



Via FedEx (650-524-6905)

October 28, 2008

KCSM-TV
1700 West Hillsdale Boulevard
San Mateo, CA 94402
Attn: Marilyn Lawrence, General Manager

Re: KCSM-TV (DMA: San Francisco-Oakland-San Jose, CA)

We are in receipt of your letter requesting mandatory carriage for KCSM-TV in the San Francisco-Oakland-San Jose, CA local market.

DIRECTV will continue carriage of KCSM-TV in the San Francisco-Oakland-San Jose, CA local market on January 1, 2009 in accordance with Section 338 of the Communications Act of 1934 and the Federal Communications Commission's Rules. However, if KCSM-TV chooses to ratify the national carriage agreement with DIRECTV, the terms of that agreement will govern instead to the extent that DIRECTV offers local-into-local HD service in the market. This agreement will be sent to stations by APTS and PBS shortly for station consideration and ratification.

Technical questions and those related to the local receive facility can be forwarded by email to Locals-Technical@directv.com.

General correspondence should be directed to Locals-Business@directv.com or:

DIRECTV Local Into Local
2230 E. Imperial Highway, Mail Stop N344
El Segundo, CA 90245

Sincerely,

DIRECTV



October 23, 2008

Marilyn Lawrence
KCSM-TV
1700 W. Hillsdale Boulevard
San Mateo, CA 94402

**Re: Mandatory Carriage Election
KCSM-TV, San Francisco-Oakland-San Jose DMA**

Dear Ms. Lawrence:

We received KCSM-TV's letter, postmarked September 23, 2008, electing mandatory carriage. DISH Network accepts your election and looks forward to carrying KCSM-TV during the upcoming cycle commencing on January 1, 2009 and ending on December 31, 2011.

DISH Network will carry KCSM-TV so long as the station does not substantially duplicate the programming of any other station within the market and complies with all federal must carry regulations, including the delivery of a good quality signal to the local receive facility.

DISH Network reserves the right to reject those stations that fail to deliver a good quality signal. Please contact Kip Wilcoxson, Engineering Manager, at (307) 633-5483 or Kip.Wilcoxson@EchoStar.com should you anticipate signal delivery issues or have any questions about the minimum technical standards.

Sincerely,

A handwritten signature in black ink that reads "Stacey Conway".

Stacey Conway
General Manager

/mso