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November 20, 2007

BY ELECTRONIC FILING

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: ***MB Docket No. 07-18***

Dear Ms. Dortch:

In a series of recent meetings and *ex parte* filings, HDNet LLC has attempted to leverage ongoing litigation of a straightforward contract dispute with DIRECTV, Inc. (“DIRECTV”) into the imposition of program carriage conditions in this proceeding. Specifically, HDNet now alleges that the manner in which DIRECTV has restructured its high definition (“HD”) offerings discriminates against HDNet programming and necessitates the imposition of conditions that would, among other things, guarantee carriage of HDNet on DIRECTV for *four years* – a remedy that would effectively amount to a “tax” on DIRECTV for the benefit of HDNet, a private company controlled by a billionaire.¹

It ought to be perfectly clear what is occurring here. HDNet’s carriage agreement with DIRECTV expires in little more than a year. And while HDNet used to be one of only a small handful of programmers with HD content, there are now a large number of programmers offering high quality HD programming at little or no cost. Sensing that it might not have much commercial leverage in next year’s renewal negotiations, HDNet has concocted a discrimination claim against DIRECTV in hopes that the Commission will guarantee it carriage for years to come, at rates which HDNet, on the merits of its content, could not otherwise command. Though it has known of DIRECTV’s plans for months, HDNet waited until the eleventh hour to request hastily-conceived conditions –

¹ See Letter from David S. Turetsky to Marlene H. Dortch (dated Nov. 13, 2007) (“HDNet Nov. 13 Letter”); Letter from David S. Turetsky to Marlene H. Dortch (dated Nov. 15, 2007) (“HDNet Nov. 15 Letter”).

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conditions that would both crowd out more compelling programming and raise costs to consumers. This is an abuse of the Commission's process which, if tolerated, will encourage similar abuse in the future.

The fact is that DIRECTV has the right to carry HDNet programming as contemplated under its new HD arrangement – which is similar to the manner in which HDNet is carried by other distributors. Moreover, contrary to HDNet's allegations:

- At no time was the affiliation of any programmer, including HDNet, considered in devising DIRECTV's new HD offering structure. Specifically, DIRECTV was in no way motivated by the desire to favor programming affiliated with itself or its prospective largest shareholder, Liberty Media Corporation ("Liberty Media"), nor did Liberty Media have any role in devising that reconfiguration. The change reflects the trend in the industry generally.
- With a single exception, the only HD programming available outside the tier in which HDNet programming will be carried is the HD counterparts of programming also offered in standard definition ("SD") format. The lone exception – Discovery HD Theater – is treated differently not because it is affiliated with Liberty Media's chairman, but *because it is available free of charge to DIRECTV* under a contract negotiated more than a year before Liberty Media contracted to acquire an interest in DIRECTV.
- DIRECTV has been broadcasting free concerts to its subscribers since 1999, well before HDNet launched. Most recently, it has aired these performances on its internal channel, The 101. However, concerts have been and remain only a portion of the content on The 101. Moreover, to date, programming on The 101 has been predominantly carried in SD format, not HD. DIRECTV does not view HDNet as a competitor to this channel at either the wholesale or retail level.

And unlike HDNet, DIRECTV is submitting herewith a sworn declaration to support these facts.²

HDNet has gone to court on its breach of contract claim. Although the Commission has rules in place to handle allegations of carriage discrimination based on affiliation, HDNet has not attempted to make the showing necessary to invoke those protections. Rather, it apparently prefers to inject those claims into a proceeding where discovery is unavailable and remedies are only limited by the claimant's imagination. Nor has it explained why the many judicial and regulatory safeguards available to it are insufficient to address the issues it has raised.

² See Declaration of Daniel Hartman, attached hereto as Exhibit 1 ("Hartman Declaration").

The Commission should recognize HDNet's regulatory gamesmanship for what it is – a transparent attempt to gain an advantage through Commission action that HDNet cannot secure in the marketplace on the merits of its HD offering. It should reject HDNet's request expeditiously.

* * *

1. DIRECTV's Carriage of HD Programming and HDNet's Lawsuit

The HDNet carriage agreement requires DIRECTV to distribute HDNet and HDNet Movies in its most widely distributed high definition tier or package for which the customer pays a separate fee.³ In 2003, DIRECTV began offering a package of HD programming originally called "HD Package" for \$10.99/month. All subscribers who paid the monthly fee for this package received the same handful of HD channels, including HDNet and HDNet Movies.

But this offering did not remain the only way DIRECTV's subscribers could watch HD programming. Over several years, DIRECTV steadily increased its ability to offer local broadcast channels (*e.g.*, ABC, CBS, NBD, FOX) in HD format. DIRECTV customers were able to view the HD counterparts of these local channels and the HD feeds of certain premium cable programming if they had an HD television simply by obtaining a DIRECTV HD receiver and purchasing the corresponding premium package. Thus, DIRECTV increasingly made available HD counterparts of its SD programming outside the HD tier in which HDNet programming was carried.

In 2007, DIRECTV restructured its HD offerings in light of a major shift in its delivery system. DIRECTV began operating a new satellite capable of transmitting many more local channels in HD, as well as the HD counterparts to many more national channels carried in standard definition. In order to receive signals from this satellite, however, customers required a newer MPEG-4 HD set-top box. These developments led DIRECTV to institute a number of changes to its HD offerings.

First, DIRECTV temporarily suspended offering its prior HD Package and stopped charging customers the monthly fee to receive the channels that were in that package. However, consistent with its contractual obligations, DIRECTV continued to distribute HDNet programming and to pay HDNet the same per-subscriber rates called for under the contract – even though DIRECTV was no longer receiving any revenue from selling the HD Package.

³ The underlying facts discussed in this section are set forth more fully in the Hartman Declaration, and particularly in the sworn Affidavit he submitted with DIRECTV's Opposition to HDNet's Application for a Temporary Restraining Order, which is appended thereto as Exhibit A, at ¶¶ 4-28.

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Second, DIRECTV established a \$9.99/month technology and equipment fee called "HD Access" that would allow a subscriber (who has an HD television and the necessary DIRECTV HD set-top box) to view channels that are almost entirely the HD counterparts to its SD channels. For example, payment of this HD Access fee entitles a subscriber of DIRECTV's "Family" base package to receive the 5 HD versions of the SD channels included in the Family base package. Similarly, subscribers with the "Choice," "Choice Xtra," and "Premier" base packages receive 22, 28, and 52 HD versions of the SD channels in their base packages, respectively.⁴ Thus, unlike the Family, Choice, Choice Xtra, Premier, and HD Extra Pack packages, the HD Access fee does not pertain to a set group or "tier" of channels that is the same for every subscriber. Rather, this HD programming is an enhancement to the underlying SD offering.

Third, after several months, DIRECTV announced that its previous HD package would be renamed "HD Extra Pack," and the charge to subscribers would be lowered to \$4.99/month. This programming is currently being offered on a free preview basis, but as of December 15 each subscriber who pays the \$4.99/month fee for this package will receive a line-up of channels available only in HD, including HDNet and HDNet Movies. This is the only tier of HD channels that DIRECTV offers.

DIRECTV believes that its reconstituted HD offering satisfies its obligation to carry HDNet and HDNet Movies in its most widely distributed HD tier or package for which the customer pays a separate fee. Indeed, HD Extra Pack is now DIRECTV's *only* such HD tier or package, so it is by definition the most widely distributed.

Moreover, DIRECTV's HD structure is consistent with the manner in which HDNet and HDNet Movies are offered by other distributors, including Time Warner Cable, Insight Communications, and Buckeye Cable.⁵ This fact is highly relevant, as the DIRECTV-HDNet carriage agreement contains a very broad most favored nation ("MFN") clause that obligates HDNet to give DIRECTV the most favorable terms and conditions (including non-financial terms, such as program packaging) offered to any other distributor. Thus, even if DIRECTV arguably could be thought of as failing to carry HDNet and HDNet Movies on the most widely distributed "tier," the MFN clause gives DIRECTV independent authority to structure its HD offering as it has.

⁴ Payment of the HD Access technology fee also gives the subscriber access to other technologies, such as HD pay-per-view and DIRECTV's "video on demand" service, which will initially consist of approximately 2000 video titles.

⁵ See Hartman Declaration, ¶ 9 and Exhibit B (screen captures from the Time Warner, Insight, and Buckeye Cable web sites confirming that these operators offer HD counterpart programming separately from the HD tier in which they carry HDNet programming). The fact that HDNet is in advanced discussions with other distributors for carriage arrangements that contemplate a similar offering structure further undercuts its claim. *Id.*, ¶ 9.

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HDNet does not agree with this interpretation of the contract. So, on November 2, 2007, it filed a lawsuit in Texas state court seeking a temporary restraining order (“TRO”) and preliminary and permanent injunctive relief to prevent DIRECTV from restructuring its HD offerings in this manner. After a very abbreviated argument period, the court granted a TRO on November 12 under which DIRECTV is prohibited from charging subscribers anything more than the HD Access fee of \$9.99/month until December 10, 2007. Because DIRECTV had already announced that its free preview of the HD Extra Pack programming would continue until December 15, the TRO had little practical effect other than maintaining the status quo.

DIRECTV continues to believe that it is entitled to carry HDNet programming as proposed, and is contesting HDNet’s lawsuit. But whatever the outcome, this litigation will afford HDNet a forum in which its claims will have a full and fair hearing, and the court will issue an authoritative interpretation of the contract that will guide the parties’ conduct for the remainder of the contract term. Accordingly, HDNet already has an adequate remedy for its claims, to the extent those claims can be proven.

2. HDNet’s Unsupported Allegations and Overreaching Remedy

Apparently not satisfied with its chances for success in litigation over DIRECTV’s alleged breach of contract, HDNet has refashioned its allegations for the Commission in an attempt to create the impression that DIRECTV conspired with Liberty Media to restructure its HD offering with the purpose of disadvantaging HDNet while favoring programming affiliated with DIRECTV and Liberty Media. As set forth more fully in the attached Declaration of Daniel Hartman, this is simply not the case. For example,

- The reconfiguration of DIRECTV’s HD offering was in no way motivated by the desire to favor affiliated programming. Rather, it was a response to market forces as more programmers have begun to offer HD counterparts to their existing SD programming and more distributors have begun to offer HD counterparts separate from HD-only programming. At no time was the affiliation of any programmer, including HDNet, considered in devising the new HD offering structure.⁶
- Liberty Media had no role in devising the reconfiguration of DIRECTV’s HD offering.⁷
- DIRECTV does *not* pay Discovery HD Theater a per-subscriber fee for its HD programming.⁸ By contrast, *every* programmer carried in the HD Extra Pack tier

⁶ Hartman Declaration, ¶ 5.

⁷ *Id.*, ¶ 6.

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is (or soon will be) paid a per-subscriber fee for that programming. The distinction is one based on economics, not affiliation. Although DIRECTV has engaged HDNet in good faith negotiations to restructure its carriage arrangement so that HDNet can be available in a manner similar to Discovery HD Theater, to date the parties have been unable to come to agreement largely because of HDNet's insistence on a long-term extension of its existing contract (which does not expire for over a year).

- DIRECTV did *not* tell HDNet that its new HD offering was intended to eliminate compensation to HD-only networks.⁹ DIRECTV recognizes that such networks have a place in its line-up, and will continue to carry such networks in the HD Extra Pack.¹⁰ DIRECTV believes that HDNet will be well served by association with the better known brands in the HD Extra Pack.¹¹
- DIRECTV has been broadcasting free concerts to its subscribers since 1999. Most recently, it has aired these performances on its internal channel, The 101. However, concerts have been and remain only a portion of the content on The 101. Moreover, to date, programming on The 101 has been predominantly carried in SD format, not HD. DIRECTV does not view HDNet as a competitor to The 101, either for wholesale inputs or retail subscribers.¹²

Significantly, although HDNet proffered for the record an affidavit submitted in the underlying breach of contract litigation, the only facts upon which its discrimination theory relies relate to perceived competition with The 101 – and do not support any of its other allegations.¹³ DIRECTV, by contrast, has submitted a sworn declaration specifically supporting each and every salient point.

⁸ *Id.*, ¶ 8 (*contra* HDNet Nov. 15 Letter at 2). Indeed, only four networks currently receive any compensation for such HD programming, under legacy contracts that will be adjusted to reflect the market upon renewal.

⁹ Hartman Declaration, ¶ 11 (*contra* HDNet Nov. 15 Letter at 2). Although irrelevant to the discrimination claim, it is also worth noting that DIRECTV did not advise HDNet “quite late in the process” that it had not made a final decision about HD carriage. *Id.* Rather, DIRECTV made HDNet aware of the direction it was heading with HD packaging in May 2007 and confirmed the initiation of the HD Extra Pack in August 2007. *Id.*, Exhibit A at ¶¶ 21-24.

¹⁰ As a result, DIRECTV does pay for HD programming from HDNet but does not pay for HD programming affiliated with either Liberty Media or News Corporation.

¹¹ In addition to HDNet and HDNet Movies, HD Extra Pack includes Universal HD, Smithsonian HD, MGM HD, and MHD (MTV's uniquely HD channel).

¹² Hartman Declaration, ¶ 12 (*contra* HDNet Nov. 13 Letter at 4; HDNet Nov. 15 Letter at 3).

¹³ *See* HDNet Nov. 13 Letter, Attachment 2 (Affidavit of Mark Cuban).

HDNet's proposed conditions expose its real agenda here. It asks the Commission to require that (1) DIRECTV continue to carry for four years after Commission approval of the proposed Transactions any unaffiliated programming network that DIRECTV carried on the day the application in this proceeding was filed; (2) DIRECTV secure written agreement by all affected video programmers that any proposed "material change" is not discriminatory; and (3) DIRECTV submit carriage disputes to arbitration.¹⁴ Even putting aside the many practical shortcomings of these conditions as drafted by HDNet,¹⁵ it is clear that they have been crafted specifically to guarantee that HDNet's increasingly less distinctive programming will be carried for years to come by DIRECTV at prices and on terms not achievable in the market – even if such carriage crowds out other, more compelling programming or raises prices to consumers. Moreover, because they are drawn so broadly, these conditions would practically ensure that DIRECTV's programming line-up would be stagnant for the next four years, as it would be unable to drop any network or change its product offering in response to market forces *even if it were entitled to do so under its carriage agreements*. For that is HDNet's real objective – to override terms freely negotiated in the market with terms imposed by regulatory fiat. This would be a disaster in an industry as dynamic as multichannel video programming distribution.

It is also worth noting the irony of HDNet's assertion that conditions are necessary because existing program carriage protections "allow discriminatory action to take place against unaffiliated programmers on the network before any opportunity for review" and therefore are "entirely inadequate."¹⁶ It is impossible to square this assertion with the fact that HDNet has secured a TRO and will be given a hearing on its preliminary injunction request early next month. It is also highly disingenuous for HDNet to brand the Commission's program carriage safeguards as "inadequate" without even attempting to invoke them. Clearly, both the Commission and the courts provide various avenues for redress that are more than sufficient to protect the interests of programmers, and no special conditions are appropriate here.

HDNet would hardly be the first party to attempt to gain a regulatory advantage in the context of a transfer of control proceeding. But the Commission has made clear that such abuse of its process is not to be tolerated.¹⁷ Moreover, the Commission will

¹⁴ HDNet Nov. 13 Letter at 6.

¹⁵ For example, HDNet failed to define what constitutes a "material change," provided for carriage that would extend beyond its proposed four-year period, called for discovery of DIRECTV's carriage contracts but not those of HDNet, and tied its analysis of discrimination to programming affiliated with News Corporation (rather than Liberty Media). See HDNet Nov. 13 Letter, Attachment 4 at 4-6.

¹⁶ HDNet Nov. 13 Letter at 6.

¹⁷ See, e.g., *Time Warner Inc., America Online, Inc., and AOL Time Warner, Inc.*, 16 FCC Rcd. 6457, ¶ 6 (2000) (discussing the "temptation and tendency" to misuse a license transfer proceeding as a forum to address private commercial disputes); *General Motors Corp., Hughes Electronics Corp., The News*

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consider new program carriage protections applicable to the entire industry at its agenda meeting on November 27, further undercutting any possible rationale for adopting special protections here on the eve of such an order.¹⁸

HDNet has sought a judicial remedy for DIRECTV's asserted breach of contract, and the court will rule on the proper interpretation of the contract while safeguarding HDNet's interest in the interim. The court is the appropriate forum to resolve these issues, and HDNet should not be allowed to transmute a simple dispute over contract language into a conspiracy to discriminate against a programmer on the basis of affiliation. The Commission should reject the proffered conditions and allow existing safeguards to continue to run their course.

Respectfully submitted,

/s/

William M. Wiltshire
Counsel for The DIRECTV Group, Inc.

Attachment

Corporation Ltd., 19 FCC Rcd. 473, ¶ 131 (2004) (recognizing that transfer proceedings do not present an "opportunity to correct any and all perceived imbalances in the industry").

¹⁸ See Public Notice, Commission Meeting Agenda, Item 8 (rel. Nov. 20, 2007). In the context of another recent merger, the Commission suspended a program carriage condition in recognition of inherent definitional difficulties and the anticipated revision of the program carriage rules. See *Comcast Corp.*, 22 FCC Rcd. 17938 (2007).

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cc: Amy Blankenship
Rudy Brioché
Michelle Carey
Rick Chessen
Renee Crittendon
Cristina Chou Pauzé
Royce Sherlock
Mania Baghdadi
Tracy Waldon
Rosemary Harold
William Beckwith
Debra Sabourin
Jim Bird
Joel Rabinovitz
Marilyn Simon

EXHIBIT 1

DECLARATION OF DANIEL HARTMAN

I, Daniel Hartman, certify under penalty of perjury as follows:

1. I am Senior Vice President, Programming Acquisitions, of DIRECTV, Inc. The following is of my personal knowledge based on my personal involvement with the facts or a review of DIRECTV's business records.

2. I have worked at DIRECTV since 1998. I joined DIRECTV's Programming Acquisitions department in 2000, where I have been involved in negotiations with a number of companies who have carriage agreements with DIRECTV and I have participated in decisions regarding the packaging of DIRECTV programming. I have had conversations with principals of HDNet LLC ("HDNet") regarding its carriage agreement with DIRECTV and the new structure of DIRECTV's offering of high definition ("HD") programming.

3. On November 5, 2007, I executed an Affidavit to be submitted in support of DIRECTV's opposition to HDNet LLC's Original Verified Petition and Application for Temporary Restraining and Temporary and Permanent Injunctions (HDNet's "Petition"). That Affidavit sets forth many of the facts underlying the issues raised by HDNet. Rather than repeat those facts in this Declaration, attached hereto as Exhibit A is a true and correct copy of the Affidavit, which is hereby incorporated herein by reference.

4. HDNet's Petition did not allege discrimination. Rather, it was a simple breach-of-contract claim. HDNet's *ex partes* in this proceeding, however, do allege discrimination (albeit in a manner unsupported by any declaration). Accordingly, the balance of this Declaration refutes these unfounded allegations of discrimination.

5. I am one of the executives at DIRECTV responsible for developing programming packages and other offerings, and I was involved in all of the significant decisions relating to the restructuring DIRECTV's HD offering earlier this year. To the best of my knowledge, at no time was the affiliation of any programmer, including HDNet, considered in that process. Specifically, DIRECTV was in no way motivated by the desire to favor programming affiliated with itself or its prospective largest shareholder, Liberty Media Corporation ("Liberty Media"), nor did Liberty Media have any role in devising that reconfiguration.

6. Liberty Media had no role in devising the reconfiguration of DIRECTV's HD offering.

7. With a single exception, the only HD programming available outside the tier in which HDNet programming will be carried is the HD counterparts of programming also offered in standard definition ("SD") format. The lone exception – Discovery HD Theater – is treated differently from other HD-only programming because it alone is available to DIRECTV free of charge, under a contract executed in 2005 – more than a year before Liberty Media contracted to acquire an interest in DIRECTV.

8. DIRECTV does *not* pay Discovery HD Theater a per-subscriber fee for its HD programming. By contrast, *every* programmer carried in the HD Extra Pack tier is paid a per-subscriber fee for that programming (or will be after expiration of applicable free view periods). Although DIRECTV has engaged HDNet in good faith negotiations to restructure its carriage arrangement so that HDNet can be available in a manner similar to Discovery HD Theater, to date the parties have been unable to come to agreement largely because of HDNet's insistence on a long-term extension of its existing contract (which does not expire for over a year).

9. DIRECTV's new HD offering structure reflects trends in the industry. Over the last several years, programmers have increasingly offered HD counterparts to their existing SD programming rather than HD-only fare. Distributors have thus begun to offer such HD counterparts separately from the HD-only programming. I am specifically aware that Time Warner Cable, Insight Communications, and Buckeye Cable carry HDNet programming separately from other HD counterpart programming. Attached hereto as Exhibit B are screen captures from the web sites of these three distributors that corroborate this manner of carriage. In addition, over the course of our negotiations, HDNet has indicated that it is in advanced discussions with other distributors for carriage arrangements that contemplate a similar structure.

10. This is also significant in light of the very broad most favored nation clause in the DIRECTV-HDNet carriage agreement which obligates HDNet to give DIRECTV the most favorable terms and conditions (including non-financial terms, such as program packaging) offered to any other distributor.

11. DIRECTV's new HD offering structure was not intended to eliminate compensation to HD-only networks. I am unaware of anyone at DIRECTV informing HDNet to the contrary. Indeed, I believe that HDNet will be well served by association with the better known brands in the HD Extra Pack

12. DIRECTV has been broadcasting free concerts to its subscribers since 1999. Most recently, it has aired these performances on its internal channel, The 101. However, concerts have been and remain only a portion of the content on The 101. Moreover, to date, programming on The 101 has been predominantly carried in SD format, not HD. I am unaware of anyone at DIRECTV discussing competition between DIRECTV and HDNet for content or otherwise.

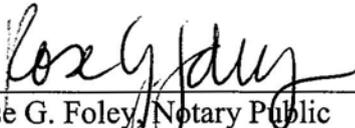


Daniel Hartman
Senior Vice President,
Programming Acquisitions

Date: November 20, 2007

State of California
County of Los Angeles

Subscribed and sworn to before me on this 20th day of November, 2007 by
Daniel Hartman, personally known to me to be the person who appeared before
me.



Rose G. Foley, Notary Public
Commission Expires: July 10, 2009

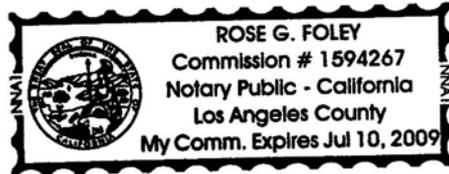


EXHIBIT A

AFFIDAVIT OF DANIEL HARTMAN

I, Daniel Hartman, declare as follows:

1. I am Senior Vice President, Programming Acquisitions of DIRECTV, Inc.

I submit this Affidavit in support of DIRECTV's opposition to HDNet LLC's Original Verified Petition and Application For Temporary Restraining Order and Temporary and Permanent Injunctions ("Petition") and Application for Expedited Discovery. The following is of my personal knowledge based on my personal involvement with the facts or a review of DIRECTV's business records and, if called as a witness, I could and would competently testify thereto.

2. I have worked at DIRECTV since 1998. Commencing in 2000, I have been in DIRECTV's Programming Acquisitions department, where I have been involved in negotiations with a number of companies who have affiliate agreements with DIRECTV and I have participated in decisions regarding the packaging of DIRECTV programming. I have had conversations with principles of HDNet LLC ("HDNet") regarding the contract at issue in this lawsuit.

3. DIRECTV, Inc. is the entity that contracted with HDNet LLC. DIRECTV, Inc. is owned by The DIRECTV Group, Inc., a publicly traded company. DIRECTV Holdings LLC is a wholly-owned subsidiary of the DIRECTV Group, Inc., and DIRECTV Enterprises LLC operates as a subsidiary of DIRECTV Holdings LLC. Collectively, the DIRECTV entities will be referred to as "DIRECTV" in this Affidavit.

A. DIRECTV's Programming, Packages and Services

4. DIRECTV operates a system of interstate satellite television communications services, known generally as direct-to-home satellite programming. DIRECTV conducts business throughout the United States, delivering approximately 225 channels of digital entertainment and informational television programming to authorized homes and businesses in the United States equipped with DIRECTV hardware, including a mini-satellite dish.

5. DIRECTV's programming currently includes major cable networks, regional sports networks, local broadcast channels where available, motion pictures and special event programming offered on a pay-per-view basis, and a variety of other sports and special interest programs and packages. DIRECTV contracts and pays for the right to distribute the programming to its subscribers. DIRECTV in turn sells such copyrighted programming in monthly subscription packages and as pay-per-view offerings. More specifically, DIRECTV offers its direct-to-home satellite services through a contractual relationship with consumers, who pre-select and pay a periodic (usually monthly) fee for specific entertainment packages and programming.

6. In the context of television distribution, a package—sometimes referred to as a “tier”—has a specific meaning. A package consists of a group of identified channels made available to a subscriber at a set price. Each consumer who pays the set price receives the same line up of channels. And, in order to receive more channels, the subscriber must pay more for an expanded package. For example, DIRECTV's least expensive package is called “Family,” and all subscribers who pay the \$29.99/month fee

for this package receive the same channel line up of approximately 40 standard definition channels, plus their available local channels. For subscribers who want more options, the “Choice” package is available for \$49.99/month. All subscribers who pay the \$49.99/month fee receive the same line up of approximately 150 standard definition channels, plus their available local channels. For those subscribers who want even more programming, they can purchase the Choice Xtra package for \$54.99/month. Every subscriber who pays this \$54.99/month fee receives the same line up of approximately 200 standard definition channels, as well as the available local channels. And, for the subscribers who still want even more channels, they may purchase DIRECTV’s “Premier” package for \$99.99/month. All subscribers who pay the \$99.99/month fee receive the same line up of approximately 265 channels, as well as available local channels.

7. DIRECTV offers its subscribers the following programming packages: Family, Choice, Choice Xtra and Premier. True and correct copies of descriptions of these packages appearing on DIRECTV.com are attached hereto as Exhibits 1-4, respectively.

8. In addition to these basic packages, beginning in 2003, DIRECTV offered a package of HD channels originally called “HD Package” for \$10.99/month. All subscribers who paid the monthly fee for this package received the same line up of HD channels, which consisted of a handful of HD channels, including, as before, HDNet and HDNet Movies. DIRECTV’s HD package was renamed recently “HD Extra Pack,” and the original \$10.99/month charge to subscribers has been lowered to \$4.99/month. While

currently being offered on a free trial basis, as of December 15, 2007, each subscriber who pays the \$4.99/month fee for this package will receive the same line up of HD channels, including HDNet and HDNet Movies.

9. For subscribers who have high definition (“HD”) televisions (“HDTVs”) and the necessary DIRECTV HD receivers and who would like to view the available HD counterparts of standard definition channels in their basic package (*i.e.*, Family, Choice, Choice Xtra, Premium), those subscribers pay a \$9.99/month technology or equipment fee called “HD Access.”

10. HD Access is not a programming package. Rather, by paying the HD Access fee, customers obtain the HD counterpart (where available) to all the channels that they receive in their existing DIRECTV programming package. In the case of a subscriber to the “Family” base package, a consumer who pays the \$9.99 HD Access fee will receive the 5 HD versions of the standard definition channels included in the Family base package. See, Exhibit 1. For a consumer with the “Choice” base package, who pays the same \$9.99/month fee, they will receive the 22 HD versions of the standard definition channels associated with the “Choice” package. See, Exhibit 2. A subscriber to the “Choice Xtra” base package who, again, pays the same \$9.99 HD Access fee, will receive the 28 HD versions of the standard definition channels in the “Choice Xtra” package. See, Exhibit 3. And, for a subscriber to the Premier base package, who pays the \$9.99 HD Access fee, they will receive the 52 HD versions of the standard definition channels in the “Premier” base package. See, Exhibit 4.

11. Thus, unlike a package, the HD Access Fee does not provide everyone who pays it the same number or line up of channels. Rather, paying the same \$9.99 HD Access Fee may result in a consumer receiving 5, 22, 28 or 52 HD channels, depending on their base package. Further, unlike a package, the HD Access Fee is charged automatically when a consumer activates an HD receiver or HD DVR. The \$9.99/month charged upon the activation does not vary based on the HD channels the consumer will have access to. By way of example, a subscriber of the “Family” package will receive 5 HD channels whereas a “Choice” subscriber will receive 22 HD channels for the same \$9.99/month. And, if the subscriber to the “Family” package elects to become a “Choice” subscriber, they will pay an increase in base package price but the \$9.99/month remains the same, even though the number of HD channels they obtain access to increases over three-fold because there are more HD counterparts to the standard definition channels in “Choice” than in “Family”.

12. By paying the HD Access technology fee, the consumer also obtains access to other technologies, such as DIRECTV’s “video on demand” service, which consists of approximately 2000 video titles. DIRECTV subscribers with the appropriate HD equipment can access these titles via DIRECTV’s on-screen guide and when a title is selected by the subscriber it is downloaded to the hard drive of the subscriber’s HD set top box via a high speed connection (*e.g.*, cable modem, DSL) for viewing.

B. DIRECTV's Carriage of HDNet and HDNet Movies

13. DIRECTV's obligation to carry HDNet and HDNet Movies (the "services") are set forth in the agreement entitled "HDNet Term Sheet" between HDNet and DIRECTV, Inc., dated June 3, 2003 (the "Agreement"). A true and correct redacted copy of the Agreement is attached hereto as Exhibit 5. The Agreement expires December 31, 2008.

14. Under the terms of the "Packaging & Distribution" clause, the Agreement states:

"If DIRECTV distributes a tier or package containing television-programming services in any high definition format, DIRECTV will immediately include both Services as part of the most widely distributed tier or package for which the customer pays a separate fee containing such services (the "HiDef Tier"). DIRECTV will exercise commercially reasonable efforts, in good faith, to launch the Services in its Hidef Tier as soon as commercially and technically feasible In addition, DIRECTV may in its sole discretion, carry both Services as part of a basic package (e.g., "Total Choice") on mutually agreeable terms negotiated in good faith after the date hereof. Once launched, except as expressly set forth herein, at no time during the Term may DIRECTV delete either or both of the Services from its platform." See, Exhibit 5, pages 1-2 (emphasis added).

15. In compliance with its agreement to launch the Services in DIRECTV's "Hidef Tier" as soon as commercially feasible, DIRECTV launched its "HD Package" soon after execution of the Agreement. And, as reflected by the press releases issued by both companies, there were a handful of HD channels contained in the package and any DIRECTV customer who wanted this line up of HD channels had to pay \$10.99 per month. Attached hereto as Exhibits 6 and 7 are true and correct copies of the DIRECTV press release and HDNet's press release dated June 3, 2003, announcing the launch of DIRECTV's HD package. The press releases refer to it as the "HD Package" or the "DIRECTV HD package." This package was never called "HD Access" as HDNet suggests in its Petition at paragraph 25. And, I note that this assertion was "verified" by HDNet's counsel, not Mark Cuban, the founder of HDNet, who verified other matters in the Petition.

16. The Services, HDNet and HDNet Movies, remained in DIRECTV's HD Package from their 2003 launch into 2007. By way of example, I refer to press releases from January 8, 2004, January 25, 2005 and August 24, 2005, true and correct copies of which are attached hereto as Exhibits 8-10. This was in full compliance with the Agreement. And, HDNet has never claimed otherwise.

17. During the period from 2003 through 2006, DIRECTV steadily increased its ability to offer local channels (*e.g.*, ABC, NBC, CBS, Fox) in HD. DIRECTV customers were able to view the HD simulcast of the local channels and other programming if they had an HDTV simply by purchasing a basic package and obtaining a DIRECTV HD receiver.

18. In 2007, with the launch of another satellite, the advent of new technology, more channels becoming available in local markets in HD, and more HD national channels available as counterparts to channels offered in standard definition, DIRECTV determined that it needed to restructure the services offered to DIRECTV customers.

19. As of February 2007, DIRECTV started charging a \$9.99/month HD Access fee (described above in paragraphs 9 and 10) to subscribers who wanted to view the HD counterparts (predominantly simulcasts) of the standard definition channels in their base package, *i.e.*, Family, Choice, Choice Xtra, Premium.

20. Separately and temporarily, DIRECTV suspended offering its HD Package in February 2007 and DIRECTV stopped charging customers the monthly fee to receive the channels that were in that package. However, as DIRECTV was obligated to continue to carry HDNet and HDNet Movies during the term of the Agreement once it commenced carriage, DIRECTV did not take the Services off DIRECTV's platform and DIRECTV continued to pay HDNet for their distribution even though DIRECTV was no longer receiving any revenue from selling the HD Package.

21. I understand that HDNet makes the unverified allegation that DIRECTV has not directly informed HDNet of its plans with respect to the HD Extra Pack and instead HDNet has only learned about DIRECTV's plans from the media or other second-hand sources in September. See Petition, ¶ 34. This is patently untrue. As early as May 8, 2007, Derek Chang, Executive Vice President of DIRECTV, I and several people from DIRECTV personally met with Phil Garvin, co-founder of HDNet, along with Bill Padalino, who is also with HDNet, at a trade show in Las Vegas. At this May

meeting, we informed them of the direction we were heading with DIRECTV's HD packaging.

22. In August 2007, DIRECTV determined that its one and only package of HD channels would now be called "HD Extra Pack." HD Extra Pack includes services (or networks) that exist only in the high definition format and are not simulcasts of standard definition networks. And, as has been the case since 2003 when the HD Package was launched, HD Extra Pack consists of a handful of HD channels and there is a separate fee paid for this package. Further, although DIRECTV lowered the fee a DIRECTV consumer has to pay for DIRECTV's HD package from its original price of \$10.99/month to \$4.99/month, DIRECTV has continued and will continue to pay HDNet the original same per subscriber rate under the Agreement.

23. On August 21, 2007, I informed Mr. Garvin and Mr. Padalino that DIRECTV was initiating the HD Extra Pack that would contain HDNet and HDNet Movies, along the lines of our discussions in the May meeting. I told them that I was confident that our plans were in accordance with the terms of the Agreement. At the same time, I told them that if HDNet wanted to discuss restructuring its agreement with DIRECTV, we would be willing to discuss this but that the HD Extra Pack was set for launch in September.

24. In addition, I am aware that on August 23, 2007, my colleague, Mr. Chang, reconfirmed DIRECTV's plans for HDNet and HDNet Movies with Mark Cuban, the head of HDNet, and Phil Garvin, co-founder of HDNet. Mr. Change informed them, as I had, that because of lead time issues (e.g., production of materials, notifications) some of

our marketing materials were already printing and would soon be out in the market. I work with Mr. Chang and he made me aware of the exchange near the time that it occurred.

25. Written confirmation that Mr. Cuban has been aware that the Services would be in HD Extra Pack and consumers charged for it appears in the email exchange on September 10 and 11, 2007 between Mr. Cuban and Mr. Chang. A true and copy of the email exchange is attached hereto as Exhibit 11. I am aware that HDNet claims in an unverified allegation that in September 2007 it was “told that nothing had been determined . . .” Petition, ¶ 34. Again, this is not true. Our consistent message was that the Services would be in the HD package for which consumers would be charged as before, but, again, we were open to discussing a restructure of the agreement.

26. As HDNet was informed, the HD Extra Pack has been in existence since September 2007 and HDNet and HDNet Movies have been considered to be in this package as of that time. But as part of its introduction and in order to attract people to the channels in the HD Extra Pack, DIRECTV has been offering the package to its customers at no charge to consumers but continued to pay HDNet even though DIRECTV was not receiving any revenue from the HD Extra Pack.

27. DIRECTV issued a press release on October 15, 2007 that DIRECTV will not commence charging for HD Extra Pack until December 15, 2007. HD Net has selectively quoted from the press release in its Petition but did not attach it to the Petition. A true and correct copy of the press release is attached hereto as Exhibit 12. The description of HD Access in the press release is completely in accordance with what I

have stated in this Affidavit. *Id.* (“DIRECTV HD customers will continue to pay only a \$9.99 access fee, allowing them to receive DIRECTV’s premier HD technology and all channels broadcast in HD that are tied to their particular base programming package.”) (emphasis added). In addition, far from hiding the HD Extra Pack, DIRECTV promoted it by telling consumers that if they want the “ultimate HD experience” and are “true HD fans”, they should purchase this HD Extra Pack with HDNet and HDNet Movies, among others. *Id.* (“Customers who want the ultimate HD experience can subscribe to the DIRECTV(R) HD EXTRA PACK for an additional \$4.99 per month. This new addition of HD-only channels is for the true HD fan and includes: HDNet, HDNet Movies, Universal HD, MHD, Smithsonian HD and MGM HD.”)

28. On October 17, 2007, as part of its customer service efforts and in order to promote subscribership to the HD Extra Pack, DIRECTV notified its customers that as of December 15, 2007, they would only have to pay \$4.99/month to view the channels in the HD Extra Pack.

D. HDNet’s Requested Relief Violates The Express Terms Of The Agreement

29. As I explained above, HD Access is not a package of channels; rather the standard definition basic package determines which HD channels that a subscriber will have access if they have the necessary HD receiving equipment and pay the HD Access technology fee. The relief requested by HDNet – to provide the Services to all people who purchase HD Access – will effectively make the Services part of each of DIRECTV’s basic packages. This would be in direct contravention of the terms of ~~the~~ Agreement, which provides that it is in DIRECTV’s sole discretion to determine if the

Services should be offered in any of DIRECTV's basic packages and further provides that if DIRECTV decides to do so the parties will negotiate new terms. See, Exhibit 5, p. 1 ("DIRECTV may, in its sole discretion, carry both Services as part of a basic package (e.g., "Total Choice") on mutually agreeable terms negotiated in good faith after the date hereof.")

D. DIRECTV Will Suffer In Excess Of \$1 Million In Damages By The Issuance Of The Injunction.

30. DIRECTV will suffer in excess of \$1 million in damages by the issuance of the injunction requested by HDNet. DIRECTV has already begun a multimillion dollar nationwide marketing campaign to promote its packages, including its HD Extra Pack, and the inclusion of the HDNet and HDNet Movies as part of that package. It has been offering a "free preview" of that package since September 26, 2007. An injunction will require the revamping of this national campaign and reissuance of marketing materials. The recall of existing marketing materials alone will likely cost DIRECTV \$1 million. DIRECTV will also suffer significant damages if an injunction issues through the loss of subscribers to its HD Extra Pack because DIRECTV will be unable to include HDNet and HDNet Movies in the package and thereby loses 2 of the 6 channels in the package.

E. HDNet's Distribution By Other Carriers

31. HDNet and HDNet Movies are carried by over 70 other distributors. A true and correct copy of the distributors obtained from HDNet's website is attached hereto as Exhibit 13. I have reviewed the some of the websites belonging to cable operators as well as other publicly available information, and it is my understanding that, like

DIRECTV, other distributors package HDNet and HDNet Movies similar to the way they are packaged by DIRECTV in HD Extra Pack. The Services have been placed in HD packages for a monthly fee that is charged in addition to a basic package fee where HD channels are included in basic packages for no additional subscription fee. For example, systems of Time Warner Cable carry the HD simulcast of PBS, ESPN and Discovery in its basic cable packages at no extra charge (except for potentially an equipment or similar charge), but distribute HDNet and HDNet Movies in its “HD Tier” for an additional monthly subscription fee of \$6.95 to \$9.95 depending on the location. Similarly, systems of Insight, another cable provider, offer its basic cable service with some HD channels, like ESPN/ESPN2, MHD and TNT at no extra charge (except for potentially an equipment or similar charge), but distribute HDNet and HDNet Movies in its “HD Pak” for a monthly fee of \$7.95 that is charged in addition to its basic package monthly fees.

F. HDNet’s Claims of “Irreparable” Injury

32. I understand that HDNet claims that it will suffer irreparable injury not compensable by a monetary damage award if the Services remain in the HD Extra Pack. I further understand that HDNet points to loss of subscribers and advertising revenue to support its claim of irreparable injuries. However, any claimed loss of subscriber fees, which is all the Agreement entitles HDNet to, is readily calculable because the per subscriber fee is set by the Agreement and DIRECTV maintains records of the numbers of subscribers to each of its programming packages (*e.g.*, Family, Choice, Choice Extra, Premier, HD Extra Pack) as well as the number of subscribers who pay the HD Access fee. And, any loss of advertising revenues can be quantified by comparing the historical

advertising revenues received by HDNet and HDNet Movies with those it receives as part of the HD Extra Pack.

I declare under penalty of perjury under the laws of the Texas that the foregoing is true and correct. Executed this 5th day of November 2007 in El Segundo, California.


Daniel Hartman

State of California
County of Los Angeles

Subscribed and sworn to before me on this 5th day of November 2007 by Daniel Hartman, personally known to me to be the person who appeared before me.


Rose G. Foley
Notary Public



EXHIBIT

1

DIRECTV - Package Choices



Packages	# of Channels	DVR Service	HD Service	Premium Channels Included	# of XM Radio Channels	Locals Included
FAMILY	45+				2	✓
CHOICE	150+				50	✓
CHOICE XTRA	200+				68	✓
PLUS DVR	200+	✓			68	✓
CHOICE XTRA + HD ACCESS	200+		✓		68	✓
PLUS HD DVR	200+	✓	✓		68	✓
PREMIER	265+			✓	68	✓

Download and print our handy channel lineup (PDF).

Find out the latest news on High Definition>>

To compare packages En Español, click here.

FAMILY

CHOICE

**CHOICE XTRA / PLUS
DVR / PLUS HD DVR**

PREMIER

Over 45 channels of family programming suitable for all ages with a variety of religious and general family entertainment channels the whole family will enjoy. Add HD Access for just \$9.99/mo for the best in family entertainment in HD.

FAMILY package

BYU TV	374	NASA TV	376
Bloomberg Television	353	NRB	378
Boomerang	297	National Geographic Channel *	276
C-SPAN	350	Nickelodeon/Nick at Nite (East)	299
C-SPAN2	351	Nickelodeon/Nick at Nite (West)	300
DIY Network	230	Nicktoons Network	302
Daystar	369	Noggin/The N	298

Discovery Kids	294	ONCE México*	415
Disney Channel (East)	290	PBS Kids Sprout	295
Disney Channel (West)	291	QVC	317
EWTN	422	RFD-TV	379
FitTV	368	ShopNBC	316
Food Network *	231	TCT Network	377
GOD TV	365	The Science Channel *	284
GemsTV	233	The Weather Channel *	362
HITN-TV*	438	The Word	373
Hallmark Channel	312	Toon Disney	292
Headline News	204	Trinity Broadcasting Network (TBN)	372
Home & Garden Television *	229	World Harvest Television	321
Home Shopping Network	240	XM: Radio Disney	867
Link TV	375	XM: XM Kids	868

Compare Packages

We offer a wide variety of base programming packages. Choose the one that's right for you to start building your DIRECTV system.

Get DIRECTV Now

To view the channel line-up for base packages other than those above, [click here](#).

*Channel available in HD. To access DIRECTV High-Definition programming, a five LNB multi-satellite dish antenna, DIRECTV® HD Receiver (H20, H21, HR20, HR21), high-definition television and HD Access fee (\$9.99/mo.) are required.

EXHIBIT

2

CNBC *	355	XM: Bluegrass Junction	812
CNBC World	357	XM: Bluesville	854
CNN *	202	XM: Chrome	861
Cartoon Network *	296	XM: Cinemagic	822
Comedy Central	249	XM: Deep Tracks	840
Country Music Television (CMT)	327	XM: Escape	820
Court TV	246	XM: Ethel	834
Current TV	366	XM: Flight 26	818
DIRECTV NEWS MIX	102	XM: High Standards	853
DIRECTV SPORTS MIX	104	XM: Highway 16	814
Discovery Channel *	278	XM: Lucy	838
Discovery HD Theater *	76	XM: Oprah & Friends	807
ESPN *	206	XM: RAW - XL	846
ESPN2 *	209	XM: Real Jazz	850
ESPNEWS	207	XM: Special X	848
FINE LIVING	232	XM: Spirit	827
FX *	248	XM: Squizz - XL	835
Fox News Channel	360	XM: Suite 62	843
Fuse	339	XM: The 40s	801
GSN, the network for games	309	XM: The 50s	802
Galavision	404	XM: The 60s	803
ION Television	255	XM: The 70s	804
Independent Film Channel	550	XM: The 80s	805
Jewelry Television	313	XM: The 90s	806
Lifetime	252	XM: The Blend	821
Lifetime Movie Network	253	XM: The City	847
MSNBC	356	XM: The Heart	819
MTV	331	XM: The Joint	863
MTV2	333	XM: The Loft	836
NFL Network *	212	XM: The Message	826
ReetzChannel	238	XM: The Move	858
SCI FI Channel *	244	XM: The Rhyme - XL	845
SOAPnet	262	XM: The System	860
Spike	325	XM: Top 20 on 20	816
TBS *	247	XM: Top Tracks	833
TNT *	245	XM: US Country	809

TV Guide Network	237	XM: VOX	865
TV Land	301	XM: Watercolors	851
TV One	241	XM: Willie's Place	811
The 101™	101	XM: World Zone	862
The Church Channel	371	XM: X Country	810
The History Channel *	269	XM: XM Café	832
The Learning Channel (TLC) *	280	XM: XM Chill	857
Travel Channel	277	XM: XM Classics	864
Turner Classic Movies (TCM)	256	XM: XM Hitlist	817
		XM: XM Pops	866

FAMILY package

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Discovery Kids	294	ONCE México*	415
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Hallmark Channel	312	Toon Disney	292
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Home & Garden Television *	229	World Harvest Television	321
Home Shopping Network	240	XM: Radio Disney	867
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EXHIBIT

3

Movies, local HD channels (where available) and more sports in HD than any other cable or satellite provider.

CHOICE XTRA Package

BET J	330	Superstation WGN	307
Boomerang	297	TVG - The Interactive Horseracing Network	602
Chiller	257	Tennis Channel	217
DIY Network	230	The Biography Channel	266
Discovery Health Channel	279	The Golf Channel *	605
Discovery Home	286	The Science Channel *	284
Discovery Times Channel	285	VH1 Classic	337
E! Entertainment Television	236	Versus *	608
ESPN CLASSIC	208	XM: Big Tracks	837
FUEL TV *	612	XM: Boneyard - XL	830
Fox Movie Channel	258	XM: Caliente	872
Fox Reality	250	XM: Enlighten	828
G4 videogame tv	354	XM: Fine Tuning	855
Great American Country	326	XM: Fred	839
History International	271	XM: Fuego	870
Logo	263	XM: Liquid Metal - XL	841
Military Channel	287	XM: On Broadway	823
NHL Network *	215	XM: Radio Disney	867
National Geographic Channel *	276	XM: The Groove	844
Nicktoons Network	302	XM: The Heat	825
Ovation TV	274	XM: The Torch	829
Oxygen	251	XM: The Village	813
PBS Kids Sprout	295	XM: The Virus - XL	879
Sleuth	308	XM: U-Pop	824
Speed Channel *	607	XM: XM Kids	868
Style	235	XM: XMU	831

CHOICE Package

A&E *	265	USA Network *	242
ABC Family	311	Univision	402
American Movie Classics (AMC)	254	VH1	335

Animal Planet *	282	WE: Women's Entertainment	260
BBC America	264	XM: America	808
BIG TEN NETWORK *	220	XM: Audio Visions	856
Black Entertainment Television (BET)	329	XM: BPM	859
Bravo *	273	XM: Beyond Jazz	852
CNBC *	355	XM: Bluegrass Junction	812
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SCI FI Channel *	244	XM: The Rhyme - XL	845
SOAPnet	262	XM: The System	860
Spike	325	XM: Top 20 on 20	816
TBS *	247	XM: Top Tracks	833
TNT *	245	XM: US Country	809
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TV One	241	XM: Willie's Place	811
The 101™	101	XM: World Zone	862
The Church Channel	371	XM: X Country	810
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		XM: XM Pops	866

FAMILY package

BYU TV	374	NASA TV	376
Bloomberg Television	353	NRB	378
Boomerang	297	National Geographic Channel *	276
C-SPAN	350	Nickelodeon/Nick at Nite (East)	299
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We offer a wide variety of base programming packages. Choose the one that's right for you to start building your DIRECTV system.

Get DIRECTV Now

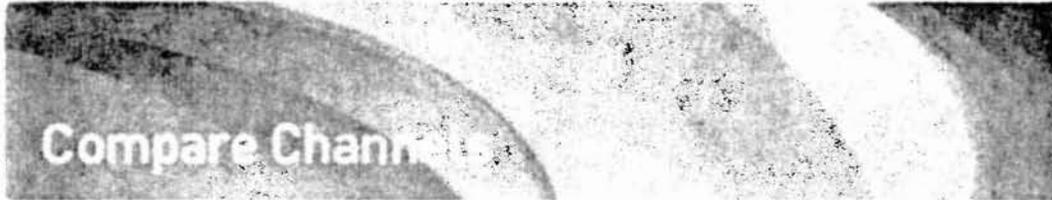
To view the channel line-up for base packages other than those above, [click here](#).

*Channel available in HD. To access DIRECTV High-Definition programming, a five LNB multi-satellite dish antenna, DIRECTV® HD Receiver (H20, H21, HR20, HR21), high-definition television and HD Access fee (\$9.99/mo.) are required.

EXHIBIT

4

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FAMILY	45+				2	✓
CHOICE	150+				50	✓
CHOICE XTRA	200+				68	✓
PLUS DVR	200+	✓			68	✓
CHOICE XTRA + HD ACCESS	200+		✓		68	✓
PLUS HD DVR	200+	✓	✓		68	✓
PREMIER	265+			✓	68	✓

Download and print our handy channel lineup (PDF).

Find out the latest news on High Definition>>

To compare packages En Español, click here.

FAMILY

CHOICE

**CHOICE XTRA / PLUS
DVR / PLUS HD DVR**

PREMIER

Get over 265 all-digital channels – including locals, over 30 premium movie channels and over 30 sports networks. And when you add HD Access for just \$9.99/mo. you also get the most HD channels DIRECTV has to offer. This is our very best entertainment package.

PREMIER Package

Altitude Sports & Entertainment	644	HBO2 (East)	502
CSTV: College Sports Television	610	HBO2 (West)	505
Cinemax (East) *	512	MASN	626
Cinemax (West) *	514	Madison Square Garden (MSG)	621
Comcast SportsNet (Chicago)	640	MoreMAX	513
Comcast SportsNet (Mid-Atlantic)	629	NBA TV	601
Comcast SportsNet (New England)	620	New England Sports Network	623

Comcast SportsNet (West)	656	Outdoor Channel	606
ESPNU	609	SHO TOO *	538
FLIX	547	SHOWTIME (West) *	540
FSN ARIZONA	649	SHOWTIME *	537
FSN BAY AREA	654	SHOWTIME Extreme	542
FSN CINCINNATI	638	SHOWTIME Showcase	539
FSN DETROIT	636	SportSouth	631
FSN FLORIDA	634	SportsNet New York	625
FSN MIDWEST	647	SportsTime Ohio	657
FSN NEW YORK	624	Starz (East) *	520
FSN NORTH	641	Starz (West) *	521
FSN NORTHWEST	651	Starz - Encore (East)	526
FSN OHIO	637	Starz - Encore (West)	527
FSN PITTSBURGH	628	Starz - Encore Action	532
FSN PRIME TICKET	653	Starz - Encore Drama	531
FSN ROCKY MOUNTAIN	645	Starz - Encore Love	528
FSN SOUTH	630	Starz - Encore Mystery	530
FSN SOUTHWEST	643	Starz - Encore Wam	533
FSN WEST	652	Starz - Encore Westerns	529
Fox Soccer Channel	613	Starz Comedy *	519
Go!TV	614	Starz Edge *	522
HBO (East)	501	Starz InBlack	523
HBO (West) *	504	Sun Sports	632
HBO Family (East)	507	Sundance Channel	549
HBO Family (West)	508	The Movie Channel (West)	545
HBO Signature	503	The Movie Channel *	544
		YES Network	622

CHOICE XTRA Package

BET J	330	Superstation WGN	307
Boomerang	297	TVG - The Interactive Horseracing Network	602
Chiller	257	Tennis Channel	217
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Bravo *	273	XM: Beyond Jazz	852
CNBC *	355	XM: Bluegrass Junction	812
CNBC World	357	XM: Bluesville	854
CNN *	202	XM: Chrome	861
Cartoon Network *	296	XM: Cinemagic	822
Comedy Central	249	XM: Deep Tracks	840
Country Music Television (CMT)	327	XM: Escape	820

Court TV	246	XM: Ethel	834
Current TV	366	XM: Flight 26	818
DIRECTV NEWS MIX	102	XM: High Standards	853
DIRECTV SPORTS MIX	104	XM: Highway 16	814
Discovery Channel *	278	XM: Lucy	838
Discovery HD Theater *	76	XM: Oprah & Friends	807
ESPN *	206	XM: RAW · XL	846
ESPN2 *	209	XM: Real Jazz	850
ESPNEWS	207	XM: Special X	848
FINE LIVING	232	XM: Spirit	827
FX *	248	XM: Squizz · XL	835
Fox News Channel	360	XM: Suite 62	843
Fuse	339	XM: The 40s	801
GSN, the network for games	309	XM: The 50s	802
Galavision	404	XM: The 60s	803
ION Television	255	XM: The 70s	804
Independent Film Channel	550	XM: The 80s	805
Jewelry Television	313	XM: The 90s	806
Lifetime	252	XM: The Blend	821
Lifetime Movie Network	253	XM: The City	847
MSNBC	356	XM: The Heart	819
MTV	331	XM: The Joint	863
MTV2	333	XM: The Loft	836
NFL Network *	212	XM: The Message	826
ReelzChannel	238	XM: The Move	858
SCI FI Channel *	244	XM: The Rhyme · XL	845
SOAPnet	262	XM: The System	860
Spike	325	XM: Top 20 on 20	816
TBS *	247	XM: Top Tracks	833
TNT *	245	XM: US Country	809
TV Guide Network	237	XM: VOX	865
TV Land	301	XM: Watercolors	851
TV One	241	XM: Willie's Place	811
The 101™	101	XM: World Zone	862
The Church Channel	371	XM: X Country	810
The History Channel *	269	XM: XM Café	832

The Learning Channel (TLC) *	280	XM: XM Chill	857
Travel Channel	277	XM: XM Classics	864
Turner Classic Movies (TCM)	256	XM: XM Hitlist	817
		XM: XM Pops	866

FAMILY package

BYU TV	374	NASA TV	376
Bloomberg Television	353	NRB	378
Boomerang	297	National Geographic Channel *	276
C-SPAN	350	Nickelodeon/Nick at Nite (East)	299
C-SPAN2	351	Nickelodeon/Nick at Nite (West)	300
DIY Network	230	Nicktoons Network	302
Daystar	369	Noggin/The N	298
Discovery Kids	294	ONCE México*	415
Disney Channel (East)	290	PBS Kids Sprout	295
Disney Channel (West)	291	QVC	317
EWTN	422	RFD-TV	379
FitTV	368	ShopNBC	316
Food Network *	231	TCT Network	377
GOD TV	365	The Science Channel *	284
GemsTV	233	The Weather Channel *	362
HITN-TV*	438	The Word	373
Hallmark Channel	312	Toon Disney	292
Headline News	204	Trinity Broadcasting Network (TBN)	372
Home & Garden Television *	229	World Harvest Television	321
Home Shopping Network	240	XM: Radio Disney	867
Link TV	375	XM: XM Kids	868

Compare Packages

We offer a wide variety of base programming packages. Choose the one that's right for you to start building your DIRECTV system.

Get DIRECTV Now

To view the channel line-up for base packages other than those above, [click here](#).

*Channel available in HD. To access DIRECTV High-Definition programming, a five LNB multi-satellite dish antenna, DIRECTV® HD Receiver (H20, H21, HR20, HR21), high-definition television and HD Access fee (\$9.99/mo.) are required.

EXHIBIT

5

ORIGINAL



HDNet Term Sheet
DirecTV
June 2, 2003

Term: Through 12/31/08

Base Rate:

Rates:

Packaging &

Distribution: If DIRECTV distributes a tier or package containing television-programming services in any high definition format, DIRECTV will immediately include both Services as part of the most widely distributed tier or package for which the customer pays a separate fee containing such services (the "Hidef Tier"). DIRECTV will exercise commercially reasonable efforts, in good faith, to launch the Services in its Hidef Tier as soon as commercially and technically feasible (but in no event shall DIRECTV be required to take down any other services); provided, however, that DIRECTV may continue to distribute HDNet without HDNet Movies until DIRECTV's launch and commercial deployment of its new satellite (D7S, which launch is currently scheduled for the fourth quarter of 2003), so long as HDNet Movies is launched on DIRECTV's platform no later than December 31, 2003. DIRECTV may distribute the Services à la carte only as a two-channel package. In addition, DIRECTV may, in its sole discretion, carry both Services as part of a basic package (e.g., "Total Choice") on mutually agreeable terms negotiated in good faith after the date hereof. Once launched,

except as expressly set forth herein, at no time during the Term may DIRECTV delete either or both of the Services from its platform.

Tier Rate:

MFN:

**Technical
Standards:**

Content:

**Content
Breach:**

Blackouts:

**PVR
Content:**

**Local
Avails:**

**Direct On-
Air Sales:**

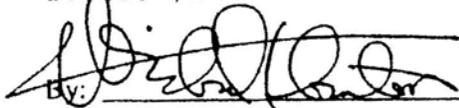
**Confidential
Information:**

**Superseded
Prior
Agreement:**

**Binding
Agreement:**

AGREED AND ACCEPTED:

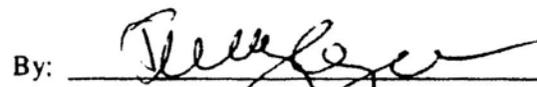
DIRECTV, INC.

By: 

Its: S.V.P.

Date: 2 June 2003

HDNET, LLC

By: 

Its: COO

Date: 6/5/03

IIDNet Services Rate Card

EXHIBIT

6

DIRECTV To Launch New High-Definition Package

New HD Package will Launch July 1 and Include ESPN HD, Discovery HD Theater™, HDNet and HDNet Movies

EL SEGUNDO, CA, June 3, 2003 - DIRECTV, Inc., the nation's leading digital multichannel television service provider, announced today that it will launch a new high-definition (HD) programming package on July 1. The HD package will include ESPN HD, Discovery HD Theater™, HDNet and HDNet Movies, and is available by subscription for \$10.99 per month.

In addition to ESPN HD, Discovery HD Theater, HDNet and HDNet Movies, DIRECTV will also provide its customers with special events broadcast in HD, similar to events broadcast in the past, such as USA's coverage of the Masters Tournament, NBA games and NBA TV programming blocks.

"DIRECTV has been a passionate proponent of HDTV since it launched the first coast-to-coast HD-feed more than four years ago," said Stephanie Campbell, senior vice president, Programming, DIRECTV, Inc. "Over the last year, as the HD category has gained tremendous momentum, our customers have told us they want more HD programming. The launch of this HD package reinforces DIRECTV's commitment to the category, and to offering our customers the best quality high-definition programming." The DIRECTV HD package includes:

ESPN HD - A 24-hour high-definition simulcast service of ESPN that delivers the best lineup of quality sports events, news and information and entertainment telecasts currently available, including games from Major League Baseball, the National Basketball Association, the National Football League and the National Hockey League.

Discovery HD Theater - Discovery HD Theater is the new 24/7 channel filmed entirely in high-definition. The channel delivers programs about nature, science and technology, geography, travel and world culture - all designed to provide the highest-quality viewing experience available. It offers the world's most spectacular images delivered in the world's most stunning quality. Discovery HD Theater is like having a movie theater right in your own home.

HDNet - A 24-hour network featuring live sports like NHL® and MLS® games, boxing, drama series, concerts and original news and documentary programming including HDNet World Report and Across America.

HDNet Movies - Delivers a 24-hour schedule of blockbuster movie titles from Warner Bros., Sony, and other major studios, as well as made-for-TV movies, independent films and shorts.

With the addition of the HD package, DIRECTV will offer seven HD channels to its more than 11.4 million customers nationwide. DIRECTV customers are currently receiving HBO® HDTV and SHOWTIME HDTV® as part of their premium packages, as well as HD PPV movies for \$4.99 each. In addition, under terms of its new five-year agreement with the National Football League for exclusive rights to NFL SUNDAY TICKET™, DIRECTV also plans to begin offering high-definition telecasts of professional football games during the 2003 regular NFL season.

To access HDTV channels, consumers may purchase any HDTV set with a built-in DIRECTV® Receiver or a DIRECTV-enabled high-definition set-top receiver, and a single 18 x 20- or 18 x 24-inch multi-satellite dish with three LNBS. HDTV sets integrated with the DIRECTV Receiver, DIRECTV-enabled HD receivers and triple-LNB satellite dishes are available from authorized DIRECTV retailers nationwide.

DIRECTV is the nation's leading digital satellite television service provider with more than 11.4 million customers.

DIRECTV and the Cyclone Design logo are registered trademarks of DIRECTV, Inc., a unit of Hughes Electronics Corporation. HUGHES is the world's leading provider of digital television entertainment, broadband services, satellite-based private business networks, and global video and data broadcasting. The earnings of HUGHES, a unit of General Motors Corporation, are used to calculate the earnings attributable to the General Motors Class H common stock (NYSE: GMH). Visit DIRECTV on the World Wide Web at DIRECTV.com.

Media Contacts:
Robert Mercer
DIRECTV, Inc.
(310) 964-4683

EXHIBIT

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Contact: Robert Mercer
DIRECTV, Inc.
(310) 964-4683

DIRECTV To Launch New High-Definition Package

New HD Package will Launch July 1 and Include HDNet, HDNet Movies, ESPN HD, and Discovery HD Theater™

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provider of digital television entertainment, broadband services, satellite-based private business networks, and global video and data broadcasting. The earnings of HUGHES, a unit of General Motors Corporation, are used to calculate the earnings attributable to the General Motors Class H common stock (NYSE: GMH). Visit DIRECTV on the World Wide Web at DIRECTV.com.

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EXHIBIT

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DIRECTV Investor Relations**DIRECTV INVESTOR RELATIONS**

News Release

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DIRECTV to Add High-Definition Network Signals to its Channel Lineup; Agreement in Place to Offer CBS-HD Programming

LAS VEGAS - January 8, 2004 -- Continuing to expand its high-definition and enhanced digital television programming, DIRECTV, Inc., the nation's leading digital multichannel television service provider, announced today that it plans to offer CBS-HD programming -- including hit primetime series "CSI: Crime Scene Investigation" and "Everybody Loves Raymond," as well as the Sunday, Feb. 1 broadcast of Super Bowl XXXVIII -- in the coming weeks. A similar agreement with FOX is expected to be reached in the next several weeks.

The CBS-HD programming, from WCBS in New York and KCBS in Los Angeles, will be available to eligible DIRECTV customers in markets where CBS owns and operates stations, including Chicago; Philadelphia; San Francisco; Boston; Dallas; Detroit; Minneapolis; Miami; Denver; Pittsburgh; Baltimore; Salt Lake City; Austin, Texas; and Green Bay, Wis. Similarly, FOX programming is also expected to be offered to customers in FOX O&O markets.

"The addition of CBS-HD programming comes just in time for the CBS presentation of Super Bowl XXXVIII and underscores our long-time commitment to offering the best in HD programming to our customers," said Stephanie Campbell, senior vice president, Programming, DIRECTV, Inc. "FOX's WIDESCREEN(TM) programming, which will migrate to FOX HD programming, will provide customers with a stunning widescreen view of FOX network programming including sports broadcasts, which show off the advantages of this format and put the viewer right in the middle of the action."

Customers who subscribe to the DIRECTV local channels package in CBS and/or FOX O&O markets will receive this programming free of charge.

Customers in the Pacific and Mountain time zones will receive the west coast feeds and those in the Central and Eastern times zones will receive the east coast feeds.

DIRECTV currently offers seven HD channels including its HD package, which features ESPN HD, Discovery HD Theater (TM), HDNet and HDNet Movies for \$10.99 per month. DIRECTV HD customers are also receiving HBO(R) HDTV and SHOWTIME HDTV(R) as part of their premium packages, as well as HD Pay Per View movies.

To access DIRECTV HD programming, customers may purchase a DIRECTV -enabled high-definition set-top receiver and a single 18 x 20-inch multi-satellite dish with three LNBS. DIRECTV -enabled HD receivers and triple-LNB satellite dishes are available from authorized DIRECTV retailers, such as Circuit City and Best Buy, nationwide.

DIRECTV is the nation's leading digital multichannel television service provider with more than 12.2 million customers. DIRECTV and the Cyclone Design logo are registered trademarks of DIRECTV, Inc., a unit of Hughes Electronics Corp. (NYSE:HS). Hughes is a world-leading provider of digital multichannel television entertainment, broadband satellite networks and services, and global video and data broadcasting. Hughes is 34 percent owned by Fox Entertainment Group, which is approximately 82 percent owned by News Corporation Ltd.

CONTACT:

DIRECTV, Inc.
Robert Mercer
310-726-4683

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DIRECTV Investor Relations

DIRECTV INVESTOR RELATIONS

News Release

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DIRECTV Offers ABC HD in ABC's 10 Owned TV Station Markets; DIRECTV Now Delivers National HD Feeds of All Four Major Broadcast Networks

EL SEGUNDO, Calif.--(BUSINESS WIRE)--Jan. 25, 2005--DIRECTV, Inc., the nation's leading and fastest-growing digital television service provider, announced today that it is now offering ABC high-definition (HD) programming - that includes primetime hits such as "Desperate Housewives," "Extreme Makeover: Home Edition" and "Lost" - to eligible customers in the 10 markets where ABC owns television stations. With the addition of ABC HD programming, DIRECTV now offers the national HD feeds of all four major broadcast networks in select markets.

As part of an overall carriage agreement with Disney ABC, DIRECTV is offering the national ABC HD feeds (WABC/New York and KABC/Los Angeles) to eligible DIRECTV customers in Los Angeles, New York, Chicago, Philadelphia, San Francisco, Houston, Raleigh, N.C., Fresno, Calif., Flint, Mich., and Toledo, Ohio. Initially, customers in the Pacific and Mountain time zones will receive the West Coast feeds and those in the Central and Eastern times zones will receive the East Coast feeds, until local HD feeds are available in each of those markets.

"As a result of this agreement with Disney ABC, our eligible customers in ABC's Owned Television Station markets will now have a significantly expanded primetime HD programming lineup from which to choose," said Stephanie Campbell, executive vice president, Programming, DIRECTV, Inc. "The addition of ABC HD, which rounds out our broadcast network HD lineup of CBS, NBC and Fox, kicks off what will be a year of unprecedented HD programming growth at DIRECTV as we look forward to launching hundreds of HD local channels for our customers in the second half of 2005."

Customers who subscribe to the DIRECTV local channels package in ABC's Owned Television Station markets will receive this programming free of charge.

In addition to the broadcast network HD feeds, DIRECTV also offers an HD Package that includes ESPN HD, Discovery HD Theater(TM), HDNet, HDNet Movies and Universal HD, and is available by subscription for \$10.99 per month. ESPN2 HD will be added to the HD package later this year at no additional charge. DIRECTV customers with HD-enabled equipment can also receive HBO(R) HDTV and SHO(R) HD as part of their premium package subscriptions, as well as HD Pay Per View movies for \$4.99 each (when ordered by remote).

To access DIRECTV HD programming, customers may purchase a DIRECTV-enabled high-definition set-top receiver and a single 18 x 20-inch multi-satellite dish with three LNBS. DIRECTV-enabled HD receivers and triple-LNB satellite dishes are available from authorized DIRECTV retailers, such as Circuit City and Best Buy, nationwide.

DIRECTV is the nation's leading and fastest-growing digital multichannel television service provider with more than 13.5 million customers. DIRECTV and the Cyclone Design logo are registered trademarks of DIRECTV, Inc., a unit of The DIRECTV Group Inc. (NYSE:DTV). The DIRECTV Group is a world-leading provider of digital multichannel television entertainment and broadband satellite networks and services. The DIRECTV Group is 34 percent owned by Fox Entertainment Group, which is approximately 82 percent owned by News Corporation. For more information visit

www.directv.com.

CONTACT: DIRECTV, Inc.
Robert Mercer, (310) 726-4683

SOURCE: DIRECTV, Inc.

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DIRECTV Delivers First Nationwide Distribution of ESPN2 HD

ESPN2 HD to LAUNCH on DIRECTV SEPTEMBER 9

EL SEGUNDO, CA and BRISTOL, CT August 24, 2005 - ESPN2 HD, a high-definition simulcast of ESPN2, will be available for the first time nationwide Friday, Sept. 9 via DIRECTV, the nation's leading digital television service provider. The launch of ESPN2 HD will coincide with the college football match-up between Pittsburgh and Ohio at 8 p.m. EST.

ESPN2 HD will be available on DIRECTV channel 72 and added to the DIRECTV® HD Package, at no additional cost. The DIRECTV® HD Package currently includes ESPN HD, Discovery HD Theater™, HDNet, HDNet Movies and Universal HD, and is available by subscription for \$10.99 per month.

ESPN2 HD recently announced new content from the US Open Series in tennis, The Little League World Series and the Men's U.S. National Soccer Team, in addition to its coverage of Major League Baseball and the National Hot Rod Association.

"We are pleased that DIRECTV fans will now have the opportunity to see the quality games and events not only on ESPN HD, but now on ESPN2 HD," said Sean Bratches, president, Disney and ESPN Networks, affiliate sales and marketing. "With over 450 events slated for 2005 across both of our HD services, ESPN2 HD has clearly become a 'must have' in our HD fans' eyes, making the service a real value for our affiliates."

"The launch of ESPN2 HD gives our sports and HD fans the same programming they love in the best television quality available and also reinforces DIRECTV's commitment to providing the most compelling HDTV content available," said Dan Fawcett, executive vice president, Programming Acquisitions, DIRECTV, Inc. "DIRECTV was the first to launch an HDTV channel for customers back in 1998, and we intend to remain a leader in this new and developing technology."

"From our first high definition telecast 29 months ago, we have worked from a 'quality first' concept as we have selected events for telecast on our two HD services. The new sports we have slated to appear on ESPN2 HD, give us a tremendous opportunity to open the door to new owners of high definition sets, and let them see what they have been missing," said Bryan Burns, vice president strategic planning and business development, ESPN. "We continue to increase our commitment to high definition and make ESPN2 HD a must have for our distributors and fans." In addition to the DIRECTV® HD Package, DIRECTV customers with HD-enabled equipment can also receive HBO® HDTV and SHO® HD as part of their premium package subscriptions, as well as High-Definition Pay Per View movies for \$4.99 each (when ordered by remote).

ESPN HD and ESPN2 HD

ESPN HD and ESPN2 HD will combine to deliver over 450 major events plus over 2,000 programs totaling more than 6,000 hours in high definition in 2005. The ESPN Digital Center, a 120,000 square foot, state-of-the-art, all digital high-definition facility at ESPN's headquarters in Bristol, Conn., began operation on June 7, 2004. The building contains over seven million feet of cable and three HDTV studios that are home to ESPN Bristol-based studio shows -

SportsCenter, NFL Countdown, NFL Primetime, NFL Live, Monday Night Countdown and Baseball Tonight. All high-definition programming on ESPN HD and ESPN2 HD is delivered to cable systems and satellite providers in the 720p high-definition format.

Schedule

August/September schedule: <http://media.espn.com/MediaZone/PressKits/HDlaunch/schedule.htm>

Photos and logos: <http://media.espn.com/MediaZone/HDphotos.htm>

ESPN Media Contacts:

Catherine S. Brett (415) 722-2257 or catherine.s.brett@espn.com

DIRECTV Media Contact:

Jade Ekstedt (310) 964-3429 or jlekstedt@directv.com

EXHIBIT

11

Nourafchan, Poopak

Subject: FW: Fwd: Getting screwed by DirecTV

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

From: Mark Cuban [mailto:mcuban@tmail.com]
Sent: Tuesday, September 11, 2007 12:49 PM
To: Chang, Derek
Subject: Re: Fwd: Getting screwed by DirecTV

Got it. They had a positive meeting. We are excited to put together a win win solution

On Tue, 11 Sep 2007 11:57 am, Chang, Derek wrote:

> When we met it sounded like we were in disagreement on what our
> packaging rights were. I said I would look into it when I got back.

I

> asked dan to discuss with phil as they are more expert on the
> agreement.

>

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

> From: Mark Cuban [mailto:Mark.Cuban@dallasmavs.com]
> Sent: Tuesday, September 11, 2007 7:52 AM
> To: Chang, Derek
> Subject: Re: Fwd: Getting screwed by DirecTV

>

> When you say "a disconnect on our agreement", what are you referring
to

> Derek ?

>

> I know we had a call setup with Dan yesterday that go rescheduled for
> today, so hopefully that will allow us to move forward

>

> m

>

>

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

> From: "Chang, Derek" <DChang@DIRECTV.com>
> To: <mark.cuban@dallasmavs.com>
> Date: Mon, 10 Sep 2007 21:24:14 -0700
> Subject: Re: Fwd: Getting screwed by DirecTV

>

>> Mark,

>> This is what we put in process last month. As I explained
practically

>> speaking there won't be a charge for several months.

>>

>> Also, as a heads up I've asked dan Hartman to get in touch with Phil
> to

>> see what we can do to advance the discussion and to understand if we

>> have a disconnect on our ageement. We spoke today and he should have

>> reached out to Phil today or will do so tomorrow.

>> Derek

>>

>>

>>

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

>> From: Mark Cuban <Mark.Cuban@dallasmavs.com>
>> To: Chang, Derek
>> Sent: Mon Sep 10 19:34:24 2007
>> Subject: Fwd: Getting screwed by DirecTV

>>

>> derek,
>>
>> this has been distributed to your resellers already ?
>>
>> I have customers like below already concerned.
>>
>> what is the deal ?
>>
>> m
>>
>>
>> -----Original Message-----
>> From: "A. Bundschuh" <bundschuh@gmail.com>
>> To: mcuban@hd.net
>> Date: Mon, 10 Sep 2007 18:47:38 -0700
>> Subject: Getting screwed by DirecTV
>>
>> Mark,
>>
>> I see that DirecTV will be charging new HD customers \$4.99 a month
>> to
>>
>> receive HDNet & HDMovies -- Are these new charges due to you
>> requiring more \$\$ to carry the channels? .. or are you getting the
>> shaft? Just seems that not many people will pay the \$4.99 extra a
>> month to get your two channels + 4 other shitty channels. I've
>> attached a jpeg & PDF to show you... the discussions are all over
>> the
>>
>> net.
>>
>> PS Thanks for the NHL on HDNet... and thanks for airing the game in
>>
>> England on the 29th... I'm a huge Kings fan and this was the best
>> news I've gotten all week...
>>
>> Keep it real,
>>
>> Andrew
>>
>>
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>>
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HDNet

The Reason HDTV was Invented

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Www.icerocket.com

Www.yourminis.com

Www.filesanywhere.com

Thx

M

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EXHIBIT

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DIRECTV HD(TM) Revolution Begins**DIRECTV Customers Now Have Access to Over 70 National HD Channels - Significantly More Than Any Other Television Provider In The Nation**

EL SEGUNDO, Calif., Oct 15, 2007 (BUSINESS WIRE) -- DIRECTV (NYSE:DTV), the nation's leading satellite television service provider, is now offering 72 national HD channels - significantly more than any other television provider in the nation. This is the first wave in DIRECTV's unprecedented expansion of HD services that is building towards up to 100 HD channels by year-end(a).

"If you own a high-definition television, or are thinking about buying one, you can now watch your favorite channels in crystal-clear DIRECTV HD(TM)," said Derek Chang, executive vice president, Content Strategy and Development, DIRECTV, Inc. "The DIRECTV HD programming expansion that consumers have been waiting for has become a reality. We overwhelmingly lead the industry in terms of both quantity and quality of HD programming. There simply isn't a better television experience on the planet."

The full DIRECTV HD programming lineup, including the new channels, and details on receiving equipment needed for the new DIRECTV HD services, are available by calling 1-800-DIRECTV or visiting directv.com.

DIRECTV's current HD lineup includes:

-- A&E HD	-- The History Channel HD
-- Animal Planet HD	-- HGTV-HD
-- ABC HD NY (b)	-- MGM HD
-- ABC HD LA (b)	-- MHD
-- Big Ten Network HD	-- National Geographic Channel HD
-- Bravo HD	-- NBC HD NY (b)
-- Cartoon Network HD	-- NBC HD LA (b)
-- CBS HD NY (b)	-- NESN HD
-- CBS HD LA (b)	-- NFL Network HD
-- Cinemax HD East	-- Sci-Fi Channel HD
-- Cinemax HD West	-- SHO Too HD
-- CSN Chicago HD	-- Showtime HD
-- CSN Mid-Atlantic HD	-- Showtime HD West
-- CNBC HD+	-- Smithsonian Channel HD
-- CNN HD	-- Speed Channel HD
-- Discovery Channel HD	-- SportsNet New York HD
-- ESPN HD	-- Starz Comedy HD
-- ESPN2 HD	-- Starz Edge HD
-- Food Network HD	-- Starz HD East
-- Fox HD NY (b)	-- Starz HD West
-- Fox HD LA (b)	-- Starz Kids & Family HD
-- Fox Business Network HD	-- TBS in HD
-- FSN Detroit HD	-- The Movie Channel East HD
-- FSN Prime Ticket HD	-- The Science Channel HD
-- FSN Southwest HD	-- The Weather Channel HD
-- FSN West HD	-- TLC HD
-- Fuel TV HD	-- TNT HD
-- FX HD	-- Universal HD
-- HBO HD East	-- USA Network HD
-- HBO HD West	-- Versus HD/Golf Channel HD
-- HD Theater	-- YES HD
-- HDNet	-- HD PPV (8)
-- HDNet Movies	

DIRECTV HD customers will continue to pay only a \$9.99 access fee, allowing them to receive DIRECTV's premier HD technology and all channels broadcast in HD that are tied to their particular base programming package.

Customers who want the ultimate HD experience can subscribe to the DIRECTV(R) HD EXTRA PACK for an additional \$4.99 per month. This new addition of HD-only channels is for the true HD fan and includes: HDNet, HDNet Movies, Universal HD, MHD, Smithsonian HD and MGM HD.

In addition to the national HD channels listed above, DIRECTV also offers 245 local HD channels across 61 cities, representing more than 70 percent of U.S. TV Households.

The DIRECTV 11 satellite will be launched early next year to support further HD expansion. With the two satellites, DIRECTV will have the ability to deliver 150 national HD channels and 1,500 local HD and digital channels in addition to new advanced programming services for customers.

About DIRECTV

DIRECTV, Inc., the nation's leading satellite television service provider, presents the finest television experience available to more than 16.3 million customers in the United States, through exclusive content, industry-leading customer satisfaction (which has surpassed cable for seven years running) and superior technologies(c). Each day, DIRECTV subscribers enjoy access to over 250 channels of 100% digital picture and sound, exclusive programming and the most comprehensive collection of sports programming available anywhere, including NFL SUNDAY TICKET(TM) and MLB EXTRA INNINGS(R). DIRECTV (NYSE:DTV) also leads the digital television technology revolution with exclusives such as NFL SUNDAY TICKET SuperFan(TM), US Open Interactive and YES Network Interactive and will soon have the capacity to offer over 150 national HD channels(a). For the most up-to-date information on DIRECTV, please visit directv.com.

(a) Number of HD channels subject to available HD programming and varies by base package selection.

(b) Eligibility required.

(c) 2007 American Customer Satisfaction Index, University of Michigan Business School.

SOURCE: DIRECTV

DIRECTV, Inc.
Robert Mercer, (310) 964-4683
Darris Gringeri, (212) 462-5136

EXHIBIT

13

[HOME](#) | [ABOUT US](#) | [SCHEDULES](#) | [WHERE TO WATCH](#) | [SUBSCRIBE](#) | [ADVERTISE](#) | [SHOP HDNET](#) | [TECHNICAL SPECS](#) | [PRESS](#)

SUBSCRIBE TO HDNet

To subscribe to HDNet and HDNet Movies please contact your cable or satellite provider to see if HDNet and HDNet Movies are available in your area.

HDNet and HDNet Movies are available via the following cable and satellite services:

- [Advanced Cable Communications](#)
- [Akimbo Systems](#)
- [Alameda Power & Telecom](#)
- [Antietam Cable TV](#)
- [Armstrong Cable](#)
- [Astound Broadband](#)
- [Bell ExpressVu](#)
- [Bend Broadband](#)
- [Berkshire Cable](#)
- [Black Hills FiberCom](#)
- [Blue Ridge Communications](#)
- [Braintree Electric Light Dept.](#)
- [Bright House Networks](#)
- [Bresnan Communications](#)
- [Buckeye CableSystem](#)
- [Cass Cable TV](#)
- [Cebridge Connections](#)
- [Cedar Falls Utilities](#)
- [Charter Communications](#)
- [CityNET](#)
- [Click! Network](#)
- [Comcast](#)
- [Comporium](#)
- [Conneaut Telephone Co.](#)
- [Coon Rapids Municipal Cable](#)
- [Davidson Cable](#)
- [DIRECTV](#)
- [DISH Network](#)
- [Duo County Telecom](#)
- [Easton Utilites](#)
- [En-Touch Systems, Inc.](#)
- [Everest](#)
- [Fidelity Communications](#)
- [Frankfort Plant Board](#)
- [General Communication, Inc. \(GCI\)](#)
- [Grande Communications](#)
- [Groton Utilities/TVC](#)
- [HomeStar Entertainment Television](#)
- [Insight Communications](#)
- [Knology](#)
- [Kuhn Communications](#)
- [Longview Cable TV](#)
- [Madison Communications](#)
- [McLeodUSA](#)
- [Mediacom Communications](#)
- [Midcontinent Communications](#)
- [NewWave Communications](#)
- [Nortex Communications](#)
- [OneSource Communications](#)
- [Pine Bluff Cable TV](#)
- [Plantation Cablevision](#)
- [The Ranier Group](#)
- [RCN](#)
- [Resort TV Cable](#)
- [Service Electric TV](#)
- [Spencer Municipal Utilities](#)
- [Starpower](#)
- [Suddenlink](#)
- [Sunflower Broadband](#)
- [SusCom](#)
- [Sweetwater Cable](#)
- [Time Warner Cable](#)
- [US Cable](#)
- [Verizon FIOS](#)
- [Vicksburg Video](#)
- [Western Wisconsin Communications CoOp/WWCC](#)
- [WOW!](#)

If you do not see your provider listed above, please contact them to let them know that you want them to add HDNet and HDNet Movies to their HD line-up today!

EXHIBIT B



In the News



07/07/2004

Contact: Keith Coccozza
203-351-2039
keith.coccozza@twcable.com

TIME WARNER CABLE AND TNT TO OFFER HIGH DRAMA IN HIGH DEFINITION

Broadest Range of Dramatic HDTV Programming to Include Series, Sports, Movies and Originals

Stamford, CT -

Time Warner Cable announced today it will roll out the high definition feed of Turner Network Television (TNT) beginning with the network's coverage of the first NBA Western Conference Finals playoff game on May 21. TNT is one of television's leaders in delivery of adults 18-49 and 25-54 in prime and total day. The 24/7 high definition presentation of the TNT East Coast feed will also offer Time Warner Cable customers a broad range of dramatic programming in HDTV format, including series, sports, movies and TNT Originals.

"TNT's collection of live sports, originals and top rated content is even more compelling when viewed in high-def," said Time Warner Cable Chief Marketing Officer Chuck Ellis. "TNT in HD makes a perfect complement to our ever expanding value-added HDTV package - which is available to our customers at no additional cost. Time Warner Cable continues to deliver on its promise to provide consumers with the best in choice and value for high definition programming."

TNT in HD is broadcast in 1080i 24 hours a day with all content in native HD or up-converted to HD, including commercials. TNT in HD will use Dolby Digital 5.1 surround sound for all programming and promotional elements. In addition, TNT in HD will present all of its programming, including promotional content and commercials, in 16:9 wide-screen, giving viewers a consistent viewing experience.

"We are pleased that our partners at Time Warner Cable will be bringing high drama in high definition to its customers," said Andrew T. Heller, president of domestic distribution for TBS, Inc.

Among TNT's other highly anticipated programs is the limited original series *The Grid*, starring Dylan McDermott (*The Practice*, *Wonderland*) and Julianna Margulies (*ER*, *Evelyn*), set to premiere in summer 2004. The series from TNT and the BBC, produced in conjunction with Fox Television Studios and Carnival Films, explores both sides of the escalating war on terror. In February 2003, TBS, Inc. tapped into the HDTV market by offering TNT's coverage of the NBA All-Star Game in high-definition and repeated that success with the 2004 NBA All-Star Game.

Time Warner Cable's value-added tier includes HD programming from ABC, NBC, CBS, PBS, WB, UPN, NBA-TV, Discovery HD Theater, and select Fox Sports Net regional networks, at no additional charge. Time Warner Cable also offers an HD destination tier which consists of programming that is uniquely packaged and not simulcast on a standard definition channel. This programming package is competitively priced and includes HDNet, HDNet Movies, iNDemand's INHD and INHD2. HBO-HDTV and Showtime HD are also available to Time Warner Cable customers who subscribe to the underlying standard network. Specific high definition programming lineups vary by market depending on local broadcast agreements.

Time Warner Cable owns and manages cable systems serving 10.9 million subscribers in 27 states, which include some of the most technologically advanced, best-clustered cable systems in the country with more than 75% of the Company's customers in systems of 300,000 subscribers or more. Utilizing a fully upgraded advanced cable network and a steadfast commitment to providing consumers with choice, value and world-class customer service, Time Warner Cable is an industry leader in delivering advanced products and services such as video on demand, high definition television, high-speed data, wireless home networking and digital video recorders. Time Warner Cable is a company of Time Warner Inc.

Turner Network Television (TNT), the destination for drama, is a Turner Broadcasting System, Inc. 24-hour advertiser-supported service. TNT, an industry leader in delivery of adults 18-49 and 25-54 in prime and total day, is cable's only network combining award-winning original films, with upcoming fare including Salem's Lot, adapted from the Stephen King novel, and the Johnson Johnson Spotlight Presentation The Wool Cap; the Original film Evel Knievel; highly anticipated limited original series, including The Grid and a Steven Spielberg 12-hour series, Into the West (working title); powerful one-hour dramas, such as Law Order, ER, NYPD Blue, The X-Files, Charmed, Judging Amy and Angel, with Without a Trace joining in fall of 2004; broadcast premieres; and championship sports coverage including NASCAR, the PGA and the British Open and the NBA.

Turner Broadcasting System, Inc. (TBS, Inc.), a Time Warner company, is a major producer of news and entertainment product around the world and a leading provider of programming for the television industry.

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More HD Channels.



THE BEST HD PROGRAMMING.

Insight Digital 2.0 gives you access to the biggest and best HDTV lineup* around. You'll automatically get local broadcast channels and the most popular networks like:

- ABC HD
- CBS HD
- FOX HD
- NBC HD
- PBS HD
- CW HD
- ESPN HD
- ESPN2 HD
- TNT in HD
- MHD (MTV's HD channel)
- Special Events in HD (where available)
- HBO HD (requires subscription to HBO)
- Showtime HD (requires subscription to Showtime)

Plus, you can sign up for the HD Pak, which includes even more great channels in HD:

- Universal HD
- HDNet
- HDNet Movies
- HD Theater

* HDTV set, Basic Service, HD receiver (or Insight CableCard) required to receive all HD channels. Subscription to Classic service and at least 1 Digital Programming Pak (or Digital Standard/Choice) is also required to receive MHD, TNT in HD, ESPN HD and ESPN2 HD. Not all programming available in all areas. © 2006 Insight Communications Company, Inc.





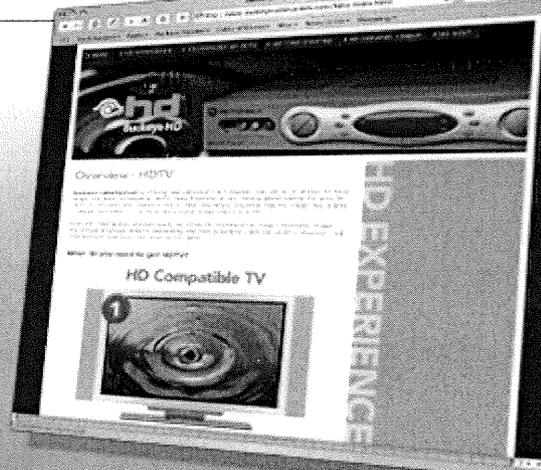
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Buckeye HD
High-Definition Television

All you need to know about HDTVs and HD service is on our expanded HD website.

CLICK HERE.



- [Contact Us](#)
- [View & Pay Bill](#)
- [Channel Line-ups](#)
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Click here to chat online with a Buckeye CableSystem Representative



NEW CHANNELS ON BUCKEYE
Buckeye CableSystem is enhancing our channel lineup. We've added **TBS in HD, Big Ten Network, ESPN2HD, ABC News Now, National Geographic HD** and MORE! Take a look!

[More](#)

Buckeye DVR Service
Never miss another LIVE television event. Now you can pause it.

Related Links:

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- [Buckeye Digital](#)
- [Buckeye VOD](#)
- [Buckeye DVR Service](#)
- [Premium Services](#)
- [Pay Per View](#)
- [Digital Music](#)

- [Buckeye HD FAQs](#)
- [Tuner Connection Guide](#)
- [i-Guide Quick Reference](#)

SportsTime Ohio - is an innovative TV network designed to offer a variety of sports programming, with its initial venture being the largest television package in Indians team history (158 games to be broadcast in 2007).

Get more of what you want! Remodeled bedrooms will have more definition and landscapes more vibrancy with **HGTV-HD**.

Universal HD offers the best

BUCKEYE HD

Buckeye CableSystem is offering high-definition (HD) channels that will be of interest to those people who have purchased an HDTV-ready television. If you have ever looked at one of these sets, you know that the image they display is sharper and wider -- it is more like a movie screen than it is a TV set!

Every HD video picture contains nearly ten times the information of today's television images. The amount of picture detail is astonishing, the color is dynamic, and the sound is amazing! Your entertainment experience will never be the same.

Buckeye HD offers local broadcast TV stations in HD, along with popular HD cable networks to create one of the strongest HDTV product packages available -- backed by our excellent customer service! [Click here](#) for the HD programming available in your area.

For more information regarding our HDTV service call **419-724-9800 (NW Ohio), 1-800-866-3260 (SE Michigan) or 419-627-0800 (Erie County)**.

INSTALLATION

HD Installation Charge	\$25.00
-------------------------------	----------------

of NBC Universal's library in HD. Programming includes unedited and uninterrupted films, award winning dramas, series, sports, specials and performance arts programming.

Now the network that gives you television's best dramatic series, movies, live sports events, originals and more presents **TNT in HD**.

Discovery HD Theater offers one of the world's most captivating libraries of HD programs.

Ingredients have more intensity and meals have more vibrancy with **Food Network HD**

HD SERVICE MONTHLY CHARGES

HDTV & Remote Rental	\$9.95
HDTV Basic Service (\$1 more in Erie County service area)	\$3.00*
HDTV Navigator Service (required) - NW Ohio/SE Michigan	\$3.00*
Free with HDTV Basic Service	
• i-Guide - TV Guide interactive	
• Digital Music	
HDTV Plus Pak	\$10.95
• Discovery HD Theater	
• ESPN HD	
• SportsTime Ohio	
• HDNet	
• HDNet Movies	
• INHD	
• Universal HD	
• HGTV-HD	
• Food Network HD	
(HBO HD, Cinemax HD, Starz HD and Showtime HD are available at no additional cost with the premium subscription.)	
*\$4.00 in Erie County service area	

HD PREMIUM SERVICES

HBO HD (8 digital screens and 1 HD)	\$15.95
Showtime HD (17 digital screens and 1 HD)	\$10.50
Cinemax HD (9 digital screens and 1 HD)	\$11.95
Starz HD (8 digital screens and 1 HD)	\$14.95

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