,¹ the Opposition,² the New ECHOSTAR 1 Satellite

¹ See Consolidated Application of EchoStar Communications Corporation, General Motors, Hughes Electronics Corporation for Authority to Transfer Control, CS Docket No. 01-348 at 22-29 (filed Dec. 3, 2001) ("Merger Application"). No. of Copies rec'd 07/1
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Application³ and in the Interrogatory Responses,⁴ Hughes and its merger partner, EchoStar Communications Corporation (“EchoStar”), have stressed the importance of the carriage of local channels to DBS subscribers. The parties have demonstrated, and will continue to demonstrate, how the merger is vital to the carriage of local channels in all 210 DMAs.

During the Call, the Commission requested that DIRECTV provide information and documentation regarding the importance of local channels in connection with certain marketing and other materials previously submitted to or requested by the Commission. As the FCC itself has repeatedly found, the ability to provide access to local channels is vital to DBS’s ability to compete with cable. In passing the Satellite Home Viewer Improvement Act of 1999 (“SHVIA”), Congress emphasized that SHVIA will give satellite subscribers access to “the television signals they want most: their local stations.”⁵ The Commission has noted that “[o]ne significant reason consumers give for not considering satellite programming service is the difficulty of getting seamless broadcast network service.”⁶ The Commission also specifically noted that where local-into-local satellite service is available it promotes competition with cable.⁷

A research study conducted for DIRECTV, after the passage of SHVIA, by the Taylor Research & Consulting Group, Inc. (the “Local Channels Report”),⁸ further confirmed

² See Hughes Electronics Corporation and EchoStar, Opposition to Petitions to Deny and Reply Comments at 3-12 (filed Feb. 25, 2002) (the “Opposition”).

³ See Application for Authority to Launch and Operate NEW ECHOSTAR 1 (USABBS-16), CS Docket No. 01-348, File No. SAT-LOA-20020225-00023 S2435 at 1-11 (filed February 25, 2002) (“New ECHOSTAR 1 Satellite Application”).

⁴ See Letter to William F. Caton, Acting Secretary, Federal Communications Commission, from counsel for Hughes Electronics Corporation and General Motors Corporation, dated March 21, 2002 at 80-83 (“Interrogatory Responses”).

⁵ See Joint Explanatory Statement of the Committee of Conference on H.R. 106-1554, 145 Cong. Rec. at H 11793 (Daily ed. Nov. 9, 1999).

⁶ In the Matter of Satellite Delivery of Network Signals to Unserved Households for Purposes of the Satellite Home Viewer Act, *Report and Order*, CS Docket No. 98-201, ¶ 93 (rel. Feb. 2, 1999).

⁷ See *id.* at ¶ 94.

⁸ The Local Channels Report is attached hereto as Exhibit A. This report was previously provided to the Commission on May 28, 2002 and bears the Bates Range FCC1B00004104-137.

the importance of local channels to consumers. The report notes that:

- [REDACTED]⁹
- [REDACTED]¹⁰
- [REDACTED]¹¹
- [REDACTED]¹²
- [REDACTED]¹³
- [REDACTED]¹⁴

During the call the Commission also asked about a pair of market research studies performed for DIRECTV by a company called Strategic Marketing and Research Techniques, known also as SMART. In 1997, DIRECTV asked SMART to develop a model that would simulate the effect on a consumer's satellite purchase if certain entry barriers could be altered. SMART developed the "1997 Barrier Study" model based upon research employing discrete choice methodology.¹⁵ This model, as well as the 2000 SMART simulator, do not draw *conclusions*, per se. Instead, they allow the user to alter marketing assumptions and hypothesize what the possible effects may be.¹⁶

⁹ *Id.* at 28.

¹⁰ *Id.* at 29.

¹¹ *Id.* at i (parenthetical omitted).

¹² *Id.* at 18.

¹³ *Id.* (parenthetical omitted).

¹⁴ *Id.* at 3.

¹⁵ Each respondent was asked to make a number of "discrete choices" as well as complete a single rank order question. This question, like the choices, contained profiles for each TV delivery system. Rank order responses imply how consumers would respond to choices from any subset of the ranked objects. The analysis attempts to uncover "cross effects" which in turn allows estimation of the importance of changing various factors.

¹⁶ The 1997 Barrier Study simulation model is attached hereto as Exhibit B, along with the simulation software, which is provided on CD-Rom. Also included in Exhibit
(Continued ...)

In 2000, DIRECTV asked SMART to do a follow-up study (the "2000 Offer Study"), to ascertain whether certain promotional offers¹⁷ would likely entice potential subscribers to choose satellite TV over the competition. Because the modeled responses for these offers were weak, DIRECTV concluded that local channels were still of greater importance to potential customers than any of the offers.¹⁸

B are a few printed pages by a user who ran the software in 1997. DIRECTV has not used the software in many years.

¹⁷ [REDACTED] The 2000 Offer Study is attached hereto as Exhibit C, along with the simulation software, which is provided on CD-Rom. DIRECTV has not used the software in many years.

¹⁸ The phrase "Regional Offers" in the 2000 Offer Study has caused some confusion because DIRECTV used the phrase "Regional Offers" as an internal shorthand for a concept that has nothing to do with regional geographic areas. DIRECTV's longstanding practice has been to refer to its own nationwide promotions as "National Offers." (This includes promotions such as offering three months complimentary HBO from DIRECTV to new DIRECTV subscribers.) To avoid internal confusion, DIRECTV therefore refers to specific promotions such as discounted equipment promotions offered by consumer electronics stores, including national retail chains, as "Regional Offers." Thus, at any given time DIRECTV may be running a "National Offer" while a number of different consumer electronics stores may be running different "Regional Offers." Neither the 1997 Barrier Study model or the 2000 Offer Study model focused on regional issues in the geographic sense.

II. Equipment Prices

A. Price Points For Equipment

With the exception of Equipment¹⁹ sold through DIRECTV's direct sales channel, each retailer of Equipment sets its own prices. The market price of the Equipment, with installation, is dictated primarily by the need to be competitive with the offers of cable companies. DIRECTV has recognized that in order to be competitive with cable, it is important to enable consumers to purchase and install DIRECTV systems for the same or lower price than cable franchises offer for access to their services. This has resulted in DIRECTV's establishing a commission and subsidy structure to help retailers lower prices to consumers and thereby increase the size of the DIRECTV customer base.

By providing subsidies and commissions, DIRECTV seeks to enable retailers nationwide to sell one-room systems at a price point of \$49 or less including standard installation, and two-room systems at a price point of \$99 or less including standard installation.²⁰ In addition, under a recently implemented program, DIRECTV generally pays subsidies and commissions to retailers for every system that is sold for which the purchaser agrees to subscribe for twelve months to the DIRECTV Total Choice, or any higher tier, programming package.

In addition to the subsidies from DIRECTV, some retailers choose to underwrite additional promotions on their own, due to competition at the retail level. In some cases, this additional competition at the retail level results in prices to consumers of less than the \$49 for the purchase and standard installation of a one-room system.²¹

The Commission also requested that DIRECTV provide it with any econometric studies conducted by DIRECTV of consumer Equipment purchasing behavior based on different price levels. DIRECTV has re-examined its files and confirms that it does not have any such studies.

¹⁹ "Equipment" as used herein refers to a satellite dish, set-top box(es), accompanying cables, and remote control(s) through which DIRECTV programming may be received.

²⁰ [REDACTED]

²¹ On June 4, 2002, for example, CircuitCity.com was advertising an in-store-only special of a one-room DIRECTV system with standard installation for free, after rebate, with the now standard agreement by the customer to subscribe for twelve months to the DIRECTV Total Choice, or higher tier, programming package.

B. Historical Pricing of Equipment

As DIRECTV representatives discussed during the Call, DIRECTV relies on third-party manufacturers to make the Equipment, and relies primarily on retailers to sell the Equipment to consumers.²²

In March 2000, DIRECTV began offering and marketing the sale and installation of Equipment directly to consumers, through an internal direct sales channel.²³ [REDACTED]²⁴ [REDACTED]²⁵ At the Commission's request, DIRECTV has gathered, and attaches hereto as Exhibit D, a chart of the Equipment offers made by DIRECTV's direct sales channel. The chart tracks the development of DIRECTV's strategy to attract and retain consumers by more recently focusing more on offers that lower the price of Equipment to consumers in exchange for the consumers' entering into annual service commitments.²⁶

For example, in March 2000, any consumer in the nation could purchase, through the direct sales channel, a one-room system, with free standard installation, for \$199 and no annual programming commitment. Recognizing the dual importance of an offer that is (a) competitive with cable while (b) retaining customers and building loyalty to the DIRECTV service, DIRECTV now offers the same system with standard installation for free – but only if consumers agree to subscribe to DIRECTV's Total Choice, or any higher tier, programming package for twelve months.²⁷

The dates of the offers in Exhibit D illustrate that the price of Equipment for consumers, even in the last year, has decreased steadily and significantly as DIRECTV has

²² One of the Equipment manufacturers is Hughes Network Systems ("HNS"). Like DIRECTV, HNS is a unit of Hughes Electronics Corporation. DIRECTV does not provide subsidies to HNS or any of its Equipment manufacturers and deals at arms lengths with HNS for purchases of Equipment.

²³ In December 1999, DIRECTV began a limited offering of DIRECTV Para Todos equipment to prospective customers.

²⁴ [REDACTED]

²⁵ As the DIRECTV representatives noted on the Call, potential customers who do not wish to buy Equipment have the option of leasing Equipment only through the DIRECTV direct sales channel. [REDACTED]

²⁶ [REDACTED] Attached hereto as Exhibit E is a more accurate statement of the costs associated with operating the DIRECTV direct sales channel.

²⁷ [REDACTED]

moved to subsidize the sale and installation of Equipment to compete with digital cable and to encourage annual commitments by new subscribers in order to retain customers and build loyalty.²⁸

The Commission also asked whether DIRECTV has information on the prices consumers have been paying to retailers for Equipment since the start of DIRECTV's service to present. DIRECTV maintains pricing information only on its own direct sales channel and does not track the pricing practices of the retailers, each of which sets its own prices. As such, DIRECTV does not have the information sought by the Commission.

C. Prices Paid By DIRECTV for Equipment

In addition to asking about the prices consumers have been paying for Equipment, the Commission asked if DIRECTV could provide data showing how much DIRECTV has paid for Equipment since it began purchasing Equipment for its direct sales channel in March 2000. [REDACTED]²⁹ [REDACTED]³⁰ [REDACTED]³¹

[REDACTED]

III. **Subscriber Data**

A. NRTC and DIRECTV Subscriber Data

The Commission also requested that DIRECTV clarify the subscriber data provided in the Interrogatory Responses to indicate where NRTC and DIRECTV data is combined and, where possible, provide separate data for the two companies. As part of the supplement to its Interrogatory Responses dated April 26, 2002 (the "Interrogatory Response Supplement"), DIRECTV provided subscriber information on NRTC customers by State,

²⁸ The DIRECTV direct sales channel engages in occasional targeted equipment promotions in various areas. The promotions offered by the DIRECTV direct sales channel are always (and have always been) for Equipment and/or installation only. DIRECTV does not vary the price it charges for programming from one part of the country to another.

²⁹ [REDACTED]

³⁰ [REDACTED]

³¹ [REDACTED]

county and zip code.³² The following information also was provided by DIRECTV:

- Combined NRTC and DIRECTV subscriber information by state.³³
- Combined NRTC and DIRECTV subscriber information by DMA,³⁴
- Combined NRTC and DIRECTV subscriber information by zip code;³⁵
- DIRECTV-only subscribers by tier of service;³⁶ and
- Local-into-local subscriber information by DMA.³⁷

Attached hereto is DIRECTV-only subscriber information by state (Exhibit F), DMA (Exhibit G), and zip code (Exhibit H, on CD-Rom). Attached hereto as Exhibit I is DIRECTV-only local subscriber information by DMA.

B. Subscriber Data Type of Programming

The Commission inquired whether DIRECTV could provide data, by zip code or DMA, showing which DIRECTV customers have subscribed to which programming packages. DIRECTV has already provided current data on a national level.³⁸ Because

³² See Interrogatory Response Supplement at Tab E (CD-Rom containing Schedule III.B.2.).

³³ See Interrogatory Response at 15-16 and Tab 11 (Schedule V.A).

³⁴ See Interrogatory Response Supplement at Tab A (Schedule V.A).

³⁵ See Interrogatory Response Supplement at Tab A (Schedule V.A, on CD-Rom).

³⁶ See Interrogatory Response at Tab 14 (Schedule V.B.).

³⁷ See Interrogatory Response Supplement at Tab B (Schedule V.B.2(a)). Prior to July 6, 2000, very few, if any, local channel offerings were available in NRTC areas. Therefore, information provided prior to this date in Schedule V.B.2(a) of the Interrogatory Response is DIRECTV specific. From July 6, 2000 forward the data provided on the schedule is combined NRTC and DIRECTV information.

³⁸ In its response to the Commission's Initial Request dated March 21, 2002 (the "Interrogatory Response"), DIRECTV provided subscriber information on various programming packages it offered on a national basis. See Interrogatory Response at 16 and Tab 14 (Schedule V.A).

DIRECTV does not collect this data by zip code or DMA, or retain it as part of record keeping, it is unable to provide any further breakdown or historical data. In addition, DIRECTV does not track NRTC subscribers by tier of service and therefore is unable to provide this data.

IV. "Look Angle" Data

The Commission requested that DIRECTV provide the elevation and azimuth at which a satellite dish must be set to receive DIRECTV's service, by zip code. Attached hereto as Exhibit J is a CD-Rom with the requested information.

V. Cable Competitors

The Commission requested that DIRECTV provide information regarding cable competitors by zip code, including the number of channels each cable competitor provides. DIRECTV is a nationwide service and therefore, of course, every cable company in the country is a competitor to DIRECTV's nationwide service. DIRECTV provided the Commission with a list of cable competitors by DMA³⁹ and is attaching hereto as Exhibit K on CD-ROM, a database of competitive cable information that DIRECTV has purchased. This database provides additional information in that it lists cable companies by franchise areas and shows the number of channels for each system. DIRECTV does not have zip code specific data and notes that the number of channels is accurate only as of the time the data was compiled.

Respectfully submitted,



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*Counsel for Hughes Electronics Corporation,
and General Motors Corporation*

³⁹

See Interrogatory Response at Tab 45 (Schedule XIII.A).

EXHIBIT A
REDACTED

EXHIBIT B
REDACTED .

EXHIBIT C
REDACTED



80000 SERIES
30% P.C.M.

v

D

EXHIBIT D

Direct Sales

| <u>No Annual Commitment Offer</u> | |
|-----------------------------------|-----------|
| Start Date | End Date |
| 10/16/1999 | 5/15/2000 |
| 3/3/2000 | 5/15/2000 |
| 5/15/2000 | 1/16/2001 |
| 5/15/2000 | 1/16/2001 |
| 11/22/2000 | 4/25/2001 |
| 11/22/2000 | 4/25/2001 |
| 1/16/2001 | 2/25/2001 |
| 2/25/2001 | 9/1/2001 |
| 2/25/2001 | 9/1/2001 |

| <u>Annual Commitment Offer</u> | |
|--------------------------------|----------|
| Start Date | End Date |

REDACTED

REDACTED

4/25/2001 Ongoing
4/25/2001 Ongoing
4/25/2001 Ongoing

9/1/2001 6/18/2002

To start on 6/18/2002 Ongoing

* Offers used only in targeted campaigns

5

EXHIBIT E

DIRECT SALES COSTS PER SYSTEM

ONE ROOM SYSTEM

TWO ROOM SYSTEM

REDACTED

REDACTED

2

11

EXHIBIT F

1998 Year-end Subscriber Data

| State Abbreviation | DIRECTV Subs. | NRTC Subs. |
|--------------------|---------------|------------|
| AL | | |
| AK | | |
| AZ | | |
| AR | | |
| CA | | |
| CO | | |
| CT | | |
| DE | | |
| DC | | |
| FL | | |
| GA | | |
| HI | | |
| ID | | |
| IL | | |
| IN | | |
| IA | | |
| KS | | |
| KY | | |
| LA | | |
| ME | | |
| MD | | |
| MA | | |
| MI | | |
| MN | | |
| MS | | |
| MO | | |
| MT | | |
| NE | | |
| NV | | |
| NH | | |
| NJ | | |
| NM | | |
| NY | | |
| NC | | |
| ND | | |
| OH | | |
| OK | | |
| OR | | |
| PA | | |
| RI | | |
| SC | | |
| SD | | |
| TN | | |
| TX | | |
| UT | | |
| VT | | |

REDACTED

State Abbreviation

DIRECTV Subs.

NRTC Subs.

VA
WA
WW
WI
WY

REDACTED

EXHIBIT F

1999 Year-end Subscriber Data

| State Abbreviation | DIRECTV Subs. | NRTC Subs. |
|--------------------|---------------|------------|
| AL | | |
| AK | | |
| AZ | | |
| AR | | |
| CA | | |
| CO | | |
| CT | | |
| DE | | |
| DC | | |
| FL | | |
| GA | | |
| HI | | |
| ID | | |
| IL | | |
| IN | | |
| IA | | |
| KS | | |
| KY | | |
| LA | | |
| ME | | |
| MD | | |
| MA | | |
| MI | | |
| MN | | |
| MS | | |
| MO | | |
| MT | | |
| NE | | |
| NV | | |
| NH | | |
| NJ | | |
| NM | | |
| NY | | |
| NC | | |
| ND | | |
| OH | | |
| OK | | |
| OR | | |
| PA | | |
| RI | | |
| SC | | |
| SD | | |
| TN | | |
| TX | | |
| UT | | |
| VT | | |
| VA | | |

REDACTED

| State Abbreviation | DIRECTV Subs. | NRTC Subs. |
|--------------------|---------------|------------|
| WA | | |
| WW | | |
| WI | | |
| WY | | |

REDACTED

EXHIBIT F

2000 Year-end Subscriber Data

| State Abbreviation | DIRECTV Subs. | NRTC Subs |
|--------------------|---------------|-----------|
| AL | | |
| AK | | |
| AZ | | |
| AR | | |
| CA | | |
| CO | | |
| CT | | |
| DE | | |
| DC | | |
| FL | | |
| GA | | |
| HI | | |
| ID | | |
| IL | | |
| IN | | |
| IA | | |
| KS | | |
| KY | | |
| LA | | |
| ME | | |
| MD | | |
| MA | | |
| MI | | |
| MN | | |
| MS | | |
| MO | | |
| MT | | |
| NE | | |
| NV | | |
| NH | | |
| NJ | | |
| NM | | |
| NY | | |
| NC | | |
| ND | | |
| OH | | |
| OK | | |
| OR | | |
| PA | | |
| RI | | |
| SC | | |
| SD | | |
| TN | | |
| TX | | |
| UT | | |
| VT | | |
| VA | | |

REDACTED

| State Abbreviation | DIRECTV Subs. | NRTC Subs |
|--------------------|---------------|-----------|
| WA | | |
| WV | | |
| WI | | |
| WY | | |

REDACTED

EXHIBIT F

2001 Year-end Subscriber Data

| State Abbreviation | DIRECTV Subs. | NRTC Subs. |
|--------------------|---------------|------------|
| AL | | |
| AK | | |
| AZ | | |
| AR | | |
| CA | | |
| CO | | |
| CT | | |
| DE | | |
| DC | | |
| FL | | |
| GA | | |
| HI | | |
| ID | | |
| IL | | |
| IN | | |
| IA | | |
| KS | | |
| KY | | |
| LA | | |
| ME | | |
| MD | | |
| MA | | |
| MI | | |
| MN | | |
| MS | | |
| MO | | |
| MT | | |
| NE | | |
| NV | | |
| NH | | |
| NJ | | |
| NM | | |
| NY | | |
| NC | | |
| ND | | |
| OH | | |
| OK | | |
| OR | | |
| PA | | |
| RI | | |
| SC | | |
| SD | | |
| TN | | |
| TX | | |
| UT | | |
| VT | | |
| VA | | |

REDACTED

State Abbreviation

DIRECTV Subs.

NRTC Subs.

WA
WW
WI
WY

REDACTED

5

EXHIBIT G

Year-end Subscriber Data by DMA

| DTV DMA Name | 98_DTV | 98_NRTC | 99_DTV | 99_NRTC | 00_DTV | 00_NRTC | 01_DTV | 01_NRTC |
|-------------------------------|--------|---------|--------|---------|--------|---------|--------|---------|
| Portland-Auburn ME | | | | | | | | |
| New York NY | | | | | | | | |
| Binghamton NY | | | | | | | | |
| Macon GA | | | | | | | | |
| Philadelphia PA | | | | | | | | |
| Detroit MI | | | | | | | | |
| Boston MA | | | | | | | | |
| Savannah GA | | | | | | | | |
| Pittsburgh PA | | | | | | | | |
| Fort Wayne IN | | | | | | | | |
| Cleveland OH | | | | | | | | |
| Washington DC - Hagerstown MD | | | | | | | | |
| Baltimore MD | | | | | | | | |
| Flint-Saginaw-Bay City MI | | | | | | | | |
| Buffalo NY | | | | | | | | |
| Cincinnati OH | | | | | | | | |
| Erie PA | | | | | | | | |
| Charlotte NC | | | | | | | | |
| Greensboro - Winston-Salem NC | | | | | | | | |
| Charleston SC | | | | | | | | |
| Augusta GA | | | | | | | | |
| Providence RI-New Bedford MA | | | | | | | | |
| Columbus GA | | | | | | | | |
| Burlington VT- Plattsburgh NY | | | | | | | | |
| Atlanta GA | | | | | | | | |
| Albany GA | | | | | | | | |
| Utica NY | | | | | | | | |
| Indianapolis IN | | | | | | | | |
| Miami-Ft Lauderdale FL | | | | | | | | |
| Louisville KY | | | | | | | | |
| Tallahassee FL | | | | | | | | |
| Johnson City TN | | | | | | | | |
| Albany-Schenectady-Troy NY | | | | | | | | |
| Hartford-New Haven CT | | | | | | | | |
| Orlando-Daytona FL | | | | | | | | |
| Columbus OH | | | | | | | | |
| Youngstown OH | | | | | | | | |
| Bangor ME | | | | | | | | |
| Rochester NY | | | | | | | | |
| Tampa-St Petersburg FL | | | | | | | | |

REDACTED

Traverse City-Cadillac MI
Lexington KY
Dayton OH
Springfield-Holyoke MA
Norfolk-Newport News VA
Greenville-New Bern-Washington NC
Columbia SC
Toledo OH
West Palm Beach-Ft Pierce FL
Watertown NY
Wilmington NC
Lansing MI
Presque Isle ME
Marquette MI
Wheeling WV-Steubenville OH
Syracuse NY
Richmond-Petersburg VA
Knoxville TN
Lima OH
Bluefield Beckley WV
Raleigh-Durham NC
Jacksonville FL-Brunswick GA
Grand Rapids-Kalamazoo MI
Charleston- Huntington WV
Elmira NY
Harrisburg-Lancaster PA
Greenville-Spartanburg SC- Asheville NC
Harrisonburg VA
Florence-Myrtle Beach SC
Fort Myers-Naples FL
Roanoke-Lynchburg VA
Johnstown-Altoona PA
Chattanooga TN
Salisbury MD
Wilkes Barre-Scranton PA
Terre Haute IN
Lafayette IN
Alpena MI
Charlottesville VA
South Bend-Elkhart IN
Gainesville FL
Zanesville OH
Parkersburg WV
Clarksburg-Weston WV
Corpus Christi TX

REDACTED

Chicago IL
Joplin MO- Pittsburg KS
Columbia-Jefferson City MO
Topeka KS
Dothan AL
St Louis MO
Rockford IL
Rocheste MN-Mason City IA-Austin MN
Shreveport LA
Minneapolis-St Paul MN
Kansas City MO
Milwaukee WI
Houston TX
Springfield MO
New Orleans LA
Dallas-Ft Worth TX
Sioux City IA
Waco-Temple-Bryan TX
Victoria TX
Wichita Falls TX- Lawton OK
Monroe LA-EI Dorado AR
Birmingham AL
Ottumwa IA- Kirksville MO
Paducah KY-Cape Girardeau MO
Odessa-Midland TX
Amarillo TX
Austin TX
Harlingen-Brownsville TX
Cedar Rapids-Waterloo IA
St Joseph MO
Jackson TN
Memphis TN
San Antonio TX
Lafayette LA
Lake Charles LA
Alexandria LA
Greenwood-Greenville MS
Champaign-Springfield-Decatur IL
Evansville IN
Oklahoma City OK
Lubbock TX
Omaha NE
Panama City FL
Sherman TX- Ada OK
Green Bay-Appleton WI

REDACTED

Nashville TN
San Angelo TX
Abilene-Sweetwater TX
Madison WI
Fort Smith AR
Tulsa OK
Columbus-Tupelo-West Point MS
Peoria-Bloomington IL
Duluth MN-Superior WI
Wichita-Hutchinson KS
Des Moines-Ames IA
Davenport IA-Rock Island IL-Moline IL
Mobile AL-Pensacola FL
Minot-Bismarck-Dickinson ND
Huntsville-Decatur AL
Beaumont-Port Arthur TX
Little Rock-Pine Bluff AR
Montgomery AL
La Crosse-Eau Claire WI
Wausau-Rhinelanders WI
Tyler-Longview TX
Hattiesburg-Laurel MS
Meridian MS
Baton Rouge LA
Quincy IL-Hannibal MO-Keokuk IA
Jackson MS
Lincoln-Hastings NE
 Fargo-Valley City ND
Sioux Falls SD
Jonesboro AR
Bowling Green KY
Mankato MN
North Platte NE
Anchorage AK
Honolulu HI
Fairbanks AK
Biloxi-Gulfport MS
Juneau AK
Laredo TX
Denver CO
Colorado Springs-Pueblo CO
Phoenix AZ
Butte-Bozeman MT
Great Falls MT
Billings MT

REDACTED

Boise ID
Idaho Falls-Pocatello ID
Cheyenne WY- Scottsbluff NE
Twin Falls ID
Missoula MT
Rapid City SD
El Paso TX
Helena MT
Casper-Riverton WY
Salt Lake City UT
Yuma AZ
Grand Junction-Montrose CO
Tucson AZ
Albuquerque-Santa Fe NM
Glendive MT
Bakersfield CA
Eugene OR
Eureka CA
Los Angeles CA
Palm Springs CA
San Francisco-Oakland-San Jose CA
Yakima-Pasco-Richland WA
Reno NV
Medford-Klamath Falls OR
Seattle-Tacoma WA
Portland OR
Bend OR
San Diego CA
Monterey-Salinas CA
Las Vegas NV
Santa Barbara-San Luis Obispo CA
Sacramento Stockton Modesto CA
Fresno-Visalia CA
Chico-Redding CA
Spokane WA
Unserved

REDACTED



80000 SERIES
30% P.C.W.

x

H

EXHIBIT H

INFORMATION REDACTED IN ITS ENTIRETY



80000 SERIES
30% P.C.M.

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| cTV 2001 | NRTC 6-Jul-2001 | Total 6-Jul-2001 | DirecTV 13-Aug-2001 | NRTC 13-Aug-2001 | Total 13-Aug-2001 | DirecTV 7-Sep-2001 | NRTC 7-Sep-2001 | Total 7-Sep-2001 | DirecTV 28-Sep-2001 | NRTC 28-Sep-2001 | Total 28-Sep-2001 |
|-------------|--------------------|---------------------|------------------------|---------------------|----------------------|-----------------------|--------------------|---------------------|------------------------|---------------------|----------------------|
|-------------|--------------------|---------------------|------------------------|---------------------|----------------------|-----------------------|--------------------|---------------------|------------------------|---------------------|----------------------|

REDACTED

ORIGINAL

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| TV | NRTC | Total | DirectV | NRTC | Total | DirectV | NRTC | Total | DirectV | NRTC | Total |
|------|------------|------------|-------------|-------------|-------------|------------|------------|------------|-------------|-------------|-------------|
| 2001 | 6-Jul-2001 | 6-Jul-2001 | 13-Aug-2001 | 13-Aug-2001 | 13-Aug-2001 | 7-Sep-2001 | 7-Sep-2001 | 7-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| V | NRTC | Total | DirecTV | NRTC | Total | DirecTV | NRTC | Total | DirecTV | NRTC | Total |
|-----|------------|------------|-------------|-------------|-------------|------------|------------|------------|-------------|-------------|-------------|
| 001 | 6-Jul-2001 | 6-Jul-2001 | 13-Aug-2001 | 13-Aug-2001 | 13-Aug-2001 | 7-Sep-2001 | 7-Sep-2001 | 7-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| TV | NRTC | Total | DirectV | NRTC | Total | DirectV | NRTC | Total | DirectV | NRTC | Total |
|------------|-------------------|-------------------|--------------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| 001 | 6-Jul-2001 | 6-Jul-2001 | 13-Aug-2001 | 13-Aug-2001 | 13-Aug-2001 | 7-Sep-2001 | 7-Sep-2001 | 7-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| V | NRTC | Total | DirectV | NRTC | Total | DirectV | NRTC | Total | DirectV | NRTC | Total |
|-----------|-------------------|-------------------|--------------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| 01 | 6-Jul-2001 | 6-Jul-2001 | 13-Aug-2001 | 13-Aug-2001 | 13-Aug-2001 | 7-Sep-2001 | 7-Sep-2001 | 7-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| cTV | NRTC | Total | DirecTV | NRTC | Total | DirecTV | NRTC | Total | DirecTV | NRTC | Total |
|-------------|-------------------|-------------------|--------------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| 2001 | 6-Jul-2001 | 6-Jul-2001 | 13-Aug-2001 | 13-Aug-2001 | 13-Aug-2001 | 7-Sep-2001 | 7-Sep-2001 | 7-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 | 28-Sep-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| DirectV | NRTC | Total | DirectV | NRTC | Totals | DirectV | NRTC | Total |
|-----------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| Nov-2001 | 16-Nov-2001 | 16-Nov-2001 | 1-Dec-2001 | 1-Dec-2001 | 1-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| DirectV | NRTC | Total | DirectV | NRTC | Totals | DirectV | NRTC | Total |
|--------------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| 16-Nov-2001 | 16-Nov-2001 | 16-Nov-2001 | 1-Dec-2001 | 1-Dec-2001 | 1-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| ecTV | NRTC | Total | DirecTV | NRTC | Totals | DirecTV | NRTC | Total |
|----------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| ov-2001 | 16-Nov-2001 | 16-Nov-2001 | 1-Dec-2001 | 1-Dec-2001 | 1-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| DirecTV | NRTC | Total | DirecTV | NRTC | Totals | DirecTV | NRTC | Total |
|-------------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| 5-Nov-2001 | 16-Nov-2001 | 16-Nov-2001 | 1-Dec-2001 | 1-Dec-2001 | 1-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| DirecTV | NRTC | Total | DirecTV | NRTC | Totals | DirecTV | NRTC | Total |
|-----------------|--------------------|--------------------|-------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| Nov-2001 | 16-Nov-2001 | 16-Nov-2001 | 1-Dec-2001 | 1-Dec-2001 | 1-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 |

REDACTED

EXHIBIT I
LOCAL-INTO-LOCAL SUBSCRIBER DATA:
DIRECTV, NRTC AND TOTAL BY DMA

| DirectTV | NRTC | Total | DirectTV | NRTC | Totals | DirectTV | NRTC | Total |
|----------|-------------|-------------|------------|------------|------------|-------------|-------------|-------------|
| Nov-2001 | 16-Nov-2001 | 16-Nov-2001 | 1-Dec-2001 | 1-Dec-2001 | 1-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 | 29-Dec-2001 |

REDACTED

EXHIBIT J

**THIS EXHIBIT IS PRODUCED IN ITS ENTIRETY
IN ELECTRONIC FORMAT ON THE ATTACHED
CD-ROM LABELED "EXHIBIT J"**

K

EXHIBIT K

INFORMATION REDACTED IN ITS ENTIRETY

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