MEMORANDUM

To: Sports' Directors of Cable/Television Stations
From: Bradley R. Cashman, Executive Director
Subject: CABLECASTING/TELECASTING OF 2011 PIAA FOOTBALL CHAMPIONSHIPS
Date: October 7, 2011

The following are the policies and procedures that are in effect for the live cablecasting/telecasting and delayed cablecasting/telecasting of the 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contests and the four (4) 2011 PIAA Football Championship (Final) Contests scheduled for Friday, December 16 and Saturday, December 17, 2011 at HERSHEY PARK Stadium, Hershey, PA as follows:

2011 PIAA FOOTBALL CHAMPIONSHIPS (FINALS) SCHEDULE
HERSHEY PARK STADIUM, HERSHEY, PA

<table>
<thead>
<tr>
<th>Round</th>
<th>Classes</th>
<th>Times</th>
<th>Dates</th>
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<tbody>
<tr>
<td>Final</td>
<td>A</td>
<td>1:00 p.m.</td>
<td>Fri., December 16, 2011</td>
</tr>
<tr>
<td>Final</td>
<td>AAA</td>
<td>7:00 p.m.</td>
<td>Fri., December 16, 2011</td>
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<tr>
<td>Final</td>
<td>AA</td>
<td>12:00 p.m.</td>
<td>Sat., December 17, 2011</td>
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<tr>
<td>Final</td>
<td>AAAA</td>
<td>6:00 p.m.</td>
<td>Sat., December 17, 2011</td>
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1. Upon receipt of this memorandum, cable/television stations may forward separate written offers (bids) to Mrs. Melissa M. Mertz, PIAA Assistant Executive Director, to live or delay cablecast/telecast one (1) or more of the 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contests according to the schedule listed under Number 6 and according to all of the other conditions described under Numbers 2-10, inclusive.

2. Separate written bids may be submitted to live or delay cablecast/telecast one (1) or more of the 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contests only within a television station's given Area of Dominant Influence/Designated Market Area (ADI) according to ADI, i.e. based on Arbitron's definition of cable/television stations' market boundaries.

Pennsylvania Interscholastic Athletic Association, Inc. is an equal opportunity employer
3. Preference will be given to bids to live cablecast/telecast that include production and distribution of 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contests. Only one (1) cable/television station will be permitted to produce and distribute a Contest due to facility limitations at most Contest sites. Accordingly, only one (1) approved cable/television station will be granted approval to produce and distribute the Contest and all other cable/television stations approved to live or delay cablecast/telecast the Contest will be required to obtain a "feed" from the approved cable/television station. Cable/television stations obtaining a "feed" from the approved cable/television station producing and distributing the Contest must comply with all procedures described under Numbers 1-10, including approval from Mrs. Melissa N. Mertz, PIAA Assistant Executive Director, to live or delay cablecast/telecast the Contest (see Number 5).

4. The schedule for minimum live cablecasting/telecasting rights fees is enclosed. Mrs. Melissa N. Mertz, PIAA Assistant Executive Director, reserves the right to reject any bid that, in her judgment, does not adequately cover the loss of the anticipated "live" gate.

   The scale for minimum delayed cablecasting/telecasting rights fees is also enclosed. Mrs. Melissa N. Mertz, PIAA Assistant Executive Director, reserves the right to reject any bid that in her judgment does not adequately cover at least eighty percent (80%), sixty percent (60%), forty percent (40%), or twenty percent (20%), proportionally, of the loss of the anticipated "live" gate.

   In addition to the fee, each cable/television station shall produce two (2) minutes of public service announcements (PSA’s) for each Contest that is cablecast/telecast and shall provide PIAA with one (1) tape of each cablecast/telecast Contest, if requested by PIAA. Mrs. Melissa N. Mertz, PIAA Assistant Executive Director, must approve the content of the PSA’s before distribution.

5. When two (2) or more cable/television stations from the same market area (ADI) are interested in live or delayed cablecasting/telecasting of the same 2011 PIAA Football Championship first round, quarterfinal, or semi-final Contest, the highest fee that is bid and received in the PIAA Office for live cablecasting/telecasting the Contest and/or the highest fee that is bid and received in the PIAA Office for delayed cablecasting/telecasting the Contest will be considered, pursuant to the procedures described under Number 4.

   If two (2) or more cable/television stations in the same market area submit a written bid to live cablecast/telecast the same Contest, and if the fee which has been bid is the same, the cable/television stations which can produce and distribute the Contest will be given approval to live cablecast/telecast the Contest. If two (2) or more of the cable/television stations can produce and distribute the Contest, the cable/television stations will be given two (2) hours
following the deadline, to submit another written bid (fee) to live cable/telecast the Contest. The cable/television station bidding the highest fee will be given approval to live cablecast/telecast the Contest. If the written bids (fees) are still equal, the procedure described above will be repeated.

If two (2) or more cable/television stations in the same market area submit a written bid to delay cablecast/telecast the same Contest, and if the fee that has been bid is the same, the cable/television station that can produce and distribute the Contest will be given approval to delay cablecast/telecast the Contest. If two (2) or more of the cable/television stations can produce and distribute the Contest, the cable/television stations will be given two (2) hours, following the deadline, to submit another written bid (fee) to delay cablecast/telecast the Contest. The cable/television station bidding the highest fee will be given approval to delay cablecast/telecast the Contest. If the written bids (fees) are still equal, the procedure described above will be repeated.

6. Separate written bids for the live or delayed cablecasting/telecasting of one (1) or more of the 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contests will be accepted as follows:

**PIAA FOOTBALL CHAMPIONSHIP FIRST ROUND, QUARTERFINAL, AND SEMI-FINAL CONTESTS**

Written bids for live or delayed cablecasting/telecasting of one or more of the 2011 PIAA Football Championship first round Contests will be received until 12:00 p.m., Monday, November 21, 2011. Following 12:00 p.m., Monday, November 21, approvals will be given to those cable/television stations who have submitted the highest written bid for a Contest in a given market area by 12:00 p.m., Monday, November 21. If only one (1) cable/television station has submitted a written bid in a market area, that bid will be approved, pursuant to the procedures described under Number 4.

Written bids for live or delayed cablecasting/telecasting of one or more of the 2011 PIAA Football Championship quarterfinal Contests will be received until 12:00 p.m., Monday, November 28, 2011. Following 12:00 p.m., Monday, November 28, approvals will be given to those cable/television stations who have submitted the highest written bid for a Contest in a given market area by 12:00 p.m., Monday, November 28. If only one (1) cable/television station has submitted a written bid in a market area, that bid will be approved, pursuant to the procedures described under Number 4.

Written bids for live or delayed cablecasting/telecasting of one or more of the 2011 PIAA Football Championship semi-final Contests will be received until 12:00 p.m., Monday, December 5, 2011. Following 12:00 p.m., Monday, December 5, approvals will be given to those cable/television stations who have submitted the highest written bid for a Contest in a given market area by 12:00
p.m., Monday, December 5. If only one (1) cable/television station has submitted a written bid in a market area, that bid will be approved, pursuant to the procedures described under Number 4.

PIAA FOOTBALL CHAMPIONSHIP (FINAL) CONTESTS

Pennsylvania Cable Network (PCN) has procured the exclusive "live" cablecasting/telecasting rights to the PIAA Football Championship (Final) Contests. Inquiries concerning "delayed" cablecasting or telecasting of the PIAA Football Championship (Final) Contests should be directed to Brian Lockman, President and Chief Executive Officer, PCN, at (717) 730-6000 or fax to (717) 730-6005.

7. The delayed cablecasting/telecasting of any PIAA Football Championship first round, quarterfinal, and semi-final Contest may occur no earlier than one (1) hour after the completion of the Contest. The delayed cablecasting/telecasting of any PIAA Football Championship (Final) Contest may occur no earlier than five (5) hours after the completion of the Contest.

8. Bids will not be approved that involve live cablecasting/telecasting of two (2) or more 2011 PIAA Football Championship first round, quarterfinal, or semi-final Contests that are scheduled at approximately the same time on the same date and/or at two (2) or more sites on the same date unless special arrangements and guarantees are offered by the bidding cable/television station which ensure that all Contests bid on by that cable/television station will be cablecast/telecast and which meet the expectations of Mrs. Melissa N. Mertz, PIAA Assistant Executive Director.

9. Cable/television stations are solely responsible for arranging production for live and delayed cablecasting/telecasting of 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contests with the PIAA-Appointed Contest Manager and the site liaison person of the host facility, following approval of Mrs. Melissa N. Mertz, PIAA Assistant Executive Director. A check payable to PIAA for the appropriate amount of the rights fee must be presented to the PIAA-Appointed Contest Manager at least one (1) hour prior to the start of the Contest.

10. The rights to cablecast/telecast any 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contest are the exclusive property of PIAA. The cablecasting, telecasting, transmission and/or re-broadcasting of any 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contest without the express written approval of PIAA is prohibited.

Written bids concerning any 2011 PIAA Football Championship first round, quarterfinal, and semi-final Contest should be directed to:
Mrs. Melissa N. Mertz, PIAA Assistant Executive Director
Pennsylvania Interscholastic Athletic Association, Inc.
550 Gettysburg Road, P. O. Box 2008
Mechanicsburg, PA 17055-0708
(717) 697-0374 or (800) 382-1392
FAX (717) 697-7721
E-MAIL: mmertz@piaa.org

Enclosure

cc: PIAA Board of Directors
PIAA-Appointed Inter-District Football Contest Managers
Gregory G. Biller, PIAA Director of Business Affairs
Mark E. Byers, PIAA Assistant Executive Director
Brian Lockman, PCN President and Chief Executive Officer
Dr. Robert A. Lombardi, PIAA Associate Executive Director
Melissa N. Mertz, PIAA Assistant Executive Director
Michael L. Solomon, Esq., PIAA Director of Legal Affairs
PIAA FOOTBALL CHAMPIONSHIPS MINIMUM LIVE CABLECASTING/TELECASTING AND/OR WEBCASTING (VIDEO STREAMING) RIGHTS FEES
Subject to a 50% discount whenever a member school owned cable/television station cablecasts/telecasts and/or Web site webcasts (audio streams) its Team, the minimum live cablecasting/telecasting and/or webcasting (video streaming) rights fees, per Contest, per cable/television station and/or Internet video broadcaster, are as follows:

<table>
<thead>
<tr>
<th></th>
<th>Preliminary and/or First Round</th>
<th>Quarterfinals</th>
<th>Semi-Finals</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minimum Live A and/or AA Cablecasting/Telecasting and/or Webcasting (Video Streaming) Rights Fees</td>
<td>$1,500.00</td>
<td>$2,000.00</td>
<td>$2,500.00</td>
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<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Minimum Live AAA and/or AAAA Cablecasting/Telecasting and/or Webcasting (Video Streaming) Rights Fees</td>
<td>$2,500.00</td>
<td>$3,000.00</td>
<td>$3,500.00</td>
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NOTE: PCN will distribute "live" the A and AAA Football Championship (Final) Contests on Friday, December 16, 2011; and the AA and AAAAA Football Championship (Final) Contests on Saturday, December 17, 2011.