



**Mary Ferguson LaFave**  
Director Public Policy  
Phone 612-663-6913

April 2, 2015

**Sent Via Courier and Email**

Mr. Eric Strouse  
City of Coon Rapids  
11155 Robinson Drive  
Coon Rapids, MN 55433

Re: Application of Qwest Broadband Services, Inc. d/b/a CenturyLink for Cable Communications Services Franchise with the City of Coon Rapids, Minnesota

Dear Mr. Strouse:

Enclosed please find CenturyLink's Response to the Notice and Request for Proposals issued by the City of Coon Rapids. Trade Secret information has been redacted from the enclosed copy. Your counsel, Mike Bradley, has been served with one copy that contain Trade Secret information and one copy that is a public version. Please let me know if you have any questions.

Very truly yours,

A handwritten signature in cursive script that reads "Mary LaFave (KLH)".

Mary Ferguson LaFave

Cc: Mike Bradley, Esq.

PUBLIC DOCUMENT

TRADE SECRET DATA  
HAS BEEN EXCISED

200 South 5th Street, Room 2200  
Minneapolis, MN 55402  
[www.centurylink.com](http://www.centurylink.com)

**QWEST BROADBAND SERVICES, INC., D/B/A CENTURYLINK  
APPLICATION FOR A COMPETITIVE CABLE COMMUNICATIONS FRANCHISE  
IN THE CITY OF COON RAPIDS**

Qwest Broadband Services, Inc., d/b/a CenturyLink (“CenturyLink”) respectfully files this application for a competitive cable communications franchise to provide cable communications services in the City of Coon Rapids. The following sets forth the information required to be submitted in an application in accordance with Minn. Stat. §238.081, Subd. 4.

**Franchise Applicant:** Qwest Broadband Services, Inc. d/b/a CenturyLink (“CenturyLink”), a Delaware corporation, seeks a competitive cable communications franchise to offer cable communications services in the City of Coon Rapids. Applicant is a foreign corporation in good standing and authorized to do business in the State of Minnesota.

**Overview of CenturyLink**

**CenturyLink Improves Lives**

At CenturyLink, our vision is to improve the lives of our customers. Through our products and services, we help strengthen businesses and connect communities to each other and the world.

**CenturyLink’s Unifying Principles**

We have established certain fundamental values that are the foundation for how we interact with our partners, our customers and with one another. We call these values our Unifying Principles, and they bring together our beliefs into a cohesive philosophy that guides our actions in all matters, including our greater social responsibility in the communities where we live and work. The Unifying Principles are Fairness, Honesty and Integrity, Commitment to Excellence, Positive Attitude, Respect, Faith, and Perseverance.

**CenturyLink in Minnesota**

CenturyLink in Minnesota employs approximately 3,000 people with the majority of those jobs located in the Twin Cities metropolitan area. More than half of CenturyLink employees in the Twin Cities are represented by the Communications Workers of America Union. This includes approximately 500 network technicians, 200 of whom are being cross-trained to support Prism. Success in the market will trigger hiring more skilled technicians in the future to support Prism. CenturyLink also employs approximately 100 network engineers in the Twin Cities who work in partnership with the network operations team to plan, build and deploy service. CenturyLink’s network operations team supports the new headend facility, located in Golden Valley.

Employees in the Twin Cities also include business sales, marketing, regulatory affairs, public policy, customer service and administrative support. Employees are located across the Twin Cities in central office neighborhood locations and at three main corporate campus locations:

- CenturyLink, 200 S. 5<sup>th</sup> Street, downtown Minneapolis
- CenturyLink, 2800 Wayzata Blvd, Bryn Mawr, Minneapolis
- CenturyLink, 70 W. 4<sup>th</sup> Street, downtown St. Paul

Many CenturyLink employees have worked with the company for decades experiencing early innovations as a telephone company and the current day transformation into a technologically-sophisticated service provider to local communities and Minnesota's largest companies.

With a statewide payroll that exceeds \$195 million each year; CenturyLink is a proud contributor to jobs and the economy in the state.

### **CenturyLink in the Community, Sustainability and Commitment to Diversity**

CenturyLink is committed to strengthening and improving the communities it serves, not only through jobs, products and services, but also through philanthropic support of local community agencies, events and initiatives. We focus our philanthropic and volunteer efforts on K-12 education and programs that support youth; technology-focused initiatives; and locally-driven efforts that strengthen communities and make them better places to live.

Through our involvement in efforts ranging from environmental stewardship to community investment, we further our commitment to improve lives by being a good citizen and neighbor in the communities where we work and live.

- Since 2007, the CenturyLink Clark M. Williams Foundation (previously Qwest Foundation) has awarded \$800,000 to innovative Minnesota teachers working to improve STEM learning and access to technology in schools statewide. The Minnesota Business Partnership assists CenturyLink by administering the program. Together, we are helping to build awareness around STEM education and preparing Minnesota's future workforce for STEM careers.
- CenturyLink awards scholarships in partnership with local organizations to advance the opportunities of their stakeholders. Scholarships recipient organizations include:
  - CenturyLink STEM scholarship via Minnesota High Tech association.
  - Pacer Center Excite Technology Camp for Girls scholarship.
  - Minneapolis Urban League general education scholarships.
  - University of St. Thomas, ThreeSixty program scholarship.
- CenturyLink helps provide a state-of-the-art fan experience at Target Field as the Official Communications Provider for the Minnesota Twins and Target Field. CenturyLink's sponsorship also includes working with the Twins and the Metro Area Library Association to support the summer reading program.
- Through our Matching Time Grant program, Minnesota employees volunteering time to a non-profit agency can earn a CenturyLink Foundation grant for that organization.
- Our employees can further their community support through our annual CenturyLink All Employee Volunteer Day, Employee Giving Campaign supporting the Greater Twin Cities United Way and our Annual Food Drive supporting Second Harvest Heartland.
- We are committed to environmental sustainability through programs that include waste recycling, green information technology, and procurement policies and practices.
- CenturyLink provides incentives for employees in certain communities to make use of public transit or green commuter programs.
- Our Ethics and Compliance Program provides employees with guidance in making ethical business decisions and provides mechanisms for employees to report concerns.
- We have a Supplier Code of Conduct that establishes expectations for our contractors and vendors regarding ethical business practices.

- CenturyLink's Privacy Policy protects our customers' information and keeps our customers informed about the information we collect and the choices they have regarding that information.
- Diversity is celebrated and promoted through our Employee Resource Groups, recruiting, global supply chain and community outreach.

### **CenturyLink Lifeline & Internet Basics**

CenturyLink participates in Lifeline, which provides certain discounts to qualified subscribers on monthly service. The program is designed to help low income households with needed phone services. Lifeline is available to qualifying customers in every U.S. state. Qualifications vary by state. Residents of American Indian and Alaskan Native tribal lands may qualify for up to an additional \$25 of enhanced Lifeline support monthly. They may also qualify for the Link-Up program, which helps consumers pay the initial installation costs of getting telephone service. Link-Up provides a credit of up to \$100 of the initial installation charges for tribal customers.

CenturyLink supports the Federal Communications Commission's goal of bringing high-speed Internet to economically-disadvantaged households. We work with nonprofit partners throughout our state to engage communities in the CenturyLink Internet Basics program which provides qualifying low-income Minnesotans service at a reduced rate. CenturyLink has conducted training programs and awareness building around Internet Basics through the Minneapolis Urban League. We have created partnerships with the Minneapolis Public Schools and PC's for People to distribute hundreds of computers to low-income families and provide information to families on the opportunities offered through CenturyLink Internet Basics.

### **Applicant's Corporate Structure and Officers**

Applicant's ultimate parent company is CenturyLink, Inc., a Louisiana corporation headquartered in Monroe, Louisiana, and, through its subsidiaries, owns 100% of Qwest Broadband Services, Inc. d/b/a CenturyLink. A more detailed corporate structure is depicted on the attached Exhibit A. CenturyLink, Inc. is the third largest telecommunications company in the United States and is recognized as a leader in the network services market by technology industry analyst firms. The Company is a global leader in cloud infrastructure and hosted IT solutions for enterprise customers. CenturyLink provides data, voice and managed services in local, national and select international markets through its high-quality advanced fiber optic network and multiple data centers for businesses and consumers. The company also offers advanced entertainment services under the CenturyLink® Prism™ TV and DIRECTV brands. Headquartered in Monroe, La., CenturyLink is an S&P 500 company and is included among the Fortune 500 list of America's largest corporations. A copy of CenturyLink's most recent 10-K can be obtained by clicking on the following URL:

<http://www.sec.gov/Archives/edgar/data/18926/000144530514000656/ctl-2013123110k.htm>

On April 21, 2010, CenturyLink, Inc. reached an agreement to purchase Qwest Communications International, Inc. ("QCII") through a tax-free, stock-for-stock transaction. Under the terms of the parties' merger agreement, CenturyLink, Inc. is the ultimate parent of QCII and the subsidiaries that were under QCII. At the time of the merger between CenturyLink and Qwest Communications International, Inc., Applicant was a wholly-owned subsidiary of Qwest Services Corporation, Inc. as was Qwest Corporation, the entity which places facilities in the City's public rights of way pursuant to the City's ordinances and associated rules. Further, at merger, Applicant was a member of the National

Cable Television Cooperative (“NCTC”) as was the CenturyLink entity which offers Prism in legacy CenturyLink markets, e.g., Florida. Because the NCTC expressly forbids more than one entity within a corporate family to belong to and directly obtain content from the NCTC and because any affiliated entity receiving content from the NCTC must be a wholly-owned subsidiary of the NCTC member, CenturyLink, Inc. moved Applicant from being a subsidiary of Qwest Services Corporation to being a subsidiary of CenturyTel Broadband Services, LLC. As provided in the original application filed with the City, the following sets forth the officers and directors of Applicant. This group of officers and directors do not own any shares of the Applicant.

Qwest Broadband Services, Inc. (Delaware Domestic)

Directors: R. Stewart Ewing, Jr.  
Stacey W. Goff

Officers:

|  |                        |
|--|------------------------|
| Chief Executive Officer and President                                | Glen F. Post, III      |
| President Global Markets   | Karen A. Puckett       |
| Executive Vice President and Chief Financial Officer                 | R. Stewart Ewing, Jr.  |
| Executive Vice President, General Counsel                            | Stacey W. Goff         |
| President IT Services and New Market Development                     | Girish Varma           |
| Executive Vice President – Public Policy and<br>Government Relations | R. Steven Davis        |
| President – Wholesale Operations                                     | William E. Cheek       |
| Executive Vice President – Controller and Operations<br>Support      | David D. Cole          |
| Executive Vice President – Network Services                          | Maxine Moreau          |
| Vice President and Treasurer   | Glynn E. Williams, Jr. |
| Vice President   | Jonathan J. Robinson   |
| Secretary  | Kay Buchart            |
| Assistant Secretary  | Joan E. Randazzo       |
| Assistant Secretary  | Meagan E. Messina      |

**Applicant’s Representatives:** The following individuals may be contacted for further information about this application:

- (a) Mary Ferguson LaFave, 200 S. 5<sup>th</sup> St., 21<sup>st</sup> Floor, Minneapolis, MN 55402; Tel: 612-663-6913
- (b) James P. Campbell, 1801 California Street, 10<sup>th</sup> Floor, Denver, CO 80202; Tel: 303-992-5811
- (c) Kirstin Sersland, 200 S. 5<sup>th</sup> Street, 23rd Floor, Minneapolis, MN 55402; Tel: 612-663-7911

**Technical Expertise in the Provision of Cable Communications Services to Consumers**

See TRADE SECRET EXHIBIT B, attached hereto.

Attached as Exhibit C is a list of markets in which Applicant or its affiliates offer Prism pursuant to state or local authority. CenturyLink passes 2.4 million homes and has over 242,000 Prism customers.

With respect to the provision of cable communications services, the following individuals provide key technical expertise with respect to the deployment of Prism and video operations (in addition to the

individuals and teams identified in the section below on managerial expertise to offer cable communications services:

Glenn Garbelman serves as the Vice President of the Video Operations at CenturyLink since 2010, and is based in Monroe, Louisiana. He currently has day-to-day operational responsibility for all video services, which is currently serving 240,000 Prism customers with more than 150 employees. Prior to Glenn joining CenturyLink, he was part of a large communications company that successfully launched and supported IPTV video in over 70 markets throughout the United States. He has more than 25 years technical experience with the last 10 focused on video products and services on an IP network.

Sandeep Bhalla is the Director of Video Technical Operations. Responsible for the daily operations of CenturyLink Video Services, Sandeep oversees the video ops engineering staff and ensures the integrity of engineering operations and processes. With 19 years of technical experience and 10 years of video, Sandeep has served as a CenturyLink representative to national and international forums related to next generation video services. Prior to joining CenturyLink, Sandeep was a Manager of Head End Implementation for AT&T's Uverse. Sandeep holds a BA from the University of California Berkley.

Charles Becker is the Manager Video Operations IPTV responsible for all headends based out of Denver, Colorado and Columbia, Missouri. The Video Headend Team is responsible for the operation and acquisition of all video content served by the Prism platform both local and national. The team maintains and operates 17 headends located in 13 states across the country. This team supports new market builds, preventative maintenance, outage resolution and proactively supports the video monitoring teams in outage resolution. Charles is a 35 year veteran of the video industry and 9 year employee of CenturyLink.

Steve Epstein is a Senior Lead Engineer –Managing for CenturyLink. Steve was the initial member of the CenturyLink Video team and brings 35 years of broadcast experience to CenturyLink. In addition to being Chief Engineer at several television stations, Steve was the technical editor of Broadcast Engineering magazine. Steve is an SBE certified professional broadcast engineer and holds a BS in Broadcasting.

Steve Sklar, VP Video Strategy and Development has over 20 years experience in the cable industry and has led efforts to continually add new features and functions to Prism, e.g., Prism on the Go. His team is responsible for Prism design, innovation and implementation.

Chris Lanasa is the Vice President Consumer Product Strategy and Operations. In this role, he and his team are responsible for the product strategy and management of CenturyLink's consumer growth products, including Prism. The content acquisition team reports to Mr. Lanasa.

The local team (Messrs. Ring, Middleton and Clausen), whose experience is more fully described in the next section, has responsibility for the facilities deployment, repair and maintenance in Coon Rapids as well as provisioning the service to end users.

## **Managerial Expertise in the Provision of Cable Communications Services to Consumers**

Minneapolis is the headquarters for the Midwest region of CenturyLink. Duane Ring leads the business as the President of the Midwest Region. Under his leadership, Prism was successfully deployed in Omaha, Nebraska in 2013 and LaCrosse, Wisconsin in 2008.

Tyler Middleton is the Vice President of Operations for Minnesota. His team includes more than 500 technicians, 200 of whom are being cross-trained to install and support Prism. There is a wide array of employees performing various functions in support of Prism in the Twin Cities, including approximately 100 engineers who will be working under Mr. Middleton's leadership to design and support the infrastructure that enables Prism.

Trent Clausen is the Vice President of Construction for the Midwest Region. He has held a variety of leadership positions in the network organization over the past 16 years, including positions managing and leading capital planning, field construction, local engineering, dispatch operations, and installation and maintenance operations. His team successfully upgraded the network in Omaha to support the launch of Prism there in 2013 and will be responsible, working closely with Mr. Middleton's team, to construct the network to support Prism in Coon Rapids and the Twin Cities metropolitan area.

There are three essential corporate divisions which support the provision of Prism to end users: Global Operations and Shared Services, Global Markets and Product Development and Technology.

A. The Global Operations and Shared Services organization is led by Executive Vice President Maxine Moreau. A 30-year veteran of telecommunications, Maxine Moreau brings a depth of knowledge and experience in network services, operations, IT and process improvement to her role as Executive Vice President of Global Operations and Shared Services. She is responsible for operational excellence through the end-to-end planning, engineering, construction, operation and maintenance of CenturyLink's global network, as well as regional operations and hosting data centers. Moreau oversees network enablement that currently provides commercial 100Gbps services to businesses for high-bandwidth needs as well as the deployment of 1Gbps fiber networks in certain markets, including Coon Rapids for both consumer and business customers. Members of her team will staff the VSO in Golden Valley.

Maxine Moreau's team is responsible for the engineering, planning and deployment of all network infrastructure, including the infrastructure on a national and local basis for the delivery of Prism. In addition, organizations responsible for data and video operations report up to Maxine. These centers, from an operational perspective, constantly monitor and repair, if necessary, the entire network including the facilities used in the provision of Prism.

B. The Global Markets organization is led by President Karen Puckett. With 30 years of telecommunications experience, Karen Puckett is an industry veteran with proven success in the integration of complex operations, the achievement of industry-leading financial and operational performance, and the creation of a company culture that is focused on accountability, innovation and growth. As CenturyLink's Chief Operating Officer, Puckett is responsible for the company's financial and operational performance in the business and consumer segments. She leads marketing, sales, service delivery, care and customer experience initiatives for all business and consumer customers and the implementation of the local operating model in the company's local service areas in 37 states. Puckett has been at the forefront of CenturyLink's transformation from a local telephone exchange company

servicing rural and mid-sized markets to an industry leader in advanced communications services with customers throughout the United States and overseas. Her visionary leadership has been instrumental in the company's ability to thrive in the new arenas of cloud, data hosting and managed services, as well as facilities based switched digital video service while maintaining its focus on operational excellence and financial strength. Puckett led the 2001 companywide realignment to the local operating model, placing decision making closer to the customer and making the company more responsive to the marketplace. The model has consistently resulted in financial and operational improvements as CenturyLink has acquired new markets.

As it relates to Prism, Karen Puckett's organization owns the customer experience in terms of sales and repairs. There are five call centers which provide support for consumer sales, including Prism. These centers are located in Sioux City, Iowa; Idaho Falls, Idaho; Boise, Idaho; Midvale, Utah; and Phoenix, Arizona.

C. The Product Development and Technology organization is led by Executive Vice President and Chief Technology Officer, Aamir Hussain. Hussain is an experienced senior technology executive with more than 23 years of proven success in the implementation of global technology operations, operationalization of complex technology, infrastructures, and business solutions while driving capital cost efficiencies in the business. Hussain and his team are responsible for the design and delivery of next generation products, services and technologies critical to achieving CenturyLink's strategic growth priorities, including Prism. Hussain has a diverse background in data, security, voice, video and wireless technologies. Prior to joining CenturyLink, he held senior leadership roles at Liberty Global, Covad, TELUS and Qwest. Hussain sits on several startup and non-profit boards, is technical advisor to technology companies and holds 11 patents in Telecommunications. In addition, he has completed leadership, innovation and strategy training from Harvard, the INSEAD institute in France and the International School of Business Management in Switzerland.

Aamir's team is charged with constantly working to implement new technologies and innovations to enhance the customer experience across the entire suite of CenturyLink products, including Prism.

As noted above, Applicant's ultimate parent company, CenturyLink, Inc., is headquartered in Monroe, Louisiana. A fundamental tenet and operating creed of the Company is to drive decision making to the local level, where the employees best understand the needs of each community in which they work and deliver service. Capital allocation are made based on information from the local markets and it is entirely up to the local team to manage the budget and to make capital and expense allocation decisions based on the local needs. In Coon Rapids, the two leaders responsible for making such decisions, including, e.g., deployment of Prism, are Duane Ring and Tyler Middleton.

#### **Legal Qualifications to Offer Cable Communications Services**

To CenturyLink's knowledge, neither Section 533 of Title 47 of the United States Code nor any other federal law or regulation bars CenturyLink from seeking and obtaining a franchise to provide video service in the City. Applicant will make all appropriate filings and preparations prior to the turn up of its video service including (1) filing a community registration with the FCC via FCC Form 322; (2) providing notice to local broadcasters and requesting either must-carry or retransmission consent election; and (3) registration of any antennas required to provide service. It has not, in the past five years, ever had any adverse administrative, civil or criminal action taken against it.

In its existing markets, Applicant complies with many additional federal requirements in providing its Prism service, including all of the FCC requirements applicable to multichannel video programming distributors (such as equal employment opportunity and set-top box requirements), the FCC requirements applicable to EAS participants that are wireline video service providers, other FCC requirements applicable to provision of Prism (such as receive-only earth station license requirements and annual regulatory fees for IPTV providers), and the Copyright Office requirements for cable systems filing semi-annual copyright statements of accounts and paying statutory license fees. Applicant does not file an FCC Form 327 relating to CARS microwave facilities because Applicant does not use such facilities in connection with the provision of Prism. Similarly, Applicant does not file FCC Form 320 and FCC Form 321 as they relate to the use of aeronautical frequencies that are not applicable to the IPTV technology.

The only party to the franchise agreement is the Applicant, and Applicant will comply with all terms of the negotiated franchise with the City of Coon Rapids. Applicant's affiliates will not be bound by the terms of the franchise; they have separate and distinct operating authority and obligations pursuant to the City's ordinances regarding public rights of way. Applicant will, however, promise and guarantee, as a condition of exercising the privileges granted by any agreement with the City of Coon Rapids, that any affiliate of Applicant, directly involved in the offering of Cable Service in the Franchise Area, or directly involved in the management or operation of the Cable System in the Franchise Area, will also comply with the obligations of this Franchise subject to the following proviso, that Qwest Corporation ("QC"), an affiliate of the Applicant, will be primarily responsible for the construction and installation of the facilities in the Rights-of-Way which will be utilized by Applicant to provide Cable Communications Services. So long as QC does not provide Cable Service to Subscribers in the City, QC will not be subject to the terms and conditions contained in this Franchise. QC's installation and maintenance of facilities in the Rights-of-Way is governed by Applicable Law. To the extent Grantee constructs and installs facilities in the Rights-of-Way, such installation will be subject to the terms and conditions contained herein.

### **Financial Qualifications**

Applicant is an indirect subsidiary of CenturyLink, Inc., a Fortune 150 Company and the third largest telecommunications company in the United States. CenturyLink was founded in 1930 and grew through acquisition of other companies. In April 2010, it announced it was merging with Qwest Communications International, Inc., the parent company of Qwest Corporation and Applicant. In 2008, it launched Prism in LaCrosse, Wisconsin and now offers Prism in 14 markets passing over 2.4 million households. In addition to its cable experience, CenturyLink is a leader having unparalleled experience and expertise in advanced technology, maintenance and operation – the very facilities over which it provides Prism. As publicly filed documents show, CenturyLink is financially sound. In its earnings announcement for 2014, CenturyLink reported operating revenues of \$18.0 billion and free cash flow of \$2.7 billion. Its market cap is \$22.52 billion. These numbers clearly demonstrate Applicant has access to all the financial resources necessary to meet its franchise obligations in the City of Coon Rapids, with the backing of CenturyLink, Inc.

## **Prism Features and Functions:**

Applicant's cable communications system will be fully digital. While the ultimate channel lineup has not been finalized at this time, attached hereto as Exhibit D is a sample channel line up from another jurisdiction (Phoenix, Arizona) in which CenturyLink offers its cable communications service, Prism™. This illustrates the vast selection of content available to subscribers. CenturyLink will provide the City with a copy of the actual channel lineup prior to launching service in Coon Rapids. It should be noted that currently CenturyLink offers more channels in HD than any other MVPD nationally. It also provides a robust library of Video on Demand content.

Because our system is IP based, we offer unique applications available via the television set such as access to Facebook and Picasa. In addition, search and streaming services are available which enable viewers to search for the cheapest gasoline within a specified area or to stream selected stock market quotes. We also have an ever increasing video on demand library. Prism is a state of the art offering and its features and functions also include, but are not limited to: (1) whole home DVR; (2) warp speed channel change; (3) find-it fast navigation, (4) multi-view (4 shows on one screen); (5) personal media sharing; (6) interactive news and information dashboard; (7) Prism on the Go (select content available over mobile devices such as smart phones and tablets); and (8) advanced parental controls. By going to the following URL, you can "experience" the features and functions of Prism through a short demonstration: <http://www.centurylink.com/prismtv/#index.html>.

## **Initial Deployment and Availability of Prism**

CenturyLink will deploy its cable communications service, Prism, over facilities owned by an affiliated company, Qwest Corporation, d/b/a CenturyLink (QC). Prism is a switched digital service and is Ethernet based (it is not a QAM based, broadcast service). The fact that the service is switched digital and Ethernet based enables CenturyLink to offer unique features and functions, e.g, warp channel change, not generally available over more traditional cable systems, as more fully detailed below.

Applicant has not provided a map depicting its initial deployment because that is extremely competitively sensitive and highly confidential, and Applicant is not confident that it could be adequately protected even under the designation of a "Trade Secret."

Currently, two network architectural designs are used to deliver Prism to subscribers: fiber to the node (FTTN) and fiber to the premises (FTTP), but the quality of the cable communications service is of the same high, technical quality regardless of the underlying network architecture. For FTTN, CenturyLink deploys fiber from a serving central office to a remote terminal in a neighborhood. The remote terminal houses the electronics (currently VDSL2) and such electronics create a broadband stream to individual addresses of up to 40Mbps (80Mbps if using pair bonding) over a copper subloop. For FTTP, there is fiber connectivity from the serving central office to a distinct address/location via an optical loop terminal (OLT) and this fiber connection will support broadband speeds of up to One Gbps. A set-top box is required for each television in a home to receive Prism. CenturyLink recently introduced a wireless set top box which enables the end user to move Prism to any location such as the patio or garage.

QC is the traditional telecommunications provider in Coon Rapids. It has and will continue to pull all necessary permits and comply with all Coon Rapids rules, codes and ordinances associated with access to and presence in the public rights of way.

When CenturyLink begins to offer Prism commercially in Coon Rapids, Prism will be available to approximately thirty percent of the households in the City. CenturyLink is targeting an initial service launch in the second or third quarter 2015. CenturyLink will notify the City prior to commercially launching Prism in Coon Rapids.

Turning up service in Coon Rapids represents a very significant capital investment by the Company even though it has zero revenue-generating customers and its direct competitor has one hundred percent of the facilities based cable subscribers in the City. Further deployment will be driven by success in the market, i.e., as we win customers we will use that new revenue stream to invest in further deployment and broader availability of Prism throughout the City. As set forth in the franchise, CenturyLink will meet periodically with the City to review its current deployment footprint and to outline its plans in the upcoming quarter(s) for additional deployment. This market success deployment model is expressly supported by the FCC and has been adopted by other cities in the State of Minnesota.

#### **Pricing, Customer Service and Standard Installation:**

Attached as Exhibit E is a sample of the pricing for Prism packages in another market. In advance of commercial launch in Coon Rapids, CenturyLink will provide the City with the pricing for various Prism packages that will be offered in Coon Rapids. With respect to rate requirements, under 47 U.S.C. § 543m a local franchising authority can only regulate the rates of the incumbent cable provider in an area that has not been deemed to be subject to “effective competition.” See, *Media Bureau Clarifies Issues Concerning Franchise Authority Certification to Regulate Rates*, FCC Public Notice, DA 09-68 (rel. Jan. 16. 2009)

Applicant will comply with all federal, state and local requirements relating to customer service. To the extent the incumbent cable communications provider has agreed to additional customer service requirements, Applicant is more than willing to consider any such additional requirements during its negotiations with the City over the terms of the franchise. There are five consumer call centers, and they are located in Sioux City, Iowa; Idaho Falls, Idaho; Boise, Idaho; Midvale, Utah and Phoenix, Arizona. These centers are staffed from 8:00 a.m. to 6 p.m. (local time Monday through Friday). In addition, calls are handled by agents on Saturday and Sunday. CenturyLink uses outside vendors to handle overflow for calls as needed. CenturyLink schedules its agents on a daily basis to meet service level targets. Call activity is monitored throughout the day and call routing is updated throughout the day to help insure calls are answered within appropriate timeframes.

CenturyLink will provide Prism service to all qualified households within seven days. CenturyLink does not have “non-standard” installation, i.e., the provision of service at an additional construction cost to the subscriber. Qualification for Prism service is purely a technical issue – it is not possible to pay an additional amount to qualify for the service.

#### **Line Extension**

A line extension policy is generally an obligation imposed on the incumbent monopoly provider to deliver service to anyone requesting service, subject only to some density requirements. Consequently, Applicant would not envision having a mandatory line extension policy. Rather, when it is the dominant facilities based cable communications services provider in the City, Applicant will negotiate with the city over a reasonable build out and line extension obligation.

## Access Channels

Applicant will make the city's three access channels available to its subscribers. For purposes of acquiring the signal, Applicant will pick up the City's Access Channel signals at the point(s) of origination via a fiber facility and transport such content back to the local VSO for insertion in the channel lineup. At the point(s) of origination, Applicant will need rack space and power for its equipment to receive the signal(s) handed off by the City to Applicant. Applicant will pay for all facilities and equipment located on its side of the demarcation point where the City will hand off its content to Applicant and as is industry practice, the City will be responsible for all equipment on its side of the demarcation point.

One of the features available on Prism is "multi-view" -- we create a single channel/landing page for a category of shows, e.g., news, and make all the news channels available using picture in a picture technology. The end user can then click on the channel he or she wants to watch or watch four simultaneously. You can see a quick demonstration of this feature by clicking on the following URL: <http://www.centurylink.com/prismtv/#prism-tv-virtual-test-drive.html>.

We potentially will use this same technology to create a "multi-view" (also referred to as "mosaic") for the City's Access Channels either separately or combined with Access Channels of other cities in the area with the City's concurrence. With multi-view, the city's Access Channels will be available on the "landing page" and an end user merely needs to click on the specific channel/picture in a picture to be seamlessly taken to the selected Access Channel in full screen view. Because each of the Access Channels has its own dedicated channel assignment, the channels are offered in the same video and audio quality as all other channels and can be recorded if so desired by an end user. Further, access to the Coon Rapids Access Channels will not be limited to residents of the City. Rather, Prism subscribers throughout the metropolitan area will have access to the City's Access Channels and City residents will have access to other Cities' or Cable Commissions' Access Channels. This opens a vast array of viewing options for Coon Rapids citizens given the robust choice of content and access channels in the Twin Cities.

Applicant is willing to make all the City of Coon Rapids' access channels available in high definition if the City hands them to Applicant in that format. If so, Applicant will down convert all such HD Access Channels to SD so they can be viewed by any end user not capable of receiving HD signals. As this relates to the multi-view screen for the Access Channels, Applicant's middleware will automatically know if a subscriber needs to see the channel in SD or HD and will automatically route the end user to the channel with the proper format.

Each access channel will be assigned a discrete channel (generally on the upper tiers) for both the SD and HD versions of the channel. Applicant will provide all Access Channels in the same video and audio quality as commercial channels it airs.

Applicant contracts with a third party to provide its electronic channel guide. Applicant will provide the City the same level of listings and functionality in its electronic channel guide as the incumbent cable communications providers offers.

With respect to video on demand, Applicant will offer the City a specified amount of space on its VOD servers, as will be specified in the franchise. This will enable viewers to go into the VOD library and to view, on an on-demand basis, any Access Channel content that the City has handed to Applicant for

storage on its VOD servers. Such VOD content hand off has a common industry standard which will be shared with the City when the terms of the franchise are negotiated and finalized.

Because Applicant service is switched digital, an entirely different technology from the incumbent, Applicant cannot interconnect with the incumbents' system for the purpose of accessing Access Channel content. As noted above, however, all of Applicant's subscribers will have the ability to view all Access Channel content from any city or cable commission with which Applicant has a franchise agreement.

As it relates to financial support of Access Channels, Applicant will collect from its end users and remit quarterly to the City a monthly line item in support of the City's Access Channel capital costs in the same amount as the incumbent cable communications provider. This will be confirmed in the franchise with the City of Coon Rapids.

### **Provision of Cable Communications Services to Public Buildings**

While this will ultimately need to be addressed in the franchise, Applicant is willing and able to provide complementary basic cable service to any municipal building, school building and public library in the City of Coon Rapids provided that such buildings are within Applicant's footprint of cable communications availability and no other provider is already providing cable communications services at that location.

### **Indemnification:**

CenturyLink will include the following provision in its franchise with the City of Coon Rapids:

"Grantee shall contemporaneously with this Franchise execute an Indemnity Agreement in a form acceptable to the City, which shall indemnify, defend and hold the City harmless for any claim for injury, damage, loss, liability, cost or expense, including court and appeal costs and reasonable attorneys' fees or reasonable expenses arising out of the actions of the City in granting this Franchise. "

This obligation includes any claims by another franchised cable operator against the City that the terms and conditions of this Franchise are less burdensome than another franchise granted by the city or that this Franchise does not satisfy the requirements of applicable state law(s).

### **Other Legal Considerations -- Minnesota Stat. §238-081**

Before addressing the state statute, the following sets forth some critical background with respect to deployment of both telecommunications and cable infrastructure. Initially, local telephone companies were granted monopolies over local exchange service in exchange for taking on a provider of last resort obligation— a duty to provide service – to customers in its service territory. Similarly, with respect to video services, Coon Rapids has given the incumbent video provider (and its predecessors) a monopoly over facilities based video. In exchange for making the capital investment to deploy facilities, the incumbent cable company got 100 percent of the customers who wanted cable television.

Subsequently, with respect to telephone services, the federal and local governments effectively eliminated the local telephone monopolies and fostered robust competition. It should be noted that in doing so, the telecom second entrant had absolutely no obligation to build any facilities or to serve any particular location(s) at all. As the FCC noted, imposing build-out requirements on new entrants in the telecommunications industry would constitute a barrier to entry (13 FCC Rcd 3460, 1997). Cable companies were free to enter the telecom market on terms that made business and economic sense to them. This very environment was the catalyst for robust wireless and wireline competition and the proliferation of higher broadband speeds.

Congress became concerned about the lack of competition in the video world and in 1992 amended federal law to prohibit a local franchising authority from “unreasonably[y] refus[ing] to award an additional competitive franchise.” 47 U.S.C. § 541(a)(1) provides a direct avenue for federal court relief in the event of such an unreasonable refusal. 47 U.S.C. § 555(a) and (b). Until the advent, however, of state statutes granting statewide cable franchises without a mandatory build requirement (e.g., Florida) or progressive cities willing to grant competitive franchises, cable monopolies continued to the detriment of consumers and competition. Level playing field requirements are just one example of barriers to competitive entry erected by cities at the behest of the cable monopolies.

Courts have ruled, however, that “level playing field” provisions do not require identical terms for new entrants. See, for example, *Insight Communications v. City of Louisville*, 2003 WL 21473455 (Ky. Ct. App. 2003), where the court found:

There will never be an apple-to-apple comparison for Insight and other franchisee simply because Insight is the incumbent which in its own right and through its predecessors has been the exclusive provider of cable services in the City of Louisville for almost thirty years. No new cable franchisee can ever be in the same position as a thirty-year veteran.

*See also, In Cable TV Fund 14-A, Ltd. v. City of Naperville* (1997 WL 209692 (N.D. Ill)); and *New England Cable Television Ass’n, Inc. v. Connecticut DPUC* 717 A.2d 1276 (1998).

In sharp contrast to the monopoly provider, a second entrant faces a significant capital outlay with absolutely no assurance of acquiring customers; rather, it must compete with the monopoly incumbent and win each and every customer over. As Professor Thomas Hazlett of George Mason University has explained, “[i]ncumbents advocate build-out requirements precisely because such rules tend to limit, rather than expand, competition.” The federal Department of Justice has also noted that “...consumers generally are best served if market forces determine when and where competitors enter. Regulatory restrictions and conditions on entry tend to shield incumbents from competition and are associated with a range of economic inefficiencies including higher production costs, reduced innovation, and distorted service choices.” (Department of Justice Ex Parte, May 10, 2006, FCC MB Dkt. 05-311).

The fact is that the incumbent cable provider has (1) an established market position; (2) all of the cable customers; and (3) an existing, in-place infrastructure. These disparate market positions make imposing a build-out requirement on a competitive entrant bad public policy. Under the guise of “level playing field” claims, incumbent cable operators seek to require new entrants to duplicate the networks the incumbents built as monopolies, knowing that such a requirement will greatly reduce, if not eliminate, the risk of competitive entry.

In 2007, the FCC issued its findings with respect to facilities based video competition and held as follows: (1) with respect to level playing field requirements, the FCC stated that such mandates “unreasonably impede competitive entry into the multichannel video marketplace by requiring local franchising authorities to grant franchises to competitors on substantially the same terms imposed on the incumbent cable operators (Para. 138); and (2) with respect to mandatory build out, the FCC held that “an LFA’s refusal to grant a competitive franchise because of an applicant’s unwillingness to agree to unreasonable build out mandates constitutes an unreasonable refusal to award a competitive franchise within the meaning of Section 621(a)(1) [47 U.S.C. § 541(a)(1)].”

Those two FCC holdings alone should put this entire matter to rest – level playing field requirements and unreasonable mandatory build requirements are barriers to competitive entry in the cable market and violate the federal Cable Act and the FCC’s order. Minnesota, however, codified its requirements in a state law and the FCC expressly declined to “preempt” state laws addressing the cable franchising process.

It is clear, however, that the FCC did not intend to protect the Minnesota statute which mandates the imposition of barriers to entry on each and every local franchising authority. As various providers were trying to enter the competitive cable market and encountering barriers such as level playing field requirements and mandatory build out provisions, many states passed statutes to facilitate competitive entry and to prevent local franchising authorities from erecting barriers to entry. Such laws were passed in 26 states including Florida, Missouri and North Carolina, where CenturyLink has taken advantage of the streamlined process to enter a market without a mandatory build obligation. These laws have facilitated competitive entry as evidenced, for example, by the presence of four facilities based competitors in the Orlando, Florida market, including CenturyLink and Comcast. As such, these state laws are aligned and not in conflict with the FCC’s and Congress’ policies for promoting competition in the video distribution market.

Minnesota’s cable law, however, is quite the opposite. Minnesota’s cable act dates back to the 1970s and directs each local franchising authority to impose not only a level playing field across a broad range of issues (many of which Applicant does not oppose), but also a five year mandatory build out requirement. Both of these provisions have been deemed to be barriers to entry by the FCC. The incontrovertible fact is that the law has been extremely successful in barring cable communications competition in Coon Rapids: Coon Rapids has not experienced any facilities based competition because of the barriers to entry Minnesota codified in Chapter 238.

In support of this position, that the FCC’s 2007 Order preempts Minn. Stat. Chapter 238, Applicant notes the following:

- Conflict preemption: State law may be preempted without express Congressional authorization to the extent it actually conflicts with federal law where state law “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress” *English v. General Elec. Co.*, 496 U.S. 72,79 (1990).
- Whether state law constitutes a sufficient obstacle is a matter of judgment to be informed by examining the federal statute as a whole and identifying its purpose and intended effects. *Crosby v. Nat’l Foreign Trade Council*, 530 U.S. 363,372 (2000).
- Minn. Stat. § 238.08 mandates terms that each municipality must implement in granting a new or renewed cable franchise.

- Minn. Stat. § 238.084 sets forth the required contents of a franchise ordinance and sets forth very precise requirements in an initial franchise about the build: commence build within 240 days; must construct at least 50 plant miles per year; construction throughout the franchise area must be substantially completed within 5 years of granting the franchise; and these requirements can be waived by the franchising authority only upon occurrence of unforeseen events or acts of God.
- Section 621(a)(1) initially gave local authorities the authority to grant franchises, but this broad grant resulted in exclusive franchises/monopolies. Congress “believe[d] that exclusive franchises are contrary to federal policy . . . which is intended to promote the development of competition. H.R. Conf. Rep. No. 102-862, at 77 (1992)
- Legislative history clearly supports that Congress was focused on fostering competition when it passed the 1992 Act. *Qwest Broadband Servs. Inc. v. City of Boulder*, 151 F. Supp. 1236, 1244 (D. Colo. 2001).
- In its 2007 order, the FCC found that “an LFA’s refusal to grant a competitive franchise because of an applicant’s unwillingness to agree to unreasonable build out mandates constitutes an unreasonable refusal to award a competitive franchise within the meaning of Section 621(a)(1).” The FCC order, however, targeted local and not state laws.
- Arguably, the Minnesota build requirements set forth in Section 238.084(m) are in conflict with Section 621(a)(1) and are, therefore, preempted.
  - In the Boulder case, the court applied Section 621’s prohibition on unreasonable refusals to grant franchises to find conflict preemption where local rules required voter approval for any new franchises.
- The mandatory build out in the Minnesota statute could be considered a de facto “unreasonable refusal” to grant a franchise and thus conflict with the pro-competition purpose set forth in 621(a)(1).
- In upholding the FCC’s ruling, the Sixth Circuit stated that “while the [FCC] characterized build out requirements as ‘eminently sensible’ under the prior regime in which cable providers were granted community-wide monopolies, under the current, competitive regime, these requirements ‘make entry so expensive that the prospective . . . provider withdraws its application and simply declines to serve any portion of the community.” *Alliance for Cmty Media v. FCC*, 529 F.3d 763, 771 (6<sup>th</sup> Cir. 2008).
- The FCC ruling targeted local rules and actions and the FCC refrained from preempting state regulation because it lacked “a sufficient record to evaluate whether and how such state laws may lead to unreasonable refusals to award additional competitive franchises.” FCC Cable Franchising Order (FCC 06-180, at n.2 & ¶ 126). That is not to say, however, that upon full consideration, the FCC would not find the Minnesota mandatory build requirements to constitute an unreasonable refusal under Section 621.
  - The franchising laws which were being enacted about the time of the FCC order facilitated competitive entrants into the facilities based video market.
  - In sharp contrast, the Minnesota statutes mandates individual cities and commissions to include onerous build out schedules which, standing alone, would run afoul of the FCC’s order.

It should also be noted that at least two cities in Minnesota have chosen to award competitive franchises to second entrants without satisfying all the mandates of Chapter 238. *See Mediacom Minnesota, LLC v. City of Prior Lake*, Minn. Ct. of Appeals, A09-1379 (Unpublished decision, Filed June 22, 2010).

In October 2014, the City of Owatonna awarded a competitive franchise to a second provider, and the franchise did not contain the five year build requirement set forth in Chapter 238. Rather, it contained a market success model expressly endorsed by the FCC. The competitor will provide service to 25 percent of the City of Owatonna and will have no further obligation to enable the provision of cable communications services until 48 percent of households in the footprint subscribe to its service.

Finally, nothing in the FCC's Order on Reconsideration released in January of this year alters the above analysis.

When the incumbent built its cable networks as a monopoly under an exclusive franchise agreement over 30 years ago, they were guaranteed that 100 percent of all Coon Rapids residents would subscribe from them. As a second entrant, every subscriber CenturyLink acquires currently has a relationship with another provider or has already "cut the cable cord." For this reason, no responsible second entrant would ever contractually commit to the extensive capital investment required to complete ubiquitous coverage without obtaining a single subscriber. As a result of years of advocacy at the local level by the incumbent monopolies, the cable industry remains the **only** industry where contractual ubiquitous coverage is required of new entrants. Other industries (e.g., telecommunications, wireless, and grocery stores) have flourished with robust competition without imposing any coverage requirements on second, and in some cases (Internet), any provider. Prices have plummeted, service quality has improved, and the market has seen investment, innovation, and competition. Unfortunately for residents of Coon Rapids, we sit here in 2015, 23 years after the FCC abolished the idea of exclusive cable franchises, and not one provider has yet to successfully apply for and receive a franchise to compete with the incumbent. That is the very barrier the FCC was trying to eliminate in its 2007 Order. That is why CenturyLink is so confident in its position that Section 238 .081 is pre-empted.

Applicant understands the City's desire for a robust deployment of a facilities based cable communications provider in its boundaries because of all benefits that will be realized by consumers. Accordingly, Applicant has negotiated several different terms to address the City's concerns while insuring that the Applicant does not commit itself to obligations that could trigger financial penalties. Applicant has presented such options to the City during discussions and would be happy to consider any of the following:

a. A short term agreement. In this model, Applicant and the City would agree to an initial term of six years so that the "renewal window" under federal law opens three years after the effective date of the franchise. The term of the franchise, however, can be automatically extended if Applicant reaches certain, defined goals of coverage, i.e., the term is extended an additional two years if we can cover XX percent of the living units by year three and can be extended an additional three years if, by the end of year five, we enable Prism to an additional XX percent of the living units in the City. This model has been used throughout the Phoenix metropolitan area.

b. Dominant Provider. If Applicant has 50 percent or more of the facilities based cable communications subscribers in the City, then it will take on a mandatory build out requirement and meet with the City to develop the appropriate timeframe for such mandatory deployment. This has been used in several markets in the Phoenix metropolitan area as well as Salt Lake City.

c. **Market Success.** Applicant will agree to build to a defined percent (usually 15 percent) of the City within three years of the franchise effective date. This establishes the minimum requirement, but Applicant is free to expand its service footprint voluntarily. When the take rate (penetration) within the enabled footprint exceeds a defined percentage (generally 27.5 percent), then Applicant has an obligation to build and extend its service to an additional 15 percent of the living units in the City. This model has been used in Omaha, the Denver metropolitan area and Colorado Springs.

### **Non-Discrimination**

The cable incumbent operator has stooped to new lows (here and in other markets) by claiming that competitors, like Applicant, will redline certain communities unless burdensome build-out requirements are forced upon them. This claim flies in the face of studies and economic data that show that minority and low-income citizens – the very people the cable incumbent claims will be denied TV services by competitors – are the some of the biggest consumers of TV and communications services. Moreover, the cable industry’s own market research shows that minority and urban neighborhoods offer some of the best growth potential for TV services of any markets in the country.

#### *What the studies say:*

- *Public Broadcasting’s Services to Minorities and Diverse Audiences* report indicates that “African-Americans have the highest cable penetration at 83 percent vs. the U.S. average of 79 percent.”
- *A Pew Internet and Family Life Project* report found that both Hispanics and African Americans have higher average monthly spending on information goods (cable TV, premium channels, phone, cell phone, online content) than Caucasians – \$131 compared to \$124 per month.
- A study by *Rutgers University* found that “minority, low-income urban areas consume a disproportionately high amount of advanced telecommunications and premium cable TV services.” Additionally, the study found that “many inner-city households prefer cable TV service to telephone service. These households believe, a) cable TV offers inexpensive entertainment; b) the many hours and large variety of entertainment provides more satisfaction to more members of the household than telephone conversations; c) cable may keep children at home and away from dangerous streets; and d) cable offers a visible sign of well-being in households with few material comforts.”
- In a study about why people subscribe to cable TV services, Robert Kieschnick of the Federal Communications Commission states: “Household income is not a significant influence on a household’s decision to subscribe to cable television.”
- Horowitz Associates, a market research firm that conducts studies for cable industry clients, determined that the highest growth areas for cable TV and broadband services are in minority neighborhoods. The study states, “Importantly, the data show strong growth potential for many new cable and broadband services among multicultural, urban consumers. For example, market potential for digital cable in urban markets is on par with the national average, hovering at around 45%. Potential is highest among African-Americans, Latinos and Asians. Consumers interviewed for our urban markets study are also more likely to be willing to pay for many of the premium digital features like VOD, PVR capability, and home networking than are consumers in our national *State of Cable and Broadband 2003* study. This translates to even more opportunities for incremental revenue in this key, urban marketplace.”

As these studies indicate, not offering services to minority, urban or low-income communities doesn’t make economic or business sense. The cable TV market is not like the banking and insurance industries where redlining practices have been issues in the past. These markets will be coveted by new

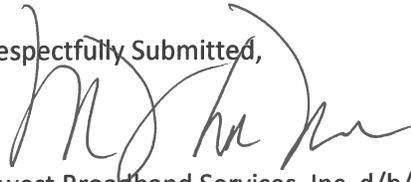
entrants to the TV market. The cable incumbent knows this, but raises the specter of redlining and discrimination regardless because it is desperate to stop competitors from entering the market.

As Virginia Jarrow of the Consumers Coalition and others have stated, redlining claims are simply an effort to erect barriers to competitive entry.

Notwithstanding the foregoing, Applicant represents that it will comply with all federal and state law requirements prohibiting economic redlining or "cherry picking" and will agree to include specific provisions in the franchise to that effect. Further, Applicant is more than willing to meet periodically with the city to show them the existing Prism footprint overlaid on a map.

Applicant looks forward to bringing facilities based video competition to the citizens of Coon Rapids and is more than willing to respond to any questions the City may have either before or during the public hearing scheduled for April 21st, 2015 at 7:00 p.m.

Respectfully Submitted,



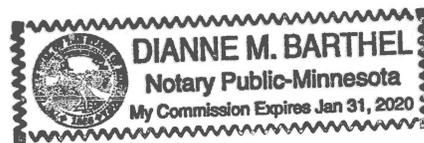
Qwest Broadband Services, Inc. d/b/a CenturyLink  
By: Mary Ferguson LaFave

Subscribed and sworn to before me

this 30<sup>th</sup> day of March, 2015.

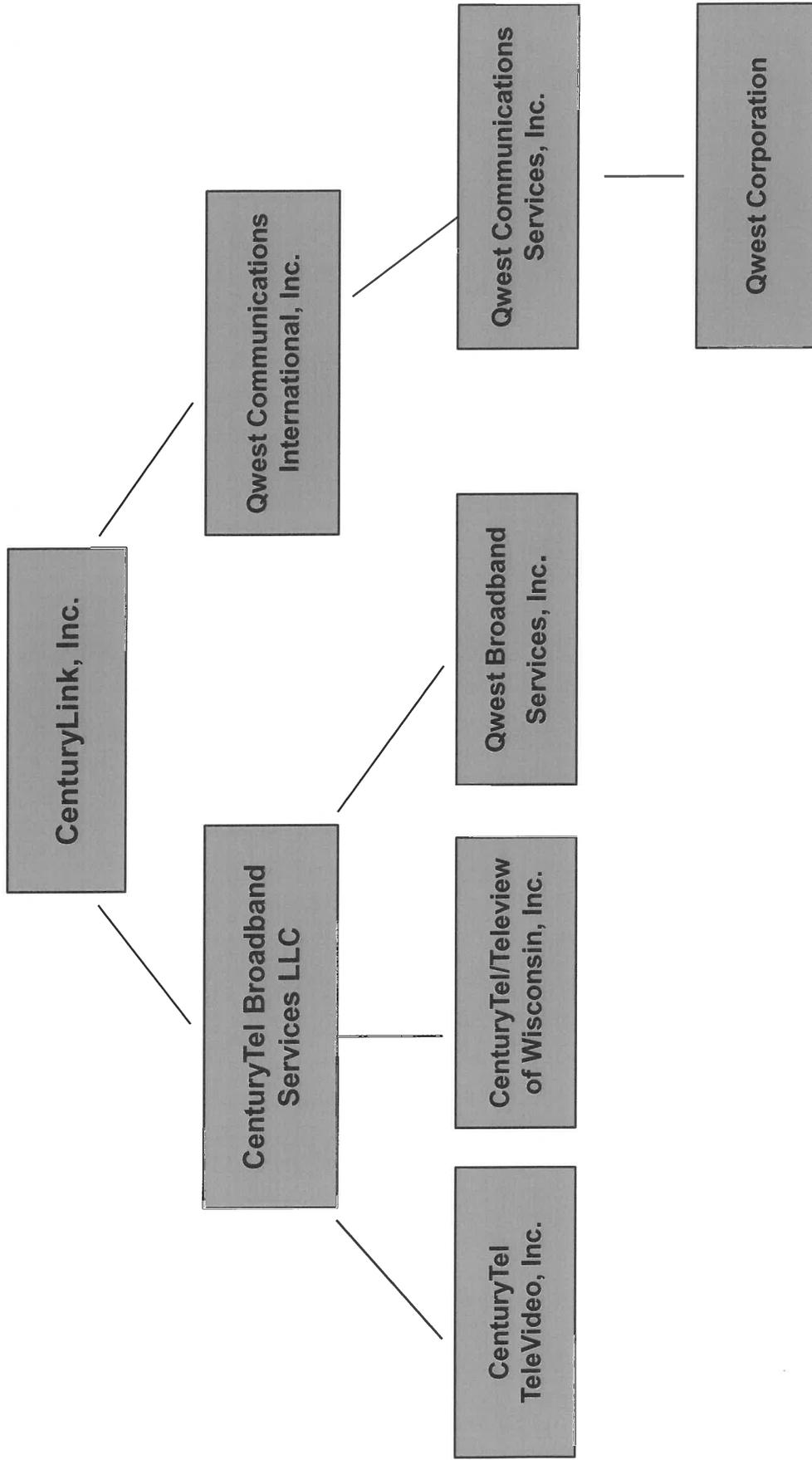


Notary Public



My Commission Expires: Jan 31, 2020

# Company Structure



## Exhibit A



**TRADE SECRET/PRIVILEGED INFORMATION  
CLASSIFICATION RATIONALE**

State: Minnesota

Description/Title of Information: Qwest Broadband Services, Inc. d/b/a CenturyLink  
Application for a Competitive Cable Communications Franchise in the City of Coon Rapids

Trade Secret/Privileged Designation Rationale:

Exhibit B to Qwest Broadband Services, Inc. d/b/a CenturyLink Application for a Competitive Cable Communications Franchise in the City of Coon Rapids contains information that is considered Trade Secret because (1) CenturyLink makes reasonable efforts to ensure its privacy and (2) the data derives actual or potential independent economic value because the information is not generally known to, and not being readily ascertainable by proper means by, other persons who can obtain value from its disclosure or use. For this reason, Exhibit B to Qwest Broadband Services, Inc. d/b/a CenturyLink Application for a Competitive Cable Communications Franchise in the City of Coon Rapids should be protected from public disclosure.

**Exhibit B**

**Has Been Redacted**

**In Its Entirety**

## Prism offered in the following markets pursuant to state or local franchises

| <u>Locally Negotiated Franchises</u>  | <u>Locally Negotiated Franchises</u>  | <u>Statewide Franchises</u>  |
|---|---|--|
| <p>Gulf Shores, AL<br/>                     Orange Beach, AL<br/>                     Baldwin County, AL</p> <p>Phoenix, AZ<br/>                     Chandler, AZ<br/>                     Mesa, AZ<br/>                     Queen Creek, AZ<br/>                     Glendale, AZ<br/>                     Peoria, AZ<br/>                     Scottsdale, AZ<br/>                     Surprise, AZ<br/>                     Goodyear, AZ<br/>                     Maricopa County, AZ<br/>                     Pinal County, AZ<br/>                     Buckeye, AZ<br/>                     Florence, AZ<br/>                     Gilbert, AZ<br/>                     Casa Grande, AZ<br/>                     Tempe, AZ<br/>                     Paradise Valley, AZ<br/>                     Apache Junction, AZ</p> | <p>Colorado Springs, CO<br/>                     Denver, CO<br/>                     Monument, CO<br/>                     Fountain, CO<br/>                     El Paso County, CO<br/>                     Gypsum, CO<br/>                     Eagle, CO<br/>                     Eagle County, CO<br/>                     Centennial, CO<br/>                     Littleton, CO<br/>                     Castle Rock, CO<br/>                     Parker, CO<br/>                     Jefferson County, CO<br/>                     Lone Tree, CO<br/>                     Douglas County, CO</p> <p>Papillion, NE<br/>                     Springfield, NE<br/>                     Gretna, NE<br/>                     Ralston, NE<br/>                     La Vista, NE<br/>                     Bellevue, NE<br/>                     Omaha, NE<br/>                     Douglas County, NE<br/>                     Sarpy County, NE</p> | <p>Las Vegas, NV<br/>                     North Las Vegas, NV<br/>                     Clark County, NV<br/>                     Henderson, NV</p> <p>Tallahassee, FL<br/>                     Fort Myers, FL<br/>                     Orlando, FL</p> <p>Columbia, MO</p> <p>Raleigh/Durham DMA, NC</p> <p>LaCrosse DMA, WI</p> <p>Council Bluffs, IA<br/>                     Pottawattamie County, IA<br/>                     Carter Lakes, IA</p> |

## Exhibit C



CenturyLink™



**Phoenix Channel Lineup**

**Contact CenturyLink**

Sales: 877-299-0172

Support: 866-314-4148

**Prism™ Essential**

|      |                                      |      |                            |      |                                |
|------|--------------------------------------|------|----------------------------|------|--------------------------------|
| 3    | 3TV (KTVK)                           | 1129 | FX HD                      | 1045 | My Network TV HD (KUTPDT)      |
| 1003 | 3TV HD (KTVKDT)                      | 129  | FX                         | 1266 | National Geographic Channel HD |
| 1167 | A&E HD                               | 1131 | FX HD                      | 266  | National Geographic Channel    |
| 167  | A&E                                  | 131  | FX                         | 12   | NBC (KPNX)                     |
| 15   | ABC (KNXV)                           | 4004 | Galavision HD              | 1012 | NBC HD (KPNXDT)                |
| 1179 | ABC Family HD                        | 3004 | Galavision                 | 1640 | NBC SN HD                      |
| 179  | ABC Family                           | 36   | GetTV (KFPDHT2)            | 640  | NBC SN                         |
| 1015 | ABC HD (KNXVDT)                      | 1641 | Golf Channel HD            | 20   | NBC Weather Plus (KPNXDT2)     |
| 1796 | AMC HD                               | 641  | Golf Channel               | 1630 | NFL Network HD                 |
| 796  | AMC                                  | 1176 | Hallmark Channel HD        | 630  | NFL Network                    |
| 16   | Antenna TV (KNXVDT2)                 | 176  | Hallmark Channel           | 629  | NFL RedZone (Pay Per View)     |
| 1105 | AXS TV                               | 1106 | HDNet Movies               | 1629 | NFL RedZone HD (Pay Per View)  |
| 13   | AZ-TV (KAZT)                         | 1451 | HGTV HD                    | 1638 | NHL Network HD                 |
| 1013 | AZ-TV HD (KAZTDT)                    | 451  | HGTV                       | 638  | NHL Network                    |
| 41   | Azteca America (KPDFCA)              | 271  | History                    | 1314 | Nickelodeon HD                 |
| 310  | Baby First TV                        | 1203 | HLN HD                     | 314  | Nickelodeon                    |
| 1156 | BET HD                               | 203  | HLN                        | 1368 | Oxygen HD                      |
| 156  | BET                                  | 1422 | Home Shopping Network HD   | 368  | Oxygen                         |
| 1222 | Bloomberg HD                         | 19   | Home Shopping Network      | 1683 | PAC 12 Arizona HD              |
| 222  | Bloomberg                            | 422  | Home Shopping Network      | 683  | PAC 12 Arizona                 |
| 327  | Boomerang                            | 1261 | ID HD                      | 106  | Pay Per View Events HD         |
| 1182 | Bravo HD                             | 261  | ID                         | 1101 | Pay Per View Events HD         |
| 182  | Bravo                                | 51   | ION (KPPX)                 | 101  | Pay Per View Events            |
| 1650 | BTN HD                               | 1051 | ION HD (KPPXDT)            | 8    | PBS Eight (KAET)               |
| 650  | BTN                                  | 1428 | Jewelry Television HD      | 1008 | PBS Eight HD (KAETDT)          |
| 1651 | BTN2 HD                              | 17   | Jewelry Television         | 8006 | Phoenix Educational Access     |
| 651  | BTN2                                 | 428  | Jewelry Television         | 8005 | Phoenix Government Access      |
| 1652 | BTN3 HD                              | 1168 | Justice Central HD         | 8014 | Pinal County Government Access |
| 652  | BTN3                                 | 168  | Justice Central            | 9161 | Premier League Extra Time 1 HD |
| 1230 | C-SPAN HD                            | 4    | KPHO Weather Now (KPHODT2) | 9151 | Premier League Extra Time 1    |
| 230  | C-SPAN                               | 1361 | Lifetime HD                | 9162 | Premier League Extra Time 2 HD |
| 1231 | C-SPAN2 HD                           | 361  | Lifetime                   | 9152 | Premier League Extra Time 2    |
| 231  | C-SPAN2                              | 364  | Lifetime Real Women        | 9163 | Premier League Extra Time 3 HD |
| 1327 | Cartoon Network HD                   | 1362 | LMN HD                     | 9153 | Premier League Extra Time 3    |
| 326  | Cartoon Network                      | 362  | LMN                        | 9164 | Premier League Extra Time 4 HD |
| 5    | CBS (KPHO)                           | 5129 | MC ?70s                    | 9154 | Premier League Extra Time 4    |
| 1005 | CBS HD (KPHODT)                      | 5128 | MC ?80s                    | 9165 | Premier League Extra Time 5 HD |
| 411  | CenturyLink Information              | 5127 | MC ?90s                    | 9155 | Premier League Extra Time 5    |
| 1411 | CenturyLink Information              | 5116 | MC Adult Alternative       | 90   | Prism Applications             |
| 8015 | City of Casa Grande                  | 5115 | MC Alternative             | 92   | Prism Games                    |
| 8003 | City of Chandler Educational Access  | 5146 | MC Blues                   | 301  | Prism Kids                     |
| 8002 | City of Chandler Government Access   | 5134 | MC Classic Country         | 201  | Prism News                     |
| 8004 | City of Gilbert Government Access    | 5118 | MC Classic Rock            | 11   | Prism PEG Channels             |
| 8007 | City of Glendale Government Access   | 5149 | MC Classical Masterpieces  | 601  | Prism Sports                   |
| 8008 | City of Maricopa Government Access   | 5135 | MC Contemporary Christian  | 1420 | QVC HD                         |
| 8010 | City of Mesa Educational Access      | 5133 | MC Country Hits            | 18   | QVC                            |
| 8011 | City of Mesa Government Access       | 5103 | MC Dance                   | 420  | QVC                            |
| 8009 | City of Peoria Government Access     | 5148 | MC Easy Listening          | 1799 | Reelz Channel HD               |
| 8001 | City of Scottsdale Government Access | 5111 | MC Gospel                  | 799  | Reelz Channel                  |
| 8013 | City of Surprise Government Access   | 5105 | MC Hip-Hop and R&B         | 1424 | ShopHQ HD                      |
| 8012 | City of Tempe Government Access      | 5107 | MC Hip-Hop Classics        | 424  | ShopHQ                         |
| 1526 | CMT HD                               | 5101 | MC Hit List                | 1146 | Spike TV HD                    |
| 526  | CMT                                  | 5104 | MC Indie                   | 146  | Spike TV                       |
| 1216 | CNBC HD                              | 5145 | MC Jazz                    | 1337 | Sprout HD                      |
| 216  | CNBC                                 | 5124 | MC Kidz Only!              | 337  | Sprout                         |
| 1202 | CNN HD                               | 5150 | MC Light Classical         | 1152 | Syfy HD                        |
| 202  | CNN                                  | 5120 | MC Love Songs              | 152  | Syfy                           |
| 1141 | Comedy Central HD                    | 5114 | MC Metal                   | 21   | TBN (KPAZ)                     |
| 141  | Comedy Central                       | 5138 | MC Mexicana                | 1560 | TBN HD                         |
| 48   | Daystar (KDTP)                       | 5137 | MC Musica Urbana           | 560  | TBN                            |
| 1121 | Discovery Channel HD                 | 5122 | MC Party Favorites         | 1113 | TBS HD                         |
| 121  | Discovery Channel                    | 5131 | MC Pop Country             | 113  | TBS                            |
| 1303 | Disney Channel HD                    | 5121 | MC Pop Hits                | 5123 | Teen MC                        |
| 303  | Disney Channel                       | 5136 | MC Pop Latino              | 39   | Telemundo (KTAZ)               |
| 9999 | DVR                                  | 5102 | MC Pop Rhythmic            | 3007 | Telemundo (KTAZ)               |
| 8016 | Dysart Schools Educational Access    | 5109 | MC R&B Classics            | 1039 | Telemundo HD (KTAZDT)          |
| 1134 | E! HD                                | 5110 | MC R&B Soul                | 6    | The CW (KASW)                  |
| 135  | E!                                   | 5106 | MC Rap                     | 1006 | The CW HD (KASWDT)             |
| 9    | Eight Life (KAETDT2)                 | 5112 | MC Reggae                  | 1225 | The Weather Channel HD         |
| 7    | Eight World (KAETDT3)                | 5117 | MC Rock Hits               | 225  | The Weather Channel            |
| 603  | ESPN Classic                         | 5113 | MC Rock                    | 2    | This TV (KTVKDT2)              |
| 1602 | ESPN HD                              | 5140 | MC Romances                | 1251 | TLC HD                         |
| 27   | ESPN                                 | 5147 | MC Singers & Swing         | 251  | TLC                            |
| 602  | ESPN                                 | 5144 | MC Smooth Jazz             | 1109 | TNT HD                         |
| 1606 | ESPN2 HD                             | 5119 | MC Soft Rock               | 109  | TNT                            |
| 28   | ESPN2                                | 5130 | MC Solid Gold Oldies       | 1255 | Travel Channel HD              |
| 606  | ESPN2                                | 5141 | MC Sounds of the Seasons   | 255  | Travel Channel                 |
| 1562 | EWTN HD                              | 5143 | MC Soundscapes             | 1164 | truTV HD                       |
| 562  | EWTN                                 | 5142 | MC Stage & Screen          | 165  | truTV                          |
| 40   | Exitos (KTAZDT2)                     | 5108 | MC Throwback Jams          | 1139 | TV Land HD                     |
| 1453 | Food Network HD                      | 5132 | MC Today?s Country         | 139  | TV Land                        |
| 453  | Food Network                         | 5125 | MC Toddler Tunes           | 44   | TV44 (KPHELD)                  |
| 10   | FOX (KSAZ)                           | 5139 | MC Tropicales              | 35   | UniMas (KFPH)                  |
| 1010 | FOX HD (KSAZDT)                      | 5126 | MC Y2K                     | 4005 | UniMas HD                      |
| 1210 | FOX News Channel HD                  | 14   | Me-TV (KAZTDT2)            | 33   | Univision (KTVWV)              |
| 210  | FOX News Channel                     | 1634 | MLB Network HD             | 1033 | Univision HD (KTVWDT)          |
| 1620 | FOX Sports 1 HD                      | 634  | MLB Network                | 1125 | USA Network HD                 |
| 620  | FOX Sports 1                         | 46   | Movies! (KUTPDT2)          | 125  | USA Network                    |
| 9002 | FOX Sports Pay Per View HD           | 1215 | MSNBC HD                   | 1102 | Velocity HD                    |
| 9001 | FOX Sports Pay Per View              | 215  | MSNBC                      | 1519 | VH1 HD                         |
| 1762 | FS Arizona HD                        | 1503 | MTV HD                     | 519  | VH1                            |
| 1763 | FS Arizona Plus HD                   | 503  | MTV                        | 1    | Video On Demand                |
| 763  | FS Arizona Plus                      | 193  | Mun2                       | 1180 | WGN HD                         |
| 762  | FS Arizona                           | 45   | My Network TV (KUTP)       | 180  | WGN                            |

**Prism™ Complete**

**Exhibit D**

Includes Prism™ Essential Plan channels.

|      |                            |      |                                |      |                          |
|------|----------------------------|------|--------------------------------|------|--------------------------|
| 1259 | American Heroes Channel HD | 381  | Esquire TV                     | 505  | MTV2                     |
| 259  | American Heroes Channel    | 1211 | FOX Business Network HD        | 315  | Nick 2                   |
| 1253 | Animal Planet HD           | 211  | FOX Business Network           | 1320 | Nick Jr HD               |
| 253  | Animal Planet              | 647  | FOX College Sports Atlantic    | 320  | Nick Jr                  |
| 1188 | BBC America HD             | 648  | FOX College Sports Central     | 1316 | Nicktoons HD             |
| 188  | BBC America                | 649  | FOX College Sports Pacific     | 316  | Nicktoons                |
| 567  | BYU TV                     | 1621 | FOX Sports 2 HD                | 1185 | NUVOtv HD                |
| 1643 | CBS Sports HD              | 621  | FOX Sports 2                   | 185  | NUVOtv                   |
| 643  | CBS Sports                 | 1535 | Fuse HD                        | 1256 | Oprah Winfrey Network HD |
| 515  | Centric                    | 535  | Fuse                           | 257  | Oprah Winfrey Network    |
| 153  | Chiller                    | 1792 | FX Movie Channel HD            | 1680 | Outdoor Channel HD       |
| 161  | Cloot                      | 792  | FX Movie Channel               | 680  | Outdoor Channel          |
| 527  | CMT Pure Country           | 1272 | FYI HD                         | 1531 | Ovation HD               |
| 1456 | Cooking Channel HD         | 272  | FYI                            | 531  | Ovation                  |
| 456  | Cooking Channel            | 1529 | Great American Country HD      | 1258 | SCIENCE HD               |
| 1465 | Destination America HD     | 529  | Great American Country         | 258  | SCIENCE                  |
| 465  | Destination America        | 1174 | GSN HD                         | 1642 | Sportsman Channel HD     |
| 1335 | Discovery Family HD        | 174  | GSN                            | 642  | Sportsman Channel        |
| 335  | Discovery Family           | 1274 | H2 HD                          | 322  | Teen Nick                |
| 1307 | Disney Junior HD           | 274  | H2                             | 507  | Tr3s                     |
| 307  | Disney Junior              | 1794 | Hallmark Movies & Mysteries HD | 1790 | Turner Classic Movies HD |
| 1305 | Disney XD HD               | 794  | Hallmark Movies & Mysteries    | 790  | Turner Classic Movies    |
| 305  | Disney XD                  | 1797 | IFC HD                         | 1157 | TV One HD                |
| 1454 | DIY Network HD             | 798  | IFC                            | 157  | TV One                   |
| 454  | DIY Network                | 564  | Inspiration Network            | 1104 | Universal HD             |
| 1604 | ESPN News HD               | 466  | Life                           | 521  | VH1 Classic              |
| 604  | ESPN News                  | 184  | Logo                           | 522  | VH1 Soul                 |
| 1605 | ESPNU HD                   | 509  | MTV Hits                       | 1372 | WE tv HD                 |
| 605  | ESPNU                      | 510  | MTV U                          | 373  | WE tv                    |
| 1380 | Esquire TV HD              | 1505 | MTV2 HD                        | 132  | Youtoo America           |

### Prism™ Preferred

Includes Prism™ Complete Plan channels.

|      |                                |      |                             |      |                            |
|------|--------------------------------|------|-----------------------------|------|----------------------------|
| 220  | Al Jazeera America             | 1172 | MyDestination.TV HD         | 1852 | Showtime HD (E)            |
| 159  | ASPIRE                         | 172  | MyDestination.TV            | 1853 | Showtime HD (W)            |
| 1470 | AWE HD                         | 1264 | NASA TV HD                  | 864  | Showtime Next (E)          |
| 470  | AWE                            | 264  | NASA TV                     | 865  | Showtime Next (W)          |
| 1219 | BBC World News HD              | 1267 | Nat Geo Wild HD             | 1864 | Showtime Next HD (E)       |
| 219  | BBC World News                 | 267  | Nat Geo Wild                | 1865 | Showtime Next HD (W)       |
| 1540 | Blue Highways TV HD            | 1209 | One America News Network HD | 880  | Showtime On Demand         |
| 540  | Blue Highways TV               | 209  | One America News Network    | 1880 | Showtime On Demand         |
| 1232 | C-SPAN3 HD                     | 1678 | Outside TV HD               | 856  | Showtime Showcase (E)      |
| 232  | C-SPAN3                        | 678  | Outside TV                  | 857  | Showtime Showcase (W)      |
| 1169 | Cars.TV HD                     | 1684 | PAC 12 Bay Area HD          | 1856 | Showtime Showcase HD (E)   |
| 169  | Cars.TV                        | 684  | PAC 12 Bay Area             | 1857 | Showtime Showcase HD (W)   |
| 217  | CNBC World                     | 1685 | PAC 12 Los Angeles HD       | 866  | Showtime Women (E)         |
| 205  | CNN                            | 685  | PAC 12 Los Angeles          | 867  | Showtime Women (W)         |
| 1142 | Comedy.TV HD                   | 1686 | PAC 12 Mountain HD          | 1866 | Showtime Women HD (E)      |
| 142  | Comedy.TV                      | 686  | PAC 12 Mountain             | 1867 | Showtime Women HD (W)      |
| 1163 | Crime & Investigation HD       | 1687 | PAC 12 Oregon HD            | 118  | Smithsonian Channel (E)    |
| 163  | Crime & Investigation          | 687  | PAC 12 Oregon               | 119  | Smithsonian Channel (W)    |
| 263  | DoD News                       | 1688 | PAC 12 Washington HD        | 1118 | Smithsonian Channel HD (E) |
| 932  | ENCORE (E)                     | 688  | PAC 12 Washington           | 1119 | Smithsonian Channel HD (W) |
| 933  | ENCORE (W)                     | 1682 | PAC12 Network HD            | 1791 | Sony Movie Channel HD      |
| 938  | ENCORE Action (E)              | 682  | PAC12 Network               | 791  | Sony Movie Channel         |
| 939  | ENCORE Action (W)              | 1170 | Pets.TV HD                  | 902  | Starz! (E)                 |
| 1938 | Encore Action HD (E)           | 170  | Pets.TV                     | 903  | Starz! (W)                 |
| 942  | ENCORE Black (E)               | 1492 | Pivot HD                    | 908  | Starz! Cinema (E)          |
| 943  | ENCORE Black (W)               | 492  | Pivot                       | 909  | Starz! Cinema (W)          |
| 1942 | Encore Black HD (E)            | 1787 | PixL HD                     | 1908 | Starz! Cinema HD (E)       |
| 934  | ENCORE Classic (E)             | 787  | PixL                        | 910  | Starz! Comedy (E)          |
| 935  | ENCORE Classic (W)             | 1458 | Recipe.TV HD                | 911  | Starz! Comedy (W)          |
| 1934 | ENCORE Classic HD (E)          | 458  | Recipe.TV                   | 1910 | Starz! Comedy HD (E)       |
| 946  | ENCORE Espanol                 | 1916 | Retroplex HD                | 904  | Starz! Edge (E)            |
| 944  | ENCORE Family (E)              | 916  | Retroplex                   | 905  | Starz! Edge (W)            |
| 945  | ENCORE Family (W)              | 1538 | Revolt HD                   | 1904 | Starz! Edge HD             |
| 1932 | Encore HD (E)                  | 538  | Revolt                      | 1902 | Starz! HD (E)              |
| 1933 | Encore HD (W)                  | 1476 | RFD TV HD                   | 1903 | Starz! HD (W)              |
| 951  | ENCORE On Demand               | 476  | RFD TV                      | 906  | Starz! In Black (E)        |
| 1951 | Encore On Demand               | 474  | RLTV                        | 907  | Starz! In Black (W)        |
| 936  | ENCORE Suspense (E)            | 1607 | SEC Network HD              | 1906 | Starz! In Black HD         |
| 937  | ENCORE Suspense (W)            | 1608 | SEC Network Overflow 1 HD   | 912  | Starz! Kids and Family (E) |
| 1936 | ENCORE Suspense HD (E)         | 608  | SEC Network Overflow 1      | 913  | Starz! Kids and Family (W) |
| 940  | ENCORE Westerns (E)            | 1609 | SEC Network Overflow 2 HD   | 1912 | Starz! Kids and Family HD  |
| 941  | ENCORE Westerns (W)            | 609  | SEC Network Overflow 2      | 931  | Starz! On Demand           |
| 1133 | ES.TV HD                       | 607  | SEC Network                 | 1931 | Starz! On Demand           |
| 133  | ES.TV                          | 1789 | Shorts HD                   | 575  | The Word Network           |
| 890  | Flix (E)                       | 789  | Shorts                      | 882  | TMC (E)                    |
| 892  | Flix On Demand                 | 852  | Showtime (E)                | 883  | TMC (W)                    |
| 1892 | Flix On Demand                 | 853  | Showtime (W)                | 1882 | TMC HD (E)                 |
| 1656 | Gol TV HD                      | 854  | Showtime 2 (E)              | 1883 | TMC HD (W)                 |
| 656  | Gol TV (English)               | 855  | Showtime 2 (W)              | 888  | TMC On Demand              |
| 672  | HRTV                           | 1854 | Showtime 2 HD (E)           | 1888 | TMC On Demand              |
| 1914 | Indieplex HD                   | 1855 | Showtime 2 HD (W)           | 884  | TMC Xtra (E)               |
| 914  | Indieplex                      | 860  | Showtime Beyond (E)         | 885  | TMC Xtra (W)               |
| 1590 | Jewish Broadcasting Service HD | 861  | Showtime Beyond (W)         | 1884 | TMC Xtra HD (E)            |
| 590  | Jewish Broadcasting Service    | 1860 | Showtime Beyond HD (E)      | 1885 | TMC Xtra HD (W)            |
| 1147 | MAVTV HD                       | 1861 | Showtime Beyond HD (W)      | 670  | TVG                        |
| 147  | MAVTV                          | 858  | Showtime Extreme (E)        | 644  | Universal Sports           |
| 1116 | MGM HD                         | 859  | Showtime Extreme (W)        | 1644 | Universal Sports HD        |
| 116  | MGM                            | 1858 | Showtime Extreme HD (E)     | 1559 | UP HD                      |
| 276  | Military History               | 1859 | Showtime Extreme HD (W)     | 559  | UP                         |
| 1788 | MOVIEPLEX HD                   | 862  | Showtime Family (E)         | 1679 | World Fishing Network HD   |
| 788  | MOVIEPLEX                      | 863  | Showtime Family (W)         | 679  | World Fishing Network      |

### Prism™ Premium

Includes Prism™ Preferred Plan channels.

|      |                  |      |                   |      |                 |
|------|------------------|------|-------------------|------|-----------------|
| 1840 | 5 Star Max HD    | 811  | HBO Comedy (W)    | 812  | HBO Zone (E)    |
| 840  | 5 Star Max       | 1810 | HBO Comedy HD (E) | 813  | HBO Zone (W)    |
| 836  | ActionMAX (E)    | 1811 | HBO Comedy HD (W) | 1812 | HBO Zone HD (E) |
| 837  | ActionMAX (W)    | 806  | HBO Family (E)    | 1813 | HBO Zone HD (W) |
| 1836 | ActionMAX HD (E) | 807  | HBO Family (W)    | 1804 | HBO2 HD (E)     |

|      |                   |      |                      |      |                    |
|------|-------------------|------|----------------------|------|--------------------|
| 1837 | ActionMAX HD (W)  | 1806 | HBO Family HD (E)    | 1805 | HBO2 HD (W)        |
| 1846 | Cinem?x HD        | 1807 | HBO Family HD (W)    | 834  | MoreMAX (E)        |
| 846  | Cinem?x           | 1802 | HBO HD (E)           | 835  | MoreMAX (W)        |
| 832  | Cinemax (E)       | 1803 | HBO HD (W)           | 1834 | MoreMax HD (E)     |
| 833  | Cinemax (W)       | 814  | HBO Latino (E)       | 1835 | MoreMax HD (W)     |
| 1832 | Cinemax HD (E)    | 815  | HBO Latino (W)       | 1842 | Movie MAX HD       |
| 1833 | Cinemax HD (W)    | 1814 | HBO Latino HD (E)    | 842  | MovieMAX           |
| 850  | Cinemax On Demand | 1815 | HBO Latino HD (W)    | 1844 | Outer Max HD       |
| 1850 | Cinemax On Demand | 830  | HBO On Demand        | 844  | OuterMAX           |
| 802  | HBO (E)           | 1830 | HBO On Demand        | 838  | ThrillerMAX (E)    |
| 803  | HBO (W)           | 808  | HBO Signature (E)    | 839  | ThrillerMAX (W)    |
| 804  | HBO 2 (E)         | 809  | HBO Signature (W)    | 1838 | ThrillerMax HD (E) |
| 805  | HBO 2 (W)         | 1808 | HBO Signature HD (E) | 1839 | ThrillerMax HD (W) |
| 810  | HBO Comedy (E)    | 1809 | HBO Signature HD (W) |      |                    |

## Premium Packages Available as Add-ons:

Preferred and Premium plans include select Add-on Channels.

### Cinemax Add-on Package

|      |                  |      |                   |      |                    |
|------|------------------|------|-------------------|------|--------------------|
| 1840 | 5 Star Max HD    | 833  | Cinemax (W)       | 1842 | Movie MAX HD       |
| 840  | 5 Star Max       | 1832 | Cinemax HD (E)    | 842  | MovieMAX           |
| 836  | ActionMAX (E)    | 1833 | Cinemax HD (W)    | 1844 | Outer Max HD       |
| 837  | ActionMAX (W)    | 850  | Cinemax On Demand | 844  | OuterMAX           |
| 1836 | ActionMAX HD (E) | 1850 | Cinemax On Demand | 838  | ThrillerMAX (E)    |
| 1837 | ActionMAX HD (W) | 834  | MoreMAX (E)       | 839  | ThrillerMAX (W)    |
| 1846 | Cinem?x HD       | 835  | MoreMAX (W)       | 1838 | ThrillerMax HD (E) |
| 846  | Cinem?x          | 1834 | MoreMax HD (E)    | 1839 | ThrillerMax HD (W) |
| 832  | Cinemax (E)      | 1835 | MoreMax HD (W)    |      |                    |

### International-AI-Carte Add-on Package

|      |                          |      |   |      |           |
|------|--------------------------|------|---|------|-----------|
| 3740 | Al Jazeera America       | 3682 | Filipino on Demand                            | 3703 | TV Asia   |
| 3710 | Bollywood Hits on Demand | 3802 | Rai Italia                                    | 3680 | TV Japan  |
| 3882 | Channel One Russia       | 3704 | Sony Entertainment Television Asia (SET Asia) | 3832 | TV5 Monde |
| 3603 | China Central TV         | 3706 | STAR India PLUS                               | 3702 | Zee TV    |
| 3604 | CTI-Zhong Tian Channel   | 3681 | The Filipino Channel                          |      |           |

### Paquete Latino Add-on Package

|      |                            |      |                      |      |                       |
|------|----------------------------|------|----------------------|------|-----------------------|
| 3146 | Bandamax                   | 3102 | Discovery en Espanol | 3056 | La Familia Cosmoision |
| 3053 | Boomerang en Espanol       | 3103 | Discovery Familia    | 3017 | Latele Novela         |
| 3022 | Cable Noticias             | 3051 | Disney en Espanol    | 3149 | Ritmoson Latino       |
| 3054 | Cartoon Network en Espanol | 3052 | Disney XD Espanol    | 3078 | TBN Enlace            |
| 3025 | Cine Mexicano              | 3302 | ESPN Deportes        | 3143 | Telehit               |
| 3127 | Cine Sony                  | 3077 | EWTVN en Espanol     | 3024 | TV Chile              |
| 3202 | CNN en Espanol             | 3303 | FOX Deportes         | 3013 | WAPA America          |
| 3128 | De Pelicula                | 3304 | Go!TV                |      |                       |
| 3129 | De Pelicula Clasico        | 3104 | History en Espanol   |      |                       |

### Starz/Encore Add-on Package

|      |                       |      |                        |      |                            |
|------|-----------------------|------|------------------------|------|----------------------------|
| 932  | ENCORE (E)            | 1951 | Encore On Demand       | 910  | Starz! Comedy (E)          |
| 933  | ENCORE (W)            | 936  | ENCORE Suspense (E)    | 911  | Starz! Comedy (W)          |
| 938  | ENCORE Action (E)     | 937  | ENCORE Suspense (W)    | 1910 | Starz! Comedy HD (E)       |
| 939  | ENCORE Action (W)     | 1936 | ENCORE Suspense HD (E) | 904  | Starz! Edge (E)            |
| 1938 | Encore Action HD (E)  | 940  | ENCORE Westerns (E)    | 905  | Starz! Edge (W)            |
| 942  | ENCORE Black (E)      | 941  | ENCORE Westerns (W)    | 1904 | Starz! Edge HD             |
| 943  | ENCORE Black (W)      | 1914 | Indieplex HD           | 1902 | Starz! HD (E)              |
| 1942 | Encore Black HD (E)   | 914  | Indieplex              | 1903 | Starz! HD (W)              |
| 934  | ENCORE Classic (E)    | 1788 | MOVIEPLEX HD           | 906  | Starz! In Black (E)        |
| 935  | ENCORE Classic (W)    | 788  | MOVIEPLEX              | 907  | Starz! In Black (W)        |
| 1934 | ENCORE Classic HD (E) | 1916 | Retroplex HD           | 1906 | Starz! In Black HD         |
| 946  | ENCORE Espanol        | 916  | Retroplex              | 912  | Starz! Kids and Family (E) |
| 944  | ENCORE Family (E)     | 902  | Starz! (E)             | 913  | Starz! Kids and Family (W) |
| 945  | ENCORE Family (W)     | 903  | Starz! (W)             | 1912 | Starz! Kids and Family HD  |
| 1932 | Encore HD (E)         | 908  | Starz! Cinema (E)      | 931  | Starz! On Demand           |
| 1933 | Encore HD (W)         | 909  | Starz! Cinema (W)      | 1931 | Starz! On Demand           |
| 951  | ENCORE On Demand      | 1908 | Starz! Cinema HD (E)   |      |                            |

### Showtime Add-on Package

|      |                        |      |                          |      |                          |
|------|------------------------|------|--------------------------|------|--------------------------|
| 890  | Flix (E)               | 1858 | Showtime Extreme HD (E)  | 1857 | Showtime Showcase HD (W) |
| 892  | Flix On Demand         | 1859 | Showtime Extreme HD (W)  | 866  | Showtime Women (E)       |
| 1892 | Flix On Demand         | 862  | Showtime Family (E)      | 867  | Showtime Women (W)       |
| 852  | Showtime (E)           | 863  | Showtime Family (W)      | 1866 | Showtime Women HD (E)    |
| 853  | Showtime (W)           | 1852 | Showtime HD (E)          | 1867 | Showtime Women HD (W)    |
| 854  | Showtime 2 (E)         | 1853 | Showtime HD (W)          | 882  | TMC (E)                  |
| 855  | Showtime 2 (W)         | 864  | Showtime Next (E)        | 883  | TMC (W)                  |
| 1854 | Showtime 2 HD (E)      | 865  | Showtime Next (W)        | 1882 | TMC HD (E)               |
| 1855 | Showtime 2 HD (W)      | 1864 | Showtime Next HD (E)     | 1883 | TMC HD (W)               |
| 860  | Showtime Beyond (E)    | 1865 | Showtime Next HD (W)     | 888  | TMC On Demand            |
| 861  | Showtime Beyond (W)    | 880  | Showtime On Demand       | 1888 | TMC On Demand            |
| 1860 | Showtime Beyond HD (E) | 1880 | Showtime On Demand       | 884  | TMC Xtra (E)             |
| 1861 | Showtime Beyond HD (W) | 856  | Showtime Showcase (E)    | 885  | TMC Xtra (W)             |
| 858  | Showtime Extreme (E)   | 857  | Showtime Showcase (W)    | 1884 | TMC Xtra HD (E)          |
| 859  | Showtime Extreme (W)   | 1856 | Showtime Showcase HD (E) | 1885 | TMC Xtra HD (W)          |

### HBO Add-on Package

|      |                   |      |                   |      |                      |
|------|-------------------|------|-------------------|------|----------------------|
| 802  | HBO (E)           | 1806 | HBO Family HD (E) | 808  | HBO Signature (E)    |
| 803  | HBO (W)           | 1807 | HBO Family HD (W) | 809  | HBO Signature (W)    |
| 804  | HBO 2 (E)         | 1802 | HBO HD (E)        | 1808 | HBO Signature HD (E) |
| 805  | HBO 2 (W)         | 1803 | HBO HD (W)        | 1809 | HBO Signature HD (W) |
| 810  | HBO Comedy (E)    | 814  | HBO Latino (E)    | 812  | HBO Zone (E)         |
| 811  | HBO Comedy (W)    | 815  | HBO Latino (W)    | 813  | HBO Zone (W)         |
| 1810 | HBO Comedy HD (E) | 1814 | HBO Latino HD (E) | 1812 | HBO Zone HD (E)      |
| 1811 | HBO Comedy HD (W) | 1815 | HBO Latino HD (W) | 1813 | HBO Zone HD (W)      |
| 806  | HBO Family (E)    | 830  | HBO On Demand     | 1804 | HBO2 HD (E)          |

807 HBO Family (W)

1830 HBO On Demand

1805 HBO2 HD (W)

# Prism Rates

|                  | Prism<br>Essential | Prism<br>Complete | Prism<br>Preferred | Prism<br>Premium |
|------------------|--------------------|-------------------|--------------------|------------------|
| Promotional Rate | \$54.99            | \$69.99           | \$ 84.99           | \$114.99         |
| Rack Rate        | \$74.99            | \$89.00           | \$104.99           | \$134.99         |

**Exhibit E**



**CenturyLink™**