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Received & Inspected

MAY 29 2012

FCC Mail Room

May 25, 2012

Marlene Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Via Federal Express Overnight Delivery

Re: **Surreply of TV Max, Inc. to Fox Television Holdings, Inc.'s Reply, MB Docket No. 12-113, CSR-8623-C**

Enclosed for filing please find the original signed Supplemental Declaration of Thomas Balun. This document is Attachment 1 to the Surreply of TV Max, Inc. to Fox Television Holdings, Inc.'s Reply in MB Docket No. 12-113, CSR-8623-C.

Thank you for your assistance.

Sincerely,



Carl E. Kandutsch  
Attorney for TV Max

to FCC/MS-REC'D  
LIB ABCDE

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**SUPPLEMENTARY DECLARATION OF THOMAS BALUN**

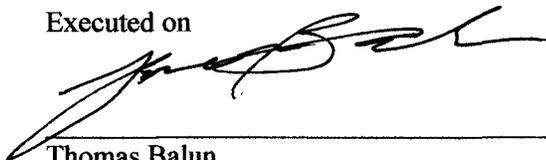
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I, Thomas Balun, hereby state as follows:

1. I am the CEO of TV Max, Inc. (dba Wavevision, referred to herein as "TV Max"). I submit this Declaration in connection with the Surreply of TV Max to Reply of Fox Television Holdings, Inc. ("Fox"). The averments included in this Supplementary Declaration are intended to supplement those included in my prior Declaration submitted with TV Max's Response on May 1, 2012.
2. Each apartment complex is wired utilizing a master antenna television ("MATV") distribution system that is capable of delivering signals to each unit in any residential apartment building ("MDUs") served by TV Max. These MATV systems stand alone without cable or any other video provider. They include an antenna that receives local digital broadcast signal and "home run" wiring that delivers digital television signal to each apartment. TV Max mixes its spectrum with the existing MATV wiring to deliver both video and internet to those residents who wish to subscribe to these services.
3. These MATV systems are owned by and therefore under the control of the owner of the MDU property. In the event the contract with the MDU owner is not renewed and TV Max stops serving the residents of the MDU property, those residents who had received the free off-air signals, including both non-subscribers and former cable subscribers, continue to receive the local off-air digital broadcast signal.
4. Prior to the expiration of the retransmission consent agreement with Fox on December 31, 2011, the off-air stations were included in the TV Max basic cable package. However, in November 2011 TV Max removed the local off-air broadcast stations from its basic programming tier, and since that time all residents of any apartment building served by TV Max may receive the local programming free of monthly charges.
5. When the television broadcasters converted their signals from analog to digital broadcast transmission, the citizens of this country were faced with the need to convert to digital reception. This conversion involved either the purchase of a new digital television or the purchase of a digital-to-analog converter for each analog television. Many of these converters proved to be unreliable and complicated to use. End users who already subscribed to cable services did not need to do anything, because the cable operator did it for them.
6. TV Max utilizes diplexers and filters to allow the delivery of local off-air broadcast signals to residents of MDU buildings served by our company. TV Max distributes off-air broadcast signals to its paying subscribers in either of two ways, at the subscriber's option: If the subscribing unit is equipped with a digital television or a digital converter, the subscriber may receive the off-air signal via the building's MATV facilities directly; alternatively, if the subscribing unit is not equipped with a digital television or a digital converter, the subscriber may receive an analog duplication of the off-air digital signal that has been inserted into the MATV system for delivery to the subscriber's television set. In either case, residents of MDU buildings served by TV Max may receive local off-air television without any monthly charge and at the resident's option.

I declare under penalty of perjury that I have read the Surreply of TV Max to the to Reply of Fox Television Holdings, Inc., that the facts described in the Surreply and in this Supplemental Declaration are true and correct to the best of my knowledge, information and belief, that the Surreply of TV Max is well grounded in fact, warranted under current law or good faith argument for the extension, modification or reversal of current law.

Executed on

A handwritten signature in black ink, appearing to read 'T. Balun', written over a horizontal line.

Thomas Balun  
CEO, TV Max