

Baltimore are relatively closer than are Atlanta or Cincinnati to the three largest television markets in eastern North Carolina – Raleigh-Durham, Wilmington, and Greenville-New Bern-Washington. Using the “Gmaps Pedometer” tool available on GoogleMaps, I have calculated the following distances:

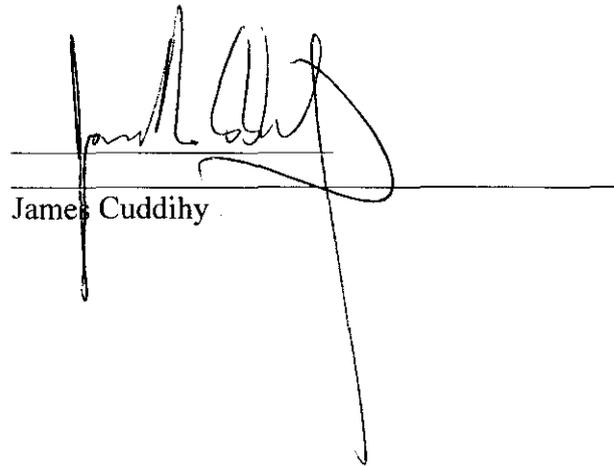
Eastern North Carolina Television Market	Distance to Washington, D.C.	Distance to Baltimore	Distance to Atlanta	Distance to Cincinnati
Raleigh-Durham	230 miles	270 miles	355 miles	395 miles
Wilmington	325 miles	360 miles	370 miles	500 miles
Greenville-New Bern-Washington	245 miles	275 miles	425 miles	480 miles

7. Moreover, prior to the expansion of the National Football League and the creation of the Carolina Panthers franchise, the Washington Redskins franchise was the “home team” for all of North Carolina.
8. MASN, in connection with the Orioles and Nationals franchises, has launched a multi-media advertising effort designed to increase fan interest in both teams within MASN’s North Carolina Territory.² This effort includes advertisements on radio, print, and television as well as internet advertising and event marketing at minor league stadiums. Carriage by TWC is essential to MASN’s advertising strategy because of TWC’s status as the largest MVPD within North Carolina. If MASN secures carriage by TWC’s cable systems in its North Carolina Territory, MASN will intensify its media campaign in an effort to capitalize on its greatly expanded viewer base within the state.
9. By comparison to MASN’s current and planned advertising efforts, Fox Sports Net South and, before it, Comcast SportsNet Mid-Atlantic, did little to nurture North Carolina fan interest in the Orioles. For instance, Fox Sports Net South carried limited advertising promoting the Orioles on its own network, and did not run any television advertising beyond its network. Moreover, Fox Sports Net South did not run any radio, print, internet, or outdoor advertising of any kind promoting the Orioles.

² MASN’s North Carolina Territory includes all of North Carolina with the exception of the Greenville-Spartanburg-Asheville-Anderson television market, which includes the western tip of the state. All references to “North Carolina” in this declaration are intended to refer to MASN’s North Carolina Territory.

10. In the past year, MASN has worked hard to focus on sports programming of particular interest to North Carolina viewers. MASN has entered into contracts to produce and exhibit college basketball games featuring local colleges like North Carolina State, UNC-Charlotte, UNC-Greensboro, and UNC-Wilmington. In addition, every Saturday during football season, MASN televises significant local and national matchups including Wake Forest and UNC, as well as coaches shows like *Tar Heel Review* and the *Skip Holtz Show* (East Carolina football). MASN also has deals to produce and exhibit the best in Division I NCAA lacrosse featuring Duke and UNC. Finally, auto racing is very popular in North Carolina. MASN has entered into contracts to televise the Hooters Pro Cup racing series, which will feature 21 stock car races. All told, MASN will produce and exhibit more than 500 live professional and collegiate sporting events each year.
11. My dealings with News Channel 14 suggest that they view MASN as a competitor for acquiring additional sports programming. For instance, News Channel 14 has previously expressed interest in carrying the Carolina Panthers.
12. MASN has affiliate agreements with Comcast, DirecTV, the Dish Network, Charter Communications, MediaCom, Verizon, and RCN. Of those distributors, Comcast, DirecTV, Dish, Charter, and MediaCom have subscribers in North Carolina. In all six affiliate agreements MASN has, the MVPD has agreed to carry the network on the distributor's basic or expanded basic tier. TWC is the only distributor with whom MASN has an affiliate agreement that has denied carriage to MASN on its basic or expanded basic tier.

I declare under penalty of perjury under the laws of the United States of America
that the foregoing is true and correct.



James Cuddihy

June 4, 2007



MASN PROGRAMMING -- NORTH CAROLINA

LIVE BASEBALL, RECURRING PROGRAMMING, AND SERIES

Six live spring training Baltimore Orioles games

160 live regular season Baltimore Orioles games

160 live pre game Baltimore Orioles shows

160 live post game Baltimore Orioles shows

Six live spring training Washington Nationals games

160 live regular season Washington Nationals games

160 live pre game Washington Nationals games

160 live post game Washington Nationals games

26 Baltimore Orioles Magazine shows

26 Washington Nationals Magazine shows

The Butch Davis Show – weekly North Carolina football show **(starting 9/07)**

The Rickey Stokes Show – weekly East Carolina men's basketball show

The Skip Holtz Show – weekly East Carolina football show

The Sidney Lowe Show – weekly NC State men's basketball show

The Tom O'Brien Show – weekly NC State football show

Tar Heel Football review – one hour review of each UNC football game

RACELINE – weekly nationally syndicated NASCAR preview show

WIDE OPEN – 27 thirty minute shows highlights ISCARS racing in the Southeast.

Links Illustrated – weekly regionally syndicated Golf instructional show produced in Myrtle Beach, SC

USAR/Hooters Pro Cup Series – 21 stock car racing series that has nine races in VA; NC or SC

College Basketball Classic games – three UNC men’s games -- February 14, 1982 – UNC 66, Georgia 57; January 9, 1982 – UNC 65, Virginia 60; December 26, 1981 – UNC 82, Kentucky 69; -- two Duke men’s games -- December 1, 1985 – Duke 92, Kansas 86; November 29, 1985 – Duke 71, St. John’s 70.

The Sylvia Hatchell Show – weekly UNC women’s basketball show

LIVE COLLEGE EVENTS

Saturday, October 9 – 12noon – Clemson at **Wake Forest** (cfb)

Monday, November 6 – 7pm – **North Carolina** at Notre Dame (cfb)

Saturday, December 2 – 8pm – **UNC Charlotte** at Indiana (mbb)

Wednesday, December 6 – 7pm – **NC State** at West Virginia (mbb)

Saturday, December 16 – 7:30pm – **Winston-Salem State** at Georgetown (mbb)

Wednesday, January 3 – 9:30pm – **UNC Wilmington** at Hofstra (mbb)

Monday, January 8 – 7pm – **UNC Wilmington** at George Mason (mbb)

Wednesday, January 17 – 9:30PM – Dayton at **UNC Charlotte** (mbb)

Saturday, January 27 – 6pm – Furman at **UNC Greensboro** (mbb)

Sunday, January 28 – 4pm – Massachusetts at **UNC Charlotte** (mbb)

Monday, January 29 – 7pm – George Mason at **UNC Wilmington (mbb)**

Friday, February 2 – 11:59pm – **Campbell** at Kennesaw State (mbb)

Saturday, February 24 – 6pm – **Gardner Webb** at **Campbell** (mbb)

Friday, March 2 – 11:59pm – **Davidson** vs. Furman (mbb; Semi-final #1, Southern Conference Men’s Basketball Championships)

Saturday, March 3 – 2am – **Appalachian State** vs. College of Charleston (mbb; Semi-final #2, Southern Conference Men’s Basketball Championships)

Saturday, March 24 – 4pm – **Duke** at Georgetown (mlax)

Sunday, May 20 – 8:30pm – **North Carolina** vs. **Duke** (mlax; NCAA Division I Men’s Lacrosse Championships)

EXHIBIT G

290 Harbor Drive
Stamford, CT 06902
Tel 203-328-4860
Fax 203-328-4804
michelle.kim@nvcable.com

Michelle N. Kim
Vice President & Chief Counsel, Programming



July 27, 2006

VIA FACSIMILE/OVERNIGHT DELIVERY

David C. Frederick, Esq.
Kellogg Huber Hansen Todd Evans & Figel, P.L.L.C.
1615 M Street — Suite 400
Washington, DC 20036

Re: Mid-Atlantic Sports Network

Dear Mr. Frederick:

Thank you for your letter to Mickey Carter of July 25, 2006 attaching a proposal for carriage of the Mid-Atlantic Sports Network ("MASN") by certain cable systems operated by Time Warner Cable ("TWC").

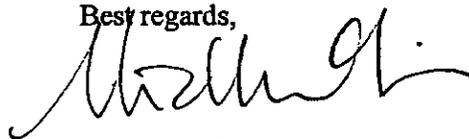
We are always interested in exploring proposals for carriage of new programming services. As you know, we met with MASN representatives last December about carriage of the service in North Carolina, and we welcome the opportunity to continue those conversations. I suggest that you have Bob Whitelaw call Mickey to find a mutually convenient time to do so.

In your letter, you also purport to invoke the arbitration procedures under the FCC's recent Order. Assuming that MASN even meets the requirements for invoking these rules, any suggestion of arbitration is clearly premature. First, the arbitration condition does not even take effect until the Adelphia transactions close. Second, the FCC's Order expressly states that a qualifying unaffiliated RSN may only submit a carriage claim to arbitration if it has been denied carriage, and that such submission must be made within 30 days after denial of carriage or ten business days after release of the Order, whichever is later. No such denial has occurred here. Indeed, as recently as last week, we expressed our interest in discussing carriage of MASN on a digital sports tier in North Carolina. While the Washington Nationals games are unlikely to be of general interest to our North Carolina subscribers, putting MASN on a sports tier or offering it à la carte would allow those subscribers who might be interested in distant teams the opportunity to receive those games.

Mr. David Frederick, Esq.
July 27, 2006
Page 2

Naturally, this letter and any further discussion between our companies regarding carriage of MASN is without waiver of any of TWC's rights, including regarding the applicability of the arbitration remedy to your service or in this factual setting.

Best regards,

A handwritten signature in black ink, appearing to read "Michelle Kim", written in a cursive style.

Michelle Kim

cc: Fred Dressler, EVP, Programming, TWC
Marc Lawrence-Apfelbaum, EVP and General Counsel, TWC
Mickey Carter, Director, Programming, TWC

EXHIBIT H

JAN-03-2007 18:00

Stamford, CT 06907
Tel 203-337-7344
Fax 203-328-4040
mickycarter@rcable.com

Senior Director
Programming

P.02/02



January 3, 2007

John Angelos
Executive Vice President
Mid-ATLANTIC SPORTS NETWORK
333 West Camden Street
Baltimore, MD 21201-2435

Dear John,

I appreciate the time that you have taken to meet with me and Melinda about the Mid-Atlantic Sports Network ("MASN" or the "Service") and to discuss your desire to explore a carriage agreement with Time Warner Cable ("TWC").

As I conveyed to David Gluck during our last phone conversation, I have discussed, at length, with our operational folks in the North Carolina region, your proposal that TWC distribute MASN in our North Carolina systems on the basic or expanded basic tier of service. Based on these discussions, we have concluded that there is no significant interest among that customer base in receiving, or paying for, MASN, which has as its anchor programming Washington Nationals and (starting in 2007) Baltimore Orioles baseball games. In the absence of any real demand from our subscribers, and in the exercise of our editorial judgment, we have no interest in launching MASN in our North Carolina systems.

Please feel free to contact me if you'd like to discuss this any further. In the meantime, we reserve all our rights and remedies as to these matters.

Sincerely,

Mickey Carter

cc: David Gluck (via fax # (214) 739-4420)
Melinda Witzner
Michelle Kim

MC/mlb

EXHIBIT I

KELLOGG, HUBER, HANSEN, TODD, EVANS & FIGEL, P.L.L.C.

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April 24, 2007

VIA UPS OVERNIGHT

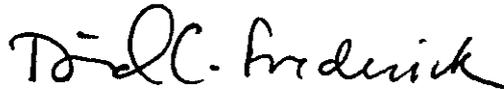
Henk Brands
Paul Weiss
1615 L Street, NW, Suite 1300
Washington, DC 20036-5694

Re: Mid-Atlantic Sports Network and Time Warner

Dear Henk,

I understand that carriage negotiations between MASN and Time Warner Cable (TWC) have been unsuccessful, and that TWC is unwilling to carry MASN on the basic or expanded basic programming tiers of TWC's North Carolina cable systems. We were advised several weeks ago that TWC would soon provide a formal response to MASN's numerous requests for carriage. Given that we have not heard anything further, and in the meantime have signed up two additional carriers for MASN's programming in North Carolina, as of today we are treating Time Warner's actions as a denial of carriage under applicable statutes and FCC rules. This letter is to notify you that MASN plans to file a demand for arbitration pursuant to the FCC's *Adelphia Order*.

Sincerely,



David C. Frederick

cc: David Gluck
Michelle Kim

EXHIBIT J

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KAYE H. YOSHINO*
TONG YU*
T. ROBERT ZICHOWSKI JR.*

*NOT AN ACTIVE MEMBER OF THE DC BAR

April 26, 2007

By Fax: 202-326-7999

David C. Frederick, Esq.
Kellogg, Huber, Hansen,
Todd & Evans, P.L.L.C.
1615 M Street, N.W.
Suite 400
Washington, D.C. 20036-3209

Re: MASN

Dear David:

Yesterday, I received your letter dated the day before. In your letter, you conclude that "as of today we are treating Time Warner's actions as a denial of carriage." The apparent premise for this conclusion is as follows: "I understand that carriage negotiations between MASN and Time Warner Cable (TWC) have been unsuccessful, and that TWC is unwilling to carry MASN on the basic or expanded basic programming tiers of TWC's North Carolina cable systems. We were advised several weeks ago that TWC would soon provide a formal response to MASN's numerous requests for carriage."

TWC believes that your premise may be incorrect. TWC's understanding is that MASN has been negotiating with TWC's Mickey Carter. TWC was not aware that those negotiations had reached an impasse or end. Nor was TWC aware that MASN was advised that TWC would provide MASN a formal response. As you may know,

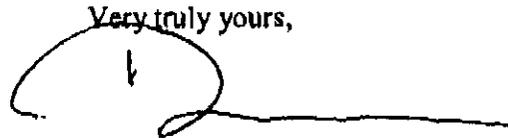
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

2

Mr. Carter recently left TWC. Mr. Carter's responsibilities with respect to MASN now will be handled by Andrew Rosenberg (203-328-4067).

Because MASN has refused to consider carriage on a tier other than the basic or expanded basic programming tiers of TWC's North Carolina cable systems, we do not think it is accurate to characterize as a "denial of carriage" TWC's willingness to negotiate for carriage of MASN on a digital tier. Nevertheless, we believe that there may be opportunity for further negotiation. If MASN is interested in further negotiations, please contact Mr. Rosenberg.

Very truly yours,

A handwritten signature in black ink, appearing to read "Henk Brands", with a large, circular flourish on the left side and a horizontal line extending to the right.

Henk Brands
Counsel for Time Warner Cable Inc.

EXHIBIT K

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May 4, 2007

Via Facsimile

Henk Brands, Esq.
Paul Weiss
1615 L Street, NW, Suite 1300
Washington, DC 20036-5694

Re: Mid-Atlantic Sports Network and Time Warner

Dear Henk:

I am writing in response to your April 26, 2007 letter. Your letter suggests that TWC is willing "to negotiate for carriage of MASN on a digital tier." We have been negotiating for more than two years, with numerous visits to TWC's offices and numerous telephone calls. MASN should be carried in the same manner as it is carried by four other distributors in North Carolina – a basic or expanded basic tier or its equivalent. We have received no response from TWC, other than Mickey Carter's letter of January 3, 2007 rejecting such carriage. When we subsequently spoke about this matter and you indicated that TWC was willing to consider further negotiations, we scheduled further meetings that appear not to have been productive. Save for the vague expressions of a willingness to continue discussions contained in your letter, nothing from TWC leads us to be optimistic that this latest expression is anything other than a ploy to delay having this dispute resolved through arbitration. With the 2007 MLB season now a month old, and given that we appear to be no closer to obtaining a carriage deal, we think it is appropriate either to engage in a serious negotiation to distribute MASN on a basic or expanded basic tier in North Carolina, or to acknowledge forthrightly that TWC will continue to deny such carriage to MASN, thereby necessitating resolution through FCC-mandated arbitration.

I understand that MASN has a meeting scheduled with Andrew Rosenberg on May 7, 2007. We trust that this meeting will clarify TWC's intentions with respect to carriage, so that we can initiate arbitration if that should become necessary.

Sincerely,


David C. Frederick

Enclosures

cc: David Gluck
Michelle Kim

EXHIBIT L

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May 16, 2007

By Fax: 202-326-7999

David C. Frederick, Esq.
Kellogg, Huber, Hansen,
Todd & Evans, P.L.L.C.
1615 M Street, N.W.
Suite 400
Washington, D.C. 20036-3209

Re: MASN

Dear David:

I received your letter dated May 4, 2007, responding to my letter dated April 26, 2007. In my letter of that date, I noted "TWC's willingness to negotiate for carriage of MASN on a digital tier" -- a willingness that TWC has made clear to MASN throughout TWC's negotiations with MASN as a proposed amicable resolution, despite TWC's belief that it should retain editorial discretion not to make MASN programming available on any of its systems. Nevertheless, in your May 4 letter and in subsequent communications to Andrew Rosenberg, MASN has refused to consider carriage on a tier other than an analog tier.

MASN apparently believes that its service, which focuses on the Baltimore Orioles and the Washington Nationals, should be carried in exactly the same way in Raleigh, North Carolina, as it is carried in Baltimore, Maryland. TWC disagrees and is disappointed that MASN should dismiss out of hand carriage on a digital tier. Such carriage would allow the limited number of Orioles and Nationals fans in North

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JEFFREY D. SAFERSTEIN*
JEFFREY B. SAMUELS*
DALE W. SARRO*
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STEPHEN J. SHIMSHAK*
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THEODORE V. WELLS, JR.*
JORDAN S. YARATT*
KAVE N. YOSHINO*
ALLRED D. YOUNGWOOD*
TUNG YU*
T. ROBERT ZACHOWSKI, JR.*

*NOT AN ACTIVE MEMBER OF THE IN:BAR

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

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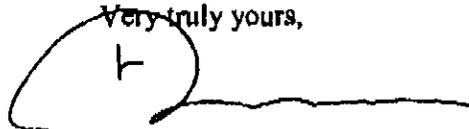
Carolina to follow their teams without imposing costs on all other subscribers, and without requiring TWC to oust from analog carriage another network that local viewers value more highly. Your reference to other North Carolina cable operators' willingness to carry MASN on an analog tier is not instructive, particularly when it is evident that carriage in North Carolina for those operators was incidental to carriage in core areas of the Orioles and Nationals.

As much as TWC desires to resolve its current dispute with MASN amicably, TWC is unconvinced that MASN's programming will be sufficiently popular in North Carolina to justify adding it to an analog tier. Moreover, present subscriber interest in individual programming services is only one factor influencing the exercise of TWC's editorial discretion. In addition, TWC attempts to provide an optimal mix of programming that will appeal to many different viewers, and TWC also weighs many other factors in making programming decisions. These include channel-capacity constraints, cost factors, other terms of carriage (including tier restrictions insisted on by programmers), and many other considerations.

Despite your threats, we do not see how MASN could prevail in any proceeding before the FCC or an arbitrator. First of all, the FCC's Adelphia order makes arbitration available only to RSNs, a term that is defined to encompass only services that distribute their programming "within a limited geographic region." MASN plainly would not qualify as an RSN with respect to TWC's Los Angeles systems, and MASN no more qualifies as an RSN with respect to TWC's North Carolina systems, which are located some 300 miles southwest of Baltimore. Moreover, relief could be granted only after a determination that TWC discriminated on the basis of affiliation. There is no evidence of discrimination at all.

With all that said, we continue to hope that MASN will advance an offer involving carriage on a digital tier. If MASN is interested in negotiations to that effect, please contact Andrew Rosenberg. Meanwhile, TWC's offer to negotiate digital carriage should be viewed as a settlement offer only. TWC reserves all rights, including but not limited to its right to argue that compelled carriage of MASN in the circumstances here would violate TWC's rights under the First Amendment.

Very truly yours,

A handwritten signature in black ink, consisting of a large, stylized initial 'H' followed by a long, horizontal flourish.

Henk Brands

EXHIBIT M

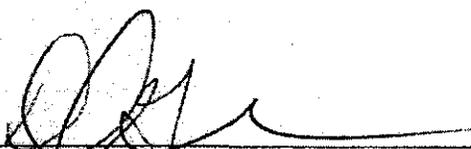
Atlantic Sports Network (“MASN”).¹ Such services include assisting MASN in its efforts to enter into affiliation agreements with multi-channel video programming distributors, including Time Warner Cable (“TWC”), for the 2005 baseball season and beyond within MASN’s television territory. As part of my work for MASN, I have participated directly in negotiations with TWC for carriage of MASN on TWC’s North Carolina cable systems since 2005.

3. MASN first began negotiations for carriage on TWC’s North Carolina cable systems in March 2005 through a series of phone calls between TWC’s Lynn Costatini and Fred Dressler, and me. At that time, TWC indicated that it was not interested in carrying MASN.
4. Since these initial conversations in March and April 2005, MASN and TWC executives have held at least four face-to-face meetings and conducted numerous phone calls. In particular, MASN and TWC representatives met at TWC’s offices in Stamford, Connecticut, on three occasions. First, in September 2005, MASN’s Bob Whitelaw, Joe Foss, and I met with TWC’s Mickey Carter and Fred Dressler. The second Stamford meeting took place in August 2006 and was attended by MASN’s John Angelos, Mark Wyche, and me, and by TWC’s Melinda Witmer, Michelle Kim, and Mickey Carter. The third meeting took place in February 2007 and was attended by MASN’s Mark Wyche and me and TWC’s Mickey Carter. A fourth face-to-face meeting was held in May 2007 between TWC’s Andrew Rosenberg and me during a recent industry conference. Each of the face-to-face meetings lasted from a half hour to an hour and a half.
5. During each of the above meetings, and during numerous phone calls in between, the parties discussed MASN’s North Carolina programming offerings and the possibility of carriage of MASN on TWC’s North Carolina cable systems. Prior to or following each of the face-to-face meetings, I or another MASN representative sent to TWC a proposed term sheet for carriage of MASN in North Carolina. Each of those term sheets called for TWC to carry MASN on the basic or expanded basic tier of TWC’s North Carolina cable systems.

¹ MASN is the registered trade name used by TCR. For convenience, and unless otherwise noted, I use MASN interchangeably to refer to both MASN and TCR.

6. At no time during any of the negotiations between MASN and TWC has TWC made a formal offer of carriage of any kind. Nor has TWC countered any of MASN's offers, or any term of those offers, with an offer of its own. Throughout these negotiations, TWC refused to consider carriage of MASN on the basic or expanded basic tier of TWC's North Carolina cable systems. After MASN informed TWC that it would seek arbitration if TWC refused to negotiate for carriage on its basic or expanded tier, TWC indicated that it would be willing to negotiate for carriage only on a digital tier.
7. During the carriage negotiations with TWC, I am not aware of any instance where TWC expressed concern about the price MASN proposed for carriage. To the contrary, during a phone conversation in August or September 2006, Mickey Carter told me that he believed that MASN's proposed per-sub rate was reasonable in light of MASN's ability to deliver 300 MLB games per season.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



David Guick

June 5, 2007