

[DIRECTV LETTER]

[Date]

[General Manager]

[Engineer]

Re: DBS Digital Transition for [DMA]

We are pleased to inform you that DIRECTV and DISH Network are working together to make the digital transition in February 2009 as smooth as possible for over 30 million households nationwide. This letter provides notice that DIRECTV is scheduled to be in your market. The specifics are as follows:

WEEK: _____

[DIRECT TV] Contact:

E-mail: _____

Telephone: _____ **Fax:** _____

The purpose of this visit is to prepare your station's signal for the digital transition and ensure continuity of service to your viewers and our subscribers. To do so, we would like to know more about your transition schedule and the status of your digital signal. We request that you complete the enclosed engineering checklist no later than two weeks in advance. For your reference, the location of our local facility in your market can be found on the following website:

<http://directv.com/DTVAPP/global/contentPageNR.jsp?assetId=P1400108>

As the digital transition approaches, the DBS industry will be switching out equipment for more than 1,200 broadcasters in more than 180 markets nationwide. Logistically, this transition cannot happen overnight. In coordination with NAB and MSTV, and in consultation with the FCC and NTIA, we have attempted to streamline this process as much as possible to minimize the resources necessary and ensure continued DBS carriage throughout – and beyond – this busy year. In particular, both DBS providers have coordinated efforts to be in your market during the same week, and have agreed to a single checklist to cover technical issues for both companies.

When we arrive in your market, we will prepare all necessary equipment to carry your digital signal on our platforms based on your checklist information, *e.g.*, make all necessary antenna and equipment modifications. Where technically feasible, we propose to carry your digital signal in place of your analog signal starting that week. If possible, we strongly encourage you to have your digital signal ready when we arrive so we can fully test and troubleshoot the signal. This will guarantee your signal will be available to satellite customers in February 2009.

We do understand that many broadcasters will be changing channels and that often due to circumstances beyond your control, you may not be operational on these final channels when we arrive in your market. If your station's digital signal is not operating on its final digital channel, we will set up the equipment necessary to receive your digital signal once the signal becomes available. In those cases, we will work directly with you to minimize potential complications. To assist with those efforts, we would request that you arrange to test your signal while we are in your market. We plan to return to markets as soon as possible to address any challenges, but given the number of markets involved, we cannot guarantee that this will occur before the transition date.

The information provided in the attached checklist will be used exclusively by DIRECTV in this technical cooperative effort. It will not be used for any other purpose including signal reception questions, coverage issues concerning unserved households, or any issues pertaining to the importation of out-of market signals.

To ensure a smooth transition for consumers, we propose to carry your digital signal as an alternative delivery of your analog signal during the transition. In doing so we assure you that our subscriber will continue to receive local broadcast signals seamlessly. From a regulatory perspective, this arrangement would be comparable to receiving your signal sent to us by fiber or microwave link. Thus, please note that participating in this DBS logistical effort does not affect existing rights or obligations with respect to your analog signal, digital signal, or HD content. Carriage of your station will continue to be governed by the terms of your must carry election and/or retransmission consent agreement. Completing the attached information checklist does not alter or supersede any rights or obligations which DIRECTV or DISH Network otherwise may have with respect to carriage of any station's analog or digital signal or any of your station's rights pursuant to a retransmission consent agreement or the rules and regulations of the Federal Communications Commission now in effect or hereafter adopted.

If you have any questions or concerns about these transition efforts or the alternative delivery of your signal starting as early as Monday of that week, please contact us immediately. To ensure that your signal is transitioned successfully when we come to your market, we will need to start work immediately that week and have any technical or logistical issues addressed in advance.

To expedite the process we ask that you e-mail or fax the attached checklist to the contact listed above as soon as possible. If your station is carried on both DIRECTV and DISH Network, we ask that you provide your completed checklist to both companies individually.

Sincerely,

DIRECTV Locals-Business
locals-business@directv.com

[DISH NETWORK LETTER]

[Date]

[General Manager]

[Engineer]

Re: DBS Digital Transition for [DMA]

We are pleased to inform you that DIRECTV and DISH Network are working together to make the digital transition in February 2009 as smooth as possible for over 30 million households nationwide. This letter provides notice that the DISH Network is scheduled to be in your market. The specifics are as follows:

WEEK: _____

DISH Network Contact:

E-mail: _____

Telephone: _____ **Fax:** _____

The purpose of this visit is to prepare your station's signal for the digital transition and ensure continuity of service to your viewers and our subscribers. To do so, we would like to know more about your transition schedule and the status of your digital signal. We request that you complete the enclosed engineering checklist no later than two weeks in advance. For your reference, the location of our local facility is attached hereto.

As the digital transition approaches, the DBS industry will be switching out equipment for more than 1,200 broadcasters in more than 180 markets nationwide. Logistically, this transition cannot happen overnight. In coordination with NAB and MSTV, and in consultation with the FCC and NTIA, we have attempted to streamline this process as much as possible to minimize the resources necessary and ensure continued DBS carriage throughout – and beyond – this busy year. In particular, both DBS providers have coordinated efforts to be in your market during the same week, and have agreed to a single checklist to cover technical issues for both companies.

When we arrive in your market, we will prepare all necessary equipment to carry your digital signal on our platforms based on your checklist information, *e.g.*, make all necessary antenna and equipment modifications. Where technically feasible, we propose to carry your digital signal in place of your analog signal starting that week. If possible, we strongly encourage you to have your digital signal ready when we arrive so we can fully test and troubleshoot the signal. This will guarantee your signal will be available to satellite customers in February 2009.

We do understand that many broadcasters will be changing channels and that often due to circumstances beyond your control, you may not be operational on these final channels when we

arrive in your market. If your station's digital signal is not operating on its final digital channel, we will set up the equipment necessary to receive your digital signal once the signal becomes available. In those cases, we will work directly with you to minimize potential complications. To assist with those efforts, we would request that you arrange to test your signal while we are in your market. We plan to return to markets as soon as possible to address any challenges, but given the number of markets involved, we cannot guarantee that this will occur before the transition date.

The information provided in the attached checklist will be used exclusively by the DISH Network in this technical cooperative effort. It will not be used for any other purpose including signal reception questions, coverage issues concerning unserved households, or any issues pertaining to the importation of out-of market signals.

To ensure a smooth transition for consumers, we propose to carry your digital signal as an alternative delivery of your analog signal during the transition. In doing so we assure you that our subscribers will continue to receive local broadcast signals seamlessly. From a regulatory perspective, this arrangement would be comparable to receiving your signal sent to us by fiber or microwave link. Thus, please note that participating in this DBS logistical effort does not affect existing rights or obligations with respect to your analog signal, digital signal, or HD content. Carriage of your station will continue to be governed by the terms of your must carry election and/or retransmission consent agreement. Specifically, completing the attached information checklist does not alter or supersede any rights or obligations which DIRECTV or DISH Network otherwise may have with respect to carriage of any station's analog or digital signal or any of your station's rights pursuant to a retransmission consent agreement or the rules and regulations of the Federal Communications Commission now in effect or hereafter adopted.

If you have any questions or concerns about these transition efforts or the alternative delivery of your signal starting as early as Monday of that week, please contact us immediately. To ensure that your signal is transitioned successfully when we come to your market, we will need to start work immediately that week and have any technical or logistical issues addressed in advance.

To expedite the process we ask that you e-mail or fax the attached checklist to the contact listed above as soon as possible. If your station is carried on both DIRECTV and DISH Network, we ask that you provide your completed checklist to both companies individually.

Sincerely,

DISH Network