FOX 8
WJW · CLEVELAND TM FOX

Certified Mail Article # 7011 0110 0000 0699 0467

Clear Picture, Inc. & Massillon Cable
Robert Gessner
814 Cable Court NW
Massillon, OH 44647-4284

October 11, 2011

Dear Mr. Gessner,

As you know, we provided you earlier with the FCC-required notification of our station's election of retransmission consent status on your cable system for the next three-year cycle. We suspect that you share our interest in a mutually acceptable renewal of our existing retransmission agreement as quickly as possible and certainly before the Holidays begin. To that end, we now wish to begin a substantive dialogue on the material terms and conditions.

As you know, we are operating under an agreement with your company that was executed just a few years ago. While we do not regard all the terms in that agreement as beneficial, we nevertheless are prepared to continue operating under those terms through the next three-year cycle. We therefore propose to renew the existing agreement from January 1, 2012 through December 31, 2014, with simply an update to the retransmission fee. This approach will reduce the time and expense that both of us otherwise would need to invest in these negotiations, and we believe that there is great value in this streamlined approach for both parties.

In terms of the retransmission fee, we can both agree that the marketplace for broadcast, non-broadcast, and sports programming rights has undergone tremendous changes since our last negotiation. We are not looking to lead the market. Rather, we seek only to be compensated fairly for the tremendous value that our station's network and non-network programming bring to your cable system.

In our case, this includes live sports programming like the NFL on Fox (including the Cleveland Browns), Major League Baseball and the World Series, College Football including the Big Ten Championship, original Fox shows like "American Idol", "Glee", "House" and the new hits "New Girl" and "The X-factor", syndicated programming like "Judge Judy" and "Big Bang Theory" of course, WJW's top-rated Fox8 News (more than 63 hours per week).
From sign-on to sign-off, no cable channel gets even half of WJW/Fox 8's average audience. Fox 8 delivers an astounding 1,113% more audience (sign-on to sign-off) than the average cable channel.

5800 South Marginal Road Cleveland, Ohio 44103 phone 216.431.8888

After extensive research, we prepared the enclosed proposal to be fully consistent with marketplace conditions.

At this time, we are also prepared to extend an incentive discount. If you find our amendment acceptable, and you return a signed version to me before October 31st, our station will grant a 10 percent discount to the fees due throughout the three-year term. This discount reflects the value to us of finalizing a retrans renewal quickly and without the additional expense of time, legal fees, and the like.

Please understand that this outline is intended to be an expression of our interest and intention to proceed in good faith toward a definitive agreement. It is not intended to be a formal offer or binding agreement in and of itself and any agreement between the parties will become binding only at such time as we both execute a definitive agreement. Finally, we are proceeding with this proposal on the understanding that our negotiations are subject to the confidentiality provisions of our existing agreement. If you do not agree with this approach, please communicate that to me immediately, and be advised that this outline will be withdrawn.

We look forward to hearing from you soon regarding our renewal negotiations.

Thank you

Greg Easterly
President and General Manager
WJW TV – Fox 8 Cleveland
5800 S. Marginal Rd.
Cleveland, OH 44103