



HD Sports Channel Expansion & Transponder / Channel Lineup Changes Effective August 22, 2011

Please pass along to Technical, Headend and Engineering Personnel

May 26, 2011

Dear Affiliate,

As announced yesterday, iN DEMAND will be increasing the number of High-Definition channels dedicated to the out-of-market sports packages, as well as begin programming HDPPV full-time, 24 hours per day. These changes will create additional HDPPV revenue opportunities and also allow the distribution of up to 9 simultaneous HD games for each sports package beginning this fall for NHL CENTER ICE, NBA LEAGUE PASS packages, and next year's MLB EXTRA INNINGS package.

In order to expand the number of HD channels, we will reconfigure and relocate all SD and HD channels currently uplinked on satellite AMC10/7, AMC1/8 and AMC1/13 beginning August 22, 2011. These changes require new satellite IRDs at each downlink location as well as additional cable-plant bandwidth depending on the number of HD services your cable system currently carries. Simulcast periods will be setup during the transition.

iN DEMAND will provide replacement satellite IRDs, *free of charge*, for all downlink locations currently distributing HDPPV, GAME1-14, TEAM1-10, GAMEHD1-2 or TEAMHD (as authorized on 5/25). These replacement IRDs will allow each downlink location to continue to receive the same number of these services they currently do once the reconfiguration is complete. An order form will be distributed in the next day or two.

Upon completion of iN DEMAND's reconfiguration & expansion, each MSO/system/headend will be responsible for all additional equipment needed to offer the additional HD channels. We encourage each location to begin planning for this at this time, so additional channels can be launched on your system in time for the start of the '11-'12 NHL CENTER ICE and '11-'12 NBA LEAGUE PASS packages this fall.

The reconfiguration will result in the following changes highlighted on the next page.

Specific Changes will be as follows:

<p><u>HDPPV</u></p> <ul style="list-style-type: none"> • Video compression changed to MPEG4 • Satellite modulation changed to DVB-S2 • Relocated to satellite AMC1, transponder 13 • Programming expanded to 24/7/365 as of Oct. 1st • Will no longer share bandwidth with TEAMHD, GAMEHD1 & GAMEHD2 	
<p><u>GAME channels 1-14 (SD)</u></p> <ul style="list-style-type: none"> • Video compression remains as MPEG2 • Satellite modulation changed to DVB-S2 • Will no longer be 64 QAM pass-through compatible • Relocated to satellite AMC10, transponder 1 • Video slates will air during local blackouts 	<p><u>TEAM channels 1-10 (SD)</u></p> <ul style="list-style-type: none"> • Video compression remains as MPEG2 • Satellite modulation changed to DVB-S2 • Will no longer be 64 QAM pass-through compatible • Relocated to satellite AMC10, transponder 1 • Video slates will air during local blackouts
<p><u>GAMEHD1 & GAMEHD2</u></p> <ul style="list-style-type: none"> • Video compression changed to MPEG4 • Satellite modulation changed to DVB-S2 • Relocated to satellite AMC1, transponder 13 • Video slates will air during local blackouts • New channels GAMEHD3-GAMEHD9 will be added to this transponder 	<p><u>TEAMHD1</u></p> <ul style="list-style-type: none"> • Video compression changed to MPEG4 • Satellite modulation changed to DVB-S2 • Relocated to satellite AMC1, transponder 8 • Video slates will air during local blackouts • New channels TEAMHD2-TEAMHD9 will be added to this transponder

Simulcast periods will be setup beginning in August to accommodate the reconfiguration, with current timelines planned as follows:

Aug 22 – Sept 2:

- GAME1-14 and TEAM1-10 (SD services) established on AMC10/1
- Two week simulcast period to allow systems to transition and receive services from the new location
- On Sept 2nd, GAME1-14 and TEAM1-10 are discontinued from the old locations (AMC1/13 and AMC1/8 respectively)

Sept 6 – Sept 16

- HDPPV, GAMEHD1-GAMEHD9 established on AMC1/13
- TEAMHD1-TEAMHD9 established on AMC1/8
- Two week simulcast period allowing systems to transition and receive existing services from the new location, and begin adding additional HD services on your own timeline
- On Sept 16th, GAMEHD1, GAMEHD2, TEAMHD1 and HDPPV are discontinued from their old location (AMC10/7)

Sept 16 – beyond

- iND channels now exist in their new configuration as detailed on the following page

Upon Completion of the reconfiguration and upgrade, iN DEMAND's satellite and channel lineup will be as follows (effective September 16, 2011):

<p align="center"><u>AMC10/1</u></p> <p>Encryption: Cisco Powervu Compression: MPEG2 Symbol Rate: 30 Msps FEC: 5/6 Modulation: DVB-S2/8PSK Overall Bandwidth: 72.6 Mbps</p> <p><i>Channels</i></p> <ul style="list-style-type: none"> • TEAM1-10 (NBA & MLS) • GAME1-14 (NHL & MLB) 	<p align="center"><u>AMC1/8</u></p> <p>Encryption: Cisco Powervu Compression: MPEG4 Symbol Rate: 30 Msps FEC: 5/6 Modulation: DVB-S2/8PSK Overall Bandwidth: 72.6 Mbps</p> <p><i>Channels</i></p> <ul style="list-style-type: none"> • TEAMHD1-9 (NBA & MLS) 	<p align="center"><u>AMC1/13</u></p> <p>Encryption: Cisco Powervu Compression: MPEG4 Symbol Rate: 30 Msps FEC: 5/6 Modulation: DVB-S2/8PSK Overall Bandwidth: 72.6 Mbps</p> <p><i>Channels</i></p> <ul style="list-style-type: none"> • HDPPV • GAMEHD1-9 (NHL & MLB) 	
<p align="center"><u>AMC11/3 (No Changes)</u></p> <p>Encryption: Motorola DCII Compression: MPEG2 Symbol Rate: 19.51 Msps FEC: 3/4 Modulation: QPSK Overall Bandwidth: 27 Mbps</p> <p><i>Channels</i></p> <ul style="list-style-type: none"> • iND1-iN7 • HC • E&M Barker 		<p align="center"><u>AMC10/18 (No Changes)</u></p> <p>Encryption: asset-based Compression: MPEG2 Modulation: (1) QPSK, (1) DVB-S2/8PSK FEC: 5/6 Overall Bandwidth: carrier & asset based</p> <p><i>Services</i></p> <ul style="list-style-type: none"> • VOD Carrier 1 • VOD Carrier 2 	

If you need further information at this time, please contact any of the numbers below.

iN DEMAND Affiliate Relations
646-638-8200

iN DEMAND Authorization Hotline
303-712-3300

Sincerely,

John Schultz
 VP, Broadcast Operations