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April 17, 2002

FILE NO. 001846-1447

FOR PUBLIC INSPECTION

BY HAND

William F. Caton
Acting Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20054

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APR 17 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: **Ex Parte - Consolidated Application of EchoStar Communications Corporation, Hughes Electronics Corporation, and General Motors Corporation for Authority to Transfer of Control (CS Docket No. 01-348)**

Mr. Caton:

Hughes Electronics Corporation ("Hughes") and General Motors Corporation ("GM") (collectively, the "Respondents") hereby supplement their response to the Commission's February 4, 2002 Initial Information and Document Request (the "Request"). On March 21, 2002, the Respondents submitted their interrogatory responses to the Request based on the information they were able to gather at the time. Upon a review of the response to Interrogatory VI.A.2, Respondents have identified additional information that they believe may assist the Commission in its review of the proposed transaction.

DIRECTV has not kept records regarding promotions initiated and run by its retailers in any systematic manner. Because of recent staff reductions in the marketing department of DIRECTV, the gathering of this information has been difficult. Specifically, Respondents are providing information about retention incentives that are not generally considered promotions. The Respondents are also supplementing the list of certain national promotions offered through retailers.

Provided on Exhibit A is a narrative description of the promotional charts previously provided to the Commission and now supplemented. For the ease of the Commission's review, the attached response to Interrogatory VI.A.2 integrates the previously provided information with the supplementary information and replaces Respondents' prior

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response with regard to DIRECTV in its entirety. Where additional information has been added to the schedules, this information has been shaded.

The attached response and schedules contains both public and confidential information and the public version of this letter has been redacted accordingly. If you have any questions or would like additional information, please contact us at (202) 637-2200.

Respectfully submitted,



Gary M. Epstein
James H. Barker
*Counsel for General Motors Corporation
and Hughes Electronics Corporation*

Attachments

cc: Marcia Glauberman
Linda Senecal

EXHIBIT A

Response to Interrogatory VI.A.2

Based on a reasonable search, the attached Schedules set forth the major retail consumer promotions in which DIRECTV participated between January, 1998 and December, 2001. Although certain promotions may target specific cable customers, all national promotions are available to all new residential subscribers.

In summary, DIRECTV offers the following five types of promotions:

- (i) DIRECTV National Consumer Offers: These types of promotions are national in scope and are offered to all consumers, regardless of the type of outlet through which the consumer subscribes to DIRECTV. These promotions typically include free or reduced priced standard installations (which are ultimately paid for by DIRECTV through a subsidy to the dealer) and may also include a programming offer, the terms of which are individually negotiated between DIRECTV and the programmer.

See Schedule VI.A.2(a)(i) National Consumer Offers 1999- Present.

- (ii) DIRECTV National Retailer Promotions: These types of promotions are national in scope, are offered only through national retailers (e.g., Circuit City, Best Buy, Radio Shack, Blockbuster, WalMart and KMart) and, are typically supported by the programmers under mutual cooperative marketing arrangements with DIRECTV. These promotions are available to all consumers who purchase DIRECTV services through those national retailers and are typically available at all national retail outlets.

See Schedule VI.A.2(a)(iii): Programmer Retail Promotions for 1998.

See Schedule VI.A.2(a)(iv): Programmer Retail Promotions for 1999.

See Schedule VI.A.2(a)(v): Programmer Retail Promotions for 2000.

See Schedule VI.A.2(a)(vi): Programmer Retail Promotions for 2001.

- (iii) DIRECTV Independent Promotions: These types of promotions are offered to all consumers who subscribe to DIRECTV at particular independent retail outlets which are not part of a traditional consumer electronics store (i.e. national retailer for DIRECTV). These promotions are typically supported by the programmers under mutual cooperative marketing arrangements with DIRECTV.

See Schedule VI.A.2(a)(ii): National Offers - Independent Dealer Promotions.

- (iv) Regional Retailer Promotions: These types of promotions are regional or local and are offered through regional retailers. They are typically supported by the programmers under mutual cooperative marketing arrangements with DIRECTV.

See Schedule VI.A.2(a)(iii): Programmer Retail Promotions for 1998.

See Schedule VI.A.2(a)(iv): Programmer Retail Promotions for 1999.

See Schedule VI.A.2(a)(v): Programmer Retail Promotions for 2000.
See Schedule VI.A.2(a)(vi): Programmer Retail Promotions for 2001.
See also Schedule VI.A.2(a)(vii): Rapid Response Promotions.

(v) Retention Offers: In addition to the foregoing promotions which are available to all new residential customers, DIRECTV also offers, on a limited basis, retention offers
[Redacted]

SCHEDULE
VI.A.2(a)(i)-(viii)

4/23/98 - 5/31/98	\$100 Free Programming	Required NFL and Platinum Activation
6/18/98 - 7/13/98	1 Month Platinum (~50) and TOON Disney watch (\$75) + 3 x \$2.99 programming certificates	Activation by 10/25/98
8/5/98 - 10/20/98	NFL Offer - 4 Months of Platinum Free + 3 x \$2.99 programming certificates	
8/5/98 - 10/20/98	Purchase a DIRECTV system and subscribe to 98 NFL ST for \$159 and get 4 months of Platinum at \$47.99 and 3 \$2.99 DIRECTV Programming Certificates	
1/14/99 - 2/21/99	\$200 Free Programming w/Platinum Activation	Required Platinum Activation
3/11/99 - 4/25/99	Free Standard Installation & 3 Months of TOTAL CHOICE	Required TOTAL CHOICE activation
5/27/99 - 7/11/99	\$100 Pay Per View coupons	Required TOTAL CHOICE activation
8/5/99 - 10/10/99	Purchase a DIRECTV system and subscribe to 99 NFL ST and get 3 months of Platinum free and the SEE Guide free for 3 months (Value of over \$250)	Activation by 10/24/99
11/2/99 - 1/16/00	2 Months Platinum	Required TOTAL CHOICE activation
11/2/99 - 1/16/00	2 Months Platinum	Required TOTAL CHOICE activation
3/2/00 - 4/23/00	Free Standard Installation	Required TOTAL CHOICE activation
5/25/00 - 7/9/00	2 Months Platinum	Required TOTAL CHOICE activation
8/3/00 - 10/15/00	Purchase a DIRECTV system and subscribe to 2000 NFL ST and TOTAL CHOICE PLATINUM and get TOTAL CHOICE PLATINUM and DIRECTV The Guide free for 3 months	Required NFL and Platinum activation by 10/29/00
10/15/00 - 1/14/01	Free Standard Installation	Required TOTAL CHOICE activation
1/25/01 - 4/23/01	\$200 Rebate (Tiered \$200/\$100/\$50)	Required an Annual Commitment
2/22/01 - 4/11/01	Free Standard Installation (instead of rebate offer)	Required an Annual Commitment
4/26/01 - 6/17/01	Free Standard Installation (optional 1 yr. AOL service)	Required TOTAL CHOICE activation
6/18/01 - 7/25/01	Free Standard Installation	Activation by 10/28/01
8/2/01 - 10/28/01	Purchase a DIRECTV system and subscribe to 2000 NFL ST and TOTAL CHOICE PLATINUM and the FAMILY PACK free for 4 months	Required an Annual Commitment
10/15/01 - 1/15/02	6 Months Free of Showtime & Free Standard Installation	
2/1/02 - 3/23/01	3 Months of HBO & Cinemax Compliments of DIRECTV + Free Standard Installation	Required an Annual Commitment
3/24/02 - 4/20/02	2 Room System for Less Than \$50 (\$50 programming credit applied at activation)	Requires an Annual Commitment

**SCHEDULE VI.A.2(a)(ii)
National Offers - Independent Dealer Promotions**

Programmer	Date	Offer	Value	Requirements
General Independent Dealer Promotions				
STARZ! Encore	1/31/00 - 3/8/00	Purchase a DIRECTV System and subscribe to TOTAL CHOICE or above and get a STARZ! movie popcorn kit.		Subscribe to Total Choice or above
HBO	4/28/00 - 6/4/00	Purchase a DIRECTV System and subscribe to TOTAL CHOICE or above and get HBO Tough Guy Gear.		Subscribe to Total Choice or above
Weather Channel	11/17/00 - 1/14/01	Purchase a DIRECTV System and subscribe to TOTAL CHOICE or above and get a \$50 Hickory Farms gift certificate.	\$50 Gift	Subscribe to Total Choice or above
FX	3/9/01 - 4/11/01	Purchase a DIRECTV System and subscribe to TOTAL CHOICE or above and get \$50 in Toughman Certificates	\$50 Gift	Subscribe to Total Choice or above
STARZ! Westerns	6/18/01 - 7/25/01	Purchase a DIRECTV System and subscribe to TOTAL CHOICE or above and get a STARZ! BBQ tool set.		Subscribe to Total Choice or above
USA Network	1/4/02 - 2/24/02	Purchase a DIRECTV System and subscribe to TOTAL CHOICE or above and get \$50 gift certificate to a Coleman catalogue.	\$50	Subscribe to Total Choice or above
Event Marketing				
Comedy Central	Q2 - Q3 2001	Sweepstakes	Win a DIRECTV and Comedy Central branded fleece	Sweepstakes open to all eligible employees of eligible dealers
TVO	5/28/01 - 9/15/01	Sweepstakes	Win DTV TVo Systems	Sweepstakes open to all eligible consumers
GMT	6/15/01 - 11/15/01	Sweepstakes	Win a DIRECTV System	Sweepstakes open to all eligible consumers

**SCHEDULE VI.A.2(a)(iii):
PROGRAMMER RETAIL PROMOTIONS for 1998**

PUBLIC

ATLANTIC				
MTV Networks	Tops	Sweepstakes	Long Island	July 12 - Aug. 1
NFL	Tops	Sweepstakes	Long Island	August 8, 1998
Golf Channel	Paul Rosa's	\$50 Gift Cert. to Pro Shop	Buffalo, NY	Oct. 4 - Oct. 28
ESPN	Wiz	Sweepstakes	NY Metro	Oct. 25 - Nov. 21
Weather Channel	Tweeter	No Records	Boston	Nov. 27 - Dec. 25
Disney Channel	Stereo Advantage	No Records	Buffalo, NY	Nov. 25 - Dec. 25
USA Network	Via Satellite	No Records	Northern Virginia	Dec. 4 - Dec. 31
Golf Channel	No Records	-	-	June 1 - Dec. 31
Comedy Central	No Records	-	-	Winter 98

CENTRAL				
USA Network	Digital Sat. Source	No Records	No Records	Apr. 27 - May 21
IFC	Gallery Furniture	No Records	Nebraska	May 15 - June 14
Court TV	Caffey, Harolds, Rex	No Records	-	June 1 - 14
MTV Networks	Campo	Sweepstakes	New Orleans	July 12 - Aug. 1
NFL	American TV	No Records	Milwaukee	August 15, 1998
MSNBC	Home Theatre Store	No Records	Dallas	Oct. 9 - Oct. 31
Food Network	Home Entertain.	No Records	Dallas	Nov. 6 - Nov. 28
Food Network	Home Entertain.	No Records	Dallas	Nov. 6 - Nov. 28
Disney Channel	Conn's	No Records	Houston	Nov. 25 - Dec. 25
Golf Channel	Cutting Edge Tech.	No Records	No Records	June 1 - Dec. 31
Playboy	Satellite Plus	No Records	No Records	Oct. 28 - Nov. 11
Comedy Central	No Records	-	-	Fall 98

MIDWEST				
TCM	SUN TV	No Records	Pittsburgh	Mar. 6 - Mar. 21
USA Network	ABC Warehouse	No Records	Detroit	Mar 23 - Apr. 12
Cartoon Network	h.h. Gregg	No Records	IN, OH, KY	May 31 - June 17
MTV Networks	SUN TV	Sweepstakes	Pittsburgh	July 12 - Aug. 1
NFL	h.h. Gregg	No Records	IN, OH, KY	August 8, 1998
Food Network Evt.	h.h. Gregg	No Records	IN, OH, KY	August 8, 1998
ESPN	ABC Warehouse	No Records	Detroit	Oct. 25 - Nov. 21
Weather Channel	K's, Abt TV, Douglas	No Records	Chicago	Nov. 8 - 30
Disney Channel	h.h. Gregg	No Records	IN, OH, KY	Nov. 25 - Dec. 25
Golf Channel	No Records	-	-	June 1 - Dec. 31
Playboy	B&B Satellite	No Records	No Records	Oct. 9 - 14
Comedy Central	No Records	-	-	Fall 98

SOUTHERN				
USA Network	Brandsmart	No Records	Miami	May 23 - July 4
Bravo	Tweeter (Hi Fi Buys)	No Records	Atlanta	June 1 - June 21
Golf Channel	Cowboy Maloney's	No Records	Mississippi	July 1 - July 19
MTV Networks	Sound Advice	Sweepstakes	Northern FLA	July 12 - Aug. 1
NFL	Roberds	No Records	Atlanta	August 15, 1998
Golf Channel	Satellite City	No Records	No Records	October 2 - 4
ESPN	Now Audio & Video	Sweepstakes	North Carolina	Oct. 23 - Dec. 5
Disney Channel	Queens City	No Records	North Carolina	Nov. 25 - Dec. 25
Playboy	Advance Audio Des.	No Records	No Records	Nov. 27 - 30
Comedy Central	No Records	-	-	Fall 98

WESTERN				
Much Music	good guys	No Records	Los Angeles, SF	Jan. 30 - Feb. 22
Sci-Fi Channel	Satellite City	No Records	Arizona	April 1 - 30
USA Network	Dow Stereo	No Records	San Diego	May 1 - May 21
USA Network	Future Shop	No Records	Seattle	June 7 - July 4
Weather Channel	good guys	No Records	Los Angeles, SF	July 1 - July 31
Weather Channel	Ken Crane's	No Records	Los Angeles	July 1 - July 31
Golf Channel	Dow Stereo	No Records	San Diego	July 7 - July 19
NFL	Dow Stereo	No Records	San Diego	August 8, 1998
Food Network Evt.	Dow Stereo	No Records	San Diego	August 8, 1998
Food Network	Dow Stereo	No Records	San Diego	August 8, 1998
Sci-Fi Channel	good guys	No Records	Los Angeles, SF	Oct. 16 - Nov. 19
Trio/Newsworld	Future Shop	No Records	Seattle	Oct. 18 - Nov. 20
Disney Channel	RC Willey	No Records	Salt Lake City	Nov. 25 - Dec. 25
Golf Channel	No Records	-	-	June 1 - Dec. 31
Comedy Central	No Records	-	-	Fall 98

NATIONAL				
USA Network	RadioShack	Beach Chair	National	July 2 - August 1
Lifetime	Wards	No Records	National	Sept 6 - Oct 3
Nickelodeon	Kmart	Roller Blades	National	Sept 18 - Oct 3
Turner Classic Movies	Circuit City	Sweepstakes	National	Oct 23 - Nov 13
MuchMusic	Best Buy	No Records	National	Nov. 27 - Dec. 25
Cartoon Network	Kmart	Video Pack & Carrying Case	National	Nov 15 - Dec 31

ATLANTIC				
CNN/NI	PC Richard	SI Subscription	Long Island	April 30 - May 23
USA Network	6th Avenue Elec.	No Records	New Jersey	April 30 - May 23
Golf Channel	Stereo Shop	No Records	Rochester, NY	July 10 - July 30
Sci Fi Channel	Independent	No Records	Maine	July 10 - July 30
USA Network/WWF	Independent	WWF Duffie Bag	C/D Markets	July 10 - July 30
Weather Channel	Independent	No Records	C/D Markets	July 14 - Aug. 4
NFL/Food Event	Nationwide	No Records	Wayne, NJ	Sept. 19
Disney Channel	PC Richard	\$50 Gift Cert. Disney Store	Long Island, NY	Oct. 8 - Nov. 7
Disney Channel	6th Avenue Elec.	\$50 Gift Cert. Disney Store	New Jersey	Oct. 8 - Nov. 7
Weather Channel	Tops	All Weather Kit \$50	New Jersey	Oct. 8 - Nov. 7

CENTRAL				
CNN/NI	Conn's	SI Subscription	Houston	April 30 - May 23
Sci Fi Channel	L&W Service Center	No Records	Kearney/Holdridge, NE	July 10 - July 30
	Video Kingdom	No Records		
The Golf Channel	American TV	No Records	Wisconsin	July 10 - July 30
The Golf Channel	Brandmart	No Records	Kansas City	
Sci Fi Channel	Thome Electronics	No Records	Abilene, TX	July 10 - July 30
Sci Fi Channel	A&B TV	No Records	Austin, TX	July 10 - July 30
USA Networks/WWF	Independent	WWF Duffie Bag	C/D Markets	July 10 - July 30
Weather Channel	Independent	No Records	C/D Markets	July 14 - Aug. 4
Court TV	Cable Connection	No Records	Oklahoma City	Oct. 15 - Nov. 15
NFL/Food Event		No Records	Dallas	Oct. 2
Bravo	Conn's	CD Pack	Houston, TX	Sept. 3 - 24
Disney Channel	Brandmart	\$50 Gift Cert. Disney Store	Kansas City	Oct. 8 - Nov. 7
Disney Channel	NE Furniture Mart	\$50 Gift Cert. Disney Store	Omaha, NE	Oct. 8 - Nov. 7
Disney Channel	A-1 Appliance	\$50 Gift Cert. Disney Store	New Orleans	Oct. 8 - Nov. 7
Weather Channel	Airlink	All Weather Kit \$50	St. Louis	Oct. 8 - Nov. 7
Weather Channel	Flanner's	All Weather Kit \$50	Milwaukee	Oct. 8 - Nov. 7

MIDWEST				
Disney Channel	h.h. Gregg	No Records	IN, OH, KY	February
CNN/NI	ABC Warehouse	SI Subscription	Michigan	April 30 - May 23
USA Network	h.h. Gregg	No Records	IN, OH, KY	April 30 - May 23
Golf Channel	K's	No Records	Illinois	July 8 - July 30
USA Network/WWF	Independent	WWF Duffie Bag	C/D Markets	July 10 - July 30
Weather Channel	Independent	No Records	C/D Markets	July 14 - Aug. 4
Sci Fi Channel	Electronics Express	No Records	Nashville, TN	July 10 - July 30
NFL/Food Event	B&B	No Records	Cleveland, OH	Sept. 11
Bravo	h.h. Gregg	CD Pack	IN, OH, KY	Sept. 3 - Sept. 24
Animal Planet	ABC Warehouse	No Records	IN, OH, KY	Sept. 3 - Sept. 26
Disney Channel	h.h. Gregg	\$50 Gift Cert. Disney Store	IN, OH, KY	Oct. 8 - Nov. 7
Disney Channel	ABC Warehouse	\$50 Gift Cert. Disney Store	Michigan	Oct. 8 - Nov. 7
Weather Channel	K's/Abt, Douglas, United	All Weather Kit \$50	Chicago, IL	Oct. 8 - Nov. 7

SOUTHEAST				
TV Land	Queen's City	Wrist Watch	North Carolina	Feb. 21 - March 20
CNN/NI	Hi Fi Buys	SI Subscription	Atlanta	April 30 - May 23
USA Network	Now Audio Video	No Records	North Carolina	April 30 - May 23
Golf Channel				
Birthdays Bash	Cowboy Maloney's	No Records	Jackson, MI	June 17, 1999
Court TV	Cowboy Maloney's	No Records	Jackson, MI	July 10 - July 31
USA Network/WWF	Independent	WWF Duffie Bag	C/D Markets	July 10 - July 30
Weather Channel	Independent	No Records	C/D Markets	July 14 - Aug. 4
NFL/Food Event	Brandmart	No Records	Miami, FL	Sept. 25
Disney Channel	Queen's City	\$50 Gift Cert. Disney Store	North Carolina	Oct. 8 - Nov. 7
Disney Channel	Cowboy Maloney's	\$50 Gift Cert. Disney Store	Jackson, MI	Oct. 8 - Nov. 7
Disney Channel	Now Audio Video	\$50 Gift Cert. Disney Store	North Carolina	Oct. 8 - Nov. 7
Disney Channel	Sound Advice	\$50 Gift Cert. Disney Store	Florida	Oct. 8 - Nov. 7
Weather Channel	Brandmart	All Weather Kit \$50	Florida	Oct. 8 - Nov. 7

WESTERN				
Court TV	Jery's Audio Video	No Records	Phoenix, AZ	April 30 - May 23
CNN/NI	good guys	SI Subscription	Los Angeles	April 30 - May 23
USA Network	Ken Cranes/Dow	No Records	LA, San Diego	April 30 - May 23
Sci Fi Channel	NBO	No Records	Loudoun, VA	July 15 - August 4
Court TV	DBS Direct	No Records	Greater LA	May 28 - June 13
Golf Channel	Dow Stereo	No Records	San Diego	July 10 - July 30
USA Network/WWF	Independent	WWF Duffie Bag	C/D Markets	July 10 - July 30
Weather Channel	Independent	No Records	C/D Markets	July 14 - Aug. 4
Playboy	DBS Direct	No Records	Los Angeles	July 23 - Aug. 8
Court TV	Digital World Solutions	No Records	Denver, CO	October
Animal Planet Truck	NBO	\$25 Gift Cert. Discovery Sto	Los Angeles	Sept. 11-12
NFL/Food Event	Fry's	No Records	San Diego	Oct. 9
Disney Channel	good guys	\$50 Gift Cert. Disney Store	Los Angeles	Oct. 8 - Nov. 7
Disney Channel	RC Wiley	\$50 Gift Cert. Disney Store	Salt Lake City	Oct. 8 - Nov. 7
Much Music	Magnolia Hi Fi	No Records	Seattle, Portland, Spok.	Oct. 8 - Nov. 7
Weather Channel	Ken Crane's	All Weather Kit \$50	Los Angeles	Oct. 8 - Nov. 7
Weather Channel	Big Screen	All Weather Kit \$50	San Diego	Oct. 8 - Nov. 7

NATIONAL				
Programmer	Retailer	Offer	Market	Start/End
HBO	Best Buy	3 Free DVD's - Value \$75	National	Oct-Nov
Travel Channel	Cluby City	Travel Channel Jacket - \$50 Value	National	Apr - May
Showtime	Cluby City	Camera Pack - \$75 Value	National	Oct-Nov
Weather	Radio Shack	Portable Camping Chair - \$50 Value	National	Jul
Cartoon	Radio Shack	Cartoon Network Stock Car Collectible - \$50 Value	National	Sept
Starz	Radio Shack	Starz Team Jacket - \$75 Value	National	Oct
HGTV	Kmart	\$50 Gift Card	National	Apr - May
Nickelodeon	Kmart	Rugrats Animation Cell	National	Oct-Nov
TNT	Wards	Animal Farm Blanket	National	Sept-Oct
Romance Classics	Wards	\$50 Bouquet of flowers from	National	Jan 31 - Feb 26

ATLANTIC				
TCM	American Appliance	No Records	Philadelphia	Feb. 18 - March 26
USA Network	6th Avenue Electron	No Records	Long Island	Feb. 7 - March 6
Sundance Channel	Bryn Mawr Stereo	No Records	Philadelphia	February 4 - 27
BBC	American Appliance	Dartboard	Philadelphia	April 20 - May 21
USA Network/Local	PC Richard	No Records	Long Island	June 29 - August 2
FX	Nationwide	Cooler	N. New Jersey	June 29 - August 2
FX	Myer Emco	Cooler	Washington DC	June 29 - August 2
NFL Food Event	Myer Emco	No Records	Washington DC	
Golf Channel	TBD	-	TBD	TBD
Disney	6th Avenue Electron	\$50 Bounceback	New Jersey	
Disney	Tweeter	\$50 Bounceback	Boston	
TWC	Bermies	\$50 Bounceback	CT	

CENTRAL				
USA Network	American TV	No Records	Wisconsin	Feb. 7 - March 6
Romance Classics	Dillard's	\$50 Gift Cert to Dillards	TX, AR, MO, LA, OK	Feb. 4 - March 6
BBC	Conn's	Dartboard	Houston	April 20 - May 21
Bravo	NE Furniture Mart	No Records	Omaha, NE	April 27 - May 21
Animal Planet	Brandmart	No Records	Kansas City	July
FX	A-1	Cooler	New Orleans	June 29 - August 2
FX	Flanners	Cooler	Milwaukee	June 29 - August 2
USA Network/Local	Conn's	No Records	Houston	June 29 - August 2
USA Network/Local	Audio King	No Records	Minneapolis	June 29 - August 2
NFL Food Event	Brandmart	No Records	Kansas City	
HBO/HDTV	American TV	Jacket	Wisconsin	October
Golf Channel	TBD	-	TBD	TBD
Disney	NE Furniture Mart	\$50 Bounceback	Nebraska	
Disney	Dillard's	\$50 Bounceback	Dallas	
Disney	Bjorn's	\$50 Bounceback	No Records	
TWC	AAFES	No Records	National	

MIDWEST				
TCM	hhGregg	No Records	OH, IN, KY, TN	Feb. 18 - March 26
TCM	United Audio Video	No Records	Chicago	Feb. 18 - March 26
USA Network	ABC Warehouse	No Records	Michigan	Feb. 7 - March 6
BBC	United Audio Video	Dartboard	Chicago	April 20 - May 21
Bravo	hhGregg	No Records	OH, IN, KY, TN	April 27 - May 21
HBO Incentive	ABC Warehouse	-	Michigan	May 1 - May 31
Cinemax	ABC Warehouse	Popcorn Popper	Michigan	June 29 - August 2
FX	Electronic Express	Cooler	Nashville	June 29 - August 2
USA Network/Local	Abt	No Records	Chicago	June 29 - August 2
NFL Food Event	Electronic Express	No Records	Nashville	
Golf Channel	DBS Direct	No Records	Chicago	6/15 - 8/10
Disney	ABC Warehouse	\$50 Bounceback	Detroit	
Disney	Abt	\$50 Bounceback	Chicago	
Disney	K's	\$50 Bounceback	Chicago	
Disney	Ovation	\$50 Bounceback	Chicago	
TWC	Apex	No Records	Midwest Area	

SOUTHEAST				
USA Network	Brandmart	No Records	Florida	Feb. 7 - March 6
USA Network	Cowboy Maloney's	No Records	Mississippi	Feb. 7 - March 6
Romance Classics	Queen's City	\$50 Bounceback	Charlotte, NC	Feb. 4 - March 6
BBC	Sound Advice	Dartboard	Florida	April 20 - May 21
STARZ! Incentive	Now Audio Video	-	North Carolina	
Boomerang	Cowboy Maloney's	No Records	Mississippi	June 29 - August 2
FX	Brandmart	Cooler	Florida	June 29 - August 2
Cinemax	Now Audio Video	Popcorn Popper	North Carolina	June 29 - August 2
NFL Food Event	Sound Advice	No Records	Tampa	
HBO	Sound Advice	Jacket	Florida	October
Golf Channel	Cowboy Maloney's	No Records	TBD	TBD
HBO	Queen's City	Jacket	North Carolina	
TWC	Cowboy Maloney's	No Records	Mississippi	
Disney	Now Audio Video	\$50 Bounceback	North Carolina	
Disney	Brandmart	\$50 Bounceback	Miami	

WESTERN				
Sundance Channel	RC Willey	No Records	Salt Lake City	January 7 - 30
TCM	Magnolia Hi Fi	No Records	Seattle/Portland	Feb. 18 - March 26
USA Network	good guys!	No Records	Los Angeles	Feb. 7 - March 6
Romance Classics	Ken Crane's/Big Scr.	\$50 Bounceback	Los Ang./San Diego	Feb. 4 - March 6
BBC	good guys!	Dartboard	Los Angeles	April 20 - May 21
ESPN	Ultimate Electronics	No Records	Denver	April 28 - May 21
Court TV	Professional Satellite	No Records	Phoenix, Las Vegas	6/28 - 8/2
Cinemax	Ken Crane's	Popcorn Popper	Los Angeles	June 29 - August 2
USA Network/Local	good guys!	No Records	Los Angeles	June 29 - August 2
Boomerang	RC Willey	No Records	Salt Lake City	June 29 - August 2
Much Music	good guys!	\$100 Bounceback	Los Angeles	October
NFL Food Event	Ultimate Electronics	No Records	Phoenix	
HBO/HDTV	Ultimate Electronics	Jacket	Denver	October
Golf Channel	TBD	-	TBD	TBD
Disney	good guys!	\$50 Bounceback	Los Angeles	
Disney	Ken Cranes	\$50 Bounceback	Los Angeles	
Disney	RC Willey	\$50 Bounceback	Salt Lake City	
TWC	Magnolia Hi Fi	No Records	Seattle/Portland	

NATIONAL				
Programmer	Retailer	Offer	Market	Time Frame
BBC	Best Buy	Dartboard & Beverage Cup	National	Apr-May
Nickelodeon	Chick City	San Music	National	Jul-Aug
FSN	Radio Shack	Autographed Baseball	National	Apr-May
Toon Disney	Wards	Ice Cream Maker	National	Jul
Discovery Health	Wards	Aromatherapy dock, Overlay Hi Offer, Free Install	National	Oct-Nov
Weather	Rex	Road Trip Kit	National	June-July
ESPN	Best Buy	Golf Travel Bag	National	July-Aug

SCHEDULE VI.A.2(a)(vi): PROGRAMMER RETAIL PROMOTIONS for 2001

PUBLIC

ATLANTIC					
NOGGIN	BGE	\$50 Gift Card	Baltimore	3/1-4/11	250
MTV	TWEETER	DVD Box Set	All Tweeter stores across U.S.	6/15-8/1	500
VH1	TWEETER	3 CD Set	Philadelphia	11/1-12/31	500
Discovery	Direct Sales (Baltimore)	Free/Free	Baltimore	10/14-11/30	
TiVo/Showtime	6th Avenue Electronics	\$50 Gift Card	NY/NJ	6/18-7/25	470
Sci Fi	NSI	Free Install	Pittsburgh	6/18-7/25	200
DIY	6th Ave. Electronics	\$50 Mail-In Reabte	NY/NJ	11/1-12/31	450

CENTRAL					
NOGGIN	AMERICAN TV	\$50 Gift Card	Milwaukee	3/1-4/11	600
NOGGIN	NE FURN. MART	\$50 Gift Card	Omaha	3/1-4/11	440
SUNDANCE CHANNEL	AMERICAN TV	\$100 Rebate	Milwaukee	9/10-10/14	900
Boomerang	NE FURN. MART	\$50 Gift Card	Omaha	6/18-7/25	300
Sci Fi	Conn's	Free Install	Houston	6/18-7/25	600
Sci Fi	Bjorn's	Free Install	San Antonio	6/18-7/25	65
Sci Fi	Flanners	Free Install	Milwaukee	6/18-7/25	110
The Weather Channel	ALL	\$100 Rebate	Houston	8/30-10/14	16,278

MIDWEST					
NOGGIN	ELEC. EXPRESS	\$50 Gift Card	Nashville	3/1-4/11	200
TRAVEL CHANNEL	ABC WAREHOUSE	\$50 Gift Card	Detroit	3/8-4/11	1,000
Boomerang	ABC WAREHOUSE	\$50 Gift Card	Detroit	6/8-7/25	1,200
TiVo/Showtime	Abt	\$50 Gift Card	Chicago	6/18-7/25	450
Turner South	Prime Home Entertain	Free Programming/ Free Braves Jersey	Nashville	6/18-7/25	600
Sci Fi	Ovation	Free Install	Indianapolis	6/18-7/25	125
Sci Fi	Direct Sales	Free Install	Columbus	6/18-7/25	500
The Weather Channel	ALL	\$100 Rebate	Chicago	8/30-10/14	12,826
DISNEY	ABC Warehouse	Hardware Offer	Detroit	11/1-11/26	1,000
DISNEY	Direct Tech - Detroit	Hardware Offer	Detroit	11/1-11/26	350
DISNEY	Electronic Express	Hardware Offer	Nashville	11/1-11/26	300
DISNEY	Prime Home Entertain	Hardware Offer	Nashville	11/1-11/26	500

SOUTHEAST					
NOGGIN	COWBOY MALONEYS	\$50 Gift Card	Mississippi	3/1-4/11	2,000
NOGGIN	QUEEN CITY	\$50 Gift Card	Charlotte	3/1-4/11	1,000
TRAVEL CHANNEL	SOUND ADVICE	\$50 Gift Card & 4 Tickets to Universal Studios	South Florida	4/26-7/25	1,000
TURNER SOUTH	Independent	Free Programming/ Free Braves Jersey	Various Southeast Markets	6/18-7/25	1,875
DISNEY	ALL	\$100 Rebate	Charlotte	5/3-6/17	6,888

WESTERN					
BRAVO/IFC	GOOD GUYS	\$50 Gift Card	LA, SF	2/25-4/11	3,300
NOGGIN	RC WILLEY	\$50 Gift Card	Salt Lake City	3/1-4/11	750
DISNEY	ALL	\$100 Rebate	LA	5/3-6/17	28,151
DISNEY	ALL	\$100 Rebate	Denver	5/3-6/17	5,998
Boomerang	Satellite Relay	\$50 Gift Card	San Diego	6/18-7/25	250
TiVo/Showtime	Ultimate Electronics	\$50 Gift Card	Denver	6/18-7/25	1,800
Food Network	ProSat/NBO	Free/Free	San Diego	10/15-11/15	1,000
DISNEY	GOOD GUYS	\$50 Rebate	LA, SF	11/1-11/26	1,000
DISNEY	RC WILLEY	Hardware	Salt Lake City, Las Vegas	11/1-11/26	500
DISNEY	MAGNOLIA HI-FI	\$50 Rebate	Seattle	11/1-11/26	150
DISNEY	Ultimate Electronics	Hardware	Denver	11/1-11/26	1,000

National					
PROGRAMMER	RETAILER	OFFER	MARKETS	DATES	ACTIVATIONS
		\$25 merchandise card and free installation and entry into \$9600 Value Sweepstakes			
Turner	Circle K	Sweepstakes	National	7/1-7/31	Not tracked
Nickelodeon	Blockbuster	\$25 Gift Card	National	6/1-7/15	Not tracked
ESPN	Best Buy	\$25 Gift Card	National	6/17-8/1	Not tracked

SCHEDULE VI.A.2(a)(vii): Rapid Response Promotions

PUBLIC

Market	Initiative	Programmer	Offer	Retailer	In Market Date	Offer End Date
Atlanta	Doorhangers	SCI FI	\$24.99 one room installed	Direct Connection	1/2/2002	1/31/2002
Atlanta	Direct Mail	SCI FI	\$24.99 one room installed	Direct Connection	1/2/2002	1/31/2002
Atlanta	ROP	SCI FI	\$24.99 one room installed	Direct Connection	12/17/2001	1/31/2002
Atlanta	Radio	SCI FI	\$24.99 one room installed	Direct Connection	12/17/2001	1/31/2002
Austin	Direct Mail	N/A	\$49.99 two rooms installed	A-Alpha Satellite	1/23/2002	2/28/2002
Baltimore	Direct Mail	IFC	\$69 two rooms installed	NSI	2/23/2002	3/10/2002
Baltimore	Radio	IFC	\$69 two rooms installed	NSI	2/11/2002	3/10/2002
Boston	Direct Mail	N/A	Free/Free & Free 3 year warranty plus \$19.95 shipping & handling	Expert Satellite	1/23/2002	2/15/2002
Boston	Doorhangers	N/A	Free/Free & Free 3 year warranty plus \$19.95 shipping & handling	Expert Satellite	1/15/2002	2/15/2002
Chicago	Direct Mail	N/A	\$9 one room installed	Satellite Sales/Orbtech	1/20/2002	2/28/2002
Chicago	DoorHangers	N/A	\$9 one room installed	Satellite Sales/Orbtech	1/20/2002	2/28/2002
Chicago	ROP	N/A	\$9 one room installed	Satellite Sales/Orbtech	1/13/2002	2/28/2002
Chicago	Radio	N/A	\$9 one room installed	Satellite Sales	1/13/2002	2/28/2002
Chicago Suburbs (Hoffman Estates, Palatine, Buffalo Grove)	N/A	N/A	\$9 two rooms installed	Satellite Sales	4/1/2002	5/15/2002
Chicago Suburbs (Hoffman Estates, Palatine, Buffalo Grove)	N/A	N/A	\$9 two rooms installed	Satellite Sales	4/15/2002	5/15/2002
Fairfax, VA	Doorhangers	N/A	\$49 two rooms installed	Expert Satellite	2/13/2002	3/10/2002
Fairfax, VA	Direct Mail	N/A	\$49 two rooms installed	Expert Satellite	2/22/2002	3/10/2002
Foxlake/Grayslake, IL	Doorhangers	N/A	\$1 one room w/installation or \$39.99 two rooms w/installation	Satellite Sales	12/21/2001	1/15/2002
Memphis	Direct Mail	N/A	\$9.95 one room installed OR \$39.99 two-rooms installed	Prime Home Entertainment	1/23/2002	2/28/2002
Memphis	Doorhangers	N/A	\$9.95 one room installed OR \$39.99 two-rooms installed	Prime Home Entertainment	1/15/2002	2/28/2002
Memphis	ROP	N/A	\$9.95 one room installed OR \$39.99 two-rooms installed	Prime Home Entertainment	1/27/2002	2/28/2002
Memphis	Radio	N/A	\$9.95 one room installed OR \$39.99 two-rooms installed	Prime Home Entertainment	1/28/2002	2/28/2002
Nashville	Radio	Turner South	Two rooms installed for \$2	Prime Home Entertainment	2/18/2002	4/14/2002
Nashville	ROP	Turner South	Two rooms installed for \$2	Cheatham	2/24/2002	4/14/2002
Nashville	Doorhangers	Turner South	Two rooms installed for \$2	Cheatham	2/21/2002	4/14/2002
Nashville	FSI	Turner South	Two rooms installed for \$2	Cheatham	3/4/2002	4/14/2002
New York City	Direct Mail	N/A	Two room system installed \$29.00	Antenna Star	1/23/2002	2/15/2002
New York DMA	Radio	YES	One room system installed for FREE or Two room system for \$29.99 installed	American Satellite & Entertainment	2/25/2002	4/15/2002
New York DMA	Print	YES	One room system installed for FREE or Two room system for \$29.99 installed	American Satellite & Entertainment	3/3/2002	4/15/2002
New York DMA	Doorhangers	YES	One room system installed for FREE or Two room system for \$29.99 installed	American Satellite & Entertainment	3/8/2002	4/15/2002
Orange County, CA, Ontario, Fontana	ROP	Game Show Network	Free two room system including installation	Satellite Relay	2/3/2002	2/28/2002

SCHEDULE VI.A.2(a)(vii): Rapid Response Promotions

PUBLIC

Market	Initiative	Programmer	Offer	Retailer	In Market Date	Offer End Date
Orange County, CA, Ontario, Fontana	FSI	Game Show Network	Free two room system including installation	Satellite Relay	2/11/2002	2/28/2002
Orange County, CA, Ontario, Fontana	Doorhangers	Game Show Network	Free two room system including installation	Satellite Relay	2/4/2002	2/28/2002
Orange County, CA, Ontario, Fontana	Direct Mail	Game Show Network	Free two room system including installation	Satellite Relay	2/1/2002	2/28/2002
Syracuse	Doorhangers	N/A	Single room system installed for \$49.99	American Satellite & Entertainment	1/15/2002	2/15/2002
West Palm Beach	FSI	N/A	Single room system installed for \$49	DIREC4U	2/11/2002	2/28/2002
West Palm Beach	Radio	N/A	Single Room System installed for \$49	DIREC4U	2/11/2002	2/28/2002

SCHEDULE VI.A.2(a)(viii): Retention Offers

REDACTED