

RECEIVED

JUL 19 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

IN THE UNITED STATES COURT OF APPEALS
FOR THE DISTRICT OF COLUMBIA CIRCUIT

TELQUEST VENTURES, INC.,

Appellant,

v.

FEDERAL COMMUNICATIONS COMMISSION,

Appellee.

Case No. 01-1384

REPLY OF DIRECTV, INC.

Pursuant to Rule 27(a)(4) of the Federal Rules of Appellate Procedure, DIRECTV, Inc. ("DIRECTV") hereby replies to the October 10, 2001 Response ("TelQuest Response") of TelQuest Ventures, Inc. ("TelQuest").

TelQuest has argued that DIRECTV's motion for leave to intervene in this appeal should be denied because DIRECTV allegedly has not demonstrated the likelihood of an imminent, concrete and particularized injury sufficient to constitute "injury in fact" for purposes of Communications Act and Article III standing requirements. See TelQuest Response; *Lujan v. Defenders of Wildlife*, 504 U.S. 555, 559-61 (1992); see also *City of Cleveland v. Nuclear Regulatory Comm'n*, 17 F.3d 1515 (D.C. Cir. 1994) (movant for leave to intervene must have Article III standing). That argument is nonsense.

DIRECTV is one of two direct broadcast satellite ("DBS") operators in the United States that competes in the market for multichannel video programming distribution. It is difficult to imagine any entity with a more tangible, direct interest in (i) TelQuest's bid to enter the United States multichannel video programming marketplace as a directly competing satellite provider using a Canadian DBS orbital location, and (ii) the Federal Communications Commission's fair

DC_DOCSM11255.1 [W97]

ES-FCC031300

ES 039 11019

and consistent application of its licensing procedures to all actual and potential satellite television providers. DIRECTV plainly has standing to participate as a party in this appeal.

I. **COMPETITOR STANDING**

In *FCC v. Sanders Brothers Radio Station*, 309 U.S. 470, 477 (1940), the Supreme Court held that "one likely to be financially injured" by agency action (or in this case, a reversal or modification of agency action) has standing to participate as a party. In *Clarke v. Securities Industry Ass'n*, 479 U.S. 388, 403, 397 & n.13 (1987), the Court similarly recognized that the alteration of competitive conditions has probable economic impact which satisfies Article III "injury-in-fact" standing requirements. See also *Comm. for Effective Cellular Rules v. FCC*, 53 F.3d 1309, 1315-16 (D.C. Cir. 1995); *Investment Company Institute v. FDIC*, 815 F.2d 1540, 1543-44 (D.C. Cir. 1987). It is the potential economic harm suffered by actual and potential competitors that leads courts to accord them "a rather generous attitude toward standing," in order

to enable a competitor to bring to the Commission's attention matters bearing upon the public interest of which the Commission might otherwise be unaware. . . . This assistance to the Commission is permitted not to protect a competitor from competition . . . but because its position qualifies it in a special manner to advance matters bearing upon the public interest.

Broadcast Enterprises, Inc. v. FCC, 390 F.2d 483, 485 (D.C. Cir. 1968) (citations omitted).

Thus, this Court has recognized that competitors' "seemingly unbroken record of success in securing standing to challenge decisions involving agency licensing" stems from the fact that their interests in enforcing licensing barriers are "generally congruent with a statutory purpose to restrict entry," *Panhandle Producers & Royalty Owners Ass'n v. Economic Regulatory Admin.*, 822 F.2d 1105, 1109 (D.C. Cir. 1987) -- here, to licensees whose operations will comport with the Communications Act's licensing requirements and otherwise serve the public interest, convenience and necessity. See 47 U.S.C. § 310.

In this case, the genesis of the FCC proceeding under review was TelQuest's proposal to use transponders on a Canadian satellite to "provide Direct Broadcast Satellite (DBS) service to the U.S. domestic market and Canada." TelQuest Application, Exhibit 1, at 1 (attached hereto as Exhibit 1). The primary public interest justification that TelQuest provided to the FCC for granting its application was as follows:

The grant of TelQuest's applications will expand the availability of innovative video programming services to more members of the public and at more competitive prices. The competition that TelQuest will bring to the U.S. domestic market will benefit all consumers generally, and residential consumers specifically, by offering the public a greater choice and a more reliable and diversified supply of video programming services with enhanced quality and at lower prices. Such competition will provide the incentive for other DBS operators to offer their services at lower prices resulting in significant cost savings for U.S. consumers, and will spur the development of innovative service and equipment offerings as new competitors attempt to attract new subscribers.

TelQuest Application, Exhibit 1. Similarly, in the Order under review, the Commission noted:

For example, TelQuest argues that granting its earth station application would increase the number of DBS providers in the market, and so increase competition. TelQuest argues further that this increased competition helps to "make service available so far as possible, at reasonable charges," and that, therefore, Section 1 of the Act requires us to grant its application. Similarly, TelQuest maintains that authorizing an additional DBS provider, by itself, would further the public interest, convenience, and necessity, and so Section 309(a) "mandates" us to grant its earth station application. Granting any new earth station license, or any existing licensee authority to operate an additional earth station, would increase the number of licenses providing service, and so would "increase competition."

Order at ¶ 29.

As is abundantly clear from the above, TelQuest's *primary policy justification* for the grant of its earth station application has been that doing so would establish its proposed DBS service as a *direct competitor* to DIRECTV in the United States. In light of its arguments before the FCC, TelQuest's effort to dismiss DIRECTV's concern with the grant of its earth station application as "unduly remote" and too attenuated to establish [DIRECTV's] standing,"

TelQuest Response at 3 (citation omitted), is absurd. Having trumpeted its status as a potential direct competitor to U.S. DBS operators -- and, indeed, relied on this very point as the primary reason for the FCC to grant its application -- TelQuest cannot in the next breath credibly seek to preclude U.S. DBS operators from having competitor standing to advance matters bearing on the TelQuest serious legal and public policy deficiencies surrounding a grant of TelQuest's application, either before the agency or in this Court.¹

Contrary to TelQuest's assertions, *El Paso Natural Gas Co. v. FERC*, 50 F.3d 23 (D.C. Cir. 1995), is completely consistent with this proposition. In *El Paso*, there was no evidence presented either to the FERC or to the Court that established a prospect of competition between the party seeking review of the FERC order at issue and other parties who were subject to the order, which is why the Court deemed the petitioner's allegations of possible competitive injury in the case to be "wholly speculative." *El Paso*, 50 F.3d at 27. That is a far cry from this case, where TelQuest has *repeatedly* asserted on the record that it will compete directly with DIRECTV and other DBS providers in the United States. Furthermore, as this Court explained in *El Paso*, the "nub" of the Court's competitive standing doctrine is "that when a challenged agency action authorizes allegedly illegal transactions that will almost surely cause petitioner to lose business, there is no need to wait from injury from specific transactions to claim standing."

¹ Indeed, the logic of competitor standing is at its most compelling in this case, given the special policy issues involved. Unlike U.S. domestic satellite providers, who typically must obtain both earth station *and* space station licenses to operate a satellite system, TelQuest proposed to enter the United States using a foreign DBS satellite. Thus, while the processing of most earth station applications is fairly routine at the FCC, TelQuest's earth station application has been the only jurisdictional opportunity that private parties and the U.S. government have had to weigh in on the serious substantive legal and policy issues posed by TelQuest's proposed Canadian-based entry into the U.S. multichannel video marketplace. For example, TelQuest's application caused the U.S. Trade Representative, Department of State, Department of Commerce and Department of Justice to weigh in with serious trade and competitive concerns about the entry of Canadian-based DBS service into the U.S. market, although they agreed that, for now, the TelQuest application should be dismissed as premature because Canada had not yet licensed the satellites with which TelQuest's proposed earth station would communicate. See *TelQuest Ventures, LLC*, 11 FCC Rcd 8151, 8152 (FCC Int. Bur. 1996) ("TelQuest Bureau Order").

Id. That is precisely the case here: in the event that the FCC were to reverse its Order in a fashion contrary to the agency's established rules and precedents in order to permit TelQuest access to the U.S. multichannel marketplace, there is no question that DIRECTV would face a significant prospect of competitive injury.²

In this regard, TelQuest also is incorrect to suggest that DIRECTV must wait until TelQuest has actually deployed a licensed DBS system and for consumers to "actually prefer that system to the DBS television service offered by DIRECTV" before it is conferred standing to challenge TelQuest's application. See TelQuest Response at 2-3.³ Confronted with TelQuest's application to provide U.S. DBS service, DIRECTV was and is not required to "wait for injury" while TelQuest gains a license and proceeds to build out a competing system in order to claim standing. *El Paso*, 50 F.3d at 27; the "competitive injury" threatened by an agency action that would authorize an additional direct competitor is enough. See, e.g., *Investment Company Institute*, 815 F.2d at 1543.⁴ Indeed, agency licensing procedures necessarily are prospective in

² TelQuest erroneously states that "DIRECTV cannot present a plausible claim that it would be illegal for the FCC to ultimately conclude that TelQuest's entry into the DBS business would serve the public interest." TelQuest Response at 4 (emphasis in original). Again, TelQuest is wrong. If the FCC had not followed its existing procedures for processing earth station applications (which TelQuest protests), and if the FCC ultimately licenses TelQuest without applying its existing substantive policies regarding communications with foreign satellites, see, e.g., Order at ¶ 27, DIRECTV would certainly have a "plausible" claim that such action was "illegal."

³ TelQuest's emphasis on the lack of progress it has made to date in deploying a DBS system is ironic, since its failure to sufficiently identify the Canadian space station with which it proposed to communicate is the very reason that its application was dismissed. See, e.g., Order at ¶¶ 6-9. Nevertheless, its use of this point to paint DIRECTV allegations of injury as speculative is utterly disingenuous. TelQuest insisted throughout the FCC proceedings below that the public interest benefit of granting its application would be "to increase the number of DBS providers in the market" and thereby offer direct competition to DIRECTV. Order at ¶ 29. For TelQuest to deny that DIRECTV has competitor standing to challenge or defend FCC actions in licensing such competitive DBS services in the United States is ridiculous.

⁴ *Investment Company Institute* held that securities industry petitioners had demonstrated sufficient competitive injury for standing purposes where the FDIC had issued regulations that would allow the entry of additional competitor nonmember banks to enter the securities field. TelQuest seeks to distinguish the case by arguing that it is not certain that TelQuest will ever actually be licensed, and that its entry into the DBS business "would likely be anything but immediate." TelQuest Response at 3 n.4. This assertion is contradicted by

nature, such that "[a]ctual proof of th[e] allegedly threatened effect" of the licensing action cannot "be made prior to actual operation, so that a showing must be allowed by means less than that." *Broadcast Enterprises, Inc.*, 390 F.2d at 485; cf. *JEM Broadcasting Co., Inc. v. FCC*, 22 F.3d 320, 325-26 (D.C. Cir. 1994) (accordng standing to potential as well as actual license applicants). So long as it is sufficiently clear from TelQuest's application that it "has devised plans sufficiently detailed to enable it to compete" with DIRECTV, the Court is not "required to 'engage in undue speculation as a predicate for finding that [DIRECTV] has the requisite personal stake in the controversy.'" *Orange Park Florida T.V., Inc. v. FCC*, 811 F.2d 664, 672 (D.C. Cir. 1987)(quoting *Village of Arlington Heights v. Metro. Housing Dev. Corp.*, 429 U.S. 252, 262 (1971)).

TelQuest has proposed to enter the United States as a direct competitor to DIRECTV. As the principal party "likely to be injured by the issuance of a license" to TelQuest, *Sanders Bros. Radio Station*, 309 U.S. at 477, DIRECTV clearly has Article III standing as a party in this appeal, and is an "aggrieved" person whose interests "would be adversely affected by any order of the Commission granting" TelQuest's application. 47 U.S.C. § 402(b)(6).

II. **DIRECTV HAS STANDING TO ENSURE THAT THE COMMISSION'S EARTH STATION LICENSING PROCEDURES ARE CONSISTENTLY APPLIED**

Apart from its standing as a potential direct competitor to TelQuest, DIRECTV also has standing to ensure that the Commission's earth station licensing procedures are consistently applied to all satellite carriers. In this case, the FCC upheld its International Bureau's decision to

TelQuest's own declarations of its competitive intentions before the FCC, and indeed, TelQuest's earth station application was accompanied by the companion application of WTCI, which similarly argued that "prompt authorization would allow it to launch a high power DBS service within six months and *bring immediate competition* to the U.S. DBS market." TelQuest Bureau Order at ¶ 3 (emphasis added). In any event, however, the immediacy of TelQuest's entry into the United States based upon whether or how long the processing of its application takes at the FCC is irrelevant for standing purposes here. This Court does not need to "predict[] the likelihood" that TelQuest "would receive" a license in order to find that DIRECTV has standing to participate in proceedings that affect TelQuest's application. *Orange Park Florida T.V., Inc. v. FCC*, 811 F.2d 664, 672 (D.C. Cir. 1987).

dismiss TelQuest's application without prejudice in part because the Bureau generally does not act on earth station applications "unless the space station with which the earth station intends to operate has been licensed." Order at ¶ 2.⁵

DIRECTV is a satellite carrier that routinely applies for earth station licenses, and is subject to the same policies and procedures applied by the FCC to TelQuest in this case. In *JEM Broadcasting Co., Inc. v. FCC*, a case involving the dismissal of a radio station application pursuant to the FCC's "hard look" broadcast license processing rules, this Court recognized that, "[o]f course, only parties whose license applications actually contain certain errors or omissions will suffer the concrete effects of the [processing] rules, but that does not make the rules any less applicable as a general matter to all potential FCC license applicants." 22 F.3d at 325. Thus, the Court held that "any person or entity within the class affected" by the license processing rules, "i.e., actual or potential license applicants, would have been 'aggrieved' . . . and thus would have standing to challenge the procedural lineage" of the processing rules at issue. *Id.* at 326.

In this case, DIRECTV could be directly and adversely affected by any Commission decision to reverse the determinations it has made in the Order regarding its earth station processing procedures. There is simply no question that DIRECTV has standing to challenge or defend "agency compliance with the statutory licensing procedures in the Communications Act." *Comm. for Effective Cellular Rules v. FCC*, 53 F.3d at 1316.

⁵ The Bureau also did not want to encourage entities to file speculative earth station applications in the hope that grant of a U.S. earth station license would somehow influence the space station licensing decisions of foreign governments. Order at ¶2.

III. CONCLUSION

DIRECTV reiterates its request to intervene as a party in this appeal. The arguments in the TelQuest Response are without merit and should be rejected.⁶

Respectfully submitted,

DIRECTV, Inc.

By: 

Gary M. Epstein (D.C. Bar No. 23499)
Richard P. Bress (D.C. Bar No. 457504)
James H. Barker (D.C. Bar No. 430262)
LATHAM & WATKINS
555 Eleventh Street, N.W.,
Suite 1000
Washington, D.C. 20004-2505
(202) 637-2200

Dated: October 22, 2001

⁶ Once again, although DIRECTV plainly has Article III standing to intervene in this appeal, in order to ensure its participation in these proceedings, DIRECTV in the alternative requests to participate as an *amicus curiae* in the event its motion for leave to intervene is denied.

EXHIBIT 1

ES-FCC031308

ES 039 11027

EXHIBIT 1

Telquest Ventures, L.L.C. has entered into a business arrangement with Telesat Canada to use transponders on a high-power satellite to be located at 91°W.L. to provide Direct Broadcast Satellite ("DBS") service to the U.S. domestic market and Canada. The Canadian Minister of Industry has the authority under the Canadian Radiocommunication Act to provide Telesat Canada a radio authorization to operate such a satellite at the Canadian DBS orbital position at 91°W.L. for this purpose and has agreed in principle to provide Telesat Canada with such authorization subject to certain conditions.

Telquest Ventures, L.L.C. has sought capacity from U.S.-licensed DBS operators for a minimum of twenty-two full-time transponders on one satellite and has determined that such facilities are unavailable due to a shortage of adequate U.S. facilities. The highly concentrated nature of the domestic satellite market, combined with the scarcity of orbital positions from which DBS operators can provide U.S. domestic satellite service, has created a severe shortage of DBS capacity for domestic U.S. service.

The proposed use of Canadian capacity for domestic U.S. service provides a solution to this problem. The use of this Canadian DBS satellite for U.S. domestic service is fully consistent with Commission precedent and international agreements. The Commission historically has allowed the use of foreign satellites where there is a shortage of suitable U.S. domestic capacity¹. The intergovernmental agreement between the U.S. and Canada set out in the 1972 Exchange of Letters provides for the use of capacity on a Canadian satellite to provide service to the U.S. domestic market when there is a shortage of suitable U.S. domestic capacity. There is no dispute that there is a severe shortage of DBS capacity available for domestic U.S. service, and that the additional DBS capacity offered by the Canadian satellite to be located at 91°W.L. can assist in alleviating that shortage.

The grant of Telquest's applications will expand the availability of innovative video programming services to more members of the public and at more competitive prices. The competition that Telquest will bring to the U.S. domestic market will benefit all consumers generally, and residential customers specifically, by offering the public a greater choice and a more reliable and diversified supply of video programming services with enhanced quality and at lower prices. Such competition will provide the incentive for other DBS operators to offer their services at lower prices resulting in significant cost savings for U.S. consumers, and will spur the development of innovative service and equipment offerings as new competitors attempt to attract new subscribers.

¹ See e.g., National Broadcasting Co., 9 FCC Rcd 557 (1994); Chevron Industries, 8 FCC Rcd 2726 (1993); GTE Satellite Corporation, 90 FCC2d 1009 (1982), recon. denied, 94 FCC2d 1184, 1196, 1199 (1983); American Satellite Corp., 40 FCC2d 656 (1973).

ES-FCC031309

ES 039 11028

IN THE UNITED STATES COURT OF APPEALS
FOR THE DISTRICT OF COLUMBIA CIRCUIT

TELQUEST VENTURES, INC.,

Appellant,

v.

FEDERAL COMMUNICATIONS COMMISSION,

Appellee.

Case No. 01-1384

CERTIFICATE OF SERVICE

I, James H. Barker certify that on this 22nd day of October, 2001, a copy of the foregoing was sent to the following:

By Hand

Jane E. Mago
General Counsel
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Donald Abelson, Chief
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

By First Class Mail, Postage Pre-paid

Andrew G. McBride
Eve J. Klindera
Wiley, Rein & Fielding, LLP
1776 K Street, N.W.
Washington, D.C. 20006
Counsel for Telquest Ventures, Inc.

Thomas J. Keller
Verner Liipfert Bernhard McPherson & Hand,
Chartered
901 15th Street, N.W.
Suite 700
Washington, D.C. 20005
Counsel for Western Tele-Communica-
tions, Inc.

Herbert E. Marks
Squire Sanders & Dempsey
1201 Pennsylvania Avenue, N.W.
P.O. Box 407
Washington, D.C. 20004
Counsel for the State of Hawaii

William M. Wiltshire
Harris, Wiltshire & Grannis, LLP
1200 18th Street, N.W.
Washington, D.C. 20036
Counsel for The News Corporation
Limited

DC_DOCSW06825.1 [W97]

ES-FCC031310

ES 039 11029

Philip Malet
Pantelis Michalopoulos
Brent H. Weingart
Steptoe & Johnson, LLP
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795
Counsel for Echostar Satellite Corporation
and Echostar DBS Corporation

David K. Moskowitz
Senior Vice President & General Counsel
EchoStar Satellite Corporation
EchoStar DBS Corporation
90 Inverness Circle East
Englewood, CO 80112

Larry A. Blosser
Carol R. Schultz
Donald J. Elardo
MCI Communications Corporation
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20016
Counsel for MCI Telecommunications
Corp.

Michael Regan
The News Corporation Limited
5151 Wisconsin Avenue, N.W.
Washington, D.C. 20016
Counsel for The News Corporation
Limited

Norman P. Leventhal
Raul R. Rodriguez
Stephen D. Baruch
David S. Keir
Renee Roland
Leventhal, Senter & Lerman
2000 K Street, N.W.
Suite 600
Washington, D.C. 20006

Albert Halprin
Stephen Goodman
William F. Maher, Jr.
Halprin, Temple Goodman & Surgrue
555 12th Street, N.W.
Suite 950
Washington, D.C. 20004

Mark C. Ellison
Robert E. Jones
Hardy & Ellison, P.C.
9306 Old Keene Mill Road
Suite 100
Burke, VA 22015


James H. Barker

Dated: October 22, 2001

RALEIGH COMPETITIVE REVIEW

<p>Standard Definition (SD) Service</p> <p>ESPN, ESPN2, ESPNNews, TVG, ABC Family, Animal Docs, Cartoon Network, Disney Channel (E&W), E!WTH, Lifetime, Nickelodeon/Nick at Nite (E&W), TBS, CNBC, CNN, Court TV, C-SPAN, C-SPAN2, Headline News, NASA, Weather Channel, A&E, America's Collection, Beauty and Fashion, Comedy Central, E! Entertainment, Q&A, HSN, Shop, Men's Channel, GNC, Sci-Fi Channel, Shop at Home, TBS, TNT, TNT, TV Land, USA Network, ShopNBC, Discovery Channel, Food Network, HGTV, History Channel, TLC, Travel Channel, CMT, MTV, MTV2, VH-1, BYU, CCCSat, Catons TV, EE, Free Speech TV, Good Samaritan Network, MTN, Northern Arizona University, PAEC, PBS You, Research TV, RFD-TV, Safety Net, StarNet, University of California, University of Washington, WorldNet TV, WTVD-TV (ABC), WRAL-TV (CBS), WNCN-TV (NBC), WRAX-TV (FOX), WLFL-TV (WB), WRDC-TV (UPN), WLNC-TV (PBS), WKCF-TV (ND)</p>	<p>Standard Definition (SD) Service</p> <p>TV Guide Channel, WLFL-TV (WB), WRAL-TV (CBS), UNC-TV (PBS), Home Buyers Channel, WNCN-TV (NBC), TBS, WKCF-TV (ND), WDTV-TV (ABC), Community Programming, Government Access, WRDC-TV (UPN), WRAX-TV (FOX), Educational Programming, WRAY-TV (ND), WAUQ-LP (ND), WRPX (PAX), Local Bulletin Board, WGN, Triangle TV/Sneak</p>
<p>High Definition (HD) Service</p> <p>Includes ATSD + Local Plus</p> <p>AMC, Animal Planet, BBC America, BET, Bravo, CNN/CNN2, Discovery Health, FX, FOX News Channel, Galavision, Game Show Network, IFC, Lifetime Movie Network, MSNBC, MuchMusic USA, NOGGIN, PAXTV, Speed Channel, Tech TV, Toon Disney, Turner South, Turner Classic Movies, Univision, WGN, WE, Women's Entertainment, One Sports Regional Network, CD Music (32)</p>	<p>High Definition (HD) Service</p> <p>Includes Basic Package Plus</p> <p>USA Network, TNT, A&E, ABC Family, CNN, Discovery, ESPN, ESPN2, Lifetime, HSN, GNC, Comedy Central, CNBC, AMC, Learning Channel, TRN, Headline News, Weather Channel, Nickelodeon, Court TV, MSNBC, Animal Planet, CNNB, VH-1, Sci-Fi, Fox Sports Net, Gok, BET, MTV, TV Land, Oxygen, History Channel, Disney, FOX News, C-SPAN, C-SPAN2, WE, Women's Entertainment, E! Entertainment, SoapNet, ESPN Classic, Turner Classic Movies, CMT, AccuWeather, D, EWTN, Hallmark Channel, Travel Channel, Cartoon Network, HGTV, Food Network, Univision, National Geographic</p>
<p>High Definition (HD) Service</p> <p>Includes AT100 + Local Plus</p> <p>Biography, Bloomberg, Boomerang, CNNB, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mystery, Encore True Stories, Encore WMA, Encore West, Encore Westside, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel, International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH-1 Classic, Western Television, Music Channel (18)</p>	<p>High Definition (HD) Service</p> <p>Includes Standard Package Plus</p> <p>Discovery Kids, Discovery Science, Discovery Wings, Discovery Health, Discovery Civilization, Discovery Home & Leisure, BBC America, C-SPAN, CNNb, NewsWorld International, Tech TV, Bloomberg, Ovation, Trio, BET on Jazz, Great American Country, MTV2, MuchMusic USA, VH-1 Classic, ESPN News, FOX Sports World, FOX SportsNet Atlantic, FOX SportsNet Central, FOX SportsNet Pacific, Speedvision, Outdoor Channel, America's Store, Game Show Network, Style, Lifetime Movie Network, Toon Disney, Disney Channel (E&W), NOGGIN, UNC-TV, UNC-TVHD, UNC Kids, UNC Educational, UNC NC "C-SPAN", WTVD-HD (ABC), WNCN-HD (NBC), WRAL-TVHD (FOX), WRZ-TVSD (FOX), WRAL-TVHD (CBS), WRAL-TVSD (CBS), WRAL D3, WRAL D4, Navigator Guide, Music Choice (48)</p>
<p>High Definition (HD) Service</p> <p>Includes AT100 + Local Plus</p>	<p>High Definition (HD) Service</p> <p>Includes Standard Package Plus</p>

ES 015 10090

Effective 2/02

ES-FCC031557

RALEIGH COMPETITIVE REVIEW

Network Premium Packages (Time Warner)

HBO The Works (8 HBO Channels - including 1 HD Channel)
 MultiMAX (3 Cinemax Channels)
 Showtime Unlimited (7 Showtime - including 1 HD Channel, 2 TMC, Flix, Sundance)
 Starz Super Pak (7 Starz Channels, 1 Encore Channel)

Choice of one premium package	\$11.99
Choice of HBO premium package only	\$13.99
Showtime Unlimited/STARZ Super Pak	\$30.99
HBO The Works/MultiMAX	\$30.99
HBO The Works/Showtime Unlimited	\$22.99
HBO The Works/STARZ Super Pak	\$22.99
Encore Movie Pak	\$4.99

Premium Packages (Time Warner)

HBO (12 HBO Channels - including 1 HD Channel)
 Cinemax (12 Cinemax Channels)
 Showtime (12 Channels - including 1 HD Channel)
 Movie Channel (2 Movie Channels)
 Starz (5 Starz Channels)
 Cinema Choice (2 Flix Channels, 2 Sundance Channels, 1 FOX Movie Channel, 1 IFC Channel)
 Encore Movie Pak (8 Encore Channels)

Choice of one premium package	\$11.95
Each additional premium package	\$8.00
Cinema Choice	\$1.95
Encore Movie Pak	\$1.95

*Must have digital access. To gain digital access, must have basic and standard.
 Digital access fee is an additional \$3.00.

Digital Plus Packages (Time Warner)

\$67.10-\$72.70 Digital Plus Package (includes Digital Package plus One Premium Package)
 \$62.10-\$67.70 Digital Preferred Package (includes Digital Package plus Two Premium Packages)
 \$67.10-\$72.70 Digital Plus Package (includes Digital Package plus Three Premium Packages)

Spanish Premium Packages (Time Warner)

Univision, Galavision, MTV, FOX Sports World Espanol, Telemundo, One Latino, Discovery en Espanol, Mun2, Gran Canal Latino, MTV Espanol, Playboy en Espanol, SUR, Telemundo Internacional, TV Azteca, TVE Internacional, TV Chile, Music Services (8)

Choice of one premium package	\$11.99
Each additional premium package	\$8.00
Cinema Choice	\$1.95
Encore Movie Pak	\$1.95

Spanish Premium Packages (Time Warner)

Discovery Espanol, CNN Espanol, Canal Sur, One Latino, FOX Sports World Espanol, MTV Espanol, Video Plus, Pura TV, Mun2

Choice of one premium package	\$11.95
Each additional premium package	\$8.00
Cinema Choice	\$1.95
Encore Movie Pak	\$1.95

ES 015 10091

Effective 2002

ES-FCC031558

CINCINNATI COMPETITIVE REVIEW

DSH Network Programming (AT150) + Locals

ESPN, ESPN2, ESPNNews, TVG, ABC Family, Angel One, Cartoon Network, Disney Channel (E&W), EWTN, Lifetime, Nickelodeon/Nick at Nite (E&W), TBN, CNBC, CNN, Court TV, C-SPAN, C-SPAN2, Headline News, NASA, Weather Channel, A&E, America's Collectibles, Beauty and Fashion, Comedy Central, E! Entertainment, GEMS, HSN, iShop, Men's Channel, QVC, Sci-Fi Channel, Shop at Home, TBS, TNN, TNT, TV Land, USA Network, ShopNBC, Discovery Channel, Food Network, HGTV, History Channel, TLC, Travel Channel, CMT, MTV, MTV2, VH-1, BYU, CCCSai, Colours TV, EE, Free Speech TV, Good Samaritan Network, HITN, Northern Arizona University, PAEC, PBS You, Research TV, RFDTV, Safety Net, StarNet, University of California, University of Washington, WorldLink TV, WCPO (ABC), WLWT (NBC), WKRC (CBS), WXIX (Fox)

TOTAL Channels 71
Cost \$35.00

DSH Network Programming (AT150)

Includes AT150 + Locals
Plus

AMC, Animal Planet, BBC America, BET, Bravo, CNNFN/CNN, Discovery Health, FX, FOX News Channel, Gamevision, Game Show Network, IFC, Lifetime Movie Network, MSNBC, MuchMusic USA, NOGGIN, PAXTV, Speed Channel, Tech TV, Toon Disney, Turner South, Turner Classic Movies, Univision, WGN, WE: Women's Entertainment, One Sports Regional Network, CD Music (32)

TOTAL Channels 130
Cost \$71.00

DSH Network Programming (AT150)

Includes AT100 + Locals
Plus

Biography, Bloomberg, Boomerang, CNNSI, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Wisdom Television, Music Channels (19)

TOTAL Channels 71
Cost \$46.00

Time Warner - Lifetime Service

Commercial, WXIX (Fox), Customer Info., C-SPAN, WLWT (NBC), WCPO (ABC), WCET (PBS), C-SPAN2, WGN, WSTR (WB), Weather Radar, WKRC (CBS), WPTO (PBS), Customer Info/Community, WPTD (PBS), ITV/CNN/NI, ITV/Customer Information, ITV/Commercial, ITV/Commercial/U/PN, WCVN (PBS), TBN, EWTN, TV Guide

TOTAL Channels 31
Cost \$15.00

Time Warner - Standard Service

Includes Lifetime Service
Plus

Shop NBC, Animal Planet, Cartoon network, Nickelodeon, Court TV, ESPN, ESPN2, E! Entertainment, USA, BET, MTV, GAC, Lifetime, Fox Family, A&E, CNBC, Weather Channel, FX, Fox Sports Net Ohio, TLC, VH-1, AMC, TNN, HGTV, MSNBC, Comedy Central, TNT, Sci-Fi Channel, Discovery Channel, CNN, Headline News, Fox News, TBS, PAX, Travel Channel, HSN, QVC, Food Network, The History Channel, TCM, Golf Channel, TV Land, SoapNet, Oxygen, WE, Bravo, Disney, National Geographic, Sneak Preview

TOTAL Channels 57
Cost \$28.00

Time Warner - Digital Service

Includes Lifetime and Standard Services
Plus

Discovery Science, Discovery Wings, Discovery Kids, CNNM, Ohio News Network, Classic Sports, SpeedVision, ESPN News, Outdoor, CNN/NI, The Health Network, Discovery Health, BET Jazz, Style, Hispanic Television Network, Fox Sports Net Ohio, Ovation, Toon Disney, Game Show, BBC America, Lifetime Movies, TechTV, MTV2, Noggin, C-SPAN3, Trio, Newsworld, MuchMusic, Hallmark, Bloomberg, Word Networks, TBN, VH-1 Classics, DIY, CD Music (40)

TOTAL Channels 71
Cost \$33.00

ES-FCC031559

ES 015 10092

SAN DIEGO COMPETITIVE REVIEW

DISH Network Programming (AT100) + Locals
 ESPN, ESPN2, ESPN News, TVG, ABC Family, Angel One, Cartoon Network, Disney Channel (E&W), EWTN, Lifetime, Nickelodeon/Nick at Nite (E&W), TBN, CNBC, CNN, Court TV, C-SPAN, C-SPAN2, Headline News, NASA, Weather Channel, A&E, America's Collectibles, Beauty and Fashion, Comedy Central, E! Entertainment, GEMS, HSN, iShop, Men's Channel, QVC, Sci-Fi Channel, Shop at Home, TBS, TNN, TNT, TV Land, USA Network, ShopNBC, Discovery Channel, Food Network, HGTV, History Channel, TLC, Travel Channel, CMT, MTV, MTV2, VH-1, BYU, CCCSat, Colours TV, EE, Free Speech TV, Good Samaritan Network, HITN, Northern Arizona University, PAEC, PBS You, Research TV, RFDTV, Safety Net, StarNet, University of California, University of Washington, WorldLink TV, KGTV (ABC), KPMB (CBS), KNBD (NBC), XETV (FOX), KSWB (WB) KPBS (PBS)

TOTAL Channels: 21
 Cost: \$7.99

DISH Network Programming (AT100) + Locals

Includes AT100 + Locals
 Plus
 AMC, Animal Planet, BBC America, BET, Bravo, CNNFN/CNNI, Discovery Health, FX, FOX News Channel, GaleVision, Game Show Network, IFC, Lifetime Movie Network, MSNBC, MuchMusic USA, NOGGIN, PAXTV, Speed Channel, Tech TV, Toon Disney, Turner South*, Turner Classic Movies, Univision, WGN, WE: Women's Entertainment, One Sports Regional Network, CD Music (32)

TOTAL Channels: 41
 Cost: \$17.99

DISH Network Programming (AT100)

Includes AT100 + Locals
 Plus
 Biography, Bloomberg, Boomerang, CNN5I, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Wisdom Television, Music Channels (19)

TOTAL Channels: 57
 Cost: \$24.99

Cox Communications - Basic Service
 USA Network, ESPN, Channel 4 San Diego, KSWB (WB), XETV (Fox), KNBD (NBC), KPMB (CBS), KUSI, KGTV (ABC), KPBS (PBS), XEWT (Spanish), EWTN, XUPN, KTLA (WB), New Channel 15, ITV, KBNT (Spanish), C-SPAN2, ABC Family, XHAS (Spanish), C-SPAN, Weather Channel, Public Access, Government Access

TOTAL Channels: 21
 Cost: \$7.99

Cox Communications - Standard Service

Includes Basic Service
 Plus
 QVC, WGN, HSN, ESPN2, Fox Sports Net, MTV, CNN, Headline News, TBS Atlanta, TNT, Discovery Channel, TLC, Fox News, Lifetime, MSNBC, BET, A&E, Bravo, CNBC, Court TV, TNN/EWTN, VH-1, Nickelodeon/Nick-at-Night, Comedy Central, E! Entertainment, Cartoon Network, PAX, Disney Channel, Speed Channel, AMC, TCM, TV Land, Travel Channel, CMT, The Golf Channel, Sci-Fi Channel, GaleVision, ESPN Classic, UCSD-TV, Cox Paid Programming, Shop NBC, FX, Food Network, Outdoor Life, HGTV, Animal Planet, History Channel, Leased Access, Cox In Demand/PPV, TV Guide Channel

TOTAL Channels: 41
 Cost: \$17.99

Cox Communications - Digital Cable Programming Packages

Includes Basic and Standard Service
 Plus
 Discovery Kids, Discovery Science, Discovery Home & Leisure, Discovery Civilization, Discovery Wings, Discovery Health, CD Music (45)

- Plus a Choice of up to Five Programming Packages**
- \$7.50* One Programming Package
 - \$19.00* Three Programming Packages
 - \$13.00* Four Programming Packages
 - \$16.00* All Five Programming Packages

*In addition to regular Cox Cable TV bill.

- Programming Packages:**
- Movie Package (10 Channels)** IFC, Sundance, Pkx, Encore, Love Stories, Westerns, Mystery, True Stories, Action, Lifetime Movie Network
 - Sports & Info (7 Channels)** CNNn, Bloomberg, Weathercast San Diego, ESPN News, CNN5I, Fox Sports World, TechTV
 - Variety (8 Channels)** BET On Jazz, MuchMusic, The Game Show Network, Ovation, Encore WAM
 - Latin/Latino (6 Channels)** BBC America, Toon Disney, SoapNet
 - Faith & Values (3 Channels)** CineLatino, HTVN, Fox Sports World Espanol, EWTN Global Catholic, Discovery en Espanol, CNN en Espanol, EWTN, TBN, I-Lite TV

TOTAL Channels: 57
 Cost: \$24.99

ES-FCC031561
 ES 015 10094

Memo

Date: 2/19/2002
To: Michael Schwimmer
Cc: Angela Borrillo, Eric Sahl
From: Laura Danyliw
RE: Competitive Analysis – 6 Requested Markets

Michael-

Per your request, attached is the Competitive Analysis for the following:

Major Markets:

- Chicago (AT&T)
- San Diego (Cox)
- Philadelphia (Comcast)

Mid-Tier Markets

- Grand Rapids
- Cincinnati
- Raleigh-Durham

Please let me know if you have any questions.

10/9/2000

Confidential

1

ES-FCC031563

ES 015 10096

CINCINNATI COMPETITIVE REVIEW

DISH Network Programming (AT50) + Locals	Time Warner - Lifetime Service
<p>ESPN, ESPN2, ESPNNews, TVG, ABC Family, Angel One, Cartoon Network, Disney Channel (E&W), EWTN, Lifetime, Nickelodeon/Nick at Nite (E&W), TBN, CNBC, CNN, Court TV, C-SPAN, C-SPAN2, Headline News, NASA, Weather Channel, A&E, America's Collectibles, Beauty and Fashion, Comedy Central, E! Entertainment, GEMS, HSN, iShop, Merri's Channel, QVC, Sci-Fi Channel, Shop at Home, TBS, TNN, TNT, TV Land, USA Network, ShopNBC, Discovery Channel, Food Network, HGTV, History Channel, TLC, Travel Channel, CMT, MTV, MTV2, VH-1, BYU, CCCSat, Colours TV, EE, Free Speech TV, Good Samaritan Network, HITN, Northern Arizona University, PAEC, PBS You, Research TV, RFDTV, Safety Net, StarNet, University of California, University of Washington, WorldLink TV, WCPO (ABC), WLWT (NBC), WRGC (CBS), WXIX (Fox), WSTR (WB), WCET (PBS)</p>	<p>Commercial, WXIX (Fox), Customer Info., C-SPAN, WLWT (NBC), WCPO (ABC), WCET (PBS), C-SPAN2, WGN, WSTR (WB), Weather Radar, WKRC (CBS), WPTO (PBS), Customer Info/Community, WPTD (PBS), ITV/CNN/NI, ITV/Customer Information, ITV/Commercial, ITV/Commercial/UPN, WCVN (PBS), TBN, EWTN, TV Guide</p>
<p>TOTAL Channels: 73 Cost: \$28.95</p>	<p>TOTAL Channels: 23 Cost: \$19.27</p>
DISH Network Programming (AT100)	Time Warner - Standard Service
<p style="text-align: center;">Includes AT50 + Locals Plus</p> <p>AMC, Animal Planet, BBC America, BET, Bravo, CNNFNCNNI, Discovery Health, FX, FOX News Channel, Galavision, Game Show Network, IFC, Lifetime Movie Network, MSNBC, MuchMusic USA, NOGGIN, PAXTV, Speed Channel, Tech TV, Toon Disney, Turner Classic Movies, Univision, WGN, WE: Women's Entertainment, One Sports Regional Network, CD Music (32)</p>	<p style="text-align: center;">Includes Lifetime Service Plus</p> <p>Shop NBC, Animal Planet, Cartoon Network, Nickelodeon, Court TV, ESPN, ESPN2, E! Entertainment, USA, BET, MTV, GAC, Lifetime, Fox Family, A&E, CNBC, Weather Channel, FX, Fox Sports World, TLC, VH-1, AMC, TNN, HGTV, MSNBC, Comedy Central, TNT, Sci-Fi Channel, Discovery Channel, CNN, Headline News, Fox News, TBS, PAX, Travel Channel, HSN, QVC, Food Network, The History Channel, TCM, Golf Channel, TV Land, SoapNet, Oxygen, WE: Women's Entertainment, Bravo, Disney, National Geographic, Sneak Preview</p>
<p>TOTAL Channels: 132 Cost: \$37.59</p>	<p>TOTAL Channels: 72 Cost: \$32.51</p>
DISH Network Programming (AT150)	Time Warner - Digital Service
<p style="text-align: center;">Includes AT100 + Locals Plus</p> <p>Biography, Bloomberg, Boomerang, CNN/NI, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Wisdom Television, Music Channels (19)</p>	<p style="text-align: center;">Includes Lifetime and Standard Services Plus</p> <p>Discovery Science, Discovery Wings, Discovery Kids, CNN/NI, Ohio News Network, ESPN Classic, Speed Channel, ESPN News, Outdoor Channel, CNN/NI, The Health Network, Discovery Health, BET Jazz, Style, Hispanic Television Network, Fox Sports Net Ohio, Ovation, Toon Disney, Game Show, BBC America, Lifetime Movies, TechTV, MTV2, Noggin, C-SPAN3, Trio, Newsworld, MuchMusic, Hallmark, Bloomberg, Word Networks, TBN, VH-1 Classics, DIY, CD Music (40)</p>
<p>TOTAL Channels: 151 Cost: \$46.15</p>	<p>TOTAL Channels: 117 Cost: \$53.01</p>

ES-015-10099

ES-FCC031566

CINCINNATI COMPETITIVE REVIEW

Package Name	Price	Description
Dish Network Premium Package		
HBO The Works (9 HBO Channels)	\$47.99	
Multimax (3 Cinema Channels)	\$13.99	
Showtime Unlimited (7 Showtime)	\$20.99	
Starz Super Pak (7 Starz Channels, 1 Encore Channel)	\$23.99	
Choice of one premium package	\$27.99	
Choice of HBO premium package only	\$33.99	
Showtime Unlimited/STARZ Super Pak	\$40.99	
HBO The Works/Multimax	\$43.99	
HBO The Works/Showtime Unlimited	\$47.99	
HBO The Works/STARZ Super Pak	\$49.99	
Encore Movie Pak	\$1.99	
AT&T Everything Pak 4 Locals		
Cherry Channel (EAW)	2.99	
The Golf Channel	11.99	
Outdoor Channel	\$1.99	
ESPN CD	\$4.99	
Single Broadcast Networks	\$1.00	
MultiSport Package (Must subscribe to AT100 or AT160)	21.99	
Dish Satellite		
Univision, Galavisión, MTV, FOX Sports World Español, Telemundo, Che Látino, Discovery en Español, Mun2, Gran Canal Latino, MTV Español, Playboy en Español, SUR, Telemundo Internacional, TV Actual, TVE Internacional, TV Chile, Músclo Services (8)		
1014 Channels	\$27.99	
1014 Channels	\$27.99	
Premium Packages (plus the list of digital cost)		
HBO (14 HBO Channels)		
Cinema (8 Cinema Channels)		
Showtime (10 Showtime Channels)		
Movie Channel (4 Movie Channels)		
Starz (10 Starz Channels)		
Choose any one multiple premium	\$0.00	
Choose any two multiple premiums	\$14.99	
Choose any three multiple premiums	\$18.99	
Choose all four multiple premiums	\$41.99	
Digital Movie Tier (plus the list of digital cost)		
Includes 14 additional movie channels		
Encore (EAW), Love Stories (EAW), Westerns (EAW), True Stories (EAW), WAM, Mystery (EAW), Action (EAW), Fox Movie Channel, Sundance, IFC	\$3.99	
SHOWTIME Premium (includes Lifetime, Showtime, Digital, and HBO, Showtime, Cinema and Movie Channel Premium Packages)	\$13.99	
1014 Channels	\$24.99	
1014 Channels	\$24.99	
All in One		
No 4 to cable listed		
All in One		
No packages listed		

Effective 2012
Revised 2/11/02

ES-FCC031567

ES 015 10100

CINCINNATI COMPETITIVE REVIEW

1997: Champions Cost	1997: Champions Cost
1998: Champions Cost	1998: Champions Cost
1999: Champions Cost	1999: Champions Cost
2000: Champions Cost	2000: Champions Cost
2001: Champions Cost	2001: Champions Cost
2002: Champions Cost	2002: Champions Cost
2003: Champions Cost	2003: Champions Cost
2004: Champions Cost	2004: Champions Cost
2005: Champions Cost	2005: Champions Cost
2006: Champions Cost	2006: Champions Cost
2007: Champions Cost	2007: Champions Cost
2008: Champions Cost	2008: Champions Cost
2009: Champions Cost	2009: Champions Cost
2010: Champions Cost	2010: Champions Cost
2011: Champions Cost	2011: Champions Cost
2012: Champions Cost	2012: Champions Cost
2013: Champions Cost	2013: Champions Cost
2014: Champions Cost	2014: Champions Cost
2015: Champions Cost	2015: Champions Cost
2016: Champions Cost	2016: Champions Cost
2017: Champions Cost	2017: Champions Cost
2018: Champions Cost	2018: Champions Cost
2019: Champions Cost	2019: Champions Cost
2020: Champions Cost	2020: Champions Cost
2021: Champions Cost	2021: Champions Cost
2022: Champions Cost	2022: Champions Cost

ES-FCC031568

CHICAGO COMPETITIVE REVIEW

DISH Network Programming (AT50) + Locals		AT&T - Basic Service	
ESPN, ESPN2, ESPNNews, TVG, ABC Family, Angel One, Cartoon Network, Disney Channel (E&W), EWTN, Lifetime, Nickelodeon/Nick at Nite (E&W), TBN, CNBC, CNN, Court TV, C-SPAN, C-SPAN2, Headline News, NASA, Weather Channel, A&E, America's Collectibles, Beauty and Fashion, Comedy Central, E! Entertainment, GEMS, HSN, iShop, Men's Channel, QVC, Sci-Fi Channel, Shop at Home, TBS, TNN, TNT, TV Land, USA Network, ShopNBC, Discovery Channel, Food Network, HGTV, History Channel, TLC, Travel Channel, CMT, MTV, MTV2, VH-1, BYU, COCSat, Colours TV, EE, Free Speech TV, Good Samaritan Network, HITN, Northern Arizona University, PAEC, PBS You, Research TV, RFD TV, Safety Net, StarNet, University of California, University of Washington, WorldLink TV, WLS (ABC), WMAQ (NBC), WBBM (CBS), WFLD (Fox), WTTW (PBS), WPWR (UPN), WGND (WB), WGBO (Univision), WSNS (Telemundo), WXFT (Telefutera), WYCC (PBS), WJYS (Ind)		WBBM (CBS), Local Origination, WGBO (Univision), WMAQ (NBC), Government Access, WLS (ABC), WPWR (UPN), WGND (WB), WCJU (Ind.), WTTW (PBS), WFLD (Fox), WCPX (PAX), WSNS (Telemundo), WJYS (Ind.), Educational Access, Public Access, WYCC (PBS), C-SPAN2.	
TOTAL Channels	29	TOTAL Channels	20
Cost	\$6.04	Cost	\$6.04
DISH Network Programming (AT100)		AT&T - Satellite 1 Service	
Includes AT50 + Locals Plus AMC, Animal Planet, BBC America, BET, Bravo, CNNFNCNNI, Discovery Health, FX, FOX News Channel, Galavision, Game Show Network, IFC, Lifetime Movie Network, MSNBC, MuchMusic USA, NOGGIN, PAXTV, Speed Channel, Tech TV, Toon Disney, Turner Classic Movies, Univision, WGN, WE: Women's Entertainment, One Sports Regional Network, CD Music (32)		Cartoon Network, Discovery Channel, TNT, TBS, ABC Family, Home & Garden, Disney Channel, ESPN Classic Sports	
TOTAL Channels	119	TOTAL Channels	9
Cost	\$31.99	Cost	\$4.14
DISH Network Programming (AT100)		AT&T - Satellite 2 Service	
Includes AT100 + Locals Plus Biography, Bloomberg, Boomerang, CNNSI, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Wisdom Television, Music Channels (19)		C-SPAN, Animal Planet, Fox News Channel, TNN, MTV, VH-1, USA, Fox Sports Net, ESPN, ESPN2, Headline News, CNN, CLTV, CNBC, Weather Channel, A&E, AMC, Comedy Central, E! Entertainment, Sci-Fi Channel, Lifetime, Nickelodeon, TLC, QVC, FX, MSNBC, Food Network, EWTN, TV Guide, Travel Channel, BET, Learning Channel, Hallmark Channel, CMT, Speedvision, TV Land, Bravo, History Channel, Court TV, Turner Classic Movies	
TOTAL Channels	127	TOTAL Channels	35
Cost	\$12.98	Cost	\$21.05
DISH Network Programming (AT100)		AT&T - Standard Cable	
Includes AT100 + Locals Plus Biography, Bloomberg, Boomerang, CNNSI, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Wisdom Television, Music Channels (19)		Includes Basic Service, Satellite 1 Service, and Satellite 2 Service	
TOTAL Channels	127	TOTAL Channels	18
Cost	\$12.98	Cost	\$7.94
DISH Network Programming (AT100)		AT&T - Digital Broad	
Includes AT100 + Locals Plus Biography, Bloomberg, Boomerang, CNNSI, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Wisdom Television, Music Channels (19)		Includes Basic, Expanded Basic, Digital Basic, Multiplex Encore, DMX Music, and Interactive Guid Plus Noggin, Discovery Kids, Game Show Network, BBC America, Style, Discovery Health, Discovery Science, National Geographic, History Channel, Fox Sports World, ESPNNews, Outdoor Life, Golf Channel, ESPN New, WE: Women's Entertainment, IFC, Encore, Love Stories, Mystery, Westerns, CD Music (38)	
TOTAL Channels	127	TOTAL Channels	124
Cost	\$12.98	Cost	\$12.00

Effective 2/02
Revised 2/11/02

ES 015 10102

ES-FCC031569

CHICAGO COMPETITIVE REVIEW

Local	77	PPV	29	PPV	TOTAL CHARGES Cost
	3,000,000,000				Various
Playboy, Entasy, Tell, Hot Zone, Edip		Adult PPV		Adult PPV	
Local	9	Various			TOTAL CHARGES Cost
					Various
TOTAL CHARGES Cost		Adult PPV		Adult PPV	TOTAL CHARGES Cost
					Various

Effective 2/02
Revised 2/1/02

ES-FCC031571

ES 015 10104

SAN DIEGO COMPETITIVE REVIEW

DSN Network Programming (AT50) + Locals	Cox Communications - Basic Service
<p>ESPN, ESPN2, ESPNNews, TYG, ABC Family, Angel One, Cartoon Network, Disney Channel (E&W), EWTN, Lifetime, Nickelodeon/Nick at Nite (E&W), TBN, CNBC, CNN, Court TV, C-SPAN, C-SPAN2, Headline News, NASA, Weather Channel, A&E, America's Collectibles, Beauty and Fashion, Comedy Central, E! Entertainment, GEMS, HSN, iShop, Men's Channel, QVC, Sci-Fi Channel, Shop at Home, TBS, TNN, TNT, TV Land, USA Network, ShopNBC, Discovery Channel, Food Network, HGTV, History Channel, TLC, Travel Channel, CMT, MTV, MTV2, VH-1, BYU, CCCBat, Colours TV, EE, Free Speech TV, Good Samaritan Network, MTN, Northern Arizona University, PAEC, PBS You, Research TV, RFDTV, Safety Net, StarNet, University of California, University of Washington, WorldLink TV, KGTV (ABC), KFMB (CBS), KNSD (NBC), XETV (FOX), KSWB (WB) KPBS (PBS)</p>	<p>USA Network, ESPN, Channel 4 San Diego, KSWB (WB), XETV (Fox), KNSD (NBC), KFMB (CBS), KUSI, KGTV (ABC), KPBS (PBS), XEWT (Spanish), EWTN, XUPN, KTLA (WB), New Channel 16, ITV, KBNT (Spanish), C-SPAN2, ABC Family, XHAS (Spanish), C-SPAN, Weather Channel, Public Access, Government Access</p>
<p>TOTAL CHANNELS Cost</p>	<p>TOTAL CHANNELS Cost</p>
DSN Network Programming (AT100)	Cox Communications - Standard Service
<p>Includes AT50 + Locals Plus</p> <p>AMC, Animal Planet, BBC America, BET, Bravo, CNN/CNNI, Discovery Health, FX, FOX News Channel, Galavision, Game Show Network, FC, Lifetime Movie Network, MSNBC, MuchMusic USA, HOGGIN, PAXTV, Speed Channel, Tech TV, Toon Disney, Turner Classic Movies, Univision, WGN, WE: Women's Entertainment, One Sports Regional Network, CD Music (32)</p>	<p>Includes Basic Service Plus</p> <p>QVC, WGN, HSN, ESPN2, Fox Sports Net, MTV, CNN, Headline News, TBS, TNT, Discovery Channel, TLC, Fox News, Lifetime, MSNBC, BET, A&E, Bravo, CNBC, Court TV, TNN/EWTN, VH-1, Nickelodeon/Nick-at-Nite, Comedy Central, E! Entertainment, Cartoon Network, PAX, Disney Channel, Speed Channel, AMC, TCM, TV Land, Travel Channel, CMT, The Golf Channel, Sci-Fi Channel, Galavision, ESPN Classic, UCSD-TV, Cox Paid Programming, Shop NBC, FX, Food Network, Outdoor Life, HGTV, Animal Planet, History Channel, Licensed Access, Cox In Demand/PPV, TV Guide Channel</p>
<p>TOTAL CHANNELS Cost</p>	<p>TOTAL CHANNELS Cost</p>
DSN Network Programming (AT100)	Cox Communications - Digital Cable Programming Packages
<p>Includes AT100 + Locals Plus</p> <p>Biography, Bloomberg, Boomerang, CNN/SI, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Widow Television, Music Channels (18)</p>	<p>Includes Basic and Standard Service Plus</p> <p>Discovery Kids, Discovery Science, Discovery Home & Leisure, Discovery Civilization, Discovery Wings, Discovery Health, CD Music (43)</p> <p style="text-align: center;">Plus a Choice of up to Five Programming Packages</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>One Programming Package</p> <p>Three Programming Packages</p> <p>Four Programming Packages</p> <p>All Five Programming Packages</p> </div> <div style="width: 45%; text-align: right;"> <p>One Programming Package</p> <p>Three Programming Packages</p> <p>Four Programming Packages</p> <p>All Five Programming Packages</p> </div> </div> <p style="text-align: center;">*In addition to regular Cox Cable TV bill.</p> <p style="text-align: center;">Programming Package Choices:</p> <div style="display: flex;"> <div style="width: 20%; padding-right: 10px;"> <p>Movie Package (10 Channels)</p> <p>Sports & Info (7 Channels)</p> <p>Variety (8 Channels)</p> <p>Latin/Latino (8 Channels)</p> <p>Faith & Values (3 Channels)</p> </div> <div style="width: 80%;"> <p>FC, Sundance, Flix, Encore, Love Stories, Westerns, Mystery, True Stories, Action, Lifetime Movie Network</p> <p>CNNi, Bloomberg, Weathercan San Diego, ESPNNews, CNN/SI, Fox Sports World, TechTV</p> <p>BET On Jazz, MuchMusic, The Game Show Network, Onision, Encore WAM, BBC America, Toon Disney, SoapNet</p> <p>CineLatino, MTVN, Fox Sports World Espanol, EWTN Global Catholic, Discovery en Espanol, CNN en Espanol, EWTN, TBN, L-Lite TV</p> </div> </div>
<p>TOTAL CHANNELS Cost</p>	<p>TOTAL CHANNELS Cost</p>

ES 015 10107

ES-FCC031574

PHILADELPHIA COMPETITIVE REVIEW

<p align="center">DISH Network Programming (AT50) + Locals</p> <p>ESPN, ESPN2, ESPNNews, TVG, ABC Family, Angel One, Cartoon Network, Disney Channel (E&W), EWTN, Lifetime, Nickelodeon/Nick at Nite (E&W), TBN, CNBC, CNN, Court TV, C-SPAN, C-SPAN2, Headline News, NASA, Weather Channel, A&E, America's Collectibles, Beauty and Fashion, Comedy Central, E! Entertainment, GEMS, HSN, iShop, Merit Channel, QVC, Sci-Fi Channel, Shop at Home, TBS, TNN, TNT, TV Land, USA Network, ShopNBC, Discovery Channel, Food Network, HGTV, History Channel, TLC, Travel Channel, CMT, MTV, MTV2, VH-1, BYU, CCCSat, Colours TV, EE, Free Speech TV, Good Samaritan Network, HITN, Northern Arizona University, PAEC, PBS You, Research TV, RFD-TV, Safety Net, StarNet, University of California, University of Washington, WorldLink TV, WPVI (ABC), WCAU (NBC), KYW (CBS), KTXF (Fox), WHYY (PBS), WPSG (UPN), WPHL (WB), WUVP (Univision), WJUS (PBS), WYBE (PBS), WFMZ (Ind), WGTN (Ind)</p>	<p align="center">Council of Gloucester County - Preferred Service (Limited Basic, Expanded Basic, and Value Pac)</p> <p>WTXF (Fox), KYW (CBS), CNN, ESPN, WPVI (ABC), WPHL (WB), CN8 (Comcast Network), Weather Channel, WCAU (NBC), ESPN2, WHYY (PBS), HGTV, Comcast SportsNet, Food Network, QVC, WGTW (Ind.), MarketConnect Network, WHSP (HSN), WPSG (UPN), TBS Superstation, NJN (PBS), MTV, VH-1, TNN, Nickelodeon, ABC Family, C-SPAN, Headline News, Educational Access, TLC, A&E, USA, WYBE (PBS), TV Land, TNT, History Channel, Discovery Channel, AMC, TCM, Comedy Central, Travel Channel, Lifetime, CNBC, Fox News Channel, Style, E! Entertainment, Sci-Fi Channel, MSNBC, EWTN, Golf Channel, Bravo, Game Show Network, Telemundo, PAX, WWAC (Ind.), Animal Planet, Outdoor Life, Speedvision, TV Guide, Court TV, Tech TV, HSN, BET, FX, Cartoon Network, MTV2, WFMZ (Ind.)</p>
<p>TOTAL Channels: 116 Cost: \$25.98</p>	<p>TOTAL Channels: 147 Cost: \$31.98</p>
<p align="center">DISH Network Programming (AT100)</p> <p align="center">Includes AT50 + Locals</p> <p align="center">Plus</p> <p>AMC, Animal Planet, BBC America, BET, Bravo, CNNFN/CNNI, Discovery Health, FX, FOX News Channel, GaleVision, Game Show Network, IFC, Lifetime Movie Network, MSNBC, MuchMusic USA, NOGGIN, PAXTV, Speed Channel, Tech TV, Toon Disney, Turner Classic Movies, Univision, WGN, WE Women's Entertainment, One Sports Regional Network, CD Music (32)</p>	<p align="center">Council of Gloucester County - Digital Plus Service</p> <p align="center">Includes Preferred Service</p> <p align="center">Plus</p> <p>Weatherman Local, ESPNews, C-SPAN3, Discovery Science, Discovery Civilization, Discovery Wings, Discovery Home & Leisure, BBC America, SoapNet, Discovery Kids, Noggin, Nick Too, Nickelodeon Games & Sports, WAM!, Toon Disney, MTV2, MTV Espanol, MTVX, VH-1 Classic, V 1 Soul, VH-1 Country, Encore, Action, Mystery, Love Stories, True Stories, Westerns, Sundance Channel, FX, CD Music (40)</p>
<p>TOTAL Channels: 176 Cost: \$37.98</p>	<p>TOTAL Channels: 177 Cost: \$37.95</p>
<p align="center">DISH Network Programming (AT100)</p> <p align="center">Includes AT100 + Locals</p> <p align="center">Plus</p> <p>Biography, Bloomberg, Boomerang, CNN51, DIY, Discovery Civilization, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Encore Action, Encore Love Stories, Encore Mysteries, Encore True Stories, Encore WAM, Encore West, Encore Westerns, FOX Movie Channel, FOX Sports World, Golf Channel, Great American Country, Hallmark Channel, History Channel International, Nickelodeon Games & Sports, Outdoor Channel, Outdoor Life, SoapNet, Style, TMC West, TMC Xtra West, VH1 Classic, Wisdom Television, Music Channels (18)</p>	<p align="center">Council of Gloucester County - Digital Plus Service</p> <p align="center">Includes Preferred Service and Digital Plus Service</p> <p align="center">Plus</p> <p align="center">One premium package (HBO, Starz, or Showtime): 12 channels of HBO, 7 channels of Starz, or 10 channels of Showtime</p> <p align="center">Total Channels With HBO = 153 With Starz = 148 With Showtime = 151</p>
<p>TOTAL Channels: 177 Cost: \$40.98</p>	<p>TOTAL Channels: 149-154 (dependent on Premium Service) Cost: \$40.95</p>

ES 015 10109

ES-FCC031576

PHILADELPHIA COMPETITIVE REVIEW

Service Description	Cost	Service Description	Cost
Digital Hierarchical Premium Packages		Digital Hierarchical Premium Packages	
HBO The Works (8 HBO Channels - including 1 HD Channel)	\$74.00	HBO The Works (8 HBO Channels - including 1 HD Channel)	\$74.00
MovieMAX (3 Cinemas Channels)	\$79.35	MovieMAX (3 Cinemas Channels)	\$79.35
Showtime Unlimited (7 Showtime - including 1 HD Channel, 2 TMC, FX, Sundance)	\$14.20	Showtime Unlimited (7 Showtime - including 1 HD Channel, 2 TMC, FX, Sundance)	\$14.20
Starz Super Pak (1 Starz Channel, 1 Encore Channel)	\$14.20	Starz Super Pak (1 Starz Channel, 1 Encore Channel)	\$14.20
Choice of one premium package	\$14.20	Choice of one premium package	\$14.20
Choice of HBO premium package only	\$14.20	Choice of HBO premium package only	\$14.20
Showtime Unlimited/STARZ Super Pak	\$28.40	Showtime Unlimited/STARZ Super Pak	\$28.40
HBO The Works/MovieMAX	\$93.55	HBO The Works/MovieMAX	\$93.55
HBO The Works/Showtime Unlimited	\$88.35	HBO The Works/Showtime Unlimited	\$88.35
HBO The Works/STARZ Super Pak	\$88.35	HBO The Works/STARZ Super Pak	\$88.35
Encore Movie Pak	\$4.00	Encore Movie Pak	\$4.00
Premium Services		Premium Services	
Digital Plus Platinum Package (includes all channels)	\$29.95	Digital Plus Platinum Package (includes all channels)	\$29.95
Digital Plus Gold (choose two premium services - EITHER Starz & HBO OR Showtime & HBO)	\$29.95	Digital Plus Gold (choose two premium services - EITHER Starz & HBO OR Showtime & HBO)	\$29.95
Digital Plus Silver (choose one premium service - EITHER HBO, Starz, or Showtime)	\$19.95	Digital Plus Silver (choose one premium service - EITHER HBO, Starz, or Showtime)	\$19.95
Digital Plus Platinum Package (includes all channels)		Digital Plus Platinum Package (includes all channels)	
1.9		1.9	
2.9		2.9	
3.9		3.9	
4.9		4.9	
5.9		5.9	
6.9		6.9	
7.9		7.9	
8.9		8.9	
9.9		9.9	
10.9		10.9	
11.9		11.9	
12.9		12.9	
13.9		13.9	
14.9		14.9	
15.9		15.9	
16.9		16.9	
17.9		17.9	
18.9		18.9	
19.9		19.9	
20.9		20.9	
21.9		21.9	
22.9		22.9	
23.9		23.9	
24.9		24.9	
25.9		25.9	
26.9		26.9	
27.9		27.9	
28.9		28.9	
29.9		29.9	
30.9		30.9	
31.9		31.9	
32.9		32.9	
33.9		33.9	
34.9		34.9	
35.9		35.9	
36.9		36.9	
37.9		37.9	
38.9		38.9	
39.9		39.9	
40.9		40.9	
41.9		41.9	
42.9		42.9	
43.9		43.9	
44.9		44.9	
45.9		45.9	
46.9		46.9	
47.9		47.9	
48.9		48.9	
49.9		49.9	
50.9		50.9	
51.9		51.9	
52.9		52.9	
53.9		53.9	
54.9		54.9	
55.9		55.9	
56.9		56.9	
57.9		57.9	
58.9		58.9	
59.9		59.9	
60.9		60.9	
61.9		61.9	
62.9		62.9	
63.9		63.9	
64.9		64.9	
65.9		65.9	
66.9		66.9	
67.9		67.9	
68.9		68.9	
69.9		69.9	
70.9		70.9	
71.9		71.9	
72.9		72.9	
73.9		73.9	
74.9		74.9	
75.9		75.9	
76.9		76.9	
77.9		77.9	
78.9		78.9	
79.9		79.9	
80.9		80.9	
81.9		81.9	
82.9		82.9	
83.9		83.9	
84.9		84.9	
85.9		85.9	
86.9		86.9	
87.9		87.9	
88.9		88.9	
89.9		89.9	
90.9		90.9	
91.9		91.9	
92.9		92.9	
93.9		93.9	
94.9		94.9	
95.9		95.9	
96.9		96.9	
97.9		97.9	
98.9		98.9	
99.9		99.9	
100.9		100.9	
101.9		101.9	
102.9		102.9	
103.9		103.9	
104.9		104.9	
105.9		105.9	
106.9		106.9	
107.9		107.9	
108.9		108.9	
109.9		109.9	
110.9		110.9	
111.9		111.9	
112.9		112.9	
113.9		113.9	
114.9		114.9	
115.9		115.9	
116.9		116.9	
117.9		117.9	
118.9		118.9	
119.9		119.9	
120.9		120.9	
121.9		121.9	
122.9		122.9	
123.9		123.9	
124.9		124.9	
125.9		125.9	
126.9		126.9	
127.9		127.9	
128.9		128.9	
129.9		129.9	
130.9		130.9	
131.9		131.9	
132.9		132.9	
133.9		133.9	
134.9		134.9	
135.9		135.9	
136.9		136.9	
137.9		137.9	
138.9		138.9	
139.9		139.9	
140.9		140.9	
141.9		141.9	
142.9		142.9	
143.9		143.9	
144.9		144.9	
145.9		145.9	
146.9		146.9	
147.9		147.9	
148.9		148.9	
149.9		149.9	
150.9		150.9	
151.9		151.9	
152.9		152.9	
153.9		153.9	
154.9		154.9	
155.9		155.9	
156.9		156.9	
157.9		157.9	
158.9		158.9	
159.9		159.9	
160.9		160.9	
161.9		161.9	
162.9		162.9	
163.9		163.9	
164.9		164.9	
165.9		165.9	
166.9		166.9	
167.9		167.9	
168.9		168.9	
169.9		169.9	
170.9		170.9	
171.9		171.9	
172.9		172.9	
173.9		173.9	
174.9		174.9	
175.9		175.9	
176.9		176.9	
177.9		177.9	
178.9		178.9	
179.9		179.9	
180.9		180.9	
181.9		181.9	
182.9		182.9	
183.9		183.9	
184.9		184.9	
185.9		185.9	
186.9		186.9	
187.9		187.9	
188.9		188.9	
189.9		189.9	
190.9		190.9	
191.9		191.9	
192.9		192.9	
193.9		193.9	
194.9		194.9	
195.9		195.9	
196.9		196.9	
197.9		197.9	
198.9		198.9	
199.9		199.9	
200.9		200.9	

Effective 2012

ES-FCC031577

ES 015 10110