



4. NFL does not enter into agreements with the television stations affiliated with the CBS, FOX, and NBC broadcast networks; that relationship is governed by the network affiliation agreements between the stations and the applicable network. Thus, NFL has no contractual ability to require stations affiliated with these broadcast networks not to allow their broadcast signal of a game to be imported into a market where the game has been blacked out.

5. It has been suggested that NFL could amend its broadcast network contracts to enforce the blackout rule by contract. I was deeply involved in the negotiations of the contracts with the broadcast networks, and I see no incentive for the networks to reopen these established, long-term contracts with the NFL to add such a provision. Even if the broadcast networks were so motivated, the networks likely would be unable to perform in the near- or medium-term, as doing so would, in turn, require the networks to add a corresponding provision to their network affiliation agreements. As someone who has long observed the television industry, my understanding is that the networks' affiliation agreements with each of their nearly 200 affiliated broadcast stations are typically staggered contracts with terms that last multiple years. Thus, while some contracts may be up for renewal in the near-term, many others are not. And I see no incentive for an affiliated station to open its existing network affiliation agreement for renegotiation for the sole purpose of accepting an additional condition.

6. In my capacity as COO of NFL Media, I was involved in all stages of NFL's contract negotiations with the nine major operators of cable, satellite and telecommunications services and the national cooperative that represents the many smaller cable and telecommunications operators across the United States (collectively, "MVPDs") that distribute NFL Network and NFL RedZone. It took many years of long and hard negotiations with the MVPDs to achieve widespread carriage of these networks. In fact, NFL Network launched in

2003, and it was not carried by the five largest MVPDs until 2012, despite years of efforts by myself and the entire NFL staff.

7. NFL's contracts with MVPDs for carriage of NFL Network and NFL RedZone pertain solely to the distribution of those programming services. The agreements impose blackout rules for NFL games telecast as part of NFL Network, but they do not address non-NFL Network games that are distributed via broadcast television. The agreements contain no provisions that prohibit the MVPDs from importing a distant signal of a non-NFL Network game into a market where that game has been blacked out on the local broadcast station.

8. It has been suggested that, with respect to non-NFL Network games being distributed via broadcast television, NFL could amend its NFL Network agreements with MVPDs to prohibit the MVPDs from importing such non-NFL Network games into markets where they have been blacked out. Based on my years of efforts and hard negotiations to obtain distribution for NFL Network, I see no incentive for MVPDs to reopen these contracts, which typically run for seven to nine years, and accept an unrelated, collateral provision that limits their ability import a distant signal of a local non-NFL Network game that has been blacked out.

9. For all these reasons, it is my belief that NFL cannot accomplish its stadium policy and enforce blackouts by contract. It plainly cannot accomplish that through existing contracts, since no contractual provision exists that the League could invoke to stop, or cause others to stop, importation of a blacked out local game. I see no realistic prospect for NFL to open up its long-term contracts with its broadcast or MVPD partners to add this unrelated, collateral provision since the counterparties have no incentive to renegotiate and accept such a restriction.

I, Brian Rolapp, declare and affirm under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

B Rolapp                      2/24/14  
Brian Rolapp                      Date

Executed this 24 day of February, 2014